

September 28, 2009
ICL Governing Board Meeting Minutes

Call to Order/Confirmation of Quorum: Bob Masterson called the meeting to order at 11:46 am, noting a quorum was present.

Present: Bob Masterson, Don Carlson, Kathryn Dublinski, Mary Fioretti, Sue Harty, Marilyn Lind, Peter Marron, Bob Masterson, Jack McKee, Dorothy Murphy, Marge Olszewski, Joan Reisen, Judith Ross, Joyce Szot, Margo Temple, Harry Trumfio, Steve Wolf

Not Present: Bob Allen, Carol Keegan, Lois Nissen, Mike Thompson

Comments from the Chair:

Bob Masterson read minutes from the ICLRU Organizing Meeting, held on 9/10/09 regarding ICLRU's change to Corporation. Attending that meeting: Bob Masterson, Sue Harty, Don Carlson, and Carol Keegan. Bob, Sue, Don and Carol are listed as the founding Directors of Record on the application papers for incorporation.

See page 3 for the minutes of that meeting, including the motions that were passed.

Discussion of the Minutes:

After Bob's reading, discussion/clarification of the following issues were clarified:

1. Elimination of Committee Chairs as automatic members of the Board of Directors
2. Process for placing new Directors on the Board of Directors;
17 ICL members, + 1 appointed RU representative
3. Initial election process by the membership
Current Governing Board members will be eligible for re-election as Directors on a rotating plan: 6 in year 1, 6 in year 2, 5 in year 3. Sequence of rotation will be alphabetical order of last names
4. Election will take place at the Annual Meeting.
5. By laws that are proposed will be distributed to the membership by October 7, 2009
A special vote to adopt the proposed by-laws will take place. Membership will vote at 11:45 am on October 14, 2009.
6. Reassurance that the process to date has been reviewed by legal counsel (Les Miller).
7. Need for the by-laws to be more business-like: including ethics declaration, non-discrimination clause, educational purpose, and a dissolution clause.
8. Nomination process: A nominating committee will field a slate of candidates; additionally, current Board members may opt to run for election, and nominations may also be made from the floor at the Annual Meeting.

9. Insurance and indemnification process if by-laws are accepted by membership.
10. Distribution of assets held by Roosevelt and spending down those assets.
11. Any need to reconsider organizational structure will be addressed at a future date

Motion regarding proposed bylaws: (Made by Jack McKee, seconded by Peter Marron)

To submit the proposed bylaws to the General Membership for a vote on October 14, 2009.
Motion Carried.

Motion regarding budgeting: (made by Don Carlson, Seconded by Jack McKee)

To continue expenditures for September, October, November, and December '09 at the same rate as the previous calendar year. Motion carried.

Other Business

Holiday Party: Margo Temple reported that the date of the Holiday Party has been changed from December 9 to Thursday, December 10, 2009 based on availability of the scheduled entertainment.

Meeting adjourned: 12:47 pm

Respectfully submitted,
Joan Reisen

September 10, 2009
Executive Board Meeting Minutes

Call to Order: Bob Masterson called the meeting to order noting that this was the first meeting since the Incorporation of ICLRU

Present: Bob Masterson, Sue Harty, Don Carlson, Carol Keegan, Joyce Szot, Joe Maladra, Les Miller.

The following motions were proposed

- 1. To elect a new Board of Directors consisting of members who were on the Board prior to Incorporation.** It was moved by Sue Harty and seconded by Don Carlson. The motion carried.
- 2. To elect Bob Masterson as President, Sue Harty as Vice-President, Don Carlson as Treasurer and Carol Keegan as Secretary.** It was moved by Bob Masterson and seconded by Carol Keegan. The motion carried.
- 3. That the Corporation adopts and abides by the by-laws approved by the membership of ICL before Incorporation.** It was moved by Carol Keegan and seconded by Sue Harty. The motion carried
- 4. That the Board hereby accepts the Corporate Resolution for deposit of accounts and other financial services provided by Harris Bank and authorizes the Officers of the Corporation to sign such forms as Harris Bank may require in connection with the Corporate bank accounts.** It was moved by Don Carlson and seconded by Sue Harty. The motion carried.
- 5. That the Corporation apply for tax exempt status with the Internal Revenue Service.** It was moved by Bob Masterson and seconded by Don Carlson. The motion carried.
- 6. That the Officers of the Corporation be authorized to take such steps as they deem necessary to meet legal requirements applicable to the Corporation including, without limitations, registering the Corporation with the Attorney General of the State of Illinois.** It was moved by Carol Keegan and seconded by Sue Harty. The motion carried.
- 7. That the fiscal year of the Corporation begins on January 1st and ends on December 31st.** It was moved by Sue Harty and seconded by Don Carlson. The motion carried

The meeting was adjourned at 10:40 AM

Respectfully Submitted,

Carol Keegan, ICL Secretary