

Envision
Creative Support for People with Developmental Disabilities

ANNUAL MEETING OF THE BOARD OF DIRECTORS
July 11, 2013

Members Present

Richard Hanks
Erica Herman
Margaret Brown
Kathi Sargent
Annette Tannel
Doug Seery
Lesley Brooks
Joanna Martinson
Erin Hunter

Members Absent

Tanya Unrein

Others

Monica Wickstrom
Mary Lu Walton
9 Staff Members

The meeting was called to order at 7:30 AM by the Secretary-Treasurer.

The roll call indicated attendance as above.

There were no agenda additions. Refreshments were available and a toast was given to the board for the new fiscal year.

The nominating committee presented the following slate of officers for FY13-14: President – Erica Herman; Vice President – Richard Hanks; Secretary-Treasurer – Lesley Brooks; Members-at-Large for the Executive Finance Committee – Joanna Martinson and Erin Hunter. There being no further nominations, motion was made and seconded (Hunter/Brooks) that a unanimous ballot be cast. Motion carried.

Motion was made and seconded (Hanks/Seery) to renew the membership of Kathi Sargent for a three-year term on the Board of Directors. Motion carried. Motion was made and seconded (Tannel/Sargent) to elect Monica Wickstrom to a three-year term on the Board of Directors. Motion carried. Margaret Brown will not be renewing her membership and she was acknowledged for her past service and given a certificate of appreciation.

Motion was made and seconded (Sargent/Hunter) to approve the minutes of the June 6, 2013 meeting as written. Motion carried.

Marty Kennedy reviewed the financial report for the period ending May 31, 2013. Total revenue was \$691,346.00. Total expenses, including depreciation of \$9,196.00, were \$726,423.00; leaving a net income of -\$35,077.00.

The proposed budget for fiscal year 2013-2014 was presented and reviewed. The executive finance committee recommends that the board approve the proposed budget with a 2% salary increase for employees beginning July 1, 2013 and if revenue goals are met an additional salary increase of 3% will become effective January 1, 2014, for a total of 5% increase for the second half of the fiscal year. After discussion, motion was made and seconded (Tannel/Sargent) to approve the budget as presented with the salary increases as stated above. Motion carried.

Explanation was given to the Board that Morgan Stanley required the Board to approve a Resolution to authorize Erica Herman, Richard Hanks, Lesley Brooks and Mary Lu Walton to act on behalf of the agency in making

transactions regarding the investment account. Motion was made and seconded (Tanel/Hunter) to approve the following Resolution. Motion carried.

“RESOLVED: FIRST, that the Authorized Persons are, and each of them hereby is, authorized and empowered to the fullest extent possible, to act on behalf of the Corporation, to establish and maintain with MSSB one or more cash accounts, margin accounts, BusinessScape accounts, commodities accounts, or any other type of account offered by MSSB and its applicable affiliates (“Account”), for the purpose of purchasing, investing in, or otherwise acquiring, selling (including short selling), possessing, transferring, exchanging, borrowing, pledging or otherwise disposing of, and generally dealing in and with, cash and any and all forms of securities and financial instruments, including but not limited to shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, futures, commodities, commodity futures and/or options on futures, certificates of deposits, mortgages, evidence of indebtedness, commercial paper, and interests of any and every kind and nature whatsoever, secured and unsecured, whether represented by trust, participating and/or other certificates or otherwise.

“SECOND, that, without obligation on MSSB’s part to inquire, instructions or actions, by any Authorized Person shall individually have the fullest authority on behalf of the Corporation with respect to the Account including, but not limited to, authority to:

- 1) give written or oral instructions to MSSB with respect to any securities in, or transaction or service offered in connection with, the Account;
- 2) deposit or withdraw money, securities and other property of the Corporation to and from the Account;
- 3) borrow money from MSSB and secure payment thereof with the property of the Corporation;
- 4) bind the Corporation to any contract, arrangement or transaction, which shall be entered into by any Authorized Person with or through MSSB;
- 5) make payments related to the Account by checks and/or drafts drawn upon the funds of the Corporation;
- 6) endorse any securities in order to pass ownership thereof or for any other purpose;
- 7) direct the sale or exercise of any rights with respect to securities therein;
- 8) sign releases and powers of attorney and enter into contracts and agreements, including but not limited to any MSSB account agreements and documentation relating to any debit or credit care, the checkwriting privilege, online services, electronic fund transfers and other services which are or may be offered in connection with the Account (where available), as such documents may be modified from time to time, and any documentation permitted or contemplated by such agreements, products and services, and to affix the corporate seal to same when necessary;
- 9) direct MSSB to surrender securities to the proper agent or party for the purpose of effecting any exchange or conversion, or otherwise; and
- 10) take any and all action in connection with the Account deemed necessary or desirable by any Authorized Person.

“THIRD, that any authorized Person may appoint any person(s) (“Designated Persons”) to: (1) conduct trading in the Account; (2) endorse any securities, or to make, execute and deliver, under the corporate seal of the Corporation or otherwise, any instrument of assignment and/or transfer necessary or proper to pass title to such securities; (3) sign checks (in which event, the signature of the Designated Person shall promptly be provided on any applicable signature card upon request by MSSB); (4) use any associated debit or credit card (where available); or (5) provide instructions to effect electronic fund transfers.

“FOURTH, that each Authorized Person is empowered and authorized to do all things each deems necessary or desirable to implement the foregoing Resolutions.

“FIFTH, that MSSB may deal with any and all of the persons directly or indirectly empowered by foregoing Resolutions as though they are dealing with the Corporation directly.

“SIXTH, that the Secretary of Corporation (or other duly designated officer) is hereby authorized and empowered to certify to MSSB, under the seal of the Corporation or otherwise;

- (a) a true, correct and complete copy of these Resolutions;
- (b) specimen signatures of each Authorized Person and each Designated Person empowered by these Resolutions, if

so requested by MSSB;

(b) a certificate (which, if required by MSSB, shall be supported by an opinion of the general counsel of the Corporation, or other counsel satisfactory to MSSB that the Corporation is duly organized and in good standing, that the corporate charter authorizes the action or business described in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charger, by-law or otherwise.

“SEVENTH, that MSSB may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until MSSB shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that MSSB shall not be liable for any action taken or not taken upon instruction of any Authorized Person or Designated Person prior to MSSB’s actual receipt of written notice of the termination or impairment of such person’s authority. The failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority previously granted. Further resolved that the Corporation shall indemnify and hold harmless MSSB and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the Corporation’s powers, if such transaction was authorized by any of the Authorized Persons or Designated Persons.

“EIGHTH, that in the event of any change in the office or powers of persons hereby empowered, the secretary (or other duly designated officer), shall certify such changes to MSSB, in writing, which certification, when MSSB receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted in accordance with all the provisions of these Corporate Resolutions.

“NINTH, that the Corporation hereby authorizes MSSB to charge any amount due to MSSB under any arrangement with the Corporation, against any or all of the accounts and other property of the Corporation held with MSSB or any of its affiliates, with the Corporation remaining liable for any deficiency and each Authorized Person or Designated Person is authorized and directed to pay to MSSB by checks and/or drafts drawn upon the funds of the Corporation such sums as may be necessary to discharge the Corporation’s obligations to MSSB.

“TENTH, Corporation agrees that MSSB may apply these Resolutions to any accounts in the name of the Corporation.

“4. Certification of the Duly Authorized Officer of the Corporation

“I hereby certify that I am the Duly Authorized Officer of the Corporation named above, a corporation duly organized and existing under the laws of the State of Incorporation or other non-U.S. jurisdiction, that the Corporation is in good standing and qualified to do business in this state or other non-U.S. jurisdiction. I further certify that the Resolutions herein are a true, correct and complete copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation held on the date specified below, at which meeting a quorum was present and voting; that such Resolutions are in accordance with the charger and by-laws of the Corporation, are in full force and effect and have not been amended, modified or rescinded.

“IN WITNESS WHEREOF, I have hereunto affixed my hand (and the seal of the Corporation) this 11 day of July, 2013.

“ Richard Hanks

“Name of Duly Authorized Officer (Print)

“/s/ Richard A. Hanks

July 11, 2013

“Signature of Duly Authorized Officer

Date of Meeting of Board of Directors

“5. Authority of the Corporate Duly Authorized Officer

“The Corporation certifies that the Corporate Duly Authorized Officer, whose name appears above in the Certification, has been duly elected to and now holds that office and that the signature appearing opposite his or her name is his or her true signature.

“/s/ Erica Herman

7-11-13

Signature of Certifying Party

“ Erica Herman

“Print Name of Certifying Party

“President

“Title of Certifying Party”

Motion was made and seconded (Tannel/Martinson) that the following names be authorized to sign checks drawn on the First Bank accounts for the agency: Erica Herman, Richard Hanks, Lesley Brooks and Mary Lu Walton. Motion carried.

Copies of the Mission Statement-Operating Objectives-Vision Statement, Core Values States, By-Laws, and Conflict of Interest Statement were furnished to board members for review. Suggested revisions will be submitted to Mary Lu, who will also collect input from the Management Team. Input will be brought back to the Board for consideration.

Mary Lu gave a brief employee committee report.

The Executive Director's Report was reviewed and Mary Lu updated the Board on state and local news.

There were no audience comments.

Board members had an informal discussion of fund raising/community projects and shared information.

The meeting was adjourned by the President.