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CALL AND NOTICE

ANNUAL BOARD MEETINGS OF THE MEMBERSHIP AND THE BOARD OF DIRECTORS OF THE IIMC FOUNDATION

NOTICE IS HEREBY GIVEN that the Annual Membership Meeting and the Annual Meeting of the Board of Directors of the IIMC Foundation, also known as the Municipal Clerk Education Foundation of the International Institute of Municipal Clerks, an Illinois corporation not for profit, are called and will be held in Birmingham, AL, on Friday, May 17, 2019, commencing at 3 p.m., in the Sheraton Birmingham Hotel, Birmingham Ballroom 3 and continuing on Saturday, May 18, 2019, at 10 a.m. in the Sheraton Birmingham Hotel, Floor 4, Chamomile Meeting Room, #407, 2101 Richard Arrington Jr. Boulevard N., Birmingham, AL 35203.

The purpose of the meetings will be to consider and to transact business as may come before the meetings in accordance with the bylaws.

DATED this 4th day of May, 2019.

COLLEEN J. NICOL
IIMC Foundation President



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ANNUAL MEMBERSHIP MEETING
OF THE IIMC FOUNDATION
SHERATON BIRMINGHAM HOTEL
BIRMINGHAM BALLROOM 3
FRIDAY, MAY 17, 2019, 3 P.M.

Teleconference: 800-220-9875
Leader: 43572994, Participant: 64644970

AGENDA

1. Call to order
2. Roll call

Administration

3. Approval of minutes of May 19, 2018 (pg. 3)
4. Nominating Committee Report (pg. 4-6)
 - a. Reappointments - Two Class B positions
 - b. Appointment - One Class B position
 - c. Appointments - Two Class A positions
5. Adjourn

**MINUTES OF ANNUAL MEMBERSHIP MEETING
OF THE IIMC FOUNDATION BOARD OF DIRECTORS
MAY 19, 2018 – 9:00 A.M.**

The Board of Directors of the IIMC Foundation held its annual membership meeting on May 19, 2018, in Norfolk, Virginia.

1. Call to Order

The meeting was called to order by President Colleen Nicol at 9:00 a.m.

2. Members Present

President Colleen Nicol, Vice President Dale Barstow, Treasurer Buster Brown and Board Members Beverly Hammerstrom, Melissa Henley, Marian Karr, Cristina LoVerde, Dyanne Reese, Roxanne Schneider, Kristie Smithers, Mary Lynne Stratta and Stephen Wolf were present. Secretary Faith Elford and Board Members John Devine, Dan Hussey and the IIMC Executive Committee (Mary Kayser, Stephanie Kelly and Lana McPherson) were absent, as were Chris Shalby and Jane Long since the IIMC Board was meeting at the same time. Business Partner Terri Jones and Mr. Wayne Hussey were in attendance.

Administration

3. Approval of IIMC Foundation Membership Meeting Minutes – May 19, 2017

Buster Brown moved to approve the minutes. The motion was seconded by Marian Karr and carried with all present voting aye.

4. Nominating Committee Report

Beverly Hammerstrom moved to accept the Nominating Committee report and reappoint the following individuals to the Foundation Board for three-year terms ending in May 2021:

Colleen Nicol (Category A)
Buster Brown (Category A)
Dyanne Reese (Category A)
Melissa Henley (Category B)
Cristina LoVerde (Category B)
Roxanne Schneider (Category C)

The motion was seconded by Buster Brown and carried with all present voting aye.

5. Adjourn

With no objection, the meeting adjourned at 9:02 a.m.



TO: President Colleen Nicol and IIMC Foundation Board of Directors

FROM: Mary Lynne Stratta, Chair, Nominating Committee, and Steve Wolf, Bev Hammerstrom and Buster Brown, Members

DATE: April 30, 2019

The IIMC Foundation Nominating Committee has been very busy since the mid-year Board meeting.

In keeping with past direction from the Foundation Board, the Nominating Committee inquired at the mid-year meeting as to which Board members with terms expiring in 2019 wished to be reappointed. Bev and Steve asked to be reappointed and Faith informed us she would be leaving the Board. With Marian Karr's resignation earlier in the year, this created two Class A vacancies. Daniel Hussey's resignation created a vacancy in the Class B position.

IIMC was very helpful in getting the word out that applications were being accepted from interested members. Also, for the first time ever, emails were sent directly to all association presidents asking that the vacancy announcement be shared with their members. The application period ran from early January through March 15.

As requested by the Board at the mid-year meeting, the announcement of Board vacancies was reworked to make it clear which positions were "really" open on the Board. The form was simplified and reworded to provide a better explanation of the process and Board member expectations. The Nominating Committee was thrilled to receive seven applications (Shari Moore, Sharon Cassler, Vinny Buttiglieri, Mindy Cuppy, Jan LaViner, Debby Volk, Lynette Ogden) for the two open Class A positions and one application (Wayne Hussey) for the open Class B position, as well as numerous other inquiries. Many thanks to the Nominating Committee members and President Nicol for their work on this project. Considerable time was spent improving the application form.

The Nominating Committee then spent a great deal of time reviewing applications for Board service and gathering information as to applicants' past support of the Foundation, including any volunteer time spent helping with Foundation work. The Nominating Committee developed a set of questions that were used in the phone interviews with the applicants for the Class A positions. Each applicant was asked the same identical questions. The Committee spent considerable time on the phone interviews with the Class A applicants. The Committee was very interested in the applicants' knowledge of how foundations work, how the IIMC Foundation operates, the purpose of the IIMC Foundation, the primary responsibilities of the IIMC Foundation Board, past support and volunteerism relative to the IIMC Foundation, ability and time to fully participate in Board functions, history with fundraising, and understanding of the expectation to fund raise. After the interviews were conducted, the Nominating Committee ranked the seven applicants based upon all the collective information and responses to the interview questions. Based upon all of this

information, the Nominating Committee is recommending that Shari Moore, St. Paul, MN, and Sharon Cassler, Cambridge, OH, be appointed to the Board in the two Class A positions. Their past history of supporting the Foundation and their thorough understanding of how foundations work, and specifically our own Foundation, resulted in them receiving the highest rankings from the Nominating Committee. As to the Class B position, Wayne Hussey applied and is, of course, immensely qualified to fill this position due to his many years of experience working with foundations and the IIMC Foundation as well. The Nominating Committee recommends he be appointed to the Class B position. Of course, the Nominating Committee recommends the reappointment of Bev and Steve (both Class B positions).

Through the interview process, the Nominating Committee became deeply concerned about the apparent lack of knowledge about the purpose of the IIMC Foundation, how it operates, and the duties and responsibilities of Board members. Following lengthy discussions, it is the strong recommendation of the Nominating Committee that the 2019-2020 Foundation President appoint a Development Committee to work with potential future Board members to educate them and better equip them to serve as Board members. We believe the five applicants not recommended for Class A positions this year would be likely candidates for this committee, as well as other interested individuals. Also, we recommend this Development Committee follow up on the action taken by the Foundation Board at the mid-year meeting to have Region Directors (through direction from the IIMC President) appoint two individuals from their regions to work with the Foundation in helping to “spread the word” about the Foundation. Through actively recruiting volunteers to get involved with the Development Committee, we can foster an environment that brings more informed and better prepared applicants to the forefront each year. In addition, this Development Committee, by working closely with members, can help to address diversity on the Foundation Board by actively recruiting members from a wide, diverse background. The activities of the Development Committee should quickly effect a diverse, highly qualified pool of Board candidates going forward.

We are happy to report that three of the five applicants not recommended for Board appointment this year were very receptive to an invitation to get more involved with the Foundation next year by volunteering their time and learning more about the Foundation over the course of the next year, thereby making them more qualified to be considered for Board appointment in the future. Two of the five have not as yet responded to this invitation.

As to the other item of work and in keeping with the President’s request, the Committee sent an email to all Board members inquiring as to their willingness to serve as an officer the next term. The slate of officers recommended for the next year are: President Mary Lynne Stratta, Vice President Buster Brown, Treasurer Roxanne Schneider and Secretary Colleen Nicol. These were the only individuals who expressed an interest in serving as an officer the next year.

As Chair, I want to stress again how hard the Nominating Committee worked this year. Countless hours were spent in reworking the vacancy announcement, perfecting an interview process, conducting interviews, ranking applicants for vacant positions, and discussing methodologies to attract a broad diversity of applicants for Board service in the future. The entire Board should be extremely grateful for the thoughtful, thorough process they followed in reaching their recommendations.

We thank you for the opportunity to serve.

IIMC FOUNDATION SEEKS NEW BOARD MEMBERS

The International Institute of Municipal Clerks (IIMC) Foundation was established in 1984 as a tax-exempt Foundation under Section 501 c (3) as a nonprofit organization to raise funds for its partner, the International Institute of Municipal Clerks (IIMC). All funds provided to IIMC by the Foundation are used to promote, train, and educate Municipal Clerks, making them proficient in the services they provide to the citizens of their community. The Foundation raises funds for scholarships for IIMC approved Institutes; educational materials and tools; educational seminars; and other educational programs.

There are ____ vacancies on the IIMC Foundation Board: ____ vacancies in Category A, ____ vacancies in Category B, and ____ vacancy in Category C.

Category A - Active or retired members in good standing with IIMC with at least five years of IIMC membership and who have supported the Foundation with regular contributions.

Category B - Persons with skills in education, government, foundations or corporations with preference given to non-clerks.

Category C - Persons with skills in finance/investment with preference given to non-clerks.

The preference being given to non-clerks in certain categories is an attempt for more diversity in the Board make-up. **However, active/retired clerks who believe they meet a specific skill area may also apply** for that category addressing specific expertise they have in a particular area. The Foundation Board also encourages clerks who know of an individual with expertise in these specific areas to make that individual aware of the opportunity to apply. Appointments will be made at the Foundation Board meeting held in conjunction with the IIMC Conference in May 2019.

Application deadline is March 15, 2019.

Applicants for all Board positions must have an understanding of the purpose of the Foundation and its role in conjunction with IIMC and how the Foundation raises funds.

The successful candidates will be chosen based on their commitment to the Foundation and the following criteria:

- The person has knowledge of fundraising and the time and willingness to raise funds.
- The person has a demonstrated desire to promote the education and professionalism of Municipal Clerks.
- The person has knowledge of or accessibility to foundations, corporations or individuals that may contribute to the IIMC Foundation.
- The person can attend at least two Board Meetings a year, perform committee work, assist with Foundation duties at the annual conference, and personally contribute financially.

IIMC Foundation Board members are expected to absorb their own travel expenses to the extent possible, as every effort is made to keep Board expenses to a minimum and maximize funds available for education. **IIMC Foundation Board members are expected to be active contributors to the Foundation.**

The Nominating Committee will recommend the successful candidate(s) to the Foundation President. The President will forward a copy of the applications to the entire Foundation Board for consideration at the Foundation's Annual Meeting. The Chair of the Nominating Committee will notify the successful applicant(s) in writing, and will also notify in writing those applicant(s) not chosen.

Send resumes to the Chair of the Nominating Committee, c/o IIMC Foundation, 8331 Utica Avenue, Suite 200, Rancho Cucamonga, CA 91730. The Nominating Committee will conduct a telephone interview with applicant(s) and may require references as part of the application process. For more information and questions, contact Mary Lynne Stratta, MMC, Chair of the Nominating Committee at mstratta@bryantx.gov or 979-209-5002.