

**Annual Meeting of the  
Members of  
Midcoast Senior College: Minutes**

**June 6, 2024 at 3:00 p.m.**

**ON ZOOM**

**AGENDA**

**Quorum Call** - A quorum of the required 54 members (10% of the current membership of 539) was established.

**Call to Order:** Jay Kuder, President, called the meeting to order at 3:12 pm and explained the voting process via the zoom poll software. Each member will vote either using the poll software providing options of YES/NO/ABSTAIN. If more than one member in a household is voting, a member may also be visually recognized with the raising their hand on camera at the appropriate moment.

**President's Report: provided by Jay Kuder:**

- Midcoast Senior College continues to recover from the effects of the pandemic with 2023-24 noting increased class attendance.
- Increased numbers of in-person classes were offered with good attendance while ongoing zoom course opportunities were also provided
- Successful attendance at Winter and Summer Wisdom sessions with new opportunities to review the recorded sessions posted on-line on the website provide additional benefits
- Many thanks and recognition of the ongoing contributions of the MSC sponsors, members, faculty, and students. The budgeting process remains challenging in today's economy and members are encouraged to support ongoing programs through donations, exploring sponsorship, and volunteering as opportunities present.

**Secretary's Report: 2022-23 Member Business Meeting Minutes were previously sent via email to all members and were available for on-line review prior to the meeting via the website.**

- No additions or deletions noted; no discussion ensued
- Approval of the Minutes of the June 20, 2023 Annual Meeting by unanimous positive vote

**Treasurer's Report: Statement of Financial Position provided by Kevin Hart, Treasurer**

- Report reflects data from the end of May/2024, recognizing that one month remains in the fiscal year
  - Income: Currently \$142,597 which is approximately \$3000 under budget
  - Expenses: Budgeted \$148,957 with Actual at \$128,108 with a current surplus of \$14,500. This surplus is explained by reduced costs for classroom space, but

remaining outstanding expenses are expected in June leaving the FY24 budget relatively balanced.

- FY25 Budget: Remains under construction with completion due by the next Board Meeting

**Election of Directors:** Upon recommendation of the Nominating Committee, the Members are asked to approve the election of the following board members to a second term by a single vote for all candidates:

Freda Bernotavicz	2024-2027
Leona Dufour	2024-2027
Bruce Hauptli	2024-2027
Jay Kuder	2024-2027
Craig Snapp	2024-2027
William VanderWolk	2024-2027

Upon recommendation of the Nominating Committee, the Members are asked to approve the election of the following to a first three-year term:

Frank Strasburger	2024-2027
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- No discussion: Unanimous positive vote to approve the election of the listed board members to a second term 2024-2027
- No discussion: Unanimous positive vote to approve Frank Strasburger for a first three-year term to the BOD, 2024- 2027

**Articles of Incorporation: Presented by Kelly Matzen, Chair of the Bylaws Review Committee**

- The Articles of Incorporation must be file with the State of Maine; recent changes by the State provided a timely opportunity for MSC to review our Bylaws against our Articles of Incorporation to identify any inconsistencies and bring all documents into alignments.
- Current Articles of Incorporation, the proposed amendments, and other relevant material can be viewed at the MSC website, <https://midcoastseniorcollege.org/project/msc-annual-meeting-2024/>
- Kelly review each of the proposed changes including the rationale for change (*see below*) which essentially corrects any previous inconsistencies between the Articles of Incorporation and the Bylaws
- Motion made by Kelly: I move that the Articles of Incorporation of this entity be amended as recommended by the directors and as provided in the Proposed Amendments posted on the college’s website, a copy of which will be attached by the secretary to the minutes of this meeting
- Motion seconded by Erv Snyder; no further discussion or questions
- Unanimous positive vote to approve the proposed changes

***Article SECOND, changing the minimum age for membership from 55 years to 50 years. This same change shall occur in Article SIXTH, Exhibit I, the first paragraph.***

***Article FIFTH, second paragraph, changing the maximum number of directors from 15 to 17, but permitting a change in the number of directors in the future to be made by amendment to the bylaws according to statute.***

***Article SIXTH, Exhibit I, deleting the sixth paragraph and substituting for it the following:***

**Recognition: Provided by Kelly Matzen**

- Jay Kuder has nearly completed his tenure at the 2023-24 President, and the Board and Membership wish to thank him for his energetic and enthusiastic leadership during the past year.

**Adjournment: Jay Kuder, President**

- Members Luncheon Social, Thursday, June 13 from noon to 2 p.m @ the Daggett Lounge, Bowdoin College
- Motion for meeting adjournment from Jay, seconded by Sue Goran
- Unanimous positive vote and meeting adjourned at 3:35 pm.

Respectfully submitted,  
Susan F. Goran