

The Dane County Humane Society
Board of Directors Meeting – April 18, 2023 11:00 a.m.

Attendees: Joel Davidson, Cathy Holmes, Joy Cardin, Amy Manthey, Laura Murray, Linn Roth, Amy Johnson, Maggie Premo, Julie Fagan, Dan Aiman, Beth Jacobsen

Excused: None

Absent: Sara Colopy

Guests: None

Staff: Pam McCloud Smith, Amy Good

Note – This entire meeting occurred in person at DCHS and by Zoom video conference.

1. Call to Order
 - a. Called to order at 11:06AM.
 - b. Approve March 21, 2023 open meeting minutes
 - i. **Motion to approve minutes by Linn Roth.** Second by Beth Jacobsen.
Motion carried.
 - c. 990 Review and Approval – will be done under 2(D)
2. Regular Update
 - a. Executive Director Update – Pam McCloud
 - i. All updates in report
 - ii. Fraudulent Loan from SBA
 1. DCHS was notified of a failure to repay a loan from the SBA
 2. Pam investigated and found a fraudulent loan was obtained using DCHS and Pam’s name as director
 - a. Contacted SBA
 - i. Instructed to contact Madison Police
 - ii. Waiting on Police Report to move claim forward
 - iii. Loan is now delinquent and in collection
 - iv. Dan Aiman is available to assist Pam if needed
 - iii. Thrift Store
 1. In 4th year of 5-year lease
 2. Exploring options to add store on East side of Madison
 - a. Working again with Chris Callum
 - b. Option 1 – 5235 High Crossing Blvd – lease or purchase
 - i. 10,468 sq ft, 5-year minimum lease
 - ii. Would need another use for part of the space
 - c. Option 2 1760 Egan Road – purchase only
 - i. Phillip Levy previous owner
 - ii. 40,000 sq ft
 - d. Staff are very comfortable supporting 2nd location with donations
 3. Next steps
 - a. Doug to prepare proposal for Board

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- b. Plan for discussion at May Board meeting
 - b. Animal Statistics – Doug on vacation
 - i. 2023 numbers continue to look pretty good so far
 - ii. Some small timing issues
 - c. Development Update – Amy Good
 - i. See report
 - ii. Estate commitments have doubled since 2021 goals
 - iii. Toto's
 - 1. Record setting in many categories
 - 2. Fantastic results and response to event
 - iv. Humane Education
 - 1. Camp Pawprint registration continues to be great
 - d. Financial Report – Amy Manthey
 - i. Continuing financials catch up from audit.
 - ii. Reviewed 990 and reconciled to Audited 2022 Financial Statements
 - 1. See 2022 Comparison of Financial Statements to Form 990 handout (attached to minutes)
 - 2. Page 2 of Reconciliation handout helps explain the organization of the Form 990 tax return
 - 3. Page 1 of the handout shows how specific amounts from the audited Financial Statements are reflected in the 990.
 - 4. Schedule O was reviewed.
 - a. Note regarding the Thrift Store needs to be modified to show expenses (net of donated assets)
 - i. Will more clearly show how the Thrift store converts donations to cash
 - 5. Motion by Cathy Holmes to approve the Form 990 for filing as modified for the Thrift Store comment in Schedule O. Second by Joy Cardin. Motion carried.**
 - 6. Amy will send out January, February and March 2023 financials when available.
3. New Business
 - a. Annual Membership Meeting
 - i. June 28, 2023 5:30PM at DCHS
 - ii. Board members up for election
 - 1. Joel Davidson
 - 2. Maggie Premo
 - 3. Linn Roth
 - 4. Beth Jacobsen
 - iii. All candidates will have a chance to tell the membership why they wish to continue on the board
 - iv. Updated Candidate Profiles will be distributed to members
 - 1. Cathy will send out current profiles to board members up for election
4. Old Business
 - a. Proposed Bylaw Change
 - i. **4.14 Consent without Meeting.**

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1. Any action required or permitted by the Society's Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by two-thirds of the Directors or all members of such committee entitled to vote with respect to such action. For purposes of this section, approval may be in writing or by execution of an electronic approval via electronic means.
 - ii. Recommended electronic signature by all approving directors be kept and received by the Secretary with any action taken without meeting
 1. Cathy will collect electronic signature from each board member to be used when needed.
 - iii. Dan Aiman will craft a new final version of this change incorporating a 24 hour turn around, except in exigent circumstance and the use of electronic signature
 - iv. Final approval of the proposed by-law change will be completed at the May meeting.
5. Committee Activity
 - a. Finance
 - i. Meeting 4/18 evening
 - b. Board Operations
 - i. On hold until after busy season
 - c. Legislative
 - i. Bills per Wisconsin Federated
 1. SB65 / AB75 Support
 - a. Felony charge for abuse of animals
 2. SB79 / AB84 Support
 - a. Possession of dogs by serious felons
 3. SB126 / AB124 Strongly Opposed by Wis Federated
 - a. Eliminating state licensing of zoos
 4. SB139 / AB137 Opposed by Wis Federated
 - a. Wolf Population management
 - ii. Joel will create a running list of open legislative issues
 - d. DEI
 - i. Working on meeting date and board questionnaire
 - e. Nominating
 - i. New candidate – Caitlin Behnke
 1. Asked to attend DCHS Finance in May
 - f. Philanthropy – on hold
6. Adjourn
 - a. Meeting was adjourned at 1:11 PM

Respectfully Submitted by,
Cathy Holmes
Board Secretary