

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors Meeting
November 16, 2024
Hyatt Regency St. Louis at the Arch
St. Louis, MO
Minutes

CALL TO ORDER

President Lisa Garcia called the IIMC Board of Directors meeting to order at 8:17AM.
Saturday, November 16, 2024.

Board Members Present:

President Lisa Garcia, MMC
President Elect Dawn Abrahamson, MMC
Vice President Lee Frazier, MMC
Immediate Past President Mary Ann Hess, MMC
Region I Directors: Kathleen Montejo, MMC; Kerri A. Parker, MMC
Region II Director: Travis Morris, MMC
Region III Directors: Tory Frink, MMC; Lori McWilliams, MMC
Region IV Directors: Sherri Gard, MMC; Curtis Green, CMC
Region V Directors: Carrie Mugford, CMC; Kathy J. Walker,
MMC Region VI Director: Elena Hilby, MMC
Region VII Directors: Leesa Ross, MMC, Margo M. Gray
Region VIII East Director: Angela Johnson, MMC; Julie Barnett, MMC
Region VIII West Directors: Ida Fierro, CMC; Colleen Mulvey, MMC
Region IX Directors: Jamie Newman, MMC; Marc Donohue, MMC
Region X Directors: Lana Antony, MMC; Stephen Huycke, CMC
Region XI Directors: Linda Larter, Arnout van Kooij, MMC

Staff Members Present:

Executive Director, Chris Shalby
Finance Specialist, Shannon Kane
Administrative Coordinator, Marlena Hernandez
Office Manager, Janet Pantaleon
Director of Professional Development, Dr. Beatrice Rodriguez
Assoc Director of Professional Development, Dr. Jaimis Ulrich
Education Coordinator, Iris Hill
Director of Member Services, Janis Daudt
Assoc Director of Member Services, Tammy Storrie
Member Services Representative, Stephanie Galarza
Communications Specialist, Karen Lee
Parliamentarian, Nicole Learson

*Region III Director, Travis Morris moved to excuse absence of Region Directors Awilda Hernandez and Trish Gleason. **Motion approved unanimously***

AGENDA

President Garcia welcomed Board and guests to meeting and requested to move items 7b, 7c and 7d to be referred to Regions X and XI for clarity and brought forward for information at the May Board meeting in St. Louis, MO. Request was also made to move executive session to 30 minutes prior to the lunch.

*Region VIII East Director, Angela Johnson moved to approve the agenda as amended. **Motion Carried Unanimously***

CONSENT AGENDA

President Garcia asked for approval of the consent agenda to include the following minutes:

- a. May 18, 2024 – Board Meeting DRAFT Minutes – Calgary, AB
- b. May 22, 2024 – Board Meeting DRAFT Minutes – Calgary, AB
- c. May 22, 2024 – Annual Business Meeting DRAFT Minutes – Calgary, AB
- d. July 25, 2024 -- Virtual Board Meeting DRAFT Minutes

Consent agenda was approved as distributed by unanimous consent.

FOUNDATION REPORT

Verbal report was presented by Foundation President Buster Brown. Foundation member Shari Moore provided a list of the current fundraising opportunities available.

EXECUTIVE DIRECTOR UPDATE

ED Shalby presented the report by with the following updates and recommendations:

1. Honorary Membership – update was provided to Board regarding eligible honorary membership status of IIMC Past President Mary Lynne Stratta. ED Shalby will keep the Board apprised of any changes prior to 2025 conference in St. Louis.
2. Registered Agent State of Illinois – Current agent is Kittie Kopitke who is retiring in May 2025. New registered agent to be assigned to Sandie Maahs from Village of Davis Junction, IL.

*Region VII Director Margo Gray moved to approve Sandy Maahs, from the Village of Davis Junction, as new registered agent for IIMC. **Motion Carried Unanimously***

EDUCATION

Education report was presented by Dr. Bea Rodriguez and Dr. Jai Ulrich with no action required.

COMMITTEE REPORTS – No Action

The following committee reports requiring no action were accepted Conference, Education & Professional Development, International Relations, Membership/Mentoring, Policy, Public Relations/Marketing, Records Management, Research and Resource.

RECESS -- The meeting recessed at 9:40 a.m. and reconvened at 10:10 a.m.

ELECTION COMMITTEE – Action Required

On behalf of the Election Committee, Region I Director Kathy Montejo moved to adopt the proposed amendments to Election Policy 2.20 as presented.

- Committee Recommendation #1: Approve changes to Exhibit A -- Policy 2.20
After discussion, the motion carried by a majority vote.
- Committee Recommendation #2: Approve management's recommendation regarding a member survey about voting prior to the use of online voting platform –
After discussion, the motion to conduct a member survey carried by a majority vote.
- Committee Recommendation #3: Approve the recommendation of the Election Committee and the Marketing/Public Relations Committee to implement the Count Down to Vote Campaign and use of social media blasts to remind members of the importance of voting, deadlines. **After discussion, the motion carried by a majority vote.**
- Committee Recommendation #4: Authorize the Election Committee with assistance from IIMC Staff to hold a Candidate Forum following the deadline for submission of nominations to give candidates an opportunity to outline their vision and members the opportunity to educate themselves on the candidates. **After discussion, the motion was adopted.**
- Committee Recommendation #5: Approve the incorporation of Policy 2.20 into the Candidates Guide. **After discussion, the motion carried by a majority vote.**
- Committee Recommendation #6: Approve the Recommendation for a Standard Elections Complaint Process and authorize the Election Committee to develop a standard process and form. **Motion carried by majority vote.**
- Sub-Committee Recommendation: Director Jamie Newman moved to approve the recommendation to create a new Standing Committee on Ethical Standards starting in 2025. After discussion, an amendment to strike out the word "Standing" was adopted.
 - a. **A motion to take the vote by roll call carried.**
 - b. **The amended motion failed.**

Director Montejo moved to consider seriatim and review Chapter 2.20: ELECTIONS AND CAMPAIGNING section by section. **Motion Carried unanimously.**

Region XI Director Huycke recused himself from this topic as he is considering running for Vice President position in January 2025. Guest, Johannes Rijs also exited the room at this time.

• Exhibit B – Revised Campaigning Policy

Region IX Director Marc Donohue moved to eliminate item C in the policy. Director Donohue rescinded that motion and made a new motion to remove the word "endorse" from Item 2.20.030-Policy C to read as shown in red below. After discussion, a vote to remove the word "endorse" failed. A motion to approve the policy as is was passed **by a majority vote.**

C. Ensure that elections are open and fair

The Board must ensure that the election process remains open and fair. Favoritism – whether real or perceived -- is contrary to the goal of openness and fairness in elections. ~~Campaigning openly or behind the scenes for a candidate is not appropriate. Therefore, the Board, and individual Board members, shall not endorse, or~~ campaign (openly or ~~behind the scenes~~ privately) for any candidate. ~~or~~ Upon request by a candidate, the Board or individual Board members and shall provide opportunities for campaigning or electioneering ~~that is not~~ to all candidates for office. Therefore, ~~C~~campaigning openly or ~~behind the scenes~~ privately for a candidate is not ~~appropriate~~ allowed. Members of the IIMC Election Committee are not permitted to campaign openly or privately for any candidates.

Region III Director Tory Frink moved to refer the second paragraph of Policy 2.20.060 – Election – Region Directors back to Elections Committee for review to clarify process for fairness in case of two candidates from the same state when one state has two associations (municipal and county) and there is a disparity with one association having more voting members than the other association. **Motion Carried Unanimously.**

2.20.060 -- Election -- Region Directors

If there is one Region Director candidate, no election is held, and the candidate is declared elected. If there are two or more candidates, IIMC conducts a Region election. Regions that have established region and/or bylaws for nominations or an established rotation process for the Region Director position shall move their nominee forward after completing their selection process. IIMC shall conduct the election within regions and/or states that do not have established rules or are not able to put forward a nominee. If a region has an established rotation for states and the state has not selected a nominee, then only members of that state may vote. Region Members who are Full Members, Additional Full Members, Associate Members, Retired Members and Honorary Members are eligible to vote for Region Director. Election results are announced at the Annual Business Meeting.

If a state association has more than one qualified candidate vying for an IIMC Board position, it is up to the state association to conduct its own election. If the state association cannot support conducting its own election, it can request IIMC to assist in the process.

BUDGET AND PLANNING COMMITTEE – Action Required

The report by Committee Chair, Barbara Blackard was presented by Board Liaisons, Mugford and Johnson. A description of the budget meeting process was presented to the Board for transparency. ED Shalby presented the following Budget Committee recommendations to the Board.

- Elections Committee requesting \$10,000 to hire company to conduct IIMC Vice President election to be revisited after survey is conducted of the membership regarding voter turnout.
Motion to approve carried unanimously.
- \$13,500 budget for initial face to face meeting of Futures Committee to be held at HQ
Motion to approve carried unanimously.
- 2025 Conference Registration Fee Increase of \$25.00 bringing registration fee to \$700.
Motion to approve carried unanimously.
- 2025 Membership Dues increase of \$10.00
Motion to approve carried unanimously.
- Staff Salary Increase of 5%
Motion to approve carried unanimously.

RECESS - The meeting recessed for lunch at 12:20pm and reconvened at 1:10pm

FINANCIALS

ED Shalby presented the 2024 Financial Managements Notes.

EXECUTIVE SESSION

Motion was made to go into executive session at 11:30 am. The meeting reconvened at 12:05pm

FINANCIALS continued

ED Shalby continued the 2024 Financial Managements Notes. Board was asked if they wished a review from the Finance Specialist, Shannon Kane. Seeing financials were provided to the Board prior to the meeting no presentation was requested.

*Region VII Director Leesa Ross moved to approve the payment of \$13,000 for the Independent Investigation regarding the 2024 Annual Conference held in Calgary, AB, Canada. **Motion Carried Unanimously.***

EXECUTIVE SESSION

Director Ross moved into executive session at 1:23 pm. The meeting reconvened at 2:14 pm

STAFF REPORTS – NO Action

The communication report was presented by Communications Officer, Karen Lee.

The membership report was presented by Member Services Director, Janis Daudt and Associate Members Services Director Tammy Storrie.

Region XI update provided by ED Shalby.

All non-action staff reports were accepted by the Board.

2025 ANNUAL CONFERENCE – St. Louis, MO

ED Shalby provided an update on the conference venue. Conference theme is “Rockin and Rollin on the River.” All Conference Event - dress as your favorite rock star contest for free conference registration. Venue will be cashless, and several announcements will be made to ensure delegates are aware. Cardinals baseball team will be in town three of the nights of the conference. City has many amenities with free admission to attractions all within walking distance.

2028 ANNUAL CONFERENCE SITE SELECTION

Blind Conference Proposal sheet was distributed and reviewed by the Board. Two cities were presented for selection. After discussion and vote by Board, City A was revealed to be Bellevue, WA, City B was Knoxville, TN.

City A, Bellevue, WA was selected by majority vote.

OTHER BUSINESS

The Board discussed the seating arrangement at the annual banquet to include returning the Board head table on stage, beginning with the 2025 conference. A motion to have the Board sit on stage and not on the floor passed.

ADJOURNMENT

With no further business, the meeting adjourned at 3:30 pm
Janet Pantaleon Recorder