



195 Davison Road Lockport, NY 14094

**144th Annual Policyholders' Meeting
Tuesday, April 5, 2022**

The meeting was called to order at 4:30 P.M. by Chairman, David Cloy.

Welcome by David Cloy.

Attendance Report: Attendance report was distributed. Members present were: Thomas Wronski, David Cloy, John Gavenda, Elaine Wendt, Carolyn Flansburg, Glenn Maxon, Edward Urbanik, and David Muck. Pamela Nelligan participated by Zoom.

Rules of Conduct were announced:

-Only policyholders are allowed to attend and vote.

-To ensure our meeting is orderly and productive, anyone who disrupts the meeting without having properly been given the floor will be dismissed from the meeting and/or be prohibited from having the floor for the remainder of the meeting.

-Topics will be limited to items on the agenda only.

A moment of silence was observed for all the men and women who were associated with our Company who passed away since our last meeting.

143 Policy Holder Meeting Minutes: The minutes of the 143rd Annual Meeting were presented.

Motion by Glenn Maxon, second by Carolyn Flansburg, to approve the minutes of the 143rd Annual Policyholder's Meeting as distributed. Carried.

Financial Reports presented by Thomas Wronski:

*Summary of DFS Report On Examination (full report available on-line)

-Page 14, 6. Compliance with Prior Report on Examination: The Company has complied with this recommendation

-Page 14: 7. Summary of Comments and Recommendations: This report on Examination does not contain any comments or recommendations.

*2020-2019 Independent Auditor's Opinion (most current available)

-Clean Opinion issued by Buffamante Whipple Buttafara, P.C., Certified Public Accountants.

*2021 Annual Statement Pages 2, 3, 4, 17 and 18 (Statements of Assets, Liabilities, Surplus, and 5-year Historical results)



- The full Annual Statement filing is available at www.naic.org

*2021 Actuarial Opinion as of December 31, 2021

-Clean Opinion issued by Bealer Consulting, an Independent Actuarial Consulting Firm

* 2021 Income Tax: An extension has been properly filed with the IRS

Motion by Dave Muck, second by Elaine Wendt, to accept the financial reports as presented.
Carried.

Old Business:

There are no business matters that were tabled from any prior policyholder's meeting.

New Business:

Election of Directors (2025 Class)

David Cloy, Chairman of the Board announced there are four (4) director positions expiring at today's meeting and on behalf of the policyholders, directors, and staff, we offer our sincere thanks for their dedicated service to the company over the past three years. They are:

John Gavenda, Kathleen Haley, Lynn Hill, and Edward Urbanik

Elaine Wendt, Chairman of the Nominating Committee and Sergeant at Arms provided the nominations for open Board seats. The Nominating Committee, in accordance with the provisions contained in the company bylaws and our committee charter, is pleased to present the following slate of qualified candidates for the position of Director for a three-year term to expire at the Annual Policyholders Meeting on the first Tuesday of April 2025:

John Gavenda, Lynn Hill, and Edward Urbanik

The Company By-Laws, Article II, Section 5 contain provisions that allow the nomination of additional qualified persons for Director positions not less than two weeks prior to the annual meeting. No additional candidates were submitted for consideration and qualification. Nominations were closed on March 22, 2022, at 4:30 PM. Additionally, the Company By-Laws do not permit nominations from the floor for Director positions.

Motion by Thomas Wronski, second by Pamela Nelligan, to approve the slate of candidates.
Carried.

Recommended Changes to the Company Charter: Summary of proposed changes:

Article IV – Corporate powers: New wording adopts the language from Assembly Bill 8627-B, same as Senate Bill 2874-B enacted into law July 18, 2012



Article V – Board Members: New wording adopts the language from Assembly Bill 8627-B, same as Senate Bill 2874-B enacted into law July 18, 2012

Article VII – Annual Meeting: Adds reference to Article V, Section 1 for clarification purposes.

Article VIII – Officers: Wording added for clarification

Approve changes to the Company Charter:

Motion by Pamela Nelligan, second by Edward Urbanik, to approve the proposed changes to the Company Charter and that the President be authorized to complete and submit the necessary documents and fees to the New York Department of Financial Services for filing. Carried.

**Proposed Changes to the Company By-Laws
Summary of proposed changes:**

Article I – Section 1.

- Wording added to correspond to the wording in the Company Charter.
- Wording added to eliminate need for special approval by NY DFS during pandemics and to correspond to committee charters approved by the Board.

Article I – Section 2.

- Wording changed for clarification and consistency.

Article II – Section 1

- New wording adopts the language from Assembly Bill 8627-B, same as Senate Bill 2874-B enacted into law July 18, 2012
- Wording added to correspond to the wording in the Company Charter.

Article II, Section 5

- Wording added to correspond to the wording in the Company Charter.
- Changed wording to prohibit a director from nominating themselves.
- Modernizes language to match corporate structure and gives access to additional Officers
- Shortened for regular nomination process

Article II, Section 6 (New)

- Added to separate additional nomination process from regular process
- Modernizes language to match corporate structure and gives access to additional Officers
- Establishes a proper form to eliminate any confusion and makes it easier for additional nominations to be made.
- Wording added for clarification – eliminates ambiguity.



Article III, Section 1.

-Wording changed for consistency between Charter and By-Laws

Article IV – Executive Committee

-Changed the required number of meetings to one (1) from three (3) to correspond with current preferred practice. We hold more Board meetings than Executive Committee meetings now.

Article VI – Indemnification

-Added wording to tie back to the Company Charter
-Sections (a) and (b) made gender neutral
-Added and/or its successor(s) to eliminate need for future amendments

Article VII – Membership, Sections 2 & 3

-Broke out Section 2 into two parts and defined the intent of member qualification and to be consistent with the Company Charter.

Article VIII – Dividends and Article IX – Amendment to By-Laws

-Added and/or its successor(s) to eliminate need for future amendments


Approve Changes to the Company By-Laws

Motion by John Gavenda, second by Dave Muck, to approve the proposed changes to the Company By-Laws and that the President be authorized to complete and submit the necessary documents and fees to the New York Department of Financial Services for filing. Carried.

Announcement: The next Annual Policyholders’ Meeting (145th) will be held on Tuesday, April 4, 2023, at 4:30 P.M. in the home office.

There being no further business, the meeting was adjourned.

Time 5:42 P.M.

Respectfully Submitted:  April 5, 2022
Elaine Wendt, Secretary

Approved by the Policyholders on: _____

