



**SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF SOUTHWEST MICHIGAN  
BOARD OF DIRECTORS MEETING  
FEBRUARY 10, 2011  
PET RESCUE & ADOPTION CENTER**

**It is the mission of the SPCA of Southwest Michigan to rescue, rehabilitate, and find responsible homes for pets abandoned in area Michigan pound facilities.**

**BOARD MEMBERS PRESENT:** Mike Kounelis, Ellen Leithold, Diane Baker, Tara Sharp, and Sara Singleton.

**BOARD MEMBERS ABSENT:** John Crandle and Pete VanVranken.

**GUESTS PRESENT:** Executive Director, Kevin Ryan. Volunteers: Rebecca Bradley, Vickie Harris, Michelle Kitchin, Bev Rowlson, Kerry Seaver-Block, and Dawn Shafts.

**HANDOUTS:** Agenda, Profit & Loss January through December 2010, Proposed By-laws, Quality of Life Policy, Evaluation/Record of Euthanasia, and Mary Howell Recommendation for Open Board Seat.

The meeting was called to order at 6:00 PM by President, Mike Kounelis.

**ROLL CALL – Diane Baker**

- Diane Baker conducted roll call.

**ADDITIONAL AGENDA ITEMS – Mike Kounelis**

- Mike Kounelis polled members to determine if there were any additional items for the agenda.
- Ellen Leithold recommended adding a review of the SPCA's mission statement and the creation of a uniform information statement.

**ADOPTION OF FEBRUARY 10, 2011 AGENDA – Mike Kounelis**

- Sara Singleton motioned to add the recommended items to and approve the agenda, Diane Baker seconded the motion, members declined discussion, the motion was unanimously approved.

**PUBLIC COMMENTS**

- Bev Rowlson informed the board of the intention to represent the SPCA with four dogs in the upcoming Kalamazoo St. Patrick's Day Parade. Mike Kounelis thanked Ms. Rowlson for keeping the board informed and indicated to work with Kevin Ryan and Stacy Stulp in selecting appropriate dog representatives.

**NEW BUSINESS**

**2011 Budget Approval – Kevin Ryan**

- Kevin Ryan reviewed the proposed budget. He indicated that the budget was conservatively built. Members discussed items. It was noted that the budget is a working document that should be reviewed and adjusted at least quarterly or as needed.
- Ellen Leithold motioned to accept the budget as proposed, Tara Sharp seconded the motion, there being no further discussion, the motion was unanimously approved.

**By-laws Approval – Tara Sharp**

- Tara Sharp reviewed the proposed By-laws document. She reviewed the purpose of by-laws and the fact that previous by-laws did not truly outline how to run the organization. The new by-laws are suited to the 501(c)(3) non-profit organization status of the SPCA.
- It was noted that a change to section 4.10 is required to allow for empty board seats. The first sentence to change to: "A majority of the total number of Directors in office will constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, that the number of Directors in office are more than six (6) persons, then one-third (1/3) of the total number of Directors in office will constitute a quorum."

- Diane Baker motioned to accept the By-laws as written with the change as noted above, Sara Singleton seconded, there being no further discussion, the motion was unanimously approved.

**Current Officers Extension – Mike Kounelis**

- Mike Kounelis recommended that according to the new by-laws, the current officers remain in office until the next annual meeting. Tara Sharp so motioned, Sara Singleton seconded, there being no further discussion, the motion was unanimously approved.

**Annual Meeting – Mike Kounelis**

- Mike Kounelis motioned that the annual meeting be held Thursday, October 20, 2011, 6 PM at a location to be determined, Sara Singleton seconded, there being no further discussion, the motion was unanimously approved.

**Committee Organization – Mike Kounelis**

- Mike Kounelis recommended that according to the new by-laws, the following formal committees be formed immediately: Finance, Fundraising, Animal Services, and Personnel. Committee responsibilities will be outlined to ensure the success of these committees in the contribution toward running the organization. The question was raised where volunteer services would fit and the necessity for immediate action in this area. After discussion it was agreed that a Volunteer Services Committee was required as well. Ellen Leithold motioned for the approval to form the five (5) committees, Diane Baker seconded, there being no further discussion, the motion was unanimously approved.

**Euthanasia Policy – Ellen Leithold**

- Ellen Leithold reviewed the policy statement and record form. Mike Kounelis motioned to accept the policy and form, Tara Sharp seconded, there being no further discussion, the motion was unanimously passed.

**Board Nomination – Ellen Leithold**

- Ellen Leithold reviewed her recommendation for Mary Howell to join the Board of Directors as a member at large.
- Mary Howell was introduced, she gave an overview of her qualifications, and members were given the opportunity to ask questions.
- Ellen Leithold motioned to appoint Mary Howell to one of the open member at large seats on the Board of Directors, Tara Sharp “strongly” seconded, there being no further discussion, the motion was unanimously approved.

**GENERAL INFORMATION**

**Website Remodel Initiative – Kevin Ryan**

- Kevin Ryan stated that plans are underway to update the website.

**Rescue Waggin – Kevin Ryan**

- The recent delivery of dogs through the Rescue Waggin program was reviewed. In March there is training available to become a behaviorist specialist. Kevin will attend and determine who should fill the other slot. There is a conference in May available to more volunteers and staff.

**Operations – Kevin Ryan**

- No news to report.

**Staffing – Kevin Ryan**

- There is a need to increase staff to fill out the schedule and to provide better service.
- The possibility of hiring a veterinarian is under exploration. A vet on staff would ensure that proper procedures are followed and that medical costs and wastes are reduced. Animals would be treated faster and appropriately causing a reduction in the spread of illnesses. The reduction in illnesses and associated costs as well as appropriate treatments would offset the wage costs.

**Veterinarian Technician Options – Kevin Ryan**

- The possibility of hiring a vet tech was discussed.

**Insurance – Kevin Ryan**

- All required policies are now up to date.

**KVCC Internships– Kevin Ryan**

- KVCC has paid internships and is providing a bookkeeper. Another internship will follow up on volunteers after orientation to ensure they are directed to the appropriate volunteer/staff to get started.

**Bookkeeper– Kevin Ryan**

- See above paragraph.

**Volunteer Services/Marketing Coordinator – Kevin Ryan**

- The possibility of a paid internship was discussed. Members discussed how to move forward for long term success. No outcomes to report.

**Food Programs– Kevin Ryan**

- Kevin Ryan stated that the food program is going well. This should save approximately 10,000 a year in food for shelter animals.

**Guidestar– Kevin Ryan**

- Guidestar requirements were explained. The adoption of the by-laws was required in order to move forward with the approval process.
- Certain policy approvals were necessary to be approved by Guidestar. Kevin shared conflict of interest, non-discrimination, document retention, and whistle blower policies. Ellen Leithold moved to adopt these four (4) policies Sara Singleton seconded, there being no further discussion, the motion was unanimously approved.
- Everything is in place to obtain approval.

**ANNOUNCEMENTS**

- Pet Point is live. More people are needed to complete the data entry
- Bold Wine Tasting & Fundraising Event. There will be a fundraiser at the Bold restaurant, in Oshtemo. Board members were encouraged to take tickets to sell.

**CORRESPONDENCE**

- The mission statement was reviewed and the need for consistency was stated. Market branding was discussed.
- The need for a “boiler plate” general publicity statement was discussed.
- Mike Kounelis requested that Ellen send copies to the board members for review. This item will be on the next meeting agenda.
- Mike Kounelis distributed handouts, “Govern Your Nonprofit and Manage Less” and “Governance and Related Topics – 501(c)(3) Organizations” and reviewed various items.

**PUBLIC COMMENTS**

- Rebecca Bradley expressed concerns regarding operations, staffing, general procedures, and volunteer recruitment. She gave the list of concerns to Kevin Ryan. Several board members responded with actions all ready underway to address these very same concerns.
- Michelle Kitchin expressed concern regarding customer service and treatment of fellow volunteers, as well as the need to diversify the dog breeds available for adoption. Board members responded with actions that are underway to address these issues.
- Bev Rowson suggested receptionist training. Ellen indicated that there is a binder reference book available.
- Vickie Harris expressed appreciation to the board, volunteers, and staff as well as the need for training and intake polices.

**ADJOURNMENT – Mike Kounelis**

- Diane Baker motioned to adjourn the meeting, Sara Singleton seconded, the motion passed unanimously. The meeting was adjourned at 9:07 PM.

*Minutes Submitted ~ Diane Baker, Secretary, SPCA of SW MI*