

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors Meeting
October 23, 2021
Mission Inn – Riverside, California
Minutes

CALL TO ORDER

President Sheri Pierce called the IIMC Board of Directors meeting to order in-person and via Zoom at 8:00 a.m. PDT, Saturday, October 23, 2021.

Board Members Present:

President Sheri L. Pierce, MMC
Vice President Mary Ann Hess, MMC
Immediate Past President Mary Johnston, MMC
Region I Director: Susan Haag, MMC; Ann M. Quirk, MMC
Region II Directors: Teresa K. Hudson, MMC; Diane Pflugfelder, MMC
Region III Directors: Lee Frazier, MMC; Camilla G. Pitman, MMC
Region IV Directors: Phyllis McGraw, MMC; Angela Richburg, MMC
Region V Directors: Janice M. Bates, MMC; Angie Marshall, MMC
Region VI Director: Marita Rhude, MMC
Region VII Directors: Janet Gray, MMC; Celyn Hurtago, MMC
Region VIII Director: Lisa Garcia, MMC; LuAnn Holmes, MMC
Region IX Director: Ruth Post, MMC
Region X Directors: Angila Bains, CMC (via Zoom); Stephen Huycke

Staff present:

Chris Shalby, Executive Director
Ashley DiBlasi, Director of Certification and Conference Program
Karen Lee, Communications Coordinator
Janet Pantaleon, Financial Specialist
Kellie Siggson, Education Associate
Tammy Storrie, Member Services Representative

Also present:

IIMC Foundation President Mary Lynne Stratta, IIMC Past President
IIMC Foundation Vice President Buster Brown
IIMC Foundation Treasurer Roxanne Schneider
IIMC Foundation Secretary Colleen Nicol, IIMC Past President
IIMC Foundation Board Member Vincent Buttiglieri, IIMC Past President
IIMC Foundation Board Member Sharon Cassler, IIMC Past President
IIMC Foundation Board Member Tracy Davis
IIMC Foundation Board Member Kathy Dornan

IIMC Foundation Board Member Shari Moore
Finance Manager Connie Parker, CPA
Parliamentarian and Recorder Connie Deford

Without objection, President Elect Pamela Smith, MMC; Region VI Director Denise Hoy, CMC; and Region XI Director Hans Rijs, MMC, were excused.

Foundation Report

Foundation President Mary Lynne Stratta reported that as of September 30th, the Foundation had \$2,689,836 in unrestricted funds and \$903,437 in restricted funds, for a total of \$3,593,273, thereby surpassing the board's goal.

As of August 31, 2021, the Foundation has contributed to IIMC for scholarships, grants, and education programs, a total of \$1,216,646.29.

The recent audit was clean, and the proposed budget includes an increase of \$800 in expenses. She noted that board members donate their travel costs and receive no reimbursement for those expenses.

President Stratta expressed concern about the advertised December 1st deadline for grant applications, and this will be considered at their upcoming meeting to possibly extend that deadline into the new year.

Executive Director Update

ED Shalby reported that IIMC has hired Dr. Beatrice Rodriguez, Director of Professional Development. He reviewed the Windfall program as well as an update on the IIMC headquarters building.

There is still concern regarding travel and budget restrictions for the 2022 Conference in Little Rock. He reviewed the early bird package marketing, rebates, and commissions.

Diversity, Equity and Inclusion A draft Diversity, Equity, and Inclusion (DE&I) action plan was presented. Director Bains moved to approve moving forward with DE&I and create and implement goals and objectives among the duties of current committees including the following:

- 1) Continually identify relevant diversity and inclusion (DE&I) goals for IIMC to pursue and how best to achieve those goals.
- 2) Work with staff liaison(s) to identify member and board needs relating to DE&I and submit recommendations for new and/or enhancements to existing policies, procedures, best practices, programs, products, and services relating to DE&I.
- 3) Serve as a resource to implement DE&I goals and objectives.
- 4) Assist in the development of DE&I-related content for publications, social media, conferences, and forums.

- 5) Gather, interpret, and share DE&I benchmark information and provide any input on DE&I member surveys in order to publish insights for members.
- 6) Help develop KPIs (key performance indicators) to evaluate the performance/impact of IIMC DE&I program.
- 7) IIMC Board – Serve as IIMC DE&I ambassadors and advocate online and share member feedback with IIMC.

After debate, the motion was adopted.

Strategic Summary Performance The IIMC Strategic Outline, Summary Performance & Process Objectives, 2020-2023 was presented covering Image - Internal/External, Communications – Internal/External, Organization and Management, Education, Membership, and Finance. Director McGraw moved to approve the update. Motion adopted.

Constitutional Amendment re. Number of Regions and Directors On May 8, 2021, the board approved a motion to split Region VIII into two districts, necessitating bylaw amendments to accommodate the additional region and two additional region directors. Following research on the Illinois General Not for Profit Corporation statute, the following constitutional amendments are proposed:

1a. Amend Article III REGIONS, Section 1. Geographic Regions, by substitution.

Current Language	Proposed Amendment	If adopted, would read
IIMC is divided into eleven (11) geographic regions established to represent geographic interest.	The Board of Directors shall have authority to designate geographic regions to represent geographic interest.	The Board of Directors shall have authority to designate geographic regions to represent geographic interest.

1b. Amend Article IV BOARD OF DIRECTORS, Section 1. Composition, by substitution.

Current Language	Proposed Amendment	If adopted, would read
The Board of Directors is comprised of the four (4) Executive Committee members and twenty-two (22) Region Directors (two from each Region).	The Board of Directors is comprised of the four (4) Executive Committee members and a minimum of twenty-four (24) Region Directors and a maximum of twenty-eight (28) Region Directors (two from each region).	The Board of Directors is comprised of the four (4) Executive Committee members and a minimum of twenty-four (24) Region Directors and a maximum of twenty-eight (28) Region Directors (two from each region).

Procedural Note: This series of bylaw amendments to change the number of regions and composition of the board of directors is indivisible; therefore, only one vote will be necessary to adopt both provisions.

Director Gray moved to advertise the proposed amendments for a vote at the annual meeting. Motion adopted.

Conference Length ED Shalby noted that the board had previously approved having a five-day conference in 2021 for IIMC's 75th anniversary. He recommended that conferences for the next four years be four-day conferences, with a five-day conference planned for 2026, IIMC's 80th anniversary. Director Gray moved to accept the Executive Director's recommendation. Motion adopted.

CMC/MMC Designation Application Questions have been raised about the legitimacy of some applications, and the Education Department would appreciate revising the self-attestation language in the application by inserting: *If, in the course of the review process, evidence comes to light that contradicts the veracity of the materials submitted, IIMC's Education Department has the right to suspend the certification application review process.*

Director Bains moved approval of the amendment to the self-attestation language. Motion adopted.

Director Garcia moved to refer this matter to the Education and Professional Development and Policy Review Committees to develop a policy and process for handling this type of matter. Director Huycke moved to amend by striking out "this type of matter" and inserting "the fraudulent submission of statements or documents with any certification application." The amendment was adopted

The motion as amended was adopted as follows: "to refer this matter to the Education and Professional Development and Policy Review Committees to develop a policy and process for handling the fraudulent submission of statements or documents with any certification application."

RECESS

The meeting recessed at 10:16 a.m. and reconvened at 10:33 a.m. PDT.

Education Department Report

Education Associate Kellie Siggson reviewed the CMC/MMC application process. Currently we have a grand total of 4,662 CMCs and 1,411 MMCs. Director of Certification and Conference Program Ashley DiBlasi spoke regarding the annual education program and the new registration process.

Beyond the MMC Program For the Beyond the MMC Program, the education offered should be Academy level or higher and should allow any MMC to move forward into a sustaining education program. Some think that it should be a voluntary program, while others think it should be required. Without objection, Past IIMC President Colleen Nicol shared thoughts about setting up a point structure for education courses at the MMC level and developing a curriculum of a higher level than the MMC level. Ashley added that if implemented, it would be a more formal educational process and a new educational program to be built from the ground up. How this will work with the various Institutes is also relevant. It may be possible to offer IIMC incentives, such as half off a conference or membership

fee, and IIMC will need to work with the IIMC Foundation regarding possible funding opportunities for continuing education after MMC.

Directors expressed concerns and support for the program concept. A direction for the Education Committee to structure the program is needed, and the Education Department is willing to put together a draft. A timeline will also need to be incorporated.

Director Quirk moved to refer to staff to bring back a recommendation at the May board meeting so that the program can move forward. Motion adopted.

Recess

The meeting recessed at 11:55 a.m. and reconvened at 1:11 p.m. PDT.

Committee Reports

Reports from the following committees were received with no action required: International Relations, Membership/Mentoring, Public Relations/Marketing, Records Management, and Research and Resource.

Conference Committee

The committee's recommendation that the Board approve the new conference registration process and online learning assessment, beginning with the 2022 conference, was approved at the special board meeting held September 21, 2021.

Education/Profession Development Committee

The committee, staff, and relevant participants will continue working toward the Beyond the MMC program and other education endeavors with the options presented at the May 2022 board meeting.

Elections Committee

Director Pitman moved to approve the Election Committee's recommendation shortening the length of time allotted for voting in the IIMC Vice President election to three weeks. Motion adopted.

Director Bains moved to approve the Election Committee's recommendation that candidates for Vice President create a video answering the following questions: 1) What are your goals in serving on the board and how do you plan to accomplish this by the end of your term; 2) What personal qualities do you have that help qualify you for this position; 3) When you are not in the office and not serving in your professional role, what would you be engaged or involved in; 4) Aside from MMC and your State Association, what community service/activities are/were you involved with that help you qualify for this position; and 5) Tell us about two of your biggest successes—one personal and one professional.

Motion adopted by roll call vote:

Yes, Directors Haag, Quirk, Pitman, McGraw, Richburg, Marshall, Rhude, Hurtado, Post, Bains, and Huycke, Past President Johnson, President Pierce, 13.

No, Directors Hudson, Frazier, Gray, Holmes, Vice President Hess, 5.

Discussion followed regarding the format for the video, timeline, what role IIMC staff would play, if it would be posted on the IIMC website, and additional questions regarding process.

Having voted on the prevailing side, Director Huycke moved to reconsider the vote on authorization for the candidate video. Motion adopted.

The question then was on the adoption of the motion that candidates for Vice President create a video answering five questions. There was less than a majority in the affirmative, and the motion that candidates for Vice President create a video answering five questions was lost.

Director Huycke moved to receive the Election Committee report and thank the members for their work. Motion adopted.

Policy Committee

At the 2021 annual meeting, a proposed constitutional amendment regarding the definition of retired member failed to receive support to move it forward for consideration and possible adoption by IIMC members. The committee revisited the issue, and recommends two constitutional amendments to clarify continuation of board duties during a transition for officers (Article VIII, Section 1, Qualifications for Candidates for Vice President) and for directors (Article VIII, Section 2, Qualifications for Candidates for Region Director) as follows:

CURRENTLY READS	PROPOSED AMENDMENT:	IF ADOPTED WOULD READ:
E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member during the term of office, which shall include terms as President-Elect, President and Past President.	E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member, in their current position or another position that qualifies them as a Full Member or Additional Full Member , during the term of office, which shall include terms as President-Elect, President and Past President.	E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member, in their current position or another position that qualifies them as a Full Member or Additional Full Member , during the term of office, which shall include terms as President-Elect, President and Past President.

CURRENTLY READS	PROPOSED AMENDMENT:	IF ADOPTED WOULD READ:
E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member during the term of office.	E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member, in their current position or another position that qualifies them as a Full Member or Additional Full Member , during the term of office.	E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member, in their current position or another position that qualifies them as a Full Member or Additional Full Member, during the term of office.

Director Huycke moved to advertise both proposed amendments for a vote at the annual meeting.
Motion adopted.

In light of the restrictions in the Illinois General Not for Profit Corporation Act, the Policy Committee recommended an amendment to the constitution to include a new Article regarding which meetings of IIMC may be held electronically with a companion amendment to Article X, Annual Business Meeting, striking out the requirement that the annual meeting be held in person. The proposed amendments follow:

Current Language	Proposed Amendment	If adopted, would read
	<p>ARTICLE XIII ELECTRONIC MEETINGS</p> <p>The annual assembly of members, the board of directors, executive committee, standing committees, and special committees are authorized to meet through electronic means so long as all participants may simultaneously hear each other and participate in the meeting.</p>	<p>ARTICLE XIII ELECTRONIC MEETINGS</p> <p>The annual assembly of members, the board of directors, executive committee, standing committees, and special committees are authorized to meet through electronic means so long as all participants may simultaneously hear each other and participate in the meeting.</p>

Current Language	Proposed Amendment	If adopted, would read
The Annual Business Meeting is an in-person assembly of members. The Board of Directors will establish the time and place to conduct the member's Annual Business Meeting.	The Annual Business Meeting is an in-person assembly of members. The Board of Directors will establish the time and place to conduct the member's Annual Business Meeting.	The Annual Business Meeting is an assembly of members. The Board of Directors will establish the time and place to conduct the member's Annual Business Meeting.

Procedural Note: This series of bylaw amendments regarding electronic meetings is indivisible, and only one vote will be necessary to adopt both provisions.

Director Huycke moved to advertise the amendments for a vote at the annual meeting. Motion adopted.

Financials

Finance Manager Connie Parker reviewed the 2020 compiled financial statements and the 2022 projected budget. Financial Specialist Janet Pantaleon reviewed the status of the current year's budget.

Vice President Hess moved to approve the 2021 budget as presented including the projected end-of-year profit of \$4,600. Motion adopted.

Director Quirk moved approval of the 2022 budget, with a projected profit of \$8,200, as presented. Motion adopted.

There were no questions regarding the Five Year Capital Expenditures plan.

Recess

The meeting recessed at 3:10 p.m. and reconvened at 3:24 p.m. PDT.

Maureen Kane, California Institute Director based in Riverside, was welcomed to the meeting.

Staff Reports

Communications Coordinator Karen Lee presented her report for the Communications Department, and Member Services Representative Tammy Storrie reported on behalf of Member Services.

Although he could not be present for this meeting, Region XI Development Consultant Tom van der Hoven provided a written report, including information on the 2023 Symposium in Amsterdam.

Future Conferences

2022 Little Rock – The preliminary “Sneak Peek” packet will go out in November, and hotel reservations will open at that time.

2023 Minneapolis – The conference theme, *Bold Education in the Bold North*, has been selected.

2024 Calgary – The former Region Director is no longer with the City of Calgary, but she is now in Lethbridge. The ED has contacted the Alberta Association President regarding this conference. Director Bains noted that she has been told they are committed to the conference.

2025 St. Louis – The hotel has been great about cancellation of the 2020 conference without penalty

2026 Site Selection – ED Shalby noted that eleven proposals were received; he and Sharon Ozimek narrowed the proposals to three sites that were visited. An overview of the proposals was distributed to board members, and the responses for each category were reviewed.

Ballots were distributed, and board members were requested to vote to hold the conference in City A, City B, or City C.

There were 21 ballots cast. Necessary for approval: 11.

City A received 18 votes

City B received 3 votes

City C did not receive any votes.

It was revealed that City A is Reno, Nevada, and the conference hotel will be the Peppermill.

Reports from Directors and Officers

Region Directors and officers provided an update on recent and upcoming activities.

Other Business and Announcements

Budget Committee Vice Chair Selection Process Policy Without objection, this policy was referred to the Policy Committee to clarify the process.

Election Protocol A written report on election protocol for Region XI was provided for information.

Announcements The dinner with the IIMC Foundation Board will be held in a private room on the first floor of the hotel.

Adjournment

The meeting adjourned at 5:12 p.m. PDT.

Connie Deford
Parliamentarian and Recorder