



July 18th, 2023 6:00 PM

ARTICLES OF INCORPORATION VOTE/ MEMBER MEETING MINUTES

WELCOME:

The meeting was called to order by Stefanie Sherman, President, at 6:01 PM. Stefanie welcomed ICA members and informed everyone of the purpose of tonight's meeting: the Articles of Incorporation vote. Stefanie reported the updated 2023 Articles of Incorporation to be voted on during this meeting have been sent out to members.

ATTENDEES:

Stefanie Sherman- President, Lianna Erickson-Trembath- Past President, Lydia Missal- President Elect, Anna Baird- Treasurer, Krista Doubleday- Secretary, Alicia Farina - Graduate Student Representative, Brian Smith - Bylaws Chair, Sean Nixon - Strategic Planning Chair, Monique Barber - Member, Sarah Harris - Member, Beverly Hines -Member, Justin Highhouse - Member, Jeff Edmiston - Member, Jennifer Browning - Member, Jacq Landa-Herring- Executive Director (non-voting).

ARTICLES OF INCORPORATION:

Brian Smith, Bylaws Chair, reported he noticed the Articles of Incorporation were 23 years old and in need of review. Brian suggested that an attorney review and update them, thus ICA hired an attorney to do so. Brian reported ICA's current Articles of Incorporation are more specific than they need to be and put ICA in risk of noncompliance with its bylaws. Brian listed several examples:

- The current articles list ICA as a 5013c, when ICA is actually a 501c6 as it is a professional association, therefore it needs to be updated.
- ICA's current Articles of Incorporation require that notice of a special members meeting such as this one, be published in the newspaper of the county where the meeting is taking place. ICA did so in the Statesman for this meeting, however, since ICA has the ability to hold virtual meetings now which can conveniently include all membership, and not just the ones living in a certain area, members can be more efficiently informed via email.
- The current Articles of Incorporation require that the annual ICA members meeting happen at the ICA Conference. This is problematic as it excludes people who cannot/did not attend the conference. It would be more appropriate that an annual meeting of the members is still outlined, but does not require where/when that annual meeting takes place.
- The current Articles of Incorporation refer to the board of directors as the Council, as this is the terminology ACA employed. The attorney advised ICA that "Board of Directors" is what the state refers to as the governing body of an association. ACA is also following suit and removing their use of "Council" and moving toward "Board of Directors" terminology.

ARTICLES OF INCORPORATION VOTE:

Stefanie asked for a motion to approve the updated 2023 ICA Articles of Incorporation:

Motion: Brian Smith Second: Alicia Farina

Discussion: Stefanie opened the floor for discussion. No members initiated further discussion.

Yays: 13 Nays: 0 Abstained: 1 (Jeff Edmiston abstained from voting. Stefanie and Krista both requested that Jeff submit his vote verbally and waited a couple minutes. Jeff did not respond during the meeting)

Motion Passes and the updated 2023 Articles of Incorporation are approved.

CLOSING STATEMENTS & ADJOURN:

Stefanie thanked all members for attending the meeting and reported that with the Articles of Incorporation being approved, ICA will begin updating the bylaws with the attorney and Bylaws Committee. Lianna encouraged members that would like to support ICA in rewriting the bylaws, to please contact ICA. Stefanie also invited members to join committees they are interested in and explained how to access meetings on the ICA website. Stefanie reported that the next Membership Meeting is scheduled for this Friday, July 21st at noon. The meeting will be a Q&A surrounding the ICA Restructure. Monique reported she will not be able to attend and asked if the meeting will be recorded. Stefanie reported it will be recorded and members are encouraged to email ICA leadership with questions they would like answered and ICA will take time to individually answer those questions during Friday's meeting. Stefanie adjourned the meeting at 6:15 PM.