

To provide person-centered services that enhance the quality of life for people with disabilities in the areas of employment, life skills, and community inclusion.



PROACT BOARD OF DIRECTORS

Meeting Notice and Agenda

Tuesday, June 3rd, 2025

5:00 PM

ProAct-Eagan Via Zoom and/or in person

Board members attending: Brian Knapp, Chuck DeNet, Jim Louwagie, John Christiansen, Marty Stapleton, Mary Ellen Leary, Pat Jones, Paul Kramp, Steve Quirk, Teri McCloughan

Via Zoom:

Board members absent:

Staff attending: Judie Foster-Lupkin, Amanda Ballard, Melissa Munce

1. Call to Order and Attendance
2. Approval of the Agenda (Additions/Corrections/Deletions)
3. Review and Approve Board Meeting Minutes of meeting held May 6th, 2025
4. Financial Report for April and YTD; Rolling 12-Month Reports, Cash Flow Statement and Balance Sheet
5. Capital Budget Update
6. Program and Services Report
7. Shakopee Update
8. Looking Ahead
 - a. Food Truck Event – Board Welcome!
9. President & CEO Report
 - a. Proposed FY 25-26 Board Dates
 - b. Election of Officers/Board Members for FY 26-27
 - i. Chair, Vice Chair, Secretary and Treasurer
 - ii. Brian Knapp
 - c. Annual By-Law Review
 - d. Marketing & Communications Report
10. New Business
11. Adjourn

Next Meeting: TBD – Proposed August 26th, 2025

To provide person-centered services that enhance the quality of life for people with disabilities in the areas of employment, life skills, and community inclusion.



PROACT BOARD OF DIRECTORS

Meeting Minutes

Tuesday, May 6th, 2025

5:00 PM

ProAct-Eagan Via Zoom and/or in person

Board members attending: Brian Knapp, Chuck DeNet, John Christiansen, Paul Kramp, Teri McCloughan

Via Zoom: Mary Ellen Leary, Steve Quirk

Board members absent: Jim Louwagie, Marty Stapleton, Pat Jones

Staff attending: Judie Foster-Lupkin, Amanda Ballard, Melissa Munce

Guests attending: Barb Weckman-Brekke

1. Call to Order and Attendance

Board Chair Brian Knapp called the meeting to order at 5:01 pm

2. Approval of the Agenda (Additions/Corrections/Deletions)

Brian Knapp asked for a motion to accept the board agenda, which Teri McCloughan moved to accept, seconded by John Christiansen, and the motion carried unanimously.

3. Review and Approve Board Meeting Minutes of the meeting held April 1st, 2025

The board reviewed the April 1st minutes. Brian Knapp asked for a motion to accept the minutes, moved by Paul Kramp and seconded by Teri McCloughan. The motion carried unanimously.

4. Financial Report for March and YTD; Rolling 12-Month Reports, Cash Flow Statement, and Balance Sheet

In March, there were 21 service days, which included 2 snow days. These snow days resulted in approximately \$100,000 in lost revenue, leading to a lower net income from operations than in previous years. The net income from operations for the month was \$33,439. Year-to-date (YTD), our income from operations stands at \$956,213, and our YTD market gains remain strong, with projections indicating that we could exceed a million dollars by the end of the fiscal year.

The cash and investment summary shows a stable and growing total of \$23.1 million. Our Certificates of Deposit (CDs) and Certificate of Deposit Account Registrations (CDARs) are being rolled over as they mature. The balance sheet remains consistent and reconciled.

Brian Knapp requested a motion to accept the March financials. Chuck DeNet moved to accept the financials, and Paul Kramp seconded the motion, which was unanimously approved.

5. Review of Budget

Melissa submitted the proposed budget for FY 25-26, which reflects modest growth across various programs and locations. The budget anticipates an increase in both participants and staff, while production

revenue is projected to remain flat, with no rate increases or decreases planned for the programs. Overall, the budget is conservative. During discussions regarding rate changes and disaster budget projections, there was a consensus to budget conservatively, maintaining flat rates and ensuring a surplus of funds to support any potential disaster scenarios.

For the proposed expenses in FY 25-26, Melissa allocated additional funds to hire more staff to support the projected participant increase in programs. The budget assumes full staffing for the entire year, as there is currently no predictive measure to account for actual staff numbers, which may fluctuate throughout the year due to growth and employment dips. The projected net income from operations for FY 25-26 is approximately \$591,000, with an expected 15% increase in health benefit rates.

Brian Knapp asked for a motion to accept the Fiscal Year 25-26 budget as presented. Paul Kramp moved to accept the budget, and Chuck DeNet seconded the motion, which then carried unanimously.

a. Discretionary Fund Contribution Discussion

There was a discussion regarding a discretionary fund contribution of between 3-5%. Teri inquired about the percentage given last fiscal year, which was 5%. The board agreed to maintain the same percentage as last year for the staff.

Brian Knapp requested a motion to accept a 5% discretionary contribution based on eligible annual salaries. Paul Kramp moved to accept, seconded by Teri McCloughan, and the motion carried unanimously.

b. Staff Increases

Melissa presented three different scenarios for staff increases, ranging from 3% to 5%, along with the corresponding dollar amounts for each scenario. Judie noted that these increases would be based on merit, and last year's compensation included a mix of one-time bonuses and percentage increases. Due to the rise in the cost of living, it will be determined later how the approved percentage will be disbursed to staff. The board agreed on a conservative budgeted increase of 3%, noting that the budget could be amended later or additional bonus funds could be added for staff.

Brian Knapp asked for a motion to accept a 3% staff increase, with the understanding that the situation would be reviewed at a later date. Teri McCloughan moved to accept, Paul Kramp seconded, and the motion carried unanimously.

c. Capital Budget

The capital budget includes departmental purchases such as a new server, HVAC unit, maintenance for the Hudson parking lot, concrete work in Eagan, and vehicle purchases. Judie mentioned that there are still remaining funds in the current FY capital budget for vehicle purchases, which she plans to utilize this summer to support the growing IHS Department.

6. Program and Services Report

In March we had an increase in 11 participants for the month! A lot of fun activities and outings in the month of March, which will only increase with the nicer weather. Serving 760 participants for the month of March.

7. Shakopee Relocation Update

Judie went over and updated us on the search for a new Shakopee building. Currently, there are two viable options. The first is a 1-acre parcel of land on 4th St; the aerial shot was sent to Aaron at Waler, and the space was just not big enough. We need around 2 acres if we are seeking land. The Community Development Group shared the cost of their new 15,000 sq ft. building bids, which were \$4.8m to \$6.4m. The second option, which is the ideal one, is the Aptean/Open Systems building, which is 25,000 sq ft. This is larger than we currently need but would support growth over the years. There is a sublease option with Aptean or a direct purchase from the owner.

Barb from Scott County spoke and thanked the board for the invitation to attend the meeting. Barb wanted to apologize to the board for the shock in the turn of events with the lease with SW Metro and reiterated that Scott County is in full support of ProAct and will do anything they can to support us. She added that the Aptean/Open Systems building is a nice space and felt it is a great fit for us, noting that at one point, Scott County was interested in the building.

Brian Knapp made a motion for a real estate attorney to write a letter of intent to be shared with the board, with the intent of purchasing the Aptean/Open Systems building for up to 6.5 million. The motion was moved by Paul Kramp, seconded by John Christiansen, and carried unanimously.

8. Red Wing Update

The Red Wing wall project is expected to be completed in 2-3 weeks, after which exterior painting will take place. Additional improvements include the installation of more windows at the front of the building and in a conference room. Mold was discovered in a back classroom and is being addressed, and gutters are being installed for future preventative maintenance. The redesign of the interior space will proceed once the exterior project is completed, and Judie is already meeting with key staff members to discuss redesign wish lists and improvements to participant flow throughout the building.

9. 401 K Audit

The 5500 were filed, and the 401K Audit has been completed with Carpenter Everett.

10. Looking Ahead

Looking ahead items were tabled for discussion until the June 2025 Board Meeting.

- a. Proposed FY 25-26 Board Dates**
- b. Election of Officers/Board Members in June 2025 for FY 25-26**
 - i. Chair, Vice Chair, Secretary and Treasurer**
 - ii. Marty Stapleton, Mary Ellen Leary, Paul Kramp**
- c. Annual By-Law Review**

11. President & CEO Report

- a. Marketing & Communications Report**

The monthly MarComm Report was included within the Board Packet and outlined our top hits on social media and highlighted some of our fun outings!

12. New Business

- a. New Prospective Board Members**

The discussion of new board members was tabled for discussion until the June 2025 Board Meeting.

13. Adjourn

Brian Knapp called the meeting to adjourn at 6:50 PM.

Next Meeting: June 3rd, 2025

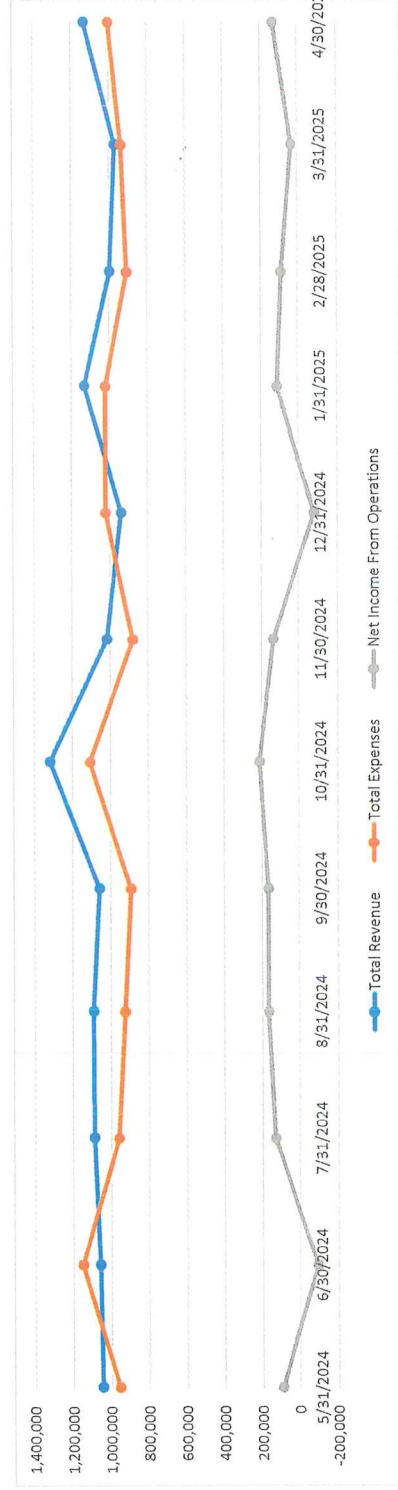
Submitted by Amanda Ballard

PROACT, INC.
STATEMENT OF REVENUE AND EXPENSES
APR 30, 2025

DESCRIPTION	MONTH		MONTH		LAST YEAR		YTD		YTD		YTD LAST YEAR	
	ACTUAL	BUDGET	VARIANCE	ACTUAL	VARIANCE	ACTUAL	VARIANCE	ACTUAL	BUDGET	VARIANCE	ACTUAL	VARIANCE
REVENUE												
CONTRACT REVENUE	152,063	159,820	(7,757)	153,483	(1,420)	1,522,710	1,526,570	1,666,504		(3,860)	1,666,504	(143,794)
SERVICE FEES	946,422	848,070	98,352	861,546	84,876	8,786,855	8,134,562	7,721,847		652,293	7,721,847	1,065,009
FUNDRAISING	622	5,925	(5,303)	19,546	(18,924)	62,330	59,250	71,607		3,080	71,607	(9,276)
OTHER REVENUE	29,676	20,000	9,676	22,428	7,248	339,492	200,000	258,895		139,492	258,895	80,597
TOTAL REVENUE	1,128,783	1,033,815	94,968	1,057,002	71,780	10,711,388	9,920,382	9,718,852		791,005	9,718,852	992,535
EXPENSES												
STAFF WAGES	597,290	624,834	(27,543)	546,866	50,425	5,812,541	5,961,877	5,570,641		(149,336)	5,570,641	241,900
STAFF BENEFITS	139,102	155,205	(16,103)	138,777	325	1,472,508	1,437,531	1,409,830		34,977	1,409,830	62,678
CONSUMER WAGES/BENEFITS	15,910	15,441	469	17,158	(1,248)	141,458	142,941	128,604		(1,482)	128,604	12,854
SUBCONTRACT SERVICES	71,120	35,175	35,945	38,440	32,680	555,206	409,750	423,690		145,456	423,690	131,516
SUPPLIES & MATERIALS	49,842	28,496	21,346	44,056	5,786	403,123	291,360	339,337		111,763	339,337	63,786
DEPRECIATION	28,893	20,610	8,283	32,343	(3,450)	281,682	240,632	365,263		41,050	365,263	(83,580)
VEHICLE OPERATING EXPENSES	38,763	32,637	6,126	29,919	8,844	324,070	324,837	324,017		(767)	324,017	53
EQUIPMENT REPAIR	11,675	14,610	(2,935)	17,242	(5,566)	94,466	141,891	159,347		(47,425)	159,347	(64,881)
UTILITIES, REPAIR & MAINT	19,338	27,460	(8,122)	53,138	(33,800)	239,536	275,800	302,684		(36,264)	302,684	(63,148)
OTHER EXPENSE	27,845	44,185	(16,339)	26,666	1,179	301,580	358,489	298,464		(56,909)	298,464	3,116
TOTAL EXPENSES	999,779	998,653	1,126	944,605	55,175	9,626,171	9,585,108	9,321,878		41,063	9,321,878	304,293
NET INCOME FROM OPERATION	129,004	35,162	93,841	112,398	16,606	1,085,217	335,274	396,975		749,943	396,975	688,242
MARKET GAIN/LOSS	21,768	0	21,768	(147,150)	168,918	513,292	0	479,158		513,292	479,158	34,134
ONE-TIME GRANTS	0	0	0	0	0	19,147	0	259,135		19,147	259,135	(239,989)
TOTAL ADJUSTMENTS	21,768	0	21,768	(147,150)	168,918	532,438	0	738,293		532,438	738,293	(205,855)
NET INCOME	150,772	35,162	115,610	(34,752)	185,524	1,617,655	335,274	1,135,267		1,282,381	1,135,267	482,387

ProAct, Inc.
Comparative 12 Month Income Statement

	5/31/2024	6/30/2024	7/31/2024	8/31/2024	9/30/2024	10/31/2024	11/30/2024	12/31/2024	1/31/2025	2/28/2025	3/31/2025	4/30/2025
Revenue												
Contract Revenue	140,674	118,821	119,838	148,154	139,166	282,053	119,390	100,101	172,100	156,884	132,961	152,063
Service Fees	871,939	848,493	905,536	909,427	870,117	1,000,705	852,113	789,987	905,428	808,296	798,825	946,422
Fundraising	2,099	2,527	9,643	2,229	402	3,863	14,531	16,706	8,157	2,319	3,858	622
Other	30,698	86,231	50,822	28,458	45,732	29,225	27,401	28,175	43,538	26,184	30,281	29,676
Total Revenue	1,045,410	1,056,072	1,085,839	1,088,268	1,055,417	1,315,846	1,013,435	934,969	1,129,223	993,683	965,925	1,128,783
Service Days	22	20	21	22	20	23	19	19	22	20	19	22
Expenses												
Staff Wages	583,049	501,855	592,045	553,739	533,889	600,528	542,586	669,278	622,575	533,511	567,100	597,290
Staff Benefits	144,596	406,018	158,343	122,850	139,729	150,416	136,679	152,797	158,251	157,668	156,672	139,102
Consumer Wages/Benefits	17,119	14,409	15,861	16,786	13,771	16,275	12,589	10,730	14,277	12,571	12,689	15,910
Subcontract Services	32,738	36,365	38,479	69,998	58,670	54,135	45,640	44,956	54,083	57,622	60,503	71,120
Supplies & Materials	30,940	38,394	21,131	36,345	26,036	150,644	22,316	23,212	30,775	24,084	18,739	49,842
Depreciation	32,587	36,585	24,174	27,054	26,822	27,393	28,024	30,163	29,997	28,170	30,992	28,893
Vehicle Expense	35,175	35,449	34,680	34,181	31,348	37,262	29,947	26,043	34,469	27,010	30,369	38,763
Equipment Repair	19,631	22,797	17,993	13,992	12,755	7,496	9,838	7,141	5,856	4,273	3,447	11,675
Facility Expense	19,334	25,727	25,145	19,635	19,253	24,901	24,299	24,253	30,336	29,416	22,958	19,339
Other	38,436	32,607	29,000	28,558	29,020	35,878	25,737	29,249	37,259	30,016	29,017	27,845
Total Expenses	953,605	1,150,206	956,851	923,138	891,293	1,104,928	877,655	1,017,822	1,017,878	904,341	932,486	999,779
Net Income From Operations												
	91,805	-94,134	128,988	165,130	164,124	210,918	135,780	-82,853	111,345	89,342	33,439	129,004
Market Gains(Losses)												
One-Time Grants	142,703	125,242	104,149	165,154	123,458	-100,286	136,210	-83,223	66,993	148,664	-69,595	21,768
Total Adjustments	0	220,444	0	19,147	0	0						
	142,703	345,686	104,149	184,301	123,458	-100,286	136,210	-83,223	66,993	148,664	-69,595	21,768
Net Income												
	234,508	251,552	233,137	349,431	287,582	110,632	271,990	-166,076	178,338	238,006	-36,156	150,772



ProAct, Inc.
Cash & Investment Summary
4/30/2025

Cash Position	May	June	July	August	September	October	November	December	January	February	March	April
Checking Account												
Main Operating Account - Old National	409,901	807,318	1,211,764	695,491	611,585	588,225	715,564	779,744	784,605	681,835	1,079,589	868,276
Eagan Payroll Account - Old National	24,247	24,685	24,247	24,247	24,247	24,247	22,693	22,693	22,693	22,693	22,693	22,693
Red Wing Payroll Account - Old National	11,174	11,174	11,174	11,174	11,174	11,174	11,174	11,174	11,174	11,174	11,174	11,174
Vending Account	14,507	14,391	14,656	14,087	14,732	14,320	16,805	16,805	8,012	7,741	7,876	8,301
	459,829	857,568	1,261,841	744,999	661,738	637,966	766,236	830,416	826,484	723,443	1,121,332	910,444
	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950	1,950
Petty Cash	2,242,147	3,264,262	3,274,853	3,285,478	3,295,221	4,359,859	4,371,558	3,428,131	3,436,572	3,445,681	3,456,865	3,467,721
Money Market - Old National												
3.85% Interest												
CD's												
Old National, CDARS 3.85% 12/11/25												
Old National, CDARS 3.80% 12/18/25												
Old National, CDARS 5.1%, 10/5/24												
Old National, CDARS 4.6%, 12/19/24	1,034,100	1,038,444	1,042,951	1,047,478	1,051,878	-	1,044,567	-				
Old National, CDARS 5.0%, 6/6/24	1,020,754	1,024,620	1,028,630	1,032,657	1,036,568	1,040,625						
Alliance Bank, CDARS, 4.88% 6/5/25	1,011,850											
Tradition Capital Bank, 4.55% 9/11/25	1,003,347	1,003,347	1,007,512	1,011,697	1,015,763	1,019,980	1,024,079	1,028,331	1,032,601	1,036,473	1,040,777	1,044,959
Tradition Capital Bank, 4.879% 9/12/24					2,004,748	2,012,518	2,020,066	2,027,895	2,035,755	2,042,881	2,050,798	2,058,491
Tradition Capital Bank, 5.32% 9/11/24	1,000,000	1,014,677	1,018,890	1,023,121	-							
	1,000,000	1,040,470	1,040,470	1,040,470	-							
	6,070,050	5,121,558	5,138,454	5,155,423	5,108,957	4,073,123	4,088,712	5,059,692	5,078,341	5,095,245	5,114,025	5,132,268
Associated Bank - Money Market/Equity Fund	58,563	58,563	63,442	65,390	67,435	67,183	67,183	67,370	67,370	72,628	70,776	69,682
LPL Financial Investments	12,778,322	12,900,771	13,000,280	13,163,592	13,285,191	13,185,391	13,321,600	13,238,461	13,305,453	13,448,860	13,381,333	13,404,423
Total	21,610,861	22,204,672	22,740,820	22,416,832	22,420,492	22,325,472	22,617,239	22,626,020	22,716,170	22,787,806	23,146,281	22,986,488

PROACT, INC.
BALANCE SHEET
4/30/25 (Period 10)

	4/30/25 (Period 10)	3/31/25 (Period 9)	2/28/25 (Period 8)	1/31/25 (Period 7)	12/31/24 (Period 6)	11/30/24 (Period 5)	10/31/24 (Period 4)
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CURRENT ASSETS:							
CASH	912,394	1,123,282	725,392	828,434	832,366	768,186	639,915
MONEY MARKET	3,467,721	3,456,865	3,445,681	3,436,572	3,428,131	4,371,558	4,359,859
INVESTMENTS (CD's and Stock)	18,606,373	18,566,134	18,616,733	18,451,165	18,365,523	17,477,495	17,325,697
ACCOUNTS RECEIVABLE	1,086,152	998,229	1,002,371	1,037,625	1,131,788	1,227,154	1,348,130
ALLOWANCE FOR DOUBTFUL ACCOUNTS	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)
PREPAIDS	239,490	232,445	272,450	268,438	276,217	250,744	260,718
TOTAL CURRENT ASSETS:	24,307,129	24,371,955	24,057,627	24,017,234	24,029,026	24,090,138	23,929,320

FIXED ASSETS:							
LAND	660,055	660,055	660,055	660,055	660,055	660,055	660,055
BUILDING	3,953,320	3,949,287	3,949,287	3,605,830	3,605,830	3,605,830	3,605,830
EQUIPMENT	1,236,561	1,236,561	1,236,561	1,228,606	1,207,787	1,194,487	1,194,487
VEHICLES	1,305,632	1,305,632	1,305,632	1,305,632	1,305,632	1,305,632	1,305,632
REMODELING	1,299,847	1,200,244	1,200,244	1,200,244	1,200,244	1,200,244	901,499
ACCUMULATED DEPRECIATION-BUILDING	(2,402,636)	(2,394,224)	(2,385,535)	(2,377,784)	(2,370,553)	(2,363,323)	(2,356,325)
ACCUMULATED DEPRECIATION-EQUIPMENT	(1,093,639)	(1,086,913)	(1,079,650)	(1,072,815)	(1,065,089)	(1,057,266)	(1,049,765)
ACCUMULATED DEPRECIATION-VEHICLES	(1,220,809)	(1,216,579)	(1,211,297)	(1,206,526)	(1,201,244)	(1,195,962)	(1,190,851)
ACCUMULATED DEPRECIATION-REMODELING	(549,375)	(539,849)	(530,091)	(521,277)	(511,519)	(501,691)	(493,277)
RIGHT OF USE ASSET	783,459	783,459	783,459	783,459	783,459	783,459	783,459
DEPOSITS	326,621	72,173	44,487	164,745	166,225	179,525	324,335
TOTAL FIXED ASSETS:	4,299,038	3,969,846	3,973,152	3,770,169	3,780,827	3,810,990	3,685,079
TOTAL ASSETS:	28,606,167	28,341,802	28,030,778	27,787,403	27,809,853	27,901,128	27,614,399

LIABILITIES:							
ACCOUNTS PAYABLE	430,392	86,215	63,785	60,869	59,833	52,511	53,164
WAGES PAYABLE	223,976	438,082	140,502	138,238	317,442	256,693	241,628
PTO PAYABLE	346,684	346,684	346,684	346,684	346,684	346,684	346,684
RETIREMENT PAYABLE	5,123	10,097	3,120	3,081	7,693	6,118	5,561
PAYROLL TAXES PAYABLE	16,873	32,263	10,368	10,566	23,737	19,039	18,358
BENEFITS PAYABLE (Health & Dental)	7,799	3,914	5,616	5,278	10,102	9,649	10,560
SALES TAX PAYABLE	-	-	-	-	-	-	-
TOTAL CURRENT LIABILITIES:	1,030,848	917,255	570,075	564,706	765,493	690,693	675,954
LONG TERM LEASE LIABILITY	873,998	873,998	873,998	873,998	873,998	873,998	873,998
NET ASSETS	25,083,666	25,083,666	25,083,666	25,083,666	25,083,666	25,083,666	25,083,666
YTD PROFIT / (LOSS)	1,617,655	1,466,883	1,503,039	1,265,033	1,086,696	1,252,771	980,781
TOTAL LIABILITIES & NET ASSETS:	28,606,167	28,341,802	28,030,778	27,787,403	27,809,853	27,901,128	27,614,399

Number of Participants/Hours Receiving Services

4/30/2025

[illegible]

FY 2025
July - June
Monthly Program Goals and Outcomes
Report Month: April

Program	Goals	Monthly Total	YTD Totals/ Average	Total (T), Average(A)	YTD % of Goal
Employment Support Services – Linda/Pam	<ul style="list-style-type: none"> Extended Employment – Secure a minimum of 7,000 (Independent Employment) work hours per month in Eagan and Red Wing. Waiver Support – Bill an average of 400 hours per month in Eagan and Red Wing. 97% of participants independently employed during the current month retain employment in Red Wing. 45 participants will be independently employed in FY25 in Red Wing. Increase enrollment in the Eagan ESS program by 5% in FY 2025: <ul style="list-style-type: none"> 1. Start 25 new participants 2. Total participants served annually in FY25 = 170 3. Active participants at end of year = 156 	7228	6287	A	90%
		538	534	A	134%
		100%	99%	A	102%
		43	43	A	96%
		1	21	T	84%
		-	175	T	103%
		155	153	A	98%
IHS – Kim/Pam	<ul style="list-style-type: none"> Individualized Home Support – Bill at least 1000 hours per month in Eagan and Red Wing Increase enrollment in the IHS program by 25% in FY 2025 in Eagan and Red Wing: <ul style="list-style-type: none"> 1. Start 15 new participants 2. Total participants served annually in FY25 = 60 3. Active participants at end of year = 55 	1426	1249	A	125%
		4	27	T	180%
		-	71	T	118%
		60	58	A	106%
IHS/ESS – Red Wing - Pam	<ul style="list-style-type: none"> Bill a minimum of 55 hours a week in a combination of Individualized Home Support and Employment Support Services in Red Wing. 	43	48	A	87%
Employment Development Services – RaeAnn	<ul style="list-style-type: none"> Place a minimum of 14 individuals into competitive employment monthly. Annual target 168 Ensure 80% of those placed retain employment for 90 days (monthly goal). Place 80% of individuals into jobs within four months from program start of service. Increase Employment Development Services (all VRS, non pre-ets) enrollment in the program by 25% in FY 2025: <ul style="list-style-type: none"> 1. Start 70 new participants 2. total participants served= 130 in FY25 3. Active participants at end of year = 73 Increase Employment Planning Services (all waiver) enrollment in the program by 25% in FY 2025: <ul style="list-style-type: none"> 1. Start 30 new participants 2. total participants served= 50 in FY25 3. Active participants at end of year = 17 Increase Pre-ETS (VRS students) enrollment in the program by 25% in FY 2025: <ul style="list-style-type: none"> 1. Start 26 new participants 2. total participants served= 40 in FY25 3. Active participants at end of year = 19 	2	22	T	13%
		100%	78%	A	98%
		100%	47%	A	59%
		2	54	T	77%
		-	104	T	80%
		58	64	A	88%
		4	26	T	87%
		-	38	T	76%
		12	12	A	71%
		0	9	T	35%
		-	27	T	68%
		3	12	A	63%

Program	Goals	Monthly Total	YTD Totals/ Average	Total (T), Average (A)	YTD % of Goal
Hudson – Steph	<ul style="list-style-type: none"> • Bill a minimum of 1700 service hours monthly. • Increase enrollment in the program by 15% in FY 2025. <ul style="list-style-type: none"> ○ 1. Start 3 new participants ○ 2. total participants served= 24 in FY25 ○ 3. Active participants at end of year = 20 • 85% of participants in enrichment classes will participate in community classes. 	1847 0 - 20 85%	1511 3 21 19 86%	A T T A A	89% 100% 83% 95% 101%
Eagan DSS – Steph	<ul style="list-style-type: none"> • Bill a minimum of 16,000 service hours monthly. • Increase enrollment in the program by 30% in FY 2025. <ul style="list-style-type: none"> ○ 1. Start 62 new participants ○ 2. total participants served= 236 in FY25 ○ 3. Active participants at end of the year = 223 • 80% of participants in enrichment classes will participate in community classes. • Provide virtual enrichment programming to a minimum of 45 participants, bill 1100 hours per month (Eagan, Shakopee, Hudson, Red Wing) per month. 	16,028 0 - 172 68% 34 898	14,477 30 202 178 69% 35 807	A T T A A A A	91% 48% 86% 80% 86% 78% 73%
Shakopee – Ali	<ul style="list-style-type: none"> • Bill a minimum of 12,500 service hours monthly. • Increase enrollment in the program by 15% in FY 2025. <ul style="list-style-type: none"> ○ 1. Start 19 new participants ○ 2. total participants served= 137 in FY25 ○ 3. Active participants at end of the year = 135 • 85% of participants in enrichment classes will participate in community classes. 	12,888 1 - 126 94%	11,307 18 133 126 94%	A T T A A	88% 95% 97% 93% 111%
Red Wing DSS - Gloria	<ul style="list-style-type: none"> • Bill a minimum of 10,000 service hours per month in DSS. • Increase RW DSS enrollment in the program by 10% in FY 2025. <ul style="list-style-type: none"> ○ 1. Start 17 new participants ○ 2. total participants served= 135 in FY25 ○ 3. Active participants at end of the year = 116 • 80% of participants in enrichment classes will participate in community classes. 	10,895 2 - 106 87%	8607 13 118 106 62%	A T T A A	86% 77% 87% 91% 78%
Transportation - Jane	<ul style="list-style-type: none"> • Eagan: Add 40 additional participants to Metro Move • Shakopee: Add 55 participants to Metro Move 	0 0	26 47	T T	65% 86%
Enclaves - Jessie	<ul style="list-style-type: none"> • Add 3 enclaves over the course of the year in Eagan • Add 2 enclaves over the course of the year in Red Wing 	0 0	0 0	T T	0% 0%



Board Meeting Dates 2025-2026 FY

Board meetings will be held in the ProAct Conference Room/Hybrid
3195 Neil Armstrong Blvd
Eagan, MN 55121

If unable to attend a scheduled meeting, please email or call:

Amanda Ballard | aballard@proactinc.org | C: 612-810-3917 | D: 651-289-3195

Judie Foster-Lupkin | jfoster-lupkin@proactinc.org | C: 651-253-4133 | D: 651-289-3190

2025 – 2026 Board of Director Meetings

July 1 st , 2025	NO MEETING
August 26 th , 2025	July Financials
September 2 nd , 2025	NO MEETING
October 7 th , 2025	August Financials & June 30 Audit
November 4 th , 2025	September Financials
December 2 nd , 2025	October Financials
January 6 th , 2026	November Financials
February 3 rd , 2026	December Financials
March 3 rd , 2026	January Financials
April 7 th , 2026	February Financials
May 5 th , 2026	March Financials
June 2 nd , 2026	April Financials

BY-LAWS

ARTICLE I PLACE OF BUSINESS

The name and address of the registered office of the corporation shall be:

ProAct, Inc.
3195 Neil Armstrong Blvd.
Eagan, MN 55121

The corporation may have such additional offices within the State of Minnesota, or other states, as may be from time to time determined by the Corporation.

ARTICLE II MEMBERSHIP

SECTION 2.1 Members The members of the Board of Directors of the corporation shall be the only members of the corporation and such persons shall have voting rights only as Directors. No immediate family member of an agency employee shall be eligible for membership to the Board of Directors except for individuals receiving services. The President/Chief Executive Officer is considered an Ex- Officio member and does not act as a voting member.

SECTION 2.2. Eligibility Any adult with a strong commitment to the mission of the agency shall be considered as a candidate for Director openings upon receipt of a letter requesting consideration.

SECTION 2.3. Property Rights No member shall have any right, title or interest in or to any property of the corporation.

ARTICLE III BOARD OF DIRECTORS

SECTION 3.1 Number of Directors The government of the corporation and the management of its affairs and property shall be vested in a Board of Directors of no less than nine (9) or more than fifteen (15) directors with the number to be determined from time to time by the Board of Directors. The term of office of each member of the board shall be for three (3) years, measured from the first day of the fiscal year with no more than five (5) director terms expiring at the end of any one fiscal year. Directors of this corporation shall be elected by a majority vote of the directors present at a meeting of the Board of Directors duly called for such purpose. Any vacancy occurring because of the death, resignation or removal of a director, or because of an increase in the number of members of the Board of Directors, shall be filled by the remaining directors for the unexpired term of such director. For terms commencing after July 1, 2020, no Director shall be eligible to serve more than three full consecutive terms.

SECTION 3.2 Removal Any member of the Board may be removed by a two-thirds (2/3) vote of the Board for neglect of duty, misconduct, or malfeasance after being given written statement of charges and an opportunity to be heard. The Board of Directors shall review attendance records of the Board members periodically. All directors who fail to attend three (3) consecutive regular Board meetings or accumulate four (4) unexcused absences in a twelve (12) month period, shall be required to provide to the board an explanation of his/her intent.

SECTION 3.3 Meetings Meetings of the Board of Directors, except such as are required by law to be transacted at the registered office, may be held at such place or places within the State of Minnesota as may be from time to time determined. The Board of Directors shall also have authority to fix regular meetings of the Board. There shall be a minimum of four Board meetings held in any given year. Special meetings of the Directors may be held at any time upon call of the Chairperson or any two (2) members of the Board of Directors.

SECTION 3.4. Notice Notice of all meetings of the Board of Directors shall be given by the Secretary or his/her designee to each Director by mail, telephone, or email, not less than two (2) business days prior to the date of the meeting.

SECTION 3.5 Quorum A number equal to thirty-three percent (33%) of the Board of Directors shall constitute a quorum at all Directors' meeting, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 3.6 Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 3.7 Written Action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.

SECTION 3.8 Director Conflicts of Interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 3.8 shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941 (a) of the Internal Revenue Code of 1986.

SECTION 3.9 Duties of the Board of Directors The duties of the Board of Directors shall include, but not be limited to, the following:

- a. Accept ultimate legal authority for the agency.
- b. Establish a clear mission for the organization.
- c. Formulate a strategic plan to accomplish the mission.
- d. Hire a competent President/Chief Executive Officer and support that individual in the position.
- e. Ensure a fair system of policies and procedures for human resource management.
- f. Commission, receive, and act upon an annual audit.
- g. Establish an effective structure, with active appropriate committees to meet the agency's functions and needs.
- h. Review its own make-up to ensure representation of all appropriate constituencies and skills.
- i. Evaluate the performance of the President/Chief Executive Officer.
- j. Take appropriate corrective action in all of the above.

ARTICLE IV OFFICERS

SECTION 4.1 Election of Officers The officers shall be elected by the Board of Directors at the first full Board meeting of the new fiscal year. The officers of this corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of Chairperson and Vice Chairperson.

SECTION 4.2. Chairperson The Chairperson, or, in his/her absence the Vice Chairperson, shall preside at all meetings of the Board of Directors. The Chairperson, under the direction of the Board of Directors, shall have general charge of the business of the corporation. The Chairperson shall execute on behalf of this corporation, or such other persons as may be designated by the Board of Directors shall execute, all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

SECTION 4.3. Vice Chairperson The Vice Chairperson shall have such powers and shall perform such duties as may be assigned by the Board of Directors. In the absence of the Chairperson or the inability of the Chairperson to act, the Vice Chairperson shall have the powers herein delegated to the Chairperson.

SECTION 4.4. Secretary The Secretary shall insure that a record of all meetings of the Board of Directors and Executive Committee are kept and shall review and approve the same and if requested, furnish copies of the minutes of each meeting to the members of the Board of Directors. The Secretary shall perform such other duties as may be assigned to the Secretary in the Articles of Incorporation or by the Board of Directors.

SECTION 4.5 Treasurer The Treasurer shall be the Chair of any Finance Committee and establish policy for the custody of the funds and property of the corporation, and when necessary and proper, shall endorse for payment or collection on behalf of the corporation, checks and notes that the Board of Directors may designate. He/she shall establish policy to keep a full and accurate account of all receipts and disbursements of the corporation. He/she shall have signature authority to sign receipts, and issue checks and vouchers for the corporation.

ARTICLE V COMMITTEES

SECTION 5.1. Committees The Board of Directors may use Standing Committees and Advisory Committees to make decisions when necessary to carry out operations, review information, analyze alternatives and make recommendations to the Board related to legally binding agreements or contracts. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Membership of Standing Committees shall be primarily Board members supported by staff, consultants, and advisors as deemed necessary. Membership of Advisory Committees shall vary depending on the function of the Committee. The Committee membership shall be Board members, staff, or volunteers. Specific duties of the Board Committees shall be established by the Board of Directors.

SECTION 5.2 Executive Committee The Board of Directors may designate an Executive Committee composed of at least three directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 5.3 Finance Committee The Board of Directors may designate a Finance Committee composed of the Treasurer and two directors. The Treasurer will be the Chairperson of the Finance Committee. The Finance Committee shall have the authority of the Board of Directors in the management of business of this corporation relating to audits in the interval between meetings of the Board of Directors. The Finance Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 5.4 Meetings and Voting Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chair of the committee or by the Chairperson of the Board of

Directors, on at least five days' notice by mail, or two days' oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

ARTICLE VI PRESIDENT/CHIEF EXECUTIVE OFFICER

The Board of Directors shall hire a President/CEO who shall be the Chief Executive Officer and delegate to such President/CEO the duties necessary to manage and direct the agency in accordance with Board's policies, procedures, and directives.

ARTICLE VII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation and after payment of all costs and expenses incidental thereto, and payment of all liabilities and obligations of the corporation, the assets remaining shall not be diverted from the use or purpose of this corporation, but shall be transferred or conveyed to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code, or shall be transferred or conveyed to the State of Minnesota for a public purpose as designated by the Board of Directors.

ARTICLE VIII AMENDMENTS TO BY LAWS

The Board of Directors of this Corporation may make, adopt, and alter the By-laws of this Corporation. An addition or amendment to the By-laws shall occur in the following sequence:

- a. A proposed addition or amendment shall be presented as a "first reading" at any meeting of the Board of Directors.
- b. The proposed change is made available to all persons requesting a copy.
- c. Vote for adoption shall occur at a second meeting of the Board of Directors held at least a full two weeks after the meeting at which the first reading occurred.
- d. All changes must pass by two-thirds majority vote with the allowance of electronic voting.

ARTICLE IX INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as -

- (a) a director, officer, employee or member of a committee of this corporation or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE X MISCELLANEOUS

SECTION 10.1 Fiscal year Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on July 1st and end on the succeeding June 30th.

SECTION 10.2 Corporate seal This corporation shall have no seal.

SECTION 10.3 Electronic communications A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each

other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 10.4 Authority to Borrow, Encumber Assets No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 10.5 Deposit of Funds All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

ARTICLE XI PARLIAMENTARY PROCEDURE

The parliamentary procedure known as "Roberts Rules of Order" shall be the governing authority for meetings of the Board of Directors.

These By Laws have been adopted by the Board of Directors following the second reading thereof on this 4th day of June, 2024.

DocuSigned by:

Paul Kramp

AR5430F58242412...
Secretary

6/27/2024

Date

ProAct Communications Board Report

JUNE 2025

UPDATES & EVENTS

- ProAct's communications team prepared and sent out invites for the **Viewpoint first look event for June 12th**. The team is also preparing social content, press releases, follow-up invites, and a first look video after filming participant-focused first views.
- ProAct's communications team met with returning **Case Coordinator 2 Brianna Otto** and is drafting a staff-focused blog post.
- ProAct's communications team assisted with editing and preparing a recent **Washington County Newsletter submission**.
- ProAct's communications team prepared and sent out messaging regarding **the announced relocation plan for the Shakopee Site**.

SOCIAL MEDIA HIGHLIGHTS

Social media highlights from May 2025: The social media content that received the highest reach and engagement across all three social media platforms were:

- Feed My Starving Children volunteering content received the highest interaction count, with over 400 impressions and a comment from the Feed My Starving Children official account.
- Posed photos on the shuttles received the second highest with over 380 impressions.
- Arts and crafts photo albums received the third highest with over 340 impressions.

