

**Des Moines Women's Club  
Board of Director's Meeting Minutes  
September 12, 2018**

Wendy Roberts, President, called the meeting to order at 9:02 AM

**Installation:** Maureen Fialkov was installed as Membership V.P by Jayne Sullivan

**Roll Call**

- **Present:** Wendy Roberts, Jean Shires, Judy German, Liz Teufel, Maureen Fialkov, Carol Corrigan, Michelle Clark, Rosemary Hillman, Jayne Sullivan, Ellen Elliott Pat Henson, Malka Naggar, Joyce Perkins, Sheila Sapienza, Linda Thomas, Joann McCracken-Young
- **Excused:** Bev Watts, Ginny Livingstone
- **Guests:** Sue Battani, Willona Goers, Marlene Anderson, Lorna Truck

**Board of Governance:**

Sue Battani presented the Board of Governance report prepared by her and her Committee composed of Lorna Truck, Marlene Anderson and Willona Goers. A handout was distributed containing printed copies of the 18 slides presented as a power point containing the information regarding a non-profit governance. A copy of the Chapter 540A from the Iowa Code 2018 re: Institutional Funds Management was included in the handout. It was recommended the Board read this chapter.

Copies of the "Board of Governance Orientation" form were distributed for all members to sign to signify we have listened to the power point presentation.

Michelle Clark pointed out the "Dissolution of Club" document in the 504 document which would need to be used if the club decided to dissolve.

**Minutes**

- Minutes were presented from the June 13 and August 6 meetings
- Changes were made to the June 13 minutes. Correction to include Rosemary Hillman's name as present
- **Pat Henson moved to approve, Judy German seconded, minutes were approved**
- Suggestion was made to list guests to Board meetings separate from the regular Roll call
- **Rosemary Hillman moved to approve change, Joann McCracken-Young seconded Motion carried**

**Treasurer's Report**

- Michelle Clark distributed copies of the Treasurer's Report
- All but 3 scholarships have been paid
- **Report was filed for audit**

### **President-Elect report**

- Jean Shires reported our \$100,000 donation to Hoyt Sherman gives us the opportunity to have something named after the Women's Club, suggested a plaque be posted. Jean will talk to Robert about the naming of a particular room or area.
- Pat Henson suggested sending an e-mail to the Board with the list of suggestions for the naming. After the Board has the opportunity to make their wishes known, then open up the list to the general membership.

### **Corresponding Secretary**

- no report

### **Membership Vice President**

- Maureen Fialkov has contacted members who have not paid their dues by phone
- Messages left, no calls returned
- Rosemary Hillman suggested contacting people who came to the Tea
- Chris Foss asked if there is a letter to send to members who do not pay by August 1
- Beth Oberender sends statements, personal e-mails, and letters. No further followup needed

### **Fund Raising VP**

- Liz Teufel reported the Nut Sale for October is the current fund raiser

### **Communications VP**

- Judy German reported the following positions:
- Social Media – Jean O'Neill
- Website - Lorna Truck
- Marketing - Karen Sievers
- Newsletter – Jane Bowlin
- Yearbook – Wendy Roberts and Beth Oberender
- Handbook – Liz Teufel

### **Old Business**

- Jayne Sullivan reported on the changes made to the By-Laws
- Each By-Law with changes was read  
See Handout with noted changes  
Major changes must go to the membership for approval
- Chris Foss asked if each Article needed to be read aloud with the changes.
- Jayne referred to Roberts Rules of Order, stating this was the dictated method
- Sheila Sapienza suggested a yearly calendar be set up for the Finance Committee to take care of paying bills, make investments, and conduct any other business
- **Rosemary Hillman made a motion to recommend we take the By-Laws to the membership after Board approval. Sheila Sapienza seconded. Vote passed by a majority, with one "nay".**

## **Standing Rules**

- Jayne Sullivan read the Standing Rules
- Discussion of Rule #4 wording resulted in Judy German suggesting we leave it as is unless there is a problem
- Membership will vote on October 17. There must be a 30 day review opportunity before a vote is taken
- Amended Rules handout attached
- **Rosemary Hillman moved to accept the changes, Michelle Clark seconded, motion passed unanimously**

## **Correction of April 11, 2018 Board meeting minutes**

- **Michelle Clark moved to correct the April 11, 2018 Board Minutes to include the six motions regarding the IAC Recommended Action Plan. These motions were included in the Executive Committee minutes but not in the Board minutes.**
- **Liz Teufel seconded, motion carried**

## **Handbook Update**

- Liz Teufel continues to revise the handbook

## **Whistle Blower and Conflict of Interest policies**

- Pat Henson provided Handouts. Vote will be taken at future meeting.

## **New Business**

- Executive Committee meeting has been changed to 9 AM on October 10<sup>th</sup>.
- Presentation by Robert and architect regarding changes to Hoyt Sherman will be presented on Thursday October 11 at 3:30 PM
- Remember to get membership pictures taken

## **Adjournment**

- Business was completed, meeting was adjourned at 12:05 PM

Respectfully submitted,

Carol Corrigan  
Recording Secretary