

# **WORLD AFFAIRS COUNCIL OF WESTERN MICHIGAN**

## **Technical Resolutions for May Board Meeting**

**As adopted at the Board of Directors Meeting**

### **Forgiveness of PPP 2 Loan**

WHEREAS, due to significant financial uncertainty and necessity, this Board approved, and the Council applied for and received a loan in the amount of \$35,212 under the Payroll Protection Plan 2 of the CARES Act of the federal government (the "PPP 2 Loan");

WHEREAS, under the terms of such loan, it can be forgiven if and to the extent the Council complied with the requirements for forgiveness; and

WHEREAS, the Board desires that the authority of the Finance Committee be expanded to include the decision and implementation of the forgiveness process as it deems appropriate.

NOW, THEREFORE, be it:

RESOLVED, that this Board approves the expansion of the authority of the Finance Committee to include the decision and implementation of the forgiveness process for the PPP 2 Loan of the Council, with the discretion to determine when and for how much forgiveness, up to the full amount, is appropriate;

FURTHER RESOLVED, that this expansion of its authority to include forgiveness authority is also intended to apply to any other emergency assistance program at either the federal or state level that is put in place in the future that is both available to the Council and for which the Council qualifies (if any such program includes forgiveness provisions; and

FURTHER RESOLVED, that (i) any of the officers and the Executive Director of the Council are each hereby authorized to take any and all actions necessary or appropriate, including execution of any documents needed, to implement the authorizations approved by these resolutions; (ii) that all actions previously taken to apply for a PPP 2 Loan under the initial government program are hereby ratified and approved; and (iii) that the Finance Committee notify the full Board promptly when any significant actions are to be taken under the authority of the above resolutions.

### **Nominations Committee Report**

RESOLVED, that the Report of the Nominations Committee is hereby accepted, with a copy of such report to be placed with the records of the Council; and

FURTHER RESOLVED, that the Board thanks the Nominations Committee for its fine work in finding good nominees for directors.

### **Election of Directors**

RESOLVED, that pursuant to the report of the Nominations Committee, the following nominees shall be placed before the membership of the Council for election at this year's

Annual Meeting of Members as directors for each of the classes designated below (in an attempt to begin to move toward more equality in size among the number of directors in each of the three classes):

Class 1 (for a full three-year term):

Brent Case, Senior Vice President, Business Development, The Right Place  
Chris Hickmann, Audit Partner, BDO LLP  
Frances Hogsten, Vice President, Global Supply Chain, Haworth Inc.  
Ingrid Shane, Employee Relations Manager, UFP Industries  
Sungjin Yoo, In-House Counsel, Ottawa Avenue Private Capital, LLC

FURTHER RESOLVED, that the following current members of the Board of Directors have agreed to serve a second term as Class 2 Directors for a three-year term commencing on July 1, 2021:

Kerry Brozyna, Vice President and General Manager, Wolverine Worldwide  
Diana Lawson, Dean, Seidman College of Business, GVSU  
Kevin Jeakle, Tax Partner, Deloitte Tax LLP  
Ingrid Nelson, Realtor, Keller Williams Realty GR

FURTHER RESOLVED, that this Board strongly recommends to the Members the election of each of these nominees and members to the Board of Directors in the Classes so indicated.

#### **Annual Meeting of Members for 2021**

RESOLVED, that the 2020 Annual Meeting of Members shall be held on June 9, 2021 at 5:30 p.m. for the purpose of:

- Reviewing the 2020-21 program year
- Electing Directors

FURTHER RESOLVED, that due to health and safety concerns arising from the Covid-19 pandemic and to comply with possible restrictions put in place by the Governor of Michigan, this meeting may be held by electronic means whereby each member attending can hear every other member attending, with an in-person option available if allowable;

FURTHER RESOLVED, that the record date ("Record Date") for the 2021 Annual Members Meeting shall be the close of business today, May 27, 2021, immediately following the end of Board meeting; and

FURTHER RESOLVED, that the Staff of the Council send out notice to all Members of the Council as of the close of business on the Record Date by electronic communication at least 10 days prior to the date of the Annual Meeting of Members, and that such notice shall request a response by Members who believe that they may attend, so as to allow the Staff to set up the electronic meetings with a knowledge of the likely number of Members and guests attending (provided that the lack of a response shall not be used to deny any Member access to the electronic Annual Meeting)

## General

RESOLVED, that each of the officers and Staff of the Council are hereby authorized to take any and all such further action as they may deem necessary or appropriate to carry out the terms and intent of the foregoing resolutions, providing they give notice to the President, for his approval, of each such further action they intend to take prior to taking such action.