

MICHIGAN RURAL WATER ASSOCIATION
Annual Business Meeting Minutes
March 20, 2019
Acme, Michigan

Call to order: The meeting was called to order by President Tom Anthony at 11:45 a.m.

Roll Call: Tom Anthony called the roll. Present were Tom Anthony, Bob Studt, Bob Masters, Chris Kenyon, Randy Seida, Eli Bromley, Tim Krugh, Dale Stewart, Tim Kading, and Andrea Schroeder. Tom Anthony declared a Quorum was present. Also present were staff members: Tim Neumann and Jennifer Lewis and delegates from the membership.

Reading of the Notice of Hearing: Motion by Krugh; 2nd by Schroeder to suspend the reading of the minutes of the Notice of Hearing. Vote: Aye.

Reading of the Minutes: Motion by Krugh, 2nd by Schroeder to suspend the reading of the 2018 Annual Business Meeting minutes. Vote: Aye.

Presentation of Financial Reports: Shelly Browning, from the audit firm Weinlander Fitzhugh CPA, presented the results of the audit of the financial reports for 2018. Michigan Rural Water Association financial audit and the single audit received a favorable financial unqualified opinion. Motion by Seida, 2nd by Kenyon to accept the audit as presented. Vote: Aye

Committee Reports: Fred Morin gave a report on the 2018 Annual Conference.

Election of Directors: President Tom Anthony presided over the election.

- 3 Community Member Director seat - 3 year term
- 1 Associate Member Director seat – 3 year term

Communities – Voting Member Director Seat –three seats to be filled.

Listed on the ballot were:

- Chris Kenyon – City of Ionia
- Andrea Schroeder – City of Davison
- Randy Seida – Charter Township of Lansing Westside Water

Results: All 3 board members ran unopposed and therefore retain their seats.

Associates – Associate Member Director Seat –

- Eli Bromley of Clam Union Utility

Results: Eli Bromley ran unopposed and therefor retains his seat.

New Business: By-Law Amendment.

The following amendments were proposed to the MRWA By-Laws (*read by Tom Anthony*):

Currently in the By-Laws:

Section 2: The principal office of this not-for-profit Association shall be 2127 University Park Dr., Suite 340, Okemos, MI 48864. 780 West Spruce Street, P.O. Box 960, Harrison, Michigan, 48625, or such other place as the Board of Directors may determine, from time-to-time.

Proposed Changes to the By-Law:

Change MRWA address.

Section 2: The principal office of this not-for-profit Association shall be 2127 University Park Dr., Suite 340, Okemos, MI 48864. ~~780 West Spruce Street, P.O. Box 960, Harrison, Michigan, 48625,~~ or such other place as the Board of Directors may determine, from time-to-time.

Currently in the By-Laws:

Section 4: Quorum. At any meeting of the Members, at least five (5) Members present shall constitute a quorum for the transaction of any business, which may properly come before said meeting.

Proposed Change to the By-Laws:

Section 4: Quorum. At any meeting of the Members, at least ~~six(6) five (5)~~ Members present shall constitute a quorum for the transaction of any business, which may properly come before said meeting.

Currently in the By-Laws:

Section 4: Removal by Board. A Director may be removed from office should any Director be absent from three meetings in any calendar year without proper notice having been accepted by the Board. The Director shall be removed from office unless a majority of remaining Directors vote otherwise. After a Director is absent from two meetings in any calendar year without proper notice, said Director shall be notified of the impending vote on his or her removal.

Proposed Change to the By-Laws:

Section 4: Removal by Board. A Director may be removed from office should any Director be absent from ~~three~~ **two** meetings in any calendar year without proper notice having been accepted by the Board. The Director shall be removed from office unless a majority of remaining Directors vote otherwise. After a Director is absent from two meetings in any calendar year without proper notice, said Director shall be notified of the impending vote on his or her removal.

Members were instructed to vote yes or no to the proposed By-Law Amendments. The votes would then be counted by no less than 2 Board members.

Break for lunch at noon while ballots were counted.

Result: Passed

Adjournment: Motion by Tim Kading; seconded by Andrea Schroeder to adjourn the Annual Business Meeting.

Vote: Aye.

President Anthony adjourned the meeting at 11:58 am.

Respectfully submitted by:

Jennifer Lewis

Finance Director, MRWA