

ILMSA August 2021 Board Meeting

Zoom Meeting

Time: Aug 2, 2021 07:30 PM Central Time (US and Canada)

<https://us02web.zoom.us/j/84448138085?pwd=MVRrUXhBdFFOOGxOdUd5bXdmSEpEUT09>

Meeting ID: 844 4813 8085

MINUTES

1. Call to Order

The Chair called the meeting to order at 7:31 PM

2. Roll Call

Phil Dodson, Daniel Reisner, Michael Weiss, Mike Hillegonds, Barbara Delanois, Molly Hoover, Marissa Filippo, Andy Seibt, AJ Block, Ed Stranc, Thomas Homberg

3. Approval of Revised Agenda

M, S, A to approve the agenda.

4. Approval of July Meeting Minutes

M, S, A to approve the July meeting minutes.

5. Appointment of Temporary Secretary by Board – Marissa Filippo (temporary basis, 60 days)

M, S, A to appoint Marissa Filippo as the Secretary of the Board.

6. Chair announcements

- a. New Board members – Thomas Homberg and Dan Reisner
- b. D&O Insurance – We are covered by USMS D&O umbrella policy up to \$3M. Phil will send this out this information to board members
- c. Web site ad hoc Committee – Phil is still seeking members for this committee to deliver on a new website.
- d. Board social coordinator – Phil would like someone to step forward to organize a board meeting/retreat. Andy and AJ volunteered.
- e. 1st Club grant – we approved our first club grant (applied for in June).
- f. Officials (Ed) – Ed has been working to get some Illinois officials certified as referees. There have been 3 so far, and Ed is working on 2 or 3 more officials to be certified.
- g. Fitness (AJ) I swam a Marathon – AJ has a total of 17 people who have opted into the challenge. 9 men, 8 women; 60-79 year olds are the largest group participating.

7. USMS delegates – review and approve candidates

We have 4 candidates for 5 spots for the USMS.

M, S, A to approve Andy Seibt, Molly Hoover, Mike Hillegonds, Marissa Filippo as delegates to the USMS convention this year from Illinois.

8. Investment Ad Hoc Committee

a. Recommended Investment Policy Statement

Discussion occurred related to the history and approach to the proposed new policy. The Investment Committee feels that this will be a positive, long-term policy that can of course, be changed, but is designed to give the organization a moderate rate of return without much work required by board members/officers.

M, S, A to adopt the Investment Policy Statement presented and recommended by the Investment ad hoc Committee 8/2/21.

b. If approved, motion to permit Schwab trading

M, S, A to resume trading authority in the ILMSA portfolio as needed to implement the 8/2/21 Investment Policy.

c. If approved, motion for authorized users

M, S, A to authorize the Treasurer and any two Executive Committee members be authorized to access the ILMSA investment trading platform.

Move to authorize the Treasurer and any two Executive Committee members be authorized as check signors on all ILMSA checking accounts.

9. Elections Committee

a. Review By-laws proposals

Discussion occurred article by article. Definitions were clarified and historical context was given by Barb Delanois, who originally drafted the bylaws.

b. Review Election Policy proposals

The following recommendations proposed by the elections ad hoc committee are made by the ILMSA Board of Directors to the Members of the ILMSA:

M, S, A to adopt the by-law proposals for Article II;

*Section 2.04 Club Members. Club Members are those groups **originally** comprised of no less than four (4) Individual Members, who join together to form a Club as defined in the USMS ByLaws. A Club Member must be duly registered with ILMSA pursuant to the Club Member registration requirements from time to time established by ILMSA policies, before any Individual Members, or Team Members as provided in Section 2.05, of the Club are allowed to register. Individual Members and/or Teams shall compete as a swimmer for only one Club at the same time. Individual Members and/or Teams desiring to transfer from one Club to another Club, within ILMSA or outside ILMSA, shall comply with USMS standards and requirements established for Club/LMSC transfers.*

*Section 2.05 Team Members. Team Members are those groups **originally** comprised of no less than four (4) Individual Members who join together and register with, the Club with which the*

Team desires to affiliate. A Team must be duly registered with a Club pursuant to registration requirements established from time-to-time by the Club's policies and procedures before any Individual Member shall be acknowledged by ILMSA as registered with the Team. Individual Members shall compete as a swimmer on only one Team at the same time. Individual Members desiring to transfer from one Team to another Team shall comply with USMS standards and requirements established for Club/LMSC transfers.

Section 2.06 Votes and Voting Rights.

(e) Record Date: The Record Date for the determination of the number of Individual Members registered with any Club Member or Team shall be fixed for the annual meeting of the members as the date which is 7 days prior to the meeting date ~~the Sunday before the first day of competition for the "State Meet"~~ as provided in Section 3.01. For all other meetings of the members, the Record Date shall be fixed as of the date, which is 30 days prior to the date of the meeting.

M, S, A to adopt the by-law proposals for Article III to section 3.01 a and b
(date range should be given October 1 – November 30);

Section 3.01 Annual and Mid-Year Meetings.

- (a) *The Annual Meeting of the members may ~~shall~~ be held at the ILMSA "State Meet" but shall be held no later than the 2nd Monday in May, at an ~~the~~ address and at a time to be determined by the Board and published no later than 30 days in advance of the meeting. ~~of the State Meet, on the day and at the hour specified in the notice, which shall be published in the ILMSA publication at some time between the dates of February 1st and April 1st.~~ The annual meeting may be held as a combination in-person and virtual meeting, or as a virtual-only meeting. Meetings conducted during the "State Meet" should be held between sessions in a space where all attendees are able to participate. Notification of such meeting will be provided to members per section 4.06.*
- (b) *Mid-year Meeting shall be held in ~~September or October~~ between October 1st and November 30th of each year at an address and at a time to be determined by the Board and published 30 days in advance of the meeting. The mid-year meeting may be held as a combination in-person and virtual meeting, or as a virtual-only meeting. Notification of such meetings will be provided to members per Section 4.06.*

Discussion occurred related to the use of proxies and voting at member meetings, and meetings where elections are being held. Additional discussion occurred related to obtaining a quorum at member meetings in order to do business. There is some confusion related to authorized voting members and how they are referred to in the by-laws.

M, S, A to put 5.02.1 a-g in a policy statement to be finalized later.

Section 5.02.1 Election Procedures. The Election Committee will be responsible for all aspects of the election. The Election Committee is responsible for selecting an appropriate electronic platform for conduction the election in accordance with the Election Policies and Procedures.

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M, S, A to adopt the change to Article III, Section 3.04.1

Section 3.04.1 Voting. Election voting shall be done electronically through a platform selected by the Election Committee and according to the timeline per Section 5.02.1.

M, S, A to adopt the change to Section 3.05 Proxies to include a sentence at the end stating, "Proxies shall not be used for election of Board Officers"

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M, S, A to adopt the change to Section 3.06 Agenda Proxies to include a sentence at the end stating, "Agenda Proxies shall not be used for election of Board Officers"

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M, S, A to continue discussion of the proposed by-laws changes by email.

10. Adjournment

M, S, A to adjourn the meeting.