

ICLRU Board Meeting
Minutes – January 14, 2019
10 AM

All Board Members and Bob Masterson were present.

Guests: Karen Bales and Marlene Brusko (members of the Bylaws Committee) were invited guests.

1. President Zietlow called the meeting to order at 10:03 am and confirmed the quorum.
2. John Wiese moved to approve the November 2018 Minutes, with one correction. Angie Sharkey seconded and the motion carried.
3. ICLRU Member Participation – Karen Bales and Marlene Brusko were present as members of the Bylaws Committee. They provided background information and comments on the proposed Bylaws. They also provided comments on member participation at Board Meetings.
4. Unfinished Business
 - a. History-Themed Seminar - John Wiese, Chair of the History Seminar Ad Hoc Committee was not able to contact the Palatine Historical Society Board Chairman yet. John suspects that the organizations he has contacted don't have large active member lists. The seminar might still be of interest to ICLRU members who appreciate history study groups and Intersession classes. The committee will continue discussing this project and John may have more information next month.

There was discussion of advertising this event in local libraries, and perhaps on the local library online event calendar. The Arlington Heights Library has a bulletin board for flyers that may be available for advertising purposes.

If a flyer were to be created for the Elgin Symphony Orchestra members, Joan Brody would pass it along for distribution.

- b. 'Meet the Board' Planning Committee – Andrea Zietlow suggested that the Executive Committee meet offsite next week to discuss the Meet the Board 'town hall' meeting scheduled for March 26, 27, and 28. A meeting date and time will be decided upon soon.

5. New Business

- a. The Board formally adopted the 2019 Facility Rental Agreement with RU by unanimous consent. The agreement terms and costs were the same as the 2018 agreement.

- b. By-Laws

Andrea Zietlow thanked Henrietta Leary and the Bylaws Committee Members for their constructive work on the proposed changes to the Bylaws.

In addition to the decisions shown below, it was noted that the document will need to be formatted consistently and worded consistently (such as 'the Board', rather than 'Directors'). Numbering and spacing should also be consistent throughout the document.

Henrietta Leary, Chair of the Bylaws Committee, will forward a summary to the board and Bylaws Committee members.

Board Members and Bylaws Committee Members were asked to submit comments and suggestions on any items that were tabled. A 15-minute time limit was agreed-upon at the beginning of the discussion and unresolved items would be tabled.

- i. Article II Section 1. Mission Statement

- Les Miller moved to retain the current wording with the exception of changing 'older adults' to 'adults 55 and over'. The website and any documents that contain a mission statement will be changed to reflect this wording to be consistent with filings. John Wiese seconded the motion and it carried.

- ii. Article III Section 1. Members
The board unanimously agreed to the addition of 'sexual orientation.'
- iii. Article IV Section 1. No Section Name
'Except as provided in the Articles of Incorporation, the affairs of ICLRU shall be managed by or under the direction of the Board of Directors' was agreed to be added.
- iv. Article IV Section 2. Composition
 - 1. This section, paragraphs a. and b. were tabled until a later meeting. It was decided that in paragraph b., the words 'are grandfathered' would be replaced by 'have the option of serving one additional term.'
 - 2. Selwyn Schwartz moved to delete the last sentence from Article IV-Board of Directors, Section 2. a. Nomination of Directors a. A nominating committee shall be formed each year for the purpose of recommending candidates for election to the Board. ***A candidate must be willing to serve as an officer (was deleted)***. Les Miller seconded the motion and it was carried unanimously.
- v. Article IV Section 3. Nomination of Directors
It was decided that Nomination of 'Directors' would be changed to Nomination of 'Board Members.'
- vi. The remaining sections under Article IV will be renumbered as follows:
 - 1. Section 4. Election of Board Members
 - 2. Section 5. Term of Office
 - 3. Section 6. Compensation
- vii. It was decided that the original Section 6. General Powers will be removed.

viii. Section 7. Vacancies

It was decided that the word 'appointed' will be replaced by the word 'nominated.'

ix. Article V Section 1. Board of Directors

In Paragraph c. the words 'or similar device' will be added after the words 'Participation by telephone...'

x. Article V Section 2. Membership Meetings

Paragraph c., concerning Absentee Ballot voting will be deleted.

xi. Article V Section 3. Voting

Two sentences will be removed: 'The Board may authorize voting by absentee ballot, but voting by proxy shall not be permitted. Absentee votes shall be valid only for the original resolution or ballot.'

Les Miller moved that the proposed sentence be removed: 'The President votes only in the case of a tie.' Selwyn Schwartz seconded the motion and it carried.

xii. Article VI Section 2. Election and Term of Office

The following sentence will be removed: 'Absentee ballots are authorized for election of officers.'

xiii. Article VI Section 3. Duties

The first sentence will be shortened as follows: 'The duties of the officers include those specified below and other duties prescribed by the Board.'

xiv. Article VI Section 3., Paragraph a. President

The first sentence will be changed to: 'The President shall be responsible for the governance of the ICLRU in accordance with the Bylaws. The remainder of that sentence will be deleted.

A decision on the last sentence in this paragraph was tabled. In the event that term limits are implemented, the directors may decide to include the original wording: 'The President shall serve as an *ex officio* member of the Board for one year upon completion of his/her active service.'

xv. Article VII Section 2. Other Committees

Selwyn Schwartz moved to accept the proposed wording in the first sentence. Henrietta Leary seconded the motion and the motion was defeated by a vote of 5-4. The first sentence will remain: 'Standing and ad hoc committees shall be established by the President; Chairpersons of committees shall be named by the President.'

Les Miller moved that the remainder of the paragraph read as follows: 'Members of committees shall be named by the Chairpersons. Chairpersons of committees shall continue in their position until removed by the Board or until the Chairperson resigns. Ad hoc committees shall be organized to accomplish a specific task and given a time limit.' Henrietta Leary seconded and the motion carried.

xvi. Article VII Section 3. General

Selwyn Schwartz moved to remove the entire original section. Les Miller seconded and the motion carried 7-2.

xvii. Article VIII Section 1. No Section Name

The first sentence was worded incorrectly in our copy. It should read: 'All ICLRU Board Members, Committee Chairs, and Employees should avoid any real or perceived conflict between their actions in fulfilling their responsibilities and personal gain.'

xviii. Article VIII Section 4. No Section Name

The last bullet item will be reworded as follows: 'Accepting personal gifts or favors given with the intention of influencing ICLRU policy.'

xix. Article IX Section 1. Definitions, Paragraph b.

Removal of the original definition of *ex officio* will be tabled until the Board decides whether the term *ex officio* will be used in the Bylaws.

xx. Article IX Section 6. Rules of Order

The Board decided to use this wording for the last sentence of the section: 'The President 'may' appoint a parliamentarian.'

xxi. Article X Section 1. Amendments to the Bylaws

This sentence will be removed from the section: 'An affirmative vote by a majority of the members submitting absentee ballots and those present at any general membership meeting called pursuant to Article V (2) is required to ratify an amendment.'

c. Under Calendar Additions/Changes, the Board agreed to the following dates and venues in 2019:

- i. Senior Living Options Fair – Alumni Hall has been reserved on April 12, 2019.
- ii. Annual Meeting (Chandler’s Banquets) – Thursday, June 13, 2019 with a fallback of Wednesday, June 12.
- iii. Ice Cream Social/Art Show (at the Licht Center at RU) - Wednesday, July 17, 2019
- iv. Summer Picnic (Meineke Park) – Friday, August 2, 2019
- v. Appreciation Luncheon/Fall Coordinator Orientation (Chandler’s Banquets) – Wednesday, September 4, 2019 with a fallback of Thursday, September 5.
- vi. December Holiday Party (Chandler’s Banquets) – Wednesday, December 11, 2019 with a fallback of Thursday, December 12.

6. Treasurer’s Report and Financials

Joan Brody advised that the overall year’s results through December 2018 were: Total Assets of \$144,692.24, Total Equity of \$142,205.78 and Net Income of \$2,211.25.

This was an increase over the prior year of Total Cash in the amount of \$3,067, Total Equity of \$2,211 and Net Income of \$6,010.

There was a brief conversation about the current membership headcount of 431. The month of August has the largest number of renewals. Generally it is also when the largest number of members do not renew. December membership numbers reflect the end of the 90-day grace period to renew.

7. Andrea Zietlow had additional information concerning the ICL Reads Senior Living Options Fair. Nine of the eleven organizations that were contacted have responded and Andrea expects to hear back from the remaining two.

Andrea Zietlow now has 13 Spring Study Group proposals instead of 11.

8. Other? - The 2019 Annual Meeting invitation should contain wording to the effect that the official business will include election of board members, approval of the proposed Bylaws and any other business that may come before the Meeting.
9. Next Board Meeting Monday, February 18 at 11:30 AM. The Secretary will not be able to attend and asked for a volunteer to take meeting notes and forward them to her via email for formatting and distribution. Either or both Angie Sharkey and Henrietta Leary offered to take notes.
10. Selwyn Schwartz moved to adjourn the meeting at 1:30 pm and Henrietta Leary seconded. The motion carried.