**IASN Annual Meeting Minutes**

**October 20th, 2018**

**Springfield, Illinois**

Meeting called to order: 12:02 pm

Pledge of Allegiance was led by Cam Traut

Linda Vollinger introduced our Parliamentarian for the meeting: Azela Collins RN

Juanita Gryfinski counted 61 voting members in attendance. (Quorum is ⅔’s = 41for today)

The following have been asked to audit minutes from this meeting: Donna Kunz, Jeanne Burke and Karen Madura

Committee Credentials Report Adopted - motion per Maryanne Wesoloski, 2nd per Sue Ickes

-2018 Rules of Order were adopted with a vote of 61 (no opposition)

Agenda was adopted as proposed/posted on screen with a vote of 61 (no opposition)

Amended agenda adding Budget and Finance Report

-Amended agenda adopted - motion per Cathy Yonkaitis, 2nd per Barb Wicks

-2017 Annual Meeting Minutes were read and approved by: Linda Kimel, Linda Gibbons and Mary Gerardi. The minutes were adopted as presented.

Discussions:

“Be present in nursing -All Day -Every Day - Every School” and use our voices to get the word out.

Executive Committee and Board has been working on restructuring, and will discuss how to close out funds from divisions with an attorney with a goal date by the end of the calendar year.

\*Bylaws need changes due to restructuring and new governance model.

**Bylaws Revision Key Changes**

The change in the organizational structure of IASN requires updating bylaws. Typically for associations bylaws may be amended for small changes. With the structural change IASN has undertaken, it is more appropriate to **revise the bylaws entirely** and then submit updated bylaws document to the membership for approval.

The good news is that many of the components of IASN bylaws will remain the same: Article I Name, Article III Affiliation, Article VII - Delegate to IEA remain unchanged. Other Articles may change slightly based on the change in numbering or to align with current strategic plan. The bylaw changes proposed are based on the executive boards work with restructuring and aligning the organizational structure and strategic plan.

The proposed Draft bylaws include the following key changes:

Article I - No Change

Article II - update the 6 objects of the Association to coincide with the IASN strategic plan and current language for the CDC’s Whole School, community, child.

Article III - Affiliation No change

Article IV - Member categories D. Student 4. 4. Student members shall have the right to vote and serve as a member of a committee but not hold office and serve as Chairman of a committee.

*these changes recognize that students have valuable skills and can allow for growth and leadership opportunities for younger members also aligns with other organizations interest in cultivation of nurse leaders under the age of 40*

Article V Dues and Fiscal year - **Reduction of dues**, board approved a reduction of dues at the May 2018 Board meeting. Originally IASN sent division a portion of membership dues each month; the elimination of divisions enable the board to reduce dues. The new bylaws acknowledge this change.

Article VI - Officers becomes IASN Organizational Structure and Board

Identify and describe who the IASN Board consists of and their duties - new titles based on the new organizational structure

* The elected officers shall be a President: a President-elect: a Recording

Secretary: a Treasurer: and the Illinois NASN Director

* The Board shall be comprised of the IASN Foundation Liaison, the NASN Director and the elected officers. The elected officers shall be President, President-elect, Professional Development Director, Governance Director, Marketing/Communications Director.
* An Executive Secretary shall be appointed, but not have voting privileges. The position provides a vital role to the functioning of the organization and the role shall be recognized in the change in IASN’s organizational structure

\*This position has traditionally been provided a stipend. Most non-profit associations do not have a paid position act as an officer of the organization.

*The vast, indeed overwhelming majority, of board members of charitable nonprofits are unpaid volunteer members of their boards of directors. This is because of the conviction that board members serve voluntarily, and they should not benefit personally from their service. Charities should generally not compensate persons for service on the board of directors except to reimburse direct expenses of such service. ... Charities may pay reasonable compensation for services provided by officers and staff. In determining reasonable compensation, a charity may wish to rely on the rebuttable presumption test of section 4958 of the Internal Revenue Code and Treasury Regulation section of 53.4958-6. Source-* [*https://www.councilofnonprofits.org/tools-resources/can-board-members-be-paid*](https://www.councilofnonprofits.org/tools-resources/can-board-members-be-paid) *Source: IRS publication* [*Governance and Related Topics - 501(c)(3) Organizations (2008)*](http://www.irs.gov/pub/irs-tege/governance_practices.pdf)

Other changes in Article VI Change vocabulary/titles to reflect change in current structure identify the Board/officers

Article VII - No change

Article VIII -- Nominations and Elections - change language regarding ballot dates - due to restructuring we have not sent a ballot this year and hope to have election of officers in the future.

Article IX Meetings - add **when feasible with the Annual Conference** (this allows flexibility for other opportunities to meet as an organization and not be tied to planning a full conference)

Section 2 A/B Quorum - removed clause representing a majority of the divisions.

Article X --Update language to reflect size and titles of IASN Board - Change Quorum due to decreased board size

Article XI - Remove this Article no longer have executive committee The new IASN Board eliminates the need for an executive committee.

Article XII becomes XI Committees - Identify current standing committees their names and chairs role in the board of directors (essentially the chairs will be invited to board meetings but not have voting privileges)

Article XII **Conflict of Interest** Add statement on conflict of interest the current operating guidelines have a conflict of interest policy. IRS tax code recommends non for profit associations to include a statement in their bylaws.

XIII Dissolution (no change)

Article XIV - Parliamentary Authority

update language to indicate the following:

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall **support the governance** for the Illinois Association of School Nurses in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Illinois Association of School Nurses may adopt.

Article XV -- Amending Procedures - Changed language to align with NASNs language used in their bylaws.

The above Bylaws amendments were presented and voted on in gross.

A Standing vote was taken: 60 YES; 1 NO. The Bylaws have been amended.

Bylaws and Operating Guidelines Committee - Further amendments to Bylaws passed by the IASN Board on October 19, 2018 and presented for action at the IASN Annual Meeting.

October 19, 2019 Board Motion # 5:

The IASN Board moves that the proposed Bylaws be amended as follows:

Under Article 4, Section 1, B - change number 3 to read:

Associate members shall vote, and may participate in IASN activities, and may serve as a member of a committee, but may not hold office or serve as a chairman of a committee.

Under Article VI, Section 1, A - Add Advocacy/Legislation Coordinator, after Marketing/ Communications Coordinator.

Under Article VI, Section 2, B - Add Advocacy/Legislation Coordinator, after Marketing/Communications Coordinator.

Under Article XI, Section 1, A - Add Advocacy/Legislation Coordinator, after Marketing/Communications Coordinator.

This comes from the IASN Board and does not need a second.

A Standing Vote was taken: 60 YES; 1 NO. The Bylaws have been amended.

October 19, 2018 IASN Board Motion # 6:

The IASN Board moves that the proposed budget for 2018-19 be amended in the following lines:

1. Increase Line 105.1 to $1500 for the incoming Director to NASN to attend the 2019 NASN June Board Meeting.
2. Increase Line 109.1 to $2000 for website
3. Increase line 121 to $5000 for networking and public relations.

This comes from the IASN Board and does not need a second.

A Standing Vote was taken: 60 YES; 1 NO. The 2018-19 Budget has been approved as amended.

Meeting adjourned.