

South High Foundation Minutes

Meeting of the Membership and Board of Directors — Annual Meeting

Session 1: May 10, 2005

Session 2: June 14, 2005

Session 3: September 13, 2005

Session 1: May 10, 2005 – South High School

Members attending: Don Anderson, Bob Ameson, Judy Ayers, Harold Benson, Jim Bloom, Catherine Cady, Gerry Cady, Carol Colloton, Beverly Dahi, George Dahl, Arlene Doyle, Dennis Fazio, Wilbur Pink, Melanie Frazier Taylor, Dick Fredbo, Vonda Gluck, Melvin Haagenson, Margery Harris, Phylis Hayes, Rod Hemstreet, Jane Koons, Anne McLaughlin, Dora Peterson, Nancy Rosenow Loyd Schanke, Marlys Schluck, Warren Schluck, Gerri Sell, Dick Westby.

Others: Dagny Waldeland

The meeting was called to order at 7:03 p.m. by Chair George Dahl in Room 132 at South High.

Minutes from the April 12, 2005, meeting were approved.

Committee Reports:

Administration - Dagny Waldeland, assistant principal, relayed that since the seniors had their graduation details meeting today, the year must be coming to a close. Ms. Waldeland expressed gratitude once again to the Foundation for their generous and continued support. She gave a status report on the sports teams and said that senior theater projects and music concerts are just ahead. There will be 6-7 fewer staff at South next year because of budget cuts.

Phylis Hayes coach of the Mock Trial Team came to share that the team had taken 4th place in the national event. South had the smallest team in competition and 4 out of the 6 team members won individual awards. She said a big thank you and promised that the student team would return in the Fall to show their trophies and deliver a "proper" thank you.

Treasurer's Report - Checking Account: March Balance \$248.91, April Income: \$74381.50, April Expenses: \$74966.85, April Dividend: \$4.80, April Balance: \$12,663.56. Money Market Account: March Balance \$23,370.28, April Dividend: \$19.67, April Balance: \$12885.78

Investment - Rod Hemstreet gave a report of the Endowment Fund that covered the first quarter of 2005. (See handout) Hemstreet noted that it had been a poor quarter for investments, marking a twoyear low. Bottom line went from \$277,168 to \$272,253. Mr. Hemstreet will provide another report at a meeting in the Fall.

Membership - Dick Fredbo said that Maryls is updating records from mail received from Carol

Colloton.

Scholarship - Bob Arneson reported that the Wallin Reception for new recipients and their families will be held on May 18 in the auditorium. Jane Koons added that volunteers are still needed, especially for the early shift and for cleanup.

Harold Benson said that the Finnberg Scholarship committee met and reviewed the, 11 candidates. Qualifications were: GPA, attend a 4 year school, career in education, faculty recommendations and extracurricular activities connected to education. Two winners and one alternate were chosen. A plaque will be presented to each of the winners at the Senior Awards Program? June 1 at 7 p.m. at South, The scholarship is for \$4000, renewable for 3 more years.

Rod Hemstreet, reporting on the Kommerstad Scholarship said that 2 winners were chosen from 6 applicants. Qualifications included at least a B average in the stock market class and an interest in studying business or economics. Financial need is not a requirement for the Kommerstad Scholarship or for the Finnberg Scholarship.

Site Council - Cern Sell reported that discussion centered round the budget for school year 05-06. Enrollment is expected to be 1895, Seven teachers including one health teacher will be gone, along with 1 clerk and 1 security person. All departments will lose teachers, except math. Two counseling positions were included in the budget. Members spent time discussing the by-laws and the fact that they were not being followed. A small committee was formed to look at the by-laws before the next meeting.

Long Range - Loyd Schanke said that the committee met and Don Swanson continues to work on an athletic field proposal. Vonda Cluck noted that she and DuWayne Dent; director of the All Nations Program at South along with students will be meeting with people from Mystic Lake on May 11. They will review expenditures of this year's grant and look for more donations for next school year,

Archive - Dick Westby noted that the committee hosted a table at the Pancake Breakfast. He showed a 1930 yearbook with sketches of area landmarks and notes about a Thrift Club that was formed to learn about saving! banking. Another yearbook from 1931 included photos in place of sketches, Mr. Westby highlighted the Musketeer Club that was all male and focused on service. Finance - Jane Koons said that the committee had received 5 requests 1) \$350 for framing materials for student work; 2) \$1050 for Journalism/Southerner students to attend a seminar at the U of MN this summer. These funds will be taken from money in the bequest of Ruth K. Town; 3) \$1546 to send 2 students to National History Day. Funds are needed because students just learned in early May of their state win; 4)\$1800 for uniforms for a baseball team, This request, made late in the year, was tabled until next school year; and 5) \$2760 for student planners for 9 and 10th graders. These planners are used by the students at the direction of teachers who help them learn time management skills.

MOTION By Anne McLaughlin: that a request for \$2760 for student planners for 9, 10th graders be approved. Second: Melvin Haagenson. Motion passed.

Old Business

Pancake Breakfast - Marlys Schluck, along with Warren Schluck expressed thanks to all the volunteers who helped turn a profit of \$10,500, which was the highest in the ten year history. Members wondered whether the new alumni band or the teacher/student booths or the golf activity provided the extra draw, The kitchen ran out of eggs by 12:30 p.m. due to the large number of guests. Guests seemed to be having a good time and many positive comments were heard. South faculty were glad to have a chance to give back to the Foundation by hosting the booth activities.

Golf Tournament - Jim Bloom said that registration invitations were in the mail. There will be no hole-in-one activity or test driving a new car. Hopefully, these activities will be included next year.

Vonda Cluck noted that most of the items in the display case across from the main office are over 100 years old, and that the baby moccasins, which she wore as a child, were her grandfather's.

New Business

Bylaws Committee: Nancy Rosenow, Dennis Fazio, Loyd Schanke, Rod Hemstreet. Jerry Cady introduced Melanie Frazier Taylor, '82 who now works for American Express. She will add to the discussion about the new reorganization materials that were introduced and distributed at the meeting last month.

Jane Koons questioned the discussion and said that the April 2005 minutes indicated that discussion about the reorganization would take place in June. Loyd Schanke said that tonight would be a time to answer questions and if there was time, a vote on the reorganization would take place.

Several items were brought up for clarification: authority/responsibility of the Board of directors for the Foundation, delegation of committee authority by the Board, number of members on the board, should past presidents automatically be members of the board. Some members questioned the goal of the new plan and said that such a plan might be good for business, but not necessarily for the Foundation. A smaller board may not be able to tune in to all the facts. The best knowledge might be had in hearing all the committee reports. How many times a year would members now on Board get together, what would be the roll of members currently on the board. Committee chairs would be elected by each committee while the Chair, Vice Chair, Secretary, Treasurer would be elected at large.

After further discussion Chair George Dahl stated that discussion would be cut off at 9 p.m. and that the May meeting would be reconvened on June 14 when a vote on the plan would be taken, followed by a vote of officers for the next year. The June meeting would then be convened.

Mr. Schanke reiterated that the Foundation is growing and that additional members willing to do the work of the Foundation must be secured. Those who vote on issues, including disbursement

of funds and levels of participation should be defined. The by-laws provide structure and the reorganization plans indicate how to implement those by-laws.

The May meeting is recessed until Tuesday, June 14, 2005, 7:00 p.m. at South High

Session 2: June 14, 2005 - Seward Lunchroom, Matthews Community Park

Members attending: Vonda Gluck, Dick ?, Loyd Schanke, Richard Westby, Nancy Rosenow, Helene Turnbull, Marge Harris, Arline Doyle, Marles Fredbo, Dick Fredbo, Ralph Thorp, Bob Arneson, Jim Bloom, Harold Benson, Rod Hemstreet, Marlys Schluck, Warren Schluck, Gerry Cady, George Dahl, Dennis Fazio, Melvin Haagenson.

Others: Brian Thompson, Bev Dahl, Kate Cady

Meeting reconvened at 7:04pm by Chair George Dahl. Mr. Dahl announced that Karen Panton had resigned so the Foundation will be needing a new secretary.

Welcome to Brian Thompson, class of 1994

Mr. Dahl asked how many in attendance attended Seward school and mentioned Dick Westby was the Community Education director for 25 years, some while Harold Benson was principal at Seward. The Board thanked Dick for arranging the meeting space.

Mr. Dahl introduced the Bylaws Committee. Loyd Schanke took the floor and stated after the May session, the Committee met again to address areas of concern and reach a compromise on some issues. Mr. Schanke then introduced Dennis Fazio for the presentation.

Mr. Fazio gave some background on himself – He has been on the boards of several non-profit corporations and trade organization and an on-line charter school he is very familiar with the issues of nonprofit corporation bylaws and operation.

Mr. Fazio gave a revised presentation to refresh everyone on the key issues and the modified proposed structure of the new Foundation. He outlined current problems and discussed each area of change from the previous version presented at the May session. The primary changes of substance are that 1) at-large directors are now appointed by the existing Board and are no longer made up of past chairs and 2) the Membership subcommittee was removed from the Communications Committee and made a standing committee on its own with its chair on the Board. The Bylaws Committee put the updated version of the proposed bylaws, along with the proposed new Mission and Principles, on the floor for discussion and acceptance. After much lively discussion a consensus was achieved to vote on the proposed Bylaws article by article and then vote on the proposed new Mission and Principles.

MOTION by Marge Harris, second by Harold Benson, to accept Article I on Name, Office and Policies. There was a quick review of provisions, questions and discussion. Debate was closed and Article I was accepted by unanimous hand vote.

MOTION was made and seconded to accept Article II on Membership. There was a quick review of provisions, questions and discussion. A request to rename Regular Member meetings to “Annual Meetings” was accepted by the Committee with no objection. A request to include “participating members” as a parenthetical appendix to all mentions of “voting members” was accepted by the Committee with no objection. Debate was closed and Article II was accepted by unanimous hand vote.

MOTION by Warren Schluck, second by Dick Westby, to accept Article III on Board of Directors. There was a quick review of provisions, questions and discussion which included a request to change the method by which the at-large directors are elected. Motion by Dennis Fazio to amend Article III so that at-large directors are elected by the members with provision for appointment by the existing Board if none are elected. Amendment passed on a hand vote. A motion to amend section 3.10 to restrict special meetings so they could not be called to disburse funds failed for lack of a second. Debate was closed and Article III was accepted as amended by unanimous hand vote.

MOTION by Dick Fredbo, second by Arlene Doyle, to accept Article IV on Officers. There was a quick review of provisions, questions and discussion. Debate was closed and Article IV was accepted by unanimous hand vote.

MOTION by Marge Harris, second by Maryls Fredbo, to accept Article V on Committees. There was a quick review of provisions, questions and discussion. Debate was closed and Article V was accepted by unanimous hand vote.

MOTION by Rod Hemstreet, second by Ralph Thorp, to accept Article VI on Finance. There was a quick review of provisions, questions and discussion. Debate was closed and Article VI was accepted by unanimous hand vote.

MOTION by Marge Harris, second by Arline Doyle, to accept Article VII on Indemnification. There was a quick review of provisions, questions and discussion. Debate was closed and Article V was accepted by unanimous hand vote.

MOTION by Vonda Gluck, second by Maryls Fredbo, to accept Article VIII on Standard of Care and Conflicts of Interest. There was a quick review of provisions, questions and discussion. Debate was closed and Article VIII was accepted by unanimous hand vote.

MOTION by Harold Benson, second by Vonda Gluck, to accept Article IX on Amendment. There was a quick review of provisions, questions and discussion. Debate was closed and Article IX was accepted by hand vote with one opposed.

The Board was of the opinion that the Bylaws as adopted should undergo legal review before final implementation. Mr. Fazio indicated he could submit them to an expert in nonprofit law for a reasonable fee. MOTION by Dick Westby, second by Loyd Schanke, to approve the new Bylaws as amended as a whole and that they be immediately accepted as the new operating bylaws of the Foundation on condition that they undergo legal review and there are no

substantial alterations necessary from that review. Motion carried.

Since the building was closing, Mr. Dahl held some discussion and determined that we could not complete the remaining business of Mission, Principles and elections at this meeting, so he ruled that the meeting would recess until July 12, 2005 at 7:00 pm at this same location, Seward lunchroom - Matthews Community Park.

The meeting was recessed at 9:12 pm.

Session 3: September 13 – South High School

Members attending: Loyd Schanke, Dora Peterson, Bev Dahl, Deb Trillen, Margory Harris, Rod Hemstreet, Warren Schluck, Gorge Dahl, Jim Bloom, Carol Colloton, Gerry Cady, Kate Cady, Melvin Haagenon, Nancy Rosenow, Cheryl Ramirez, Judy Ayers, Richard Westby, Marlys Schluck, Brian Thomson, Vonda Gluck, Arline Doyle, Dennis Fazio

Chair George Cady Called the meeting to order at 7:00pm. This is a continuation of the May membership annual meeting.

1. New Mission and Principles

Marge Harris moved to accept the new Mission as introduced. Motion carried unanimously.

MOTION by Marge Harris to accept the new statement of Principles as introduced. There was some debate regarding principle #1 on the provision of funding. It was stated that we do not have the means to fund basic needs of the school and our traditional extra funding of small projects may suffer. It was also indicated that we may need the flexibility to help the school in many ways since core funding is not as forthcoming from the state as it was in the past. No amendments were offered and the motion carried unanimously.

Warren Schluck reported on a lunch given by the Foundation for the South High Football team and cheerleaders after the Cambridge game which was much enjoyed and appreciated.

2. Election of Officers

George Dahl nominated Loyd Schanke for Chair. There were no other nominations. Loyd was elected the next Chair by voice vote. George Dahl then turned over the meeting chair to Loyd Schanke.

Loyd Schanke nominated Harold Benson for Vice Chair. There were no other nominations. Harold Benson was elected Vice Chair by voice vote.

Nancy Rosenow nominated Rod Hemstreet for Treasurer. There were no other nominations. Rod Hemstreet was elected Treasurer by voice vote.

Loyd Schanke nominated Dennis Fazio for Secretary. There were no other nominations. Dennis Fazio was elected Secretary by voice vote.

There was some discussion and question/answer regarding the roles of the various board members and how decisions are made. This was to clarify rules in the new bylaws in order to help members elect new directors.

3. Election of At-Large Directors

Rod Hemstreet nominated Gerry Cady for at-large director. George Cady declined the nomination.

Marge Harris nominated Nancy Rosenow for at-large director.

Maryl's Schluck nominated Brian Thompson for at-large director.

Carol Colloton nominated Jane Coons for at-large director.

Rod Hemstreet nominated Jim Bloom for at-large director.

Warren Schluck nominated Carol Colloton for at-large director.. Carol Colloton declined the nomination

George Dahl nominated Warren Schluck for at-large director.

George Dahl nominated Marlys Schluck for at-large director.

Melvin Haagenson nominated himself for at-large director.

Hearing no other nominations, Loyd Schanke declared nominations were then closed.

Ballots were distributed and members were instructed to write up to 4 names on the ballot. Those with the 4 highest votes would be elected to the 4 available at-large seats. Two members volunteered to serve as ballot counters.

The ballots were tallied and results were:

Jim Bloom, Jane Coons, Nancy Rosenow, and Brian Thompson were elected to the board as at-large directors.

4. Other Business

While the ballots were counted, there was a report from the Golf Committee. Jim Bloom reported that there were \$22,121 in revenue and \$11,019 in expenses, resulting in net proceeds of \$11,192 proceeds from the 10th Annual Golf Tournament.

5. Adjournment

Hearing no other business and with no objection, the Chair adjourned the meeting at 8:23pm.