

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
Board of Directors Meeting - Virtual
May 2, 2025

CALL TO ORDER

President Elect Abrahamson called the IIMC Board of Directors meeting to order at 8:06 a.m.

Board Members Present:

President Elect Dawn Abrahamson, MMC
Vice President Lee Frazier, MMC
Immediate Past President Mary Ann Hess, MMC
Region I Directors: Kathleen Montejo, MMC;s Kerri A. Parker, MMC
Region II Director: Awilda Hernandez, MMC
Region III Directors: Tory Frink, MMC; Lori McWilliams, MMC
Region IV Directors: Sherri Gard, MMC; Curtis Green, CMC (joined meeting at 8:17 a.m.)
Region V Directors: Carrie Mugford, CMC; Kathy J. Walker, MMC
Region VI Directors: Elena Hilby, MMC; Trish Gleason, MMC
Region VII Directors: Leesa Ross, MMC; Margo M. Gray
Region VIII East Director: Julie Barnett, MMC
Region VIII West Director: Ida Fierro, CMC
Region IX Directors: Jamie Newman, MMC; Marc Donohue, MMC
Region X Director: Lana Antony, MMC
Region XI Director: Linda Larter, MBE

Staff Member Present: Executive Director Chris Shalby

Action: moved by Region X Director Antony, seconded by Region VI Director Hilby, and carried unanimously by members present, the absences of the following board members were excused:

President Lisa Garcia, MMC
Region II Director Travis Morris, MMC
Region IV Director Curtis Green, CMC
Region VIII East Director Angela Johnson, MMC
Region VIII West Director Colleen Mulvey, MMC
Region X Director Stephen Huycke, CMC
Region XI Director Arnout van Kooji, MMC

AGENDA

President Elect Abrahamson provided opening comments.

Action: moved by Region VIII East Director Barnett, seconded by Region III Director Frink, and carried unanimously by members present to adopt the agenda with the addition of including letters for discussion received from ADSO, VVG and other IIMC past presidents regarding President Garcia's resignation.

EXECUTIVE SESSION DISCUSSION

A. Resignation of IIMC President Lisa Garcia

Action: moved by Region IX Director Donohue, seconded by Region III Director Frink, and carried unanimously by members present to enter into Executive Session.

The Board entered into Executive Session at 8:11 a.m.

Action: moved by Region XI Director Larter, seconded by Region VI Director Hilby, and **carried unanimously by members present** to end Executive Session.

The Board came out of the Executive Session at 9:02 a.m.

Action: moved by Region VIII East Director Barnett, seconded by Region VII Director Ross to accept the offer of resignation by President Garcia. Vice President Frazier requested a roll call vote. Following the roll call vote, **the motion failed unanimously by members present as follows: Ayes – None; Noes: Abrahamson, Frazier, Hess, Montejo, Parker, Hernandez, Frink, McWilliams, Gard, Green, Mugford, Walker, Gleason, Hilby, Ross, Gray, Barnett, Fierro, Newman, Donohue, Antony, and Larter; Absent – Garcia, Morris, Johnson, Mulvey, Huycke, and van Kooij)**

EXECUTIVE SESSION DISCUSSION CONTINUED

B. Annual Business Meeting Process

C. Discussion on communicating Board decision to members

Action: moved by Region VI Director Hilby, seconded by Region II Director Hernandez, and **carried unanimously by members present** to reenter into Executive Session.

The Board reentered into Executive Session at 9:08 a.m.

During Executive Session, the following board members left the meeting:

Region III Director Lori McWilliams, MMC

Region VI Director Trish Gleason, MMC

Region IX Director Jamie Newman, MMC

Region IX Director Marc Donohue, MMC

Action: moved by Region X Director Antony, seconded by Region VII Director Ross, and **carried unanimously by members present** to end Executive Session.

The Board came out of the Executive Session at 10:00 a.m.

Action: moved by Region V Director Mugford, seconded by Region II Director Hernandez, and **carried unanimously by members present**, the Board determined there was no violation of Section 6.05.070(B) of the Code of Ethics policy regarding composition of the Ethics ad-hoc committee members that would necessitate the election for Vice President being void. The Executive Director was directed to acknowledge the email letters received from the VVG, ADSO and other past presidents submitted to the Board.

Action: moved by Vice President Frazier, seconded by Region IV Director Gard, that in consultation with the Board's Parliamentarian and its legal counsel, there was no violation of Section 6.05.070(B) of the Code of Ethics policy regarding the composition of the Ethics ad-hoc committee members. A roll call vote was conducted and carried unanimously by members present. Following the roll call vote, **the motion carried unanimously by members present as follows: Ayes –Abrahamson, Frazier, Hess, Montejo, Parker, Hernandez, Frink, Gard, Green, Mugford, Walker, Hilby, Ross, Gray, Barnett, Fierro, Newman, Donohue, Antony, and Larter; Noes - None; Absent – Garcia, Morris, McWilliams, Gleason, Johnson, Newman, Donohue, Huycke, and van Kooij)**

Action: moved by Region VI Director Hilby, seconded by Region VIII East Director Barnett, and **carried unanimously by members present** to direct the Policy Committee to address Section 6.050.070 regarding

the formation and composition of an Ethics ad-hoc committee to make the formation clear to avoid any ambiguity.

Action: *moved by Region XI Director Larter; seconded by Region VI Director Hilby, and carried unanimously by members present to direct the Policy Committee to create a policy that addresses any significant issue, including offer of resignation by the IIMC President, to be discussed by the Board prior to sharing the information with the membership.*

Action: *moved by Vice President Frazier; seconded by Region IV Director Gard, and carried unanimously by members present to offer a motion to reconsider the previous motion.*

Action: *moved by Region XI Director Larter; seconded by Region VI Director Hilby, and carried unanimously by members present to direct the Policy Committee to create a policy that addresses any significant issue, including offer of resignation by an IIMC President, to be shared with the Board first and taking into consideration the various time zones of each board members. Following adequate notification to the Board, a board meeting will be scheduled to allow for discussion and action prior to sharing the information with the membership. The policy should also include not allowing the President to override said policy.*

There being no further business, the meeting adjourned at 10:28 a.m.