



Society of Plastics Engineers Detroit Section Board Meeting Minutes

August 6, 2020 Meeting

Meeting Location

Zoom meeting start 10:30 am

Board Member Attendance- Lyle Beadle, Richard Broo, Dawn Cooper, Neil Fuenmayor, Peter Grelle, Wayne Hertlein, Todd Hogan, (*Pete held proxy*), Norm Kakarala, Adrian Merrington (*electronic vote submitted 2020-08-03 1534*), Sandra McClelland, Dave Okonski, Bob Petrach, Rob Philp, Tom Pickett, (*Norm held proxy*), Irv Poston, Tom Powers, Nippani Rao, Namrata Salunke, Suresh Shah, Armando Sardanopoli, Laura Shereda, Sassan Tarahomi, Fang Wang, Bill Windscheif.

Board Members not present Laura Correa, Keith Siopes.

Others present Pat Farrey, Karen Rhodes-Parker, Eve Vitale.

Meeting Call to order

Dave Okonski called the meeting to order promptly at 10:30.

Bill Windscheif briefly explained circumstances leading to resignation as president elect but not as a board member.

Sassan explained why he considered Dawn and Bill ineligible to vote based on their resignations and the opinion he received from Bruce Mulholland supporting him on the subject

Pat Farrey requested and was given the floor and elaborated further on the issue of voter eligibility

Pat thanked everyone for their concerns and the many calls he received. He explained that he and Bruce Mulholland had not discussed the Detroit Section Voter eligibility issue, and he did not think that Bruce had all the background information of the Detroit Section situation which he described as unprecedented and with no clear direction in the bylaws.

Pat then stated that he had only heard us review the process and the reasons for and against the legitimacy of the motion, and who was allowed to vote.

Pat stated that the Detroit Section had set a precedent when Wayne Hertlein served a second term rather than moving the vice presidents up the hierarchy early.

Pat urged us to focus on the matter at hand and focus on what was best for the section.

Norm asked the question of who voted and the ambiguity in the bylaws.

Dave gave floor back to Pat.

Pat explained that the bylaws do not clearly define what happens when multiple officers resign. However, he stated that an officer can resign and remain on the board. Pat further explained that a resignation could be submitted in writing or at a board meeting. However, both Dawn and Bill did not resign board positions in writing, but only resigned their respective officer positions. Bill was very specific in his written

resignation. He emphasized that he resigned as an officer since he could not fulfill the duties of Section President, but could handle other Board of Director responsibilities such as board member / co or assistant Treasurer. However, the Detroit Section bylaws are not specific on this issue.

Sassan stated that he was still on the Compliance Committee with Pete and Wayne and while the bylaws still had some ambiguities, they were much improved in comparison to the old bylaws and vowed to correct the ambiguities in bylaws in the near future.

Sassan then proposed a motion to make the president term a two-year term. However, Sassan was reminded by the Board Members in attendance that there was still a motion on the floor.

Pat, acting as a third-party advisor and parliamentarian, asked if there had been a second to Dave's motion. It was confirmed by Dave that Bob Petrach had seconded the motion.

Pat continued to explain that if the sponsor of the original motion had wished to withdraw the original motion, then Sassan's motion could be recognized.

He further stated that if Dave did not wish to withdraw the original motion, Sassan's motion would be considered out of order.

Dave stated that he did not wish to withdraw his motion

Bill again explained his position resigning from only the officer position, but not his board membership.

Bob requested Dave and Neil explain their positions on being unable to become president and moving up the Board hierarchy as they had explained during the 7/28 the Executive Board meeting.

Dave elaborated that he is working full time and is the lead person on several key future programs at GM as well as a high priority project for the federal government. These responsibilities, his normal job responsibilities, and other outside commitments do not allow him currently to fulfill the role as Section President.

Neil stated that he has a full time day job and is among other things, Executive Chair of the 46 member TPO committee and is a Director on the Automotive Division Board of Directors. He explained that he can adjust his plans, timing, and commitments to move up a year in his executive board roles within SPE Detroit and clearly feels he is totally capable to fulfill those roles. However, Neil further commented that he looks forward to developing into that role of Section President through the progression of offices while he delegates other responsibilities to colleagues.

Neil emphasizes his strong desire to do things correctly and believes this motion is in the best interest of the section.

Dave stated that he intends to continue serving the section and growing into the role of president next year and does not want to resign at this point. He feels strongly that his other responsibilities would force him to resign if he was moved forward as proposed by some Board members

Suresh asked for a further explanation of what changes would take place on the Detroit Section Leadership over the next year. It was reiterated that Laura would serve a second term as president. This change would provide Dave and Neil additional time to adjust their plans and commitments to effectively fulfill the position as President. A replacement Second Vice President will need to be elected by the Board.

Irv mentioned that there was no clear parliamentary adjudication of the questions of succession. He further claimed that even what Pat Farrey had suggested as a course forward would have to be approved by the Board and that a replacement second vice president would be needed if Dave and Neil moved up and Laura served as President. Irv stated that more work would be required of the board to do no matter what today's outcome was on the motion on the floor. Irv urged us to vote and move forward based on the vote.

he expressed his concern that Dave was acting within the bylaws while acknowledging the ambiguities in the bylaws and legitimate disagreements over what was “the letter if the law”.

Dave called for the question. Pete seconded. Motion passed on voice vote. Sassan’s motion (for a two year term) will be delayed for further action at a future Board meeting.

Sandra explained that our current situation was much the same as she faced in her term as president during the downturn of 2009. She stated that Laura did a good job this past year and could provide the continuity needed for going forward in getting us through this difficult year. Sandra pointed out that even Sassan had agreed that Laura did a good job during the year with his concern being a lack of preparation given to Dawn by Laura for this year. However, Dawn had resigned for personal reasons and felt unprepared to take on the position of President. She further explained that circumstances beyond SPE prompted her decision to reluctantly resign the presidency.

Dave once again explained that he did not have time to serve as president for the coming year (2020-2021) and was not willing to retract his motion.

Dave restated the motion reading it from the meeting announcement.

“I, David A. Okonski, move that Laura Shereda be made interim President of the Detroit Section serving until June 30th, 2021; Dave Okonski would become President-Elect, and Neil Fuenmayor would become 1st VP. On July 1st, 2021, Dave Okonski would become President, and Neil Fuenmayor would become President-Elect.” It was noted Bob had seconded the motion.

Dave requested that a roll call vote be conducted. Bob called the role of board members alphabetically. Members acknowledged their presence and stated their vote.

Results of that role call follow:

| | | | |
|--|--------------------|----------|-------------------------------|
| Lyle Beadle | YES | 1 | |
| Richard Broo | NO | 1 | |
| Dawn Cooper President | YES | 2 | |
| Laura Correa | NOT PRESENT | | |
| Neil Fuenmayor | YES | 3 | |
| Peter Grelle | YES | 4 | |
| Wayne Hertlein | YES | 5 | |
| Todd Hogan proxy given to Pete | YES | 6 | |
| Norm Kakarala | NO | 2 | |
| Adrian Merrington | YES | 7 | 2020-08-03 1534 email to Dave |
| Sandra McClelland | YES | 8 | |
| Dave Okonski | YES | 9 | |
| Bob Petrach | YES | 10 | |
| Rob Philp | YES | 11 | |
| Tom Pickett proxy given to Norm | NO | 3 | |
| Irv Poston | NO | 4 | |
| Tom Powers | YES | 12 | |
| Nippani Rao | NO | 5 | |
| Namrata Salunke | NO | 6 | |
| Suresh Shah | NO | 7 | |
| Armando Sardanopoli | YES | 13 | |

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| Laura Shereda | YES | 14 |
| Keith Siopes | NOT PRESENT | |
| Sassan Tarahomi | NO | 8 |
| Fang Wang | YES | 15 |
| Bill Windscheif | YES | 16 |
| TOTAL – 16 YES – 8 NO -2 NOT PRESENT – TOTAL 26 | | |

Dave announced motion passes 16 to 8 and noted that even if Dawn and Bill were considered ineligible results would be 14 to 8, still clearly a majority.

Dave congratulated Laura and turned over control of the meeting to Laura.

Laura announced that she plans to call a Board meeting to be held within in the next two weeks. She further explained that a time and date would be forthcoming in accordance as well as a meeting schedule and agenda in accordance with the seven (7) day (one week) by-law notification policy. She reminded the Board attendees that this upcoming meeting is the Annual Planning meeting and will be contacting committee chairs for plans prior to the meeting and setting the agenda.

Lyle Beadle made a motion to adjourn, Sandra McClelland seconded, passed on an overwhelming voice vote.

Laura thanked everyone and declared meeting adjourned at 11:06

Minutes respectfully prepared by Bob Petrach, Secretary SPE Detroit.

