

World Affairs Council of West Michigan

Annual Members Meeting Minutes

June 10, 2020

Meeting Held by Zoom due to the Covid-19 Pandemic

Board Members Present: Dick Gauthier (President and Chair of the meeting), Scott DeMeester, Meghan Harsevoort, Cary Justice, Ping Liang, Guk Low, Craig Meurlin, Ingrid Nelson, Bob Roth, Craig Stevens, Therese Thill, Bo Torres, Jen Tyler, Aaron Van Soest (14).

Staff Present: Erica Kubik, Michael Van Denend (2).

WAC Members Present: Dixie Anderson, Kristina Araya, Kerry Brozyna, Levi Cipicic, Tim Liang, Jeff Van Winkle, Bruce Young, Cameron Young (8).

Board President Dick Gauthier opened the meeting at 5:30pm. He then acknowledged current Board Members and staff and welcomed all guests, all of whom are participating via Zoom call due to the Covid-19 pandemic. He asked that all people present on the Zoom call to acknowledge their presence by stating their name and whether they are members or guests. By announcing their presence, they were meeting the requirements of Section 8 of Article I of the By-Laws that the names of all participants in any meeting by remote communications be divulged to all other participants. He also asked whether everyone could hear everyone else participating.

Mr. Gauthier asked Mr. Van Denend to confirm that notice of the meeting had been duly given. Mr. Van Denend confirmed that it had been given on May 29, 2020.

Mr. Gauthier then asked that anyone who had not received in advance a copy of the materials for the meeting; they were made available in the Zoom chat portal.

Approval of 2019 Annual Members Meeting Minutes

The minutes of the 2019 annual meeting (June 12, 2019) were provided to the attendees. Their approval was M-Meurlin/S-Anderson/P.

Amendment of By-Laws:

The first matter to be voted on is an amendment to Article II, Section 3 of the By-Laws of the Council. Mr. Gauthier discussed the two changes that are both included within Article II, Section 3. The first allows the President of the Council to serve two full one year terms as President, even if they might otherwise have been term limited (they would, under the current By-Laws, have been immediate past president for an additional year even if otherwise term limited; now such additional year could be served as President for a second one year term). Mr. Gauthier stated that he would be the first person impacted by this change, as the Nominations Committee has recommended to the Board that Mr. Gauthier be elected for a second one-year term pursuant to this change. Absent this approval, he would be term limited and become only immediate past president next year. The other change would allow the maximum flexibility to the Board to keep the three classes of directors as near in authorized number as possible and in actual number to the extent reasonably possible, the primary obligation of the Board being the best interests of the Council.

Mr. Gauthier moved the following resolution:

RESOLVED, that Article II, Section 3, of the By-Laws of the Council is hereby amended and restated in its entirety as follows (eliminating the existing second paragraph of said section as no longer necessary):

Mr. Gauthier said that unless someone on the call requested it, he would not read the entire language of the amended by-law section as it was included in the Annual Notice in its entirety. Section 3 is being restated in its entirety incorporating a number of small changes to affect the two purposes he had just discussed.

Section 3 – Term of Office: Directors shall generally be elected for terms of three years each. The Board of Directors shall try to preserve balance in the actual number of directors in each class of the directors (the Board having established the authorized number in each class when it set the total number of authorized directors pursuant to Section 1 of this Article II, which number in each class shall be as nearly equal in number as possible); provided, however, that if, due to resignations or removals disproportionately impacting one or more classes, a temporary inequality in the actual number of directors in the three classes may exist and that temporary inequality may continue for more than one year. The Nominations Committee shall try to preserve balance in the actual number of directors in each class through its recommendations for new directors, which may include recommendations to serve for terms of one or two years, whether such new directors are to be (i) elected by the Members at an Annual Meeting of Members or (ii) appointed by the Board to fill vacancies between Annual Meetings of Members. The Board will consider such recommendations and will look to preserve increased balance in the actual number of directors in each class as it recommends nominees for election by the Members or as it fills a vacancy, although it is understood that achieving actual equality (or as near in number as possible) in number at any one Annual Meeting of Members election of directors may not be appropriate and in the best interests of the Council and that a temporary inequality may continue for a temporary additional period of time. The Board's primary duty is to look to the best interests of the Council in selecting as nominees only those most able and willing to serve as directors, and who can assist the Council in fulfilling its mission.

A term shall commence as of July 1 and shall continue until June 30 of the year in which his or her term ends or, if earlier, until his or her resignation or removal. Except as hereafter provided in this paragraph, the individual who was president of the Board at the conclusion of a fiscal year shall automatically continue to be a voting member of the Board during the following fiscal year. If this additional year would be following the expiration of his or her term as director (and he or she would not be eligible for re-election due to term limits under Section 2 of this Article), he or she shall nonetheless continue as a member of the Board (and, if necessary the authorized size of the Board shall be temporarily increased by one for such year, notwithstanding any size limitations set forth in these By-Laws or in the most recent resolution of the Board setting the authorized size of the Board) for such additional year, and as either (i) immediate past president or (ii) president of the Board if his or her term as president just ending was only his or her first full term as president during his or her current tenure as a director, after which additional term as president he or she would not be allowed an additional year as immediate past president. The Board at the time shall determine which of the two alternatives is to be taken in any such situation. In the unlikely event that a president has served one full one year term as president and a portion of the immediately preceding year as president (having become president mid-term in such prior year due to the resignation or removal of the previous president), this would allow a second full term as president if the portion of the earlier year as president was less than six months (thereby allowing such person in this unlikely situation to be president for a total of up to two and a half years).

This motion was **M-Roth/S-Low/P.**

Election of Directors:

Dick Gauthier asked Ping Liang, Board Secretary and chair of the Nominating Committee, to report on the incoming nominees and noted that they are a strong pool of candidates who will contribute a lot to the Council. Mr. Gauthier reported that each of the nominees being elected and the directors being re-elected has been approved by the Board

unanimously and the Board recommends that the Members elect and re-elect all such nominees and directors.

The following individuals have been contacted and are willing to be nominated for the Board of Directors of the World Affairs Council to serve as Directors for the classes and terms specified below. No other nominees are permitted, as the notice set forth the procedures to be followed for any member to nominate any additional candidate, and no member had requested any additional candidate pursuant to those procedures (or otherwise).

Class 1 (for a one-year term ending in 2021):

Kerry Brozyna, Vice President and General Manager, Wolverine World Wide (who is filling out the term of Amy Klimek as a representative of Wolverine World Wide: Kerry will be up for re-election, if nominated and is agreeable to serve, for an additional three year second term at the 2021 Annual Meeting)

Class 2: (for a full three-year term ending in 2023):

Kristina Araya, Warner, Norcross & Judd LLP, Partner
Jennifer Dakoske, Chemical Bank, Senior Vice President
Cameron Young, Behler-Young, Digital Marketing Specialist

Class 3: (for a two-year term ending in 2022):

Meghan Harsevoort – Vice President, Wealth Management, Fifth Third Bank (who was appointed to the Board after the last Annual Meeting to fill a vacancy and who under Section 6 of Article II of the By-Laws must be elected at this Annual Meeting of Members. If approved today, she will be up for re-election, if nominated and is agreeable to serve, for an additional 3-year term at the Annual Members Meeting in 2022.)

The following current members of the Board of Directors have agreed to serve a second term as **Class 2 Directors** for a three-year term:

Jennifer Tyler, Steelcase – Director, Operations
Guk Low, Byrne Electrical – Chief Financial Officer
Bob Roth, RoMan Manufacturing - President
Ping Liang, AlphaMax Advisors – Managing Director
Jim Ward, Supply Chain Solutions - President

This motion was **M-Bruce Young/S-Tyler/P**.

Mr. Gauthier stated that pursuant to the resolutions passed by the board in May, the Board still has vacancies in two of its three classes and the Nominations Committee is always looking for strong candidates that meet the needs of the Council. Any such candidate appointed during the coming fiscal year by the Board would fill an existing vacancy in one of those classes and would be subject to election at next year's Annual Meeting of Members, just as Ms. Harsevoort was elected this year after being appointed to fill a vacancy during last fiscal year. This is the procedure outlined in the Council's By-Laws.

Messrs. Gauthier and Van Denend gave recognitions to retiring Board Members and thanked them for their services: **Amy Klimek, Craig Meurlin and George Bailey**. A Special recognition was given to Mr. Meurlin, given his long history of leadership, support and legal counsel to the organization.

This ended the official portion of the meeting.

Summary of Fiscal 2019-2020 Operations and the Current Circumstances of the Council:

Mr. Low reviewed the status of the Council's finances and acknowledged the receipt of \$36,000 in PPP loan funding from

the government. That support, along with a strong financial position going into the spring and some corporate renewal memberships, has the Council in a break-even or better position for June 30, 2020. The challenge comes as the Council enters 2020-21 to request renewals of education memberships, and limits on programming revenue for the fall.

Summary of Fiscal 2019-2020 Operations and the Current Circumstances of the Council:

Mr. Van Denend and Dr. Kubik reviewed the 2020-21 programming year, highlighting the first-ever Vandenberg Prize and the quick pivot to digital programming in the middle of the Great Decisions series and afterwards.

Member Comments:

Ms. Anderson added to the accolades afforded Mr. Meurlin, citing her history with his work not only for the World Affairs Council of Western Michigan but also for the World Affairs Council of America, two terms as President, and countless exchanges of advice and counsel over the years.

Mr. Gauthier adjourned the meeting at 6:19 pm.

Respectfully submitted,

Ping Liang
Board Secretary