Asylum Lake Policy and Management Council Meeting Minutes  
Fetzer Center  
Western Michigan University  
November 11th, 2004

"The recorded comments below are expressions of council members and are not approved policy until voted on. The statements were not recorded verbatim and cannot be used as quotes."

AGENDA:

I. Call to Order  
Meeting was called to order at 8:00 PM.

Guests Present: Kay Chase, Cari DeLong

II. Approval of 10/14/04 Meeting Minutes  
Management Council October 14th, 2004 Meeting Minutes were approved.

III. Old Business  
a. By-Laws  
- The second draft of the by-laws was reviewed. Thanks to Mary Hosley for her hard work and to Mark Hoffman, Tom Edmonds and Paul MacNellis for their contributions.  
- Non-profit by-laws were used as a guideline and the Management Framework was incorporated when necessary.  
- Suggested Changes to the By-Laws Included:  
  
  **Section 3.02** - "Directors shall serve for a term of two or more years and may be re-elected up to three consecutive full terms."  
  ▪ It was brought up that the wording "two or more years" is ambiguous. The wording will be changed to "not more than two years."  
  ▪ There was a question as to whether or not it was necessary to limit re-election terms to three times.  
  ▪ It was a general agreement that the number of terms should not be limited. However the Management Framework limits the re-election terms of "up to three times" and therefore cannot be changed.

  **Section 3.03 b)** "The three At Large Members are appointed by the VP for Business and Finance or designee and shall be current faculty or staff or have retired from the University."  
  ▪ There was a question as to the definition of the word "emeriti" It was decided that emeriti referred to retired faculty that have been granted emeriti status.  
  ▪ It was proposed to leave the language open to staff, faculty, or emeriti since the VP has the power to appoint candidates to fill any vacancy (as stated in Section 3.03, Part b)
Section 3.04 - "The following University members may have delegates: Campus Planning, Environmental Institute, Environmental Studies, Physical Plant, and VP Business and Finance may appoint a delegate to attend and vote in the member's absence."
- It was agreed that this section would take care of the voting requirement in the event that a University member could not attend. The delegate would have the power to vote.
- It was agreed that the term "delegate" should be changed to "alternate" in all sections.

Section 3.05 - "Terms of individual members shall be 2-year terms, renewable for up to 3 consecutive terms."
- Once again, the Council would like to change the number of terms to limitless. However, page 3 of the Management Framework states that "Terms of individual voting members shall be two years (renewable for two additional terms)."
- It was brought up that any member could be off for one term and then be re-appointed.
- A one year term is not considered a full term so a member could serve for six years.

Section 3.11 e) - "Notice may be satisfied by publication in the Kalamazoo Gazette or its successor, posting on the website of University's Environmental Institute or its successor department, etc."
- A publication in the Kalamazoo Gazette cannot be guaranteed unless the Council pays for the Gazette notification. The Council has to decide if money should be spent on publication.
- It was suggested that since "publication" has a specific meaning - may want to use words like "submit" or "by notice"
- The cost of posting an announcement of the council meetings in the Kalamazoo Gazette will be looked into and reported to the Council at the next meeting. This subject will be discussed further.
- There was question as to how the Council is supposed to satisfy public notice. The Environmental Institute will be posting the notice on the Asylum Lake Website, however there was general agreement that this was not sufficient to reach the general public.
- It was suggested that the language be changed to "any reasonable notification method"

Section 3.17 - Attendance Requirements for Members
- This section was intentionally left blank in this draft of the by-laws due to the fact that the Council had not yet decided whether to require attendance for members or alternates.
- It was decided that since there was nothing referring to attendance in the Management Framework there should be no requirement in the by-laws.
- This section will be deleted from the by-laws.
- There was question as to whether there should be a statement about allowing an alternate to step in for member. The hope is that alternates will attend as frequently as possible and a statement to allow an alternate to step in for a member is not necessary.
- The alternate is appointed in the same manner as a member.
- There will be alternates for groups but not for At Large Positions.

Article IV- Committees
This section was taken directly out of the Management Framework.
Section 4.01 - "1. The Research and Education Committee. Meets as needed."
- "Powers: Solicit and/or receive proposals for research, educational, and/or restoration uses of the Preserve; establish a Review Panel to approve or reject research, educational and restoration proposals; develop annual and longer-term research, education, and restoration plans and/or guidelines; and, for these purposes, receive and disburse funds from the Council, WMU, or other grants or donations."
- There was objection to the Review Panel having the power to approve or reject research; they should only have the right to recommend the approval or rejection of research to the Management Council.
- It is the role of the Review Panel to report to the Research and Education Committee, however there was discussion that the Panel should also have to report to the Management Council.
- It was decided that since the wording is already in the Management Framework it should be preserved in the by-laws.
- There was concerned that the Asylum lake Policy and Management Council would have to meet unnecessarily to look over Review Panel projects. It was suggested the Management Council should only have to meet when there will be proposed changes to the physical properties of the land, and as long as the Conservation Agreement is not being broken.
- The Research and Education Committee establishes the Review Panel.

Section 4.01 - "2. The Operations Committee. Meets as needed"
- Concern was expressed over enforcement of project clean-ups. It was mentioned that in the past there have been problems.
- Applicants are required to fill out a formal protocol of projects which includes clean-up.
- The Operations Committee has the authority to "oversee operations and enforcement" however it was agreed that the language should clearly specify the clean-up of projects.

Article VII - Indemnification
- This section of the by-laws was left blank.
- Paul reported that he had asked Tim Kellogg about the matter. Tim had stated that WMU's coverage does apply to volunteers however it would depend on the situation and a committee would have to agree that all of the Asylum Lake members were acting on behalf of WMU. Tim mentioned that another option would be to purchase a D&O policy (directors and officers policy) which he estimated the cost at $1,500.
- There was general agreement that it would be safer to purchase a D&O policy but there was question as to whether or not the Council would have to purchase the policy or if WMU would buy it.
- Paul agreed to look into the issue.

Article IX - "Fiscal Year. The Council's fiscal year will be that of the University."
- The actual dates of the fiscal year (July 1st to June 30th) need to be included.
- General spelling, reference, and language errors were corrected.
- The meeting was adjourned at 9:00 PM.
- Talks will continue on the by-laws at the next meeting.

b. Indemnification Agreement
IV. Discussion Items and New Business
   a. 2005 Meeting Schedule
   b. Financial Matters - Operating Budget/Proposals
   c. Committees and Appointments

V. Other Business

VI. Adjournment