



**Metro Independent Business Alliance
2010 Board of Directors Election Ballot
Candidates Biographies / Metro IBA By-laws**

February 2010

Dear MetroIBA Member:

It is time to vote for the 2010-2011 Metro Independent Business Alliance (MetroIBA) Board of Directors. We have **four** slots up for election this year, and four business member candidates for those slots. Those elected will serve two-year terms on the Board beginning April 1, 2010.

You are receiving this ballot by email if we have an email address for you on file, or by mail, if we don't have your email address.

Profiles of each of our candidates follows the ballot, along with MetroIBA By-Laws Article 3, explaining the duties of the Board of Directors, and its official provisions for electing them.

If you are receiving this by email, please copy the ballot below and put an "X" next to the candidates of your choice, and return the ballot to Metro IBA Executive Director Mary Hamel at mary@metroiba.org. If you receive this by mail, please fill out the ballot and mail it back to Mary at MetroIBA, 3100 Hennepin Av So, Mpls, MN 55408.

Please return your ballot by email or mail by **March 1**, as indicated in our By-Laws. If you have questions, email Metro IBA Executive Director Mary Hamel at mary@metroiba.org or call Mary at 651-399-9847.

**BALLOT
VOTE FOR UP TO FOUR / FOR FOUR OPEN SEATS**

- _____ **Andy Gesell, BankCherokee**
- _____ **Scott Hamilton, Vuelta Management Group, LLC**
- _____ **Tim Medenwaldt, Metro Payroll**
- _____ **Zack Steven, Monkey Island Inc.**
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CANDIDATE PROFILES

Zack Steven is cofounder of **Monkey Island Inc.**, a St. Paul-based software development and consulting firm. Monkey Island focuses on leveraging social media and technology to connect people and strengthen communities. Their offerings include buythechange.com (classifieds with a conscience), [Localtweeps .com](http://Localtweeps.com) (the leading local Twitter directory) and the 3rd place (a center for coworking and collaboration).

Zack has been an entrepreneur since high school and has a track record of innovation and execution in industries ranging from manufacturing and publishing to health care and high-tech. He has served on several boards and is currently a member of the board of the St. Paul Central High School Foundation. He lives in South Minneapolis with his wife Shannon and sons aged 5 and 7.

Tim Medenwaldt grew up in the Midwest and received a Bachelor's Degree in Business Management with an emphasis in Finance from the University of South Dakota. His career started in California working for financial organizations learning the basics of consumer credit and risk management. Tim worked in a number of positions, but most notable being responsible for purchasing and selling loan portfolios with other financial institutions.

In 1998 he moved his family back to the Midwest and has resided in the Twin Cities since. From 1998 through 2006 he progressed in increasingly challenging positions within corporate America including analyst, finance manager and vice president. Responsibilities ranging from new product development, trading, credit quality, and divisional revenue and expenses. Tim successfully started three divisions driving \$50 million in revenue.

In 2006, he started **Metro Payroll** using management experience to develop a competitive product for local businesses, with a personal touch that large companies cannot provide. The goal is to deliver efficient, error free back office payroll support for clients with a constant eye toward product enhancements, such as HR Support and employee self service. The business model has proven successful with MetroPayroll growing significantly since inception.

Tim is a member of the Riverheights Chamber of Commerce, Minnesota Retailers Association, and MetroIBA. Tim has been active on the board of Wakota Federal Credit Union for the past year. He is currently residing in South Maplewood and has been married for the last 15 years. He has two children, a 14 year old son and a 12 year old daughter. He is also the owner of a 9 year old German Shepherd! He loves volunteering at the school and spending as much time as possible with his family.

Scott Hamilton is a turnaround professional with an operational bias, utilizing 15 years of executive leadership and manufacturing experience to develop high performance teams, stabilize operations, improve cash flow, eliminate waste, and streamline manufacturing processes, while improving bottom line results.

Mr. Hamilton is a member of the Upper Midwest Chapter of the Turnaround Management Association. He holds a BA and MBA in Finance & Strategic Management from the Univ. of MN Carlson School of Management. Throughout his career he has:

- Developed and executed strategic business plans and reorganization plans;
- Managed critical aspects of financial reporting including budgeting, forecasting, strategic planning, identifying critical success factors and developing new business models;
- Provided interim management services, ensuring work plan is implemented and stakeholder objectives are achieved;
- Performed in-depth financial analysis to improve cash management and achieve strategic objectives;
- Developed high performance teams focused on eliminating waste, satisfying customer demand, and improving profitability.

Scott has served as President, Vice President, General Manager, and restructuring advisor in the following industries: agricultural equipment manufacturing, agricultural processing, distribution, foundry, plastic fabrication, printing, lumber processing, restaurant, retail.

Mr. Hamilton is a past member of the District 12 Community Council and current member of the Hampden Park Community Co-op. An impetus for forming his company, **Vuelta Management Group, LLC**, was to provide affordable, professional assistance to the local entrepreneurs, improving their ability to compete in a challenging and changing marketplace and helping to sustain the unique variety/flavor that local businesses provide to their communities.

Andy Gesell is a Vice President at BankCherokee, the oldest family-owned bank in St. Paul. Andy has been a longtime member of MetroIBA, and is active in the organization.

METRO IBA BY-LAWS
ARTICLE 3 - Board of Directors

3.1 General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

3.2 Performance of Duties

A director of the corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b) and (c) of this Section 5.2, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties in good faith shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are as follows:

- (a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants, or other person as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

3.3 Number, Tenure and Qualifications

The number of directors of the Corporation shall be not less than seven (7) nor more than fifteen (15), including a minimum of two (2) individual members. The number of directors shall be fixed from time to time by resolution of the Board of Directors. The Board shall always have an odd number of directors.

The terms of office of the directors shall be two (2) years. Elections shall be staggered so as to elect to directorships in any given year that number of directors equal to one-half (1/2) of the total number of directorships then established. Each director shall hold office for the term for which he or she is elected or until his or her successor shall have

been elected and qualified. Nothing herein shall prohibit directors from being re-elected to directorships. Directors must be members.

3.4 Election of Directors

The election of directors shall be conducted annually by ballot. All members can vote for directors. Eligibility for directorship is the same as for membership (see Section 2.2). A slate of nominees for director vacancies shall be presented. Business member nominees shall be listed separate from individual member nominees. Nominees in each category shall be elected using the method of single transferable voting.

Nominations for directors shall close January 31. Ballots shall be sent to the membership by February 15. Ballots shall be due March 1. Elected directors shall begin serving their term April 1.