

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

Bi-monthly Board Meeting Notice

Date: **December 3, 2018**

Time: **10:15 am to 12:15 pm Central time**

Place: **Location: Room A, [Coralville Public Library](#), 1401 5th St, Coralville, Iowa**

Or by phone: [Connect by phone at \(712\)770-4010*](#), code: 950753#

**If you have trouble connecting with this number, dial in on the backup number - 716.293.9754 - and follow instructions. Still having trouble? Free Conference Call's help line is at 844.844.1322.*

Agenda and all documents here: <https://www.lwvumrr.org/news--upcoming-events.html>

Gather in Room A at 10am, call to order at 10:15 am

Operations

Approve October Board meeting minutes – Tam Prenosil (following)

Approve Financial Report – Jeri McGinley (to be posted on website)

Special Reports

- Update on Farm Bill - Gretchen Sabel
- Update on Lake Michigan water to Mississippi River basin – Carolyn Mahlum Jenkins
- Update on Partnership for absentee landowner workshops with Izaak Walton League Upper Mississippi Initiative – Lonni McCauley.
- Report on the Mississippi River Network annual meeting – Mary and Steve Ploesser

Committees

Bylaws committee – Report – see draft attached. Our goal for this meeting is to get a

Nominating committee – Many thanks to Mary and Steve for agreeing to take on the duties of Chair for the next two years. Jeri has agreed to stand for Treasurer again, thank you Jeri for that. We need to discuss how the Vice-chair position works depending on how the Bylaws discussion goes.

Membership

Gretchen will send a letter to all of our member Leagues thanking them for their support, sending an Action Report and a glossy brochure, letting them know that they can ask for our assistance in dealing with local water issues, and telling them they can pay their membership fees online. (We'll see if this has actually happened by the time we meet!)

Other Business?

Climate change will be a river issue. [Read this](#). Bill Koehl from Geneva, Illinois, attended our October meeting, asking us to get more involved in this issue. The report at the link here highlights the problems we'll face here in the Mississippi River basin. Is this something we should think about adding to our program of action for consideration at our June 2019 annual meeting?

Upcoming meetings (1st Monday of even-numbered months)

Feb 4, 2019 (phone)

April 8, 2019 (location TBD)

June 3, 2019 – possible Annual Meeting date? Would blend with our regular Board meeting.

Location TBD – perhaps in Twin Cities area?

Adjourn Board Meeting at 12:15 – Lunch and beverages can be purchased individually on site. Dessert tray will be provided.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

LEAGUE OF WOMEN VOTERS UPPER MISSISSIPPI RIVER REGION INTER-LEAGUE ORGANIZATION Board Meeting --- October 1, 2018

Upper Mississippi River National Wildlife and Fish Refuge Center at Brice Prairie, Onalaska, WI
The eighteenth board meeting of the Upper Mississippi River Region Inter-League Organization (UMRR-ILO) was called to order by Chair Gretchen Sabel (MN-ABC) October 1, 2018 at 9:30 a.m.

Board members attending the meeting in addition to the Chair were: Tamara Prenosil (IA-Dubuque), Sue Wilson (IA-Dubuque), Carolyn Mahlum-Jenkin (WI-Lacrosse), Lonnie McCauley (MN-Coon Rapids), Mary Ploeser (WI-Madison),

Attending the meeting by phone conference were: Jeri McGinley (WI-Stevens Point), Judy Beck (IL-Glenview), Toni Dautel (IL-Glenview), John Howard (MN-Winona)

Guests at the Board Meeting: Steve Ploeser (WI-Madison), Bill Koehl (IL-Geneva)

I. Operations

Secretary's Report: L. McCauley moved, and M. Ploeser seconded that the minutes of the August 6, 2018 Board meeting be approved. Motion carried.

Treasurer's Report: J. McGinley reviewed submitted reports.

September 30, 2018 bank balance: \$4,682.49 (includes \$454.75 unspent balance of restricted ERC grant). a. Revenues - August-September: \$225 (member dues); \$30 (scarf donations) b. Expenses - August-September: \$110 (membership paid by ERC grant)

2. Number of 2018-19 paid memberships through 9/30/18: 29 (\$725)

3. Review of financial records was completed on September 20, 2018. I met with Ellen Rosborough in Stevens Point. Procedures and records were reviewed. Ellen suggested one procedural change: the Treasurer should send a copy of the bank statement reconciliation report to the President each month. The President may choose to download her own copy of the bank statement or ask that the Treasurer attach it to the reconciliation report. Ellen agreed to send a short summary of the review to Gretchen and declined the \$50 honorarium check.

The final report regarding expenses for the UMRR-ILO Annual Meeting in Chicago is still being reviewed so expenses for this meeting are not finalized.

G. Sabel reported people in her local League are interested in making more scarves to use for fundraisers.

T. Prenosil moved and C. Mahlum-Jenkin seconded that the treasurer's report be approved. Motion carried.

II. Special Reports

Update on Farm Bill: The farm bill expired yesterday, therefore no new funding for conservation measures. The Senate had stronger conservation measures than the House. The mid-term elections may impact what will happen with increased conservation funding. League members can look at the priorities of the National Sustainable Agriculture Coalition. For the UMRR-ILO to take action we would need to get approval of all four states as well as the LWVUS.

Update on Lake Michigan water to Mississippi River Basin: There was a pre-hearing on 9/12/2018 with an Administrative Law Judge. There are now six groups as signers of the petition including the Lake Michigan League of Women Voters and the National Resource Defense Council. The Milwaukee LWV is looking for a legal expert to write an amicus brief. The Great Lakes Compact states water is to be used for human consumption not industrial use.

New Initiative – Partnership for absentee landowner workshops with Izaak Walton League Upper Mississippi Initiative: L. McCauley attached a draft of a partnership agreement. The UMRR-ILO has already co-sponsored

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

workshops with the Land Stewardship Project in Minnesota. Fifty percent of farmland in the U.S. is rental and many landowners are women. If a formal agreement is needed, then the four states and LWVUS must approve. However co-sponsoring events is possible. We need to be careful not to co-sponsor events with organizations that might have policies that conflict with LWV policies. The UMRR-ILO and local leagues can help publicize meetings. Any sign-in sheet should make clear that participants can choose not to be contacted later. The LWV will not share our members names. These types of networking events are sharing not duplication of efforts.

Update on the Mississippi River Network: The UMRR-ILO formally joined the Mississippi River Network. The UMRR-ILO has a little funding available from the MRN for one person to attend their annual conference in New Orleans November 7 – 9. No one at this board meeting was able to attend.

G. Sabel also reported the Nature Conservancy in Minnesota is hoping to purchase land in Minnesota along the headwaters of the Mississippi.

III. Committees

Bylaws Committee: Changes to the bylaws need to be presented to the membership by February. We need to address term limits, appointing new board members when a board member must leave the board before their term is completed, and time lines for somethings to be done. T. Prenosil will organize a phone conference.

Nominations Committee: We need to find board officers for next year's slate. We need a President and Vice President. G. Sabel said she is willing to continue as Communications Chair.

IV. Membership

G. Sabel will send a letter to all member LWV chapters thanking them for their support, enclosing an Action Report and brochure. They will be informed they can pay dues online.

V. Other Business

State Issues Briefing Meetings: Board members present agreed that UMRR-ILO members should attend their respective State Issues Briefing Meetings.

Bill Koehl (Geneva, IL) stated he is a member of an Energy and Climate Change advocacy group and hopes to work with LWV chapters to publicize each other's meetings. He said Climate Change is a big overarching problem that impacts water quantity and quality issues. Legislation affecting climate change is in various governmental departments and agencies so affecting change is complicated.

VI. Upcoming Meetings

Dec. 3, 2018 Iowa City, IA

Feb 4, 2019 (phone conf.)

April 8, 2019 (TBA)

June 10, 2019 (TBA possible annual meeting date – consider Twin Cities)

Adjournment: L. McCauley moved and M. Ploeser seconded that meeting Adjourn. Motion carried.

Members from the Jo Daviess County LWV in Galena, Illinois, Beth Baranski and Bonnie Cox, gave a presentation about environmental advocacy in northwestern Illinois as well as an overview of the history of the UMRR-ILO. Both Beth Baranski and Bonnie Cox were part of the original group that began what became the UMRR-ILO. This community presentation was attended by 20 people as well as covered by reporter Jeremy Culver of News 19 WXOW in La Crosse, Wi.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

DRAFT changes from Bylaws Committee meeting October 24, 2018; shown in blue

LEAGUE OF WOMEN VOTERS –

UPPER MISSISSIPPI RIVER REGION ILO BY LAWS

As amended at First Annual Meeting, edits in black from this meeting

ARTICLE I – NAME - The name of this organization shall be the **League of Women Voters - Upper Mississippi River Region Inter League Organization**, hereinafter referred to as **LWV-UMRR ILO**. This Upper Mississippi River Region Inter League Organization (ILO) is an integral part of the League of Women Voters of the United States, hereinafter referred to as LWVUS.

ARTICLE II – PURPOSES AND POLICY

Section 1: Purposes. The purposes of the **LWV-UMRR ILO** are to:

(a) educate the public concerning the necessity of preserving our Region’s water resources;

(b) improve public understanding and active, informed citizen participation in evidence-based decision-making as essential elements of responsible and responsive management of the natural resources of the Upper Mississippi River Region;

(c) promote resource conservation, science-based stewardship, and long-range planning for managing the region’s natural resources, efficient and economical government requiring competent personnel, the clear assignment of responsibilities, adequate financing, effective monitoring and enforcement, coordination among the different agencies and levels of government and well-defined channels for citizen input and review;

(d) publish on our website, FaceBook page, and other media outlets information related to resource preservation efforts and developments;

(e) meet with governmental representatives to report to governmental committees, agencies, and boards; and ~~generally to attempt~~ to help local, state and federal lawmakers establish ~~enforceable~~ legislation to help protect the region’s natural resources;

(f) expand and redefine our educational and environmental program from time to time as necessary to meet the continuing challenge of protecting our region’s natural resources; and

(g) collaborate with non-profit and advocacy groups to leverage impact across political boundaries

Section 2. IRC Section 501(c)(3) Purposes ~~{To be added if vote for non-profit status}~~

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 3: Policy. The **LWV-UMRR ILO** shall not support or oppose any political party or candidate.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

ARTICLE III – MEMBERSHIP

Section 1: The four state Leagues within the Upper Mississippi River Basin (Illinois, Iowa, Minnesota, and Wisconsin) shall be dues paying members of the LWV-UMRR ILO.

Section 2: All League members of dues-paying local Leagues in communities within the Upper Mississippi River Basin region shall be members of the LWV-UMRR ILO.

ARTICLE IV – THE BOARD OF DIRECTORS

Section 1: Voting members of the Board of Directors shall consist of the officers (Chair, Vice Chair, Secretary, Treasurer); a representative appointed by each of the four state LWVs of Illinois, Iowa, Minnesota, and Wisconsin; the Past Chair; a Communications Director; and other such members as prescribed in the bylaws (as described by the by the by-laws in Article IV Section 7).

Section 2: Enumeration, Qualification and Terms of Officers

The officers of the LWV-UMRR ILO shall be a chair, a secretary, a treasurer, and a vice-chair (chair elect). All officers shall be members of LWV-UMRR ILO. The chair, vice-chair, and treasurer shall be elected at the first annual meeting and at each annual meeting thereafter in each odd numbered year to hold office for two (2) years or until their successors have been elected and qualified. The secretary and vice chair shall be elected at the first annual meeting to hold office for a one year term and at each annual meeting thereafter in even numbered years to hold office for two (2) years or until their successors have been elected and qualified. ~~No person shall be elected to more than two successive terms of two years in the same position.~~ The Chair shall be elected for no more than two successive terms of two years.

Section 3: The Chair. The chair shall preside at all meetings of the organization and board of directors. The chair shall be, *ex officio*, a member of all committees except the nominating committee. The chair shall have such usual powers of supervision and management as may pertain to the office, may sign or endorse checks, drafts, and notes in the absence of the treasurer, and perform such other duties as may be designated by the board

Section 4: The Secretary. The secretary shall keep minutes of the annual meeting and meetings of the board of directors. The secretary shall perform such other duties as directed by the board.

Section 5: The Treasurer. The treasurer (or an alternate to be appointed by the board of directors) shall collect and receive all monies due. The treasurer shall be the custodian of these monies, shall deposit them in a bank and disburse the same upon order of the board. The treasurer shall present statements to the board at its regular meetings and a report to the annual LWV-UMRR ILO meeting. The treasurer, in consultation with the Board, shall be responsible to arrange for an annual financial review or audit of the books.

Section 6: The Vice Chair (Chair Elect) The vice chair shall preside in the absence of the chair. The vice chair ~~shall~~ may assume the office of the Chair after one or two terms as vice chair. The vice chair shall perform such other duties as directed by the board.

Section 7: There shall be one representative and one alternate appointed by each of the LWV boards of Iowa, Illinois, Minnesota, and Wisconsin to serve as directors. Alternate representatives vote only in the absence of the representative.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

The terms of the state board representatives shall be two years without term limits. Any vacancy of a state representative or alternate position may be filled by the appropriate state LWV board. It shall be the responsibility of each of the state representatives to act as a liaison to his or her respective state board for communication and information purposes. However, the appointed director is not required to be a member of his or her state board.

Section 8: The immediate past chair shall serve as a director on the ILO board. The past chair may assume the duties of the chair if requested by the chair to do so.

Section 9: An additional director shall be elected at the annual meeting to serve as the Director of Communications with the responsibility of developing and maintaining online communications to members and the public. The term of the Director of Communications will be two years without term limits.

Section 10: Powers. The board shall manage and supervise the business, affairs, and activities of the LWV-UMRR ILO subject to the instructions of the annual meeting. It shall select delegates to member state conventions and councils and to national conventions and national councils. It shall accept responsibility for such other matters as the national or state boards may from time to time assign to it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 11: Quorum. A quorum shall consist of a simple majority of members of the board and include at least one representative from each of the four (4) member state Leagues. Any one or more members of the board may participate by means of electronic communications, including conference telephone, allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12: Meetings. There shall be at least six (6) regular meetings of the board annually. Members of the board shall be notified of all regular meetings at least one (1) month previous to such meeting. The chair may call special meetings and shall call a special meeting upon the written request of four (4) members of the board.

Section 13: Written Consent. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for filling vacancies on the Board or on committees or removing any director or officer, may be taken without a meeting if initiated by the President (**Chair**) and a consent in writing setting forth the action to be taken, is signed by at least two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes an electronic signature, as defined in §181.0103(10p) of the Wisconsin Statutes, as amended from time to time.

Section 14: Attendance. An officer or director who misses two consecutive meetings may be ~~removed~~ ~~asked to resign~~ by a vote of a simple majority at a regular Board meeting. State Board Presidents will be asked to have their Boards appoint a replacement representative to the LWV UMRR ILO Board if a state representative has two consecutive unexcused Board meetings.

Section 15: Vacancies. If a vacancy of an officer or director occurs, the Board will appoint an individual to fulfill that position until the term is completed.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

ARTICLE V- ANNUAL MEETING

Section 1: Date. The date of the annual meeting shall be determined by the LWV-UMRR ILO board.

Section 2: Place. The location of each annual meeting shall be determined by the LWV-UMRR ILO board. The place shall rotate around the four states.

Section 3: Composition. The annual meeting shall be composed of the following voting delegates:

a) One delegate from each member League that is current in its dues payment. Any League may designate a member of another League to serve as its proxy.

b) Members of the board.

Section 4: Qualification and Voting. Each delegate shall be a member and shall be entitled to one vote.

Section 5: Powers. The annual meeting shall consider and authorize a program for study and action, shall elect officers, shall adopt a budget for the ensuing year, and shall transact such other business as may properly come before it.

Section 6: Required representation at Annual Meeting/Quorum. At least one League from each member state and at least one-fifth (1/5) of the member local Leagues must be represented at the annual meeting for any actions to be taken. Decisions can be approved by a simple majority of the voting delegates registered at the annual meeting.

ARTICLE VI- NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee. The nominating committee shall consist of at least five (5) members, up to ~~three (3)~~ two (2) of whom ~~shall~~ may be members of the board. There shall be a member from each of the four (4) states. The chair of the nominating committee shall not be a member of the board, and shall be elected at the annual meeting. The nomination of the nominating committee chair shall be made by the current nominating committee. The other members of the committee shall be appointed by the board. Vacancies shall be filled by the board.

Section 2: Suggestions for Nominations. At least ~~five (5)~~ four (4) months prior to the annual meeting, the chair of the nominating committee shall request suggestions for nominations for offices to be filled. The request will be made to the president of each member League. Suggestions shall be sent to the chair of the nominating committee at least ~~three (3)~~ two (2) months before the annual meeting.

Section 3: Report of the Nominating Committee and Nominations from the floor. The report of the nominating committee of its nominations for officers, directors, and the nomination committee chair shall be sent to the member Leagues at a minimum of one (1) month before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting during the business session. Immediately following the presentation of this report, nominations may be made from the floor, provided that the consent of the nominee shall have been secured. The election shall be conducted at the time specified in the Annual Meeting Agenda.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

Section 4: Election. The election shall be by a written ballot except when there is but one (1) nominee for each office in which case the convention can move to accept the slate by acclamation. A majority of the votes cast shall constitute an election.

ARTICLE VII – PRINCIPLES AND PROGRAM

Section 1: Principles. The Principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Section 2: Program. The program of the LWV-UMRR ILO shall consist of:

a) Activities in support of the Principles and program of the LWVUS

b) Those environmental issues that affect the Upper Mississippi River Region and are chosen by the annual meeting for concerted study and focused activities.

Section 3: Annual Meeting Action.

a) At least five (5) months in advance of the annual meeting the board shall send to the presidents of local and state Leagues a status report of the current positions with explanations of activities taken under each position, and a request for program recommendations for the next year. The board shall ask for evaluation of the current positions, may ask for suggestions for study and/or focus and may make its own suggestions for study and/or focus.

b) Local and state League boards may make recommendations for a program to the board at least three (3) months prior to the annual meeting.

c) The board shall consider these recommendations and formulate a proposed program, which shall be sent to the members at a minimum of two (2) months before the annual meeting.

d) The annual meeting shall be given a list of all program items submitted to the board but not selected by the board in addition to the board proposed program. The annual meeting may amend or modify the board proposed program by adopting a program item by a two-thirds vote of those present, which must include that of delegates from all four (4) state Leagues

e) The annual meeting shall adopt a program by a majority vote of those present, which must include that of delegates from all four (4) state Leagues.

f) Between annual meetings the board may choose to pursue ~~a program item~~ an issue not selected at the previous annual meeting ~~if there is a unanimous vote of the entire board to do so.~~

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

Section 4: Action on LWV-UMRB ILO Program.

Action may be taken in the name of the **LWV-UMRR ILO** only when authorized to do so by the appropriate board(s). Such action must be in conformity with, and not contrary to, positions taken by the **LWV-UMRR ILO**, the LWVs of Illinois, Iowa, Minnesota, and Wisconsin and the LWVUS.

ARTICLE VIII – FINANCIAL ADMINISTRATION:

Section 1: Fiscal Year. The fiscal year of **LWV- UMRB ILO** shall conform to that of the League of Women Voters of the United States

Section 2: Dues. Annual dues per each ~~local~~ member League shall be ~~\$25.00~~ determined by the Board. Any change in dues will be voted on at an annual meeting and will need to be approved by a 3/5's majority of the delegates voting.

Section 3: Budget Committee. The budget shall be prepared by a committee appointed for that purpose at least four (4) months before the annual meeting. Committee members shall represent the geographic diversity of the member state and local Leagues. The treasurer shall be, *ex officio*, a member of the budget committee but shall not serve as chair. The chair shall be a board member. At least one (1) non-board member shall serve on the committee.

Section 4: Budget. The board shall submit to the annual meeting for adoption by a three-fifths (3/5) vote a proposed budget to provide support for **LWV-UMRR ILO**. A copy of the proposed budget shall be sent to each state League president and to each local League president not less than two (2) months before the annual meeting.

Section 5: Distribution of Funds on Dissolution. In the event of the dissolution of the **LWV-UMRR ILO**, all moneys, securities, and all funds shall be distributed equally among the four (4) member state Leagues after all debts and other obligations have been met.

Section 6. Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 7. Indemnification by Corporation of Directors and Officers. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state in which the ILO is incorporated as a not for profit corporation.

Section 8. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

LWV UMRR Board Agenda and Related Material for Board meeting December 3, 2018

ARTICLE IX – PARLIAMENTARY AUTHORITY

Parliamentary Authority. The rules in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE X– AMENDMENTS

Amendments to Bylaws. These bylaws may be amended at any annual meeting by three fifths (3/5s) vote provided that the proposed amendment was submitted by a member to the board at least three (3) months prior to the annual meeting. The board may appoint a bylaws committee to review and make recommendations for amendments for consideration at the annual meeting. The board shall send any proposed amendments to the presidents of the member Leagues at least two (2) months prior to the annual meeting. Failure of presidents of local Leagues to notify their members, or of state Leagues to notify their boards, of the proposed amendments shall not invalidate the adoption of such amendments by the annual meeting.

Proposed and Adopted at first Annual Meeting in Dubuque, Iowa, October 24, 2015