

Winchester Seniors Association, Inc.
Annual Meeting - Tuesday, May 19, 2020 at 1:00 pm

Agenda

1. Slide Presentation – Selected Events
2. Summary of the Year – WSA President Erica Drazen
3. Financial Presentation – WSA Finance Committee Chair, Rob Ain
4. Board of Directors Nominations – Erica Drazen
5. Proposed Changes to the By-Laws – WSA Board Member Anne Hoffman
6. Recent Updates – WSA Vice President, Christine Kowalczuk
7. Repeat of Slide Presentation – Selected Events

Voting: Nominations and By-Law Changes

Nominations: At the Annual Meeting, attendees will vote on the Board and learn about the highlights of this past year. The following officers have been nominated: **President** - Rob Ain, **Senior Vice President** - Christine Kowalczuk, **Vice President** - Mary Price. **Finance Committee Chairperson** - Rob Ain and **WSA Past President** – Erica Drazen will serve in these positions. The Nominating committee has proposed for election: **Treasurer** – Sharon Stone, **Assistant Treasurer** - Dot Mueller, **Secretary and New Member** – Felicity Tuttle, **Member at Large and Development Committee Chairperson** - Mark Gallagher, **Members at Large** - Anne Hoffman, Joe Genova, Carol Keller, Don Nelsen, Debbie Trainor. As a new member, Felicity Tuttle is a former Middlesex Assistant District Attorney, the mother of two grown daughters, and, with her husband Jim Weisman, a forty-year resident of Winchester. She has served on the Winchester Housing Partnership Board and as Clerk of the Winchester Multicultural Network (now the Network for Social Justice.) Felicity is interested in broadening the diversity of the Jenks community and furthering the goals of access and inclusion. Many thanks to Ruth Young, who has served as Board secretary and Dick Pharo, who has served as President and more recently past president of the Board.

Any member of the WSA (Winchester resident 55 or older) may offer nominations from the floor at the Annual Meeting, but such nominations shall be valid only if a notice (signed by not less than seven members giving names of such nominees) is first filed with the President no later than ten days prior to the date of the Annual Meeting (May 9th).

By-law changes: Many of the proposed changes are cosmetic, cleaning up language, or clarifying language. Examples include:

- a. The name of organization is identified as the “WSA”, rather than the “Corporation”.
- b. Language was changed to reflect that the WSA and the Trust are nonprofit organizations organized under 501(c)(3) of the Internal Revenue Code.
- c. Responsibilities of the Board of Directors were clarified to include management of the finances, attaining goals of the WSA, overseeing programs, and fostering a relationship with local agencies.
- d. The various committees of the WSA are specified.

- e. The various responsibilities of the Finance Committee were clarified including general finance, insurance, business systems and annual operations; overseeing investment and endowment funds; and overseeing auditing.
- f. Language was added to clarify that the WSA may maintain an endowment fund as well as other investment funds, outlined the process for appointing investment advisors, and set forth policies as to what accounts donations should be placed.
- g. The indemnification language was clarified as to coverage.

Certain Provisions were added:

- a. A non-discrimination clause was added.
- b. A provision was added specifying that Directors not miss more than 3 regular or special meetings of the Board each fiscal year, subject to certain exceptions, and waiver.
- c. Language was added to reflect that the President's duties include supervising senior staff; and that the Senior and other Vice-Presidents are responsible for performing duties as assigned by the President.
- d. Procedures for removing Directors – either by forfeiture for failing to fulfill requirements as a director, including attending meetings as set forth above or by removal for any reason by a majority vote of the Directors.
- e. Procedures for removing Finance Committee members.

Changes to the terms of Directors-at-large: The terms were changed from one to two years.