

## ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

### MINUTES OF THE JUNE 11, 2013 ANNUAL MEETING

Present: Joe Strupek – Chairman, Elwin Basquin (webex), Jon Burklund, Bryan Chumbley, John Day, Cynthia Fischer, Sal Garza (webex), Griffin Hammond, Jeffrey Huberman, Linda Huddle, Jerry Kolb, Nancy Levenick (webex), Allen Mayer, Andrew Rand, Tom Spurgeon, Karl Stach, Chet Tomczyk, Russ Trowbridge, Chuck Walker, Peter Wong. Staff: William Baker, Jennifer Davis, Mark Lasswell, Linda Miller, Margie Stieghorst and Karen Button (webex)

Absent: Steve Backlund, Wayne Baum, Mary Ann Knell, Barb Leiter, Joe O’Neill, Sheldon Schafer, William Tammone

Chairman Strupek announced that a quorum was present and called the meeting to order at 4:00 pm. He welcomed Karl Stach, the recently elected President of the Pekin Fiends of 47 who was sitting in for Jerry Herbstreith.

Minutes from the March 12, 2013 Board meeting, the April 16, 2013 Executive Committee meeting, the May 13, 2013 Ad Hoc Governance Committee meeting, the May 30, 2013 Executive Committee meeting, and the June 6, 2013 Executive Committee call were considered. Mr. Walker pointed out a typo in the March 12 Board meeting minutes wherein the sentence reading “a range of \$208,000 to \$208,000” should have read “... a range of \$208,000 to \$280,000). The change was accepted and the minutes amended. A motion to accept all minutes as amended was made by Mr. Rand, seconded by Mr. Wong, and passed unanimously.

The April 2013 financials were presented by Treasurer Kolb. A motion to accept the report as presented was made by Mr. Rand, seconded by Dr. Huberman and passed unanimously.

Treasurer Kolb the reported that the Endowment Fund balance stands at \$1,086,281.08.

The proposed FY 2014 WTVP Operating Budget was then presented by Treasurer Kolb. He reported that revenue projections for the year were reduced from previous budgets and brought more in line with actual anticipated performance in FY 13. A new revenue source will result from a recently concluded agreement with ICC to use the WTVP studio for a TV production class during the second semester of the 2013/14 school year. Expenses were also brought in line to balance the revenue situation. Mr. Kolb indicated projecting health insurance benefits were extremely difficult to budget because of the uncertainty in the health insurance industry caused by the advent of the Affordable Health Care Act on January 1. Consequently only a very small percentage was budgeted for salary increases and bonuses, but that number will be revisited once the health care benefit situation becomes clear. He also noted that a separate line item was introduced to cover the cost of an executive search and subsequent relocation expenses. A motion to adopt the proposed budget for FY 2014 was made by Dr. Fischer, seconded by Mrs. Huddle, and passed unanimously.

Mr. Rand reported that negotiations with the City of Peoria regarding acquisition of the WTVP parking lot for conversion to a city street were held. An agreement in principal was reached and we are now awaiting written communication from the City before presenting the agreement to the Board for consideration.

In Old Business, recommended changes to the Bylaws of the Illinois Valley Public Telecommunications Corporation were discussed at the March 12, 2013 Board meeting and copies sent to each Trustee for review and comment, with action to be taken at the annual meeting. Mr. Strupek solicited Trustee input one more time and asked Mr. Tomczyk to highlight the changes. Mr. Burklund then offered the following resolution:

**RESOLVED:** That the Constitution and Bylaws of the Corporation dated November 12, 1969, and most recently amended on June 10, 2008, are hereby amended by deletion of the “Constitution” and restatement of said Constitution and Bylaws as the “Bylaws of Illinois Valley Public Telecommunications Corporation” in the form attached hereto and included in the record file pertaining to this meeting; and

**RESOLVED FURTHER:** That the foregoing amendment of the Constitution and Bylaws of the Corporation is effective upon approval by the Board of Directors. A motion to adopt the resolution was made by Mr. Mayer, seconded by Mr. Rand and unanimously adopted.

Based on passage of the amended bylaws, a resolution bringing to a common conclusion the terms in office of current trustees was necessary. Mr. Burklund presented the following resolution for consideration:

**RESOLVED:** That, in order to satisfy the provisions of Section 2 of Article IV of the newly amended Bylaws of the Corporation regarding the “Number, Tenure, and Qualifications” of the Board of Directors and to provide for an orderly transition in membership of the Board of Directors, the terms of office of all incumbent Trustees, regardless of the manner in which they were elected, shall expire at the conclusion of the Annual Meeting of the Board Illinois Valley Public Telecommunications Corporation on June 11, 2013 and any Trustee currently serving as a “Trustee-at Large” shall be deemed to have completed two consecutive three-year terms. A motion to adopt the resolution was made by Mr. Rand, seconded by Mr. Chumbley, and passed unanimously.

In New Business, Mr. Strupek explained that the newly passed bylaws called for 3 year terms for Directors with approximately one third rotating off each year. To achieve this requires that for this initial year, Directors be elected for one, two and three year terms. On behalf of the Ad Hoc Governance Committee which was charged with recruiting and presenting a slate of Directors to the Board, Mr. Burklund presented the following resolution:

**RESOLVED:** That the following are hereby elected Directors of the Illinois Valley Public Telecommunications Corporation to serve terms of office as shown below or until their successors are elected and shall have qualified:

NAME	TERM EXPIRING
Wayne Baum	2014
Salvador Garza	2014

Linda Huddle	2014
Barbara Leiter	2014
Andrew Rand	2014
Tom Spurgeon	2014
Karl Stach	2014
Russ Trowbridge	2014
Chet Tomczyk	2014
Brian Chumbley	2015
Dr. John Day	2015
Dr. Cynthia Fischer	2015
Dr. Jeff Huberman	2015
Joe Strupek	2015
Chuck Walker	2015
Elwin Basquin	2016
John Burklund	2016
Griffin Hammond	2016
Henry Holling	2016
Jerry Kolb	2016
Allen Mayer	2016
Dr. William Tammone	2016
W. Eric Turner	2016

A motion was made by Mr. Kolb to accept the resolution as presented and thus elect three classes of Directors, seconded by Mr. Spurgeon, and passed unanimously. It is noted that Mr. Henry Holling and Mr. W. Eric Turner are new to the Board.

The newly amended bylaws require that the Board meet at least four times annually. It was decided that there will be one meeting in the last month of each quarter, i.e. September, December, March, and June. Mr. Strupek then queried the Board regarding their preferences for meeting dates and times. He directed the President to conduct a poll by email and report back.

During the amending of the bylaws by the Ad Hoc Bylaw Committee it was determined that prudent guidance and oversight of the budget required that the President be given guidelines on unbudgeted expenses. To that end, the following resolution on the Authority of the President was presented:

RESOLVED: That, in accordance with the provisions of Section 6 of Article V of the Bylaws of the Corporation, the authority of the President shall include:

1. Expenditure of an amount not to exceed a combined \$20,000 for non-budgeted items reasonably required either for operating purposes or capital investment purposes;

provided that any such expenditure or utilization of the authority conferred by this resolution shall be promptly communicated to the Chairman of the Board and to the Directors at the next meeting of the Board. A motion to adopt the resolution was made by Mr. Burklund, seconded by Mr. Mayer, and passed unanimously.

The annual Resolution for Legal Signatories was then presented by Staff Accountant Margie Stieghorst:

**FY 2014**

**RESOLUTION FOR LEGAL SIGNATORIES**

Let it be resolved that the following elected officers of this corporation hereby be authorized to sign checks, drafts, orders through checking accounts and/or withdrawal authorizations through savings accounts; to execute all notes, loan agreements, pledges, assignments, mortgages, guarantees, security agreements, or any other documents evidencing or securing such loans; and be authorized to sell, assign and transfer all securities, including stock, bonds, commercial paper and bank products. Two signatures are required on any non-recurring expenditure of \$25,000 or more. Instructions, made by the Executive Committee after a majority vote, may be carried out by a single authorized signatory.

President	Chester A. Tomczyk
Executive Producer	William Baker
Chairman	Joseph Strupek
Vice Chairman	Jonathan Burklund
Treasurer	Jerry Kolb
Secretary	Cynthia Fischer
Immediate Past Chairman	Andrew Rand
At Large	Dr. William Tammone
At Large	Charles Walker
At Large	Wayne Baum

I certify that this Resolution for Legal Signatories was passed and adopted at the June 11, 2013 meeting of the Board of Trustees of the Illinois Valley Public Telecommunications Corporation.

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Joseph Strupek, Chairman

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Date

A motion to adopt was made by Dr. Fischer, seconded by Mr. Mayer and passed unanimously.

In the President's Remarks, Mr. Tomczyk reported that an agreement has been struck with Illinois Central College, thanks to ICC Provost Dr. William Tammone, for the use of the WTVP studio as the venue for a TV production course. The course will be taught on Tuesdays and Thursdays during the second semester of the 2013/14 school year.

In the Chairman's Report, Mr. Strupek noted that a search will be underway during the coming fiscal year to recruit and hire a new chief executive for WTVP. The search committee will consist of himself, Mr. Burklund, Mr. Rand, and two other Directors to be named later.

Finally, he extended the thanks of the Board, staff, members and viewers of WTVP to the Trustees who are leaving the Board as of the end of this meeting: Steve Backlund, Jerry Herbstreith, Mary Ann Knell, Nancy Levenick, Joe O'Neill, Sheldon Shafer, and Peter Wong.

The final meeting under the Constitution and Bylaws created in 1969, adjourned at 5:21 pm.

Respectfully submitted,

Chet Tomczyk  
President & CEO