

Iowa County Humane Society Annual Meeting 2021 Minutes (Unapproved)

Held March 8, 2021 due to COVID19 held via Zoom Video Conference with documents and voting via the www.ichs.net website.

Present: Sandie Brick-Margelofsky, Donna Griffin, Joanne Wilson, Lisa Cvengros, Lisa Schnedler, Cyd Bickford, Cara Thorison, Tony Schlafli, Sharon Shea, Diane Cushman, Kate Reiman, Louanna Schulte

Absent: Executive Director, Joselyn Van Ruyven

Minutes: 1st. Sandie 2nd Donna G Approved and Membership Approved too.

President message - Covid. March 24 shelter shut down.

Animals were moved to a manageable number — Volunteers, foster families, adopters and board members stepped in to quickly reduce the number of animals in the shelter. We are truly grateful for all of the help we've received.

Many staff were laid off, volunteering suspended. Fundraising events put aside, but donors, businesses, and individuals of our community have helped us financially through this pandemic.

Safety policies put in place - masks and limited visits. By appointment only. Joselyn tested positive last week and will not be on the call tonight. Grateful to businesses and individuals who supported the shelter during this time.

Directors report - Stats will be posted on website at <https://ichs.net/about/meeting-reports-financial-information/>

Over 400 animals found forever homes

Treasurer Report - Managed the year through forgivable loans, gifts, Sharon's generosity, fundraising. Have a budget for next year.

4% bottom line. Profit and Loss and Balance Sheet information found at <https://ichs.net/about/meeting-reports-financial-information/>

Humane Officer Report: Sharon. Looking for replacement as Sharon is retiring. 2019 - 39 calls, 2020 - 54 calls. Working with County BOD and Sheriff's Dept to work out a job description. Budget is the hold up. Salary reduced by \$5K. So down to \$15K for a 365 days a year job. New person needs to take place within a year of hire. Cost of training - \$525.00

Building and Grounds: Roof was completed. Installed new windows on highway side. Will do some painting to make things complete.

UPS - have approval and need papers signed. \$600.00 month revenue for parking fee. Need a quote on outdoor lighting but need to meet with Joselyn to discuss options. Need to prioritize and determine goals for what we can do. Play yards are in progress.

Personnel Report - Kudos to our staff for working so hard. Thanks to our three kennel assistants, Dylan, Danelle, and Odessa; our kennel manager, Jordyn; our director, Joselyn; and our bookkeeper, Cara. Because of you all we are in a good going forward.

We are looking for a FT front office person (floater).

Fundraising - Walk your Pet Program. Will do another kick off for the program in April. Have had PR through Chamber and newspapers. Sharon mentioned that an outside garage sale would be a possibility.

Animal Welfare and Enrichment: Committee will start up again.

Nomination Committee - 4 Terms expiring: Cyd Bickford, President; Lisa Cvengros (appointed replacement for Judy Lindholm); Tony Schlafli (appointed replacement for Alayna Husom); Joanne Wilson (appointed replacement for Joselyn VanRuyven). In light of the fact that the ICHS board has not been able to enact plans and projects during the COVID-19 pandemic, the board has elected to use 2021 as a year to regroup and discern the needs of the shelter and the board itself. With this in mind, we have decided of the 4 vacancies to be filled 2 board seats will be for a 3 year term and 1 board seat will be for a 1 year term. Then in 2022, the remaining seats will be filled based on the experience and skill sets the board members believe will be needed to implement a strategic plan for ICHS and to move the shelter successfully forward. Therefore, the nominations are:

- Tony Schlafli for a 3 year term
- Joanne Wilson for a 3 year term
- Lisa Cvengros for a 1 year term

Proposed Bylaw Changes (changes in bold):

1) Currently: Article V Directors

Section II. Qualifications: Only active members in good standing are eligible for leadership positions including board of directors, committee chairperson, or leader of a task force. Board of Directors may not themselves be currently employed and compensated by the Society, nor have relatives employed by Society (relative being defined as spouse, parent, children, siblings or in-laws or step relatives thereof). Active members in good standing are defined as those having established a membership as defined in Article IV, Section IV, are not employed by and receiving remuneration for services from a humane society, have not been convicted of cruelty or neglect to animals, and have not engaged in blood sports involving animals. Additionally, those seeking leadership positions must be recommended by two board members.

Proposed: Article V Directors - APPROVED

Section II. Qualifications: Only active members in good standing are eligible for leadership positions including board of directors, committee chairperson, or leader of a task force. Board of Directors may not themselves be currently employed, **nor in the past five (5) years have been employed and/or** compensated by the Society, nor have relatives employed by Society (relative being defined as spouse, parent, children, siblings or in-laws or step relatives thereof). Active members in good standing are defined as those having established a membership as defined in Article IV, Section IV, are not employed by and receiving remuneration for services from a humane society, have not been convicted of cruelty or neglect to animals, and have not engaged in blood sports involving animals. Additionally, those seeking leadership positions must be recommended by two board members.

2) Currently: Article V Directors

Section III. Number of Directors/Terms: There shall be a minimum of three but not more than nine directors on the Board. The members of the Board shall be elected at annual meetings by the Active members of the Society and shall serve for a term of three years each, except that at the first election following the adoption of these bylaws, three of the members of the Board shall be elected to serve for one year, two for two years, and two shall serve for three years. Thereafter, elections each year will be for members of the Board whose term has expired. At any time when the number of directors in office shall be fewer than three, the directors remaining in office shall add to their number until there be no fewer than three directors in office, but no act of this Society shall be void at any time merely because there are fewer than three directors in office.

Proposed: Article V Directors - APPROVED

Section III. Number of Directors/Terms: There shall be a minimum of three but not more than nine directors on the Board. The members of the Board shall be elected at annual meetings by the Active members of the Society and shall serve for a term of three years each, except that at the first election following the adoption of these bylaws, three of the members of the Board shall be elected to serve for one year, two for two years, and two shall serve for three years. Thereafter, elections each year will be for members of the Board whose term has expired. At any time when the number of directors in office shall be fewer than three, the directors remaining in office shall add to their number until there be no fewer than three directors in office, but no act of this Society shall be void at any time merely because there are fewer than three directors in office. **The sitting president of the Board in the last term of their office, who is not running for another term, shall be extended a full term of office, but not as an officer of the Board (President, Treasurer, Secretary or as otherwise defined as an officer of the Board), and shall be referred to as the past president.**

3) Current: Article IV Members

Section IX. Nominating Committee: At each annual meeting the members shall elect a nominating committee of three members to serve for the ensuing year. The nominating committee shall nominate a number of candidates for membership on the Board not less than the number to be elected at the ensuing annual meeting. The committee shall notify the secretary of the nominations no later than 60 days before the annual meeting. The secretary shall, 50 days before the annual meeting, notify the members of the nominations by the most cost effective means, email, website or direct mail to the address on record at the time of notification. Members in good standing may also nominate one candidate, also in good standing, for membership of the Board by written petition to be filed with the secretary 40 days prior to the annual meeting, and the secretary shall, 30 days before the annual meeting, give notice of these nominations in the same manner as is prescribed for nominations by the nominating committee.

Proposed: Article IV Members – NOT APPROVED

Section IX. Nominating Committee: **The nominating committee shall be chaired by the past president or appointed board member and be composed primarily of board members, along with general members. The nominating committee shall be selected at the organizational meeting following the annual election, and shall seek and review candidates for the next year's election. The committee shall review all applications for board position, whether from a candidate put forward by the committee or an application from any general member in good standing. Candidates shall be interviewed, and the committee chair shall present the slate of candidates and interview notes to the board. The board shall review the slate and select those nominees they feel best meets the needs of the current board and general membership. The names of candidates on the revised slate, with an introductory bio, shall be placed before the general membership for election.** The committee shall notify the secretary of the nominations no later than 60 days before the annual meeting. The secretary shall, 50 days before the annual meeting, notify the members of the nominations by the most cost effective means, email, website or direct mail to the address on record at the time of notification. **To be removed:** *Members in good standing may also nominate one candidate, also in good standing, for membership of the Board by written petition to be filed with the secretary 40 days prior to the annual meeting, and the secretary shall, 30 days before the annual meeting, give notice of these nominations in the same manner as is prescribed for nominations by the nominating committee.*

4) Current: Article V Directors

Section V. Removal from Office: Any Board member may be removed with cause upon affirmative vote of three of the Board of Directors.

Proposed: Article V Directors - APPROVED

Section V. Removal from Office: Any Board member may be removed with cause upon affirmative vote **by a quorum** of the Board of Directors.

Public Comment: Kate asked about board bios for nominees. 3 new members gave some Bio information. Lisa, Tony and Joanne. Lisa Schnedler (and others): Cyd was the steady force and did an amazing job. Thank you for all you did during this challenging time!

Motion to adjourn: Motion made by Louanna second by Donna G

Voting Results:

Question	For	Against	Result
Approve the 2020 Annual Meeting Minutes?	16	0	Approved
Vote for Tony Schlafli for a 3 year term	14	0	Approved
Vote for Joanne Wilson for a 3 year term	14	0	Approved
Vote for Lisa Cvengros for a 1 year term	16	0	Approved
Vote for Bylaw change to Article V Directors Section II Qualifications	10	5	Approved
Vote for Bylaw change Article V Directors Section III Number of Directors/Terms	9	7	Approved
Vote for Bylaw change Article IV Members Section IX Nominating Committee	8	8	Not Approved
Vote for Bylaw change Article V Directors Section V Removal from Office	12	2	Approved
Member Comments: Pam Richardson: I feel that most of the bylaw changes put too much power in the hands of the BOD. This would once again turn ICBS into an exclusive club with only "certain" people allowed to have input into decisions. The nominating committee should not be primarily made up of board members. ICBS should be open, inclusive and welcoming to the community that supports it. Kate Reimann: I would like to thank all of the board members, staff, and volunteers who care for the homeless animals in Iowa County. I have adopted more than one cat from ICBS and love them dearly. Lisa Schnedler: Thank you, Lisa C.!			

Minutes respectfully submitted by Sandie Brick-Margelofsky