



2023 Women's Council National  
Special Governing Board Meeting  
Zoom virtual meeting  
Tuesday, August 29, 2023, 11:00am – 12pm CT

**Disclaimer:** Minutes approved by First Vice President Tammy Noll-Adams and the leadership team, signatures are omitted for privacy purposes. Minutes are posted online immediately following approval.

**Chair:** 2023 National President, Chris Pelkola Lee (ID)

The meeting was called to order at 11:00am  
President Chris Pelkola Lee welcomed everyone and introduced the head table.

**Pledge of Allegiance** – Molly Bruno (CT)

**Inspiration** – Tanya Blair (OH)

**Fiduciary Responsibility** – President Chris Pelkola Lee reminded the Governing Board of their fiduciary responsibility to the Women's Council.

**Quorum** – There were 52 Governing Board members present and a quorum was established. Governing Board members were instructed to put #GB in front of their name so they could be easily identified during the meeting.

**Ground Rules** – There being no objection, the ground rules were approved.

**Approval of Agendas** – 2023 National President Chris Pelkola Lee

The Agenda and Consent Agenda were distributed to the Governing Board prior to the meeting. The Consent Agenda was approved without objection.

President Chris Pelkola Lee reminded the attendees that Election Buddy will be used for the Proposed Bylaws Changes of which a 2/3<sup>rd</sup>s vote in the affirmative of the members present. The proposed changes were noticed and distributed by special email to the entire membership 30 days prior to the meeting. President Chris Pelkola Lee also reminded the attendees that the compliance notes could be found on page 4 of their agenda.

A test vote was conducted to ensure everyone had a signal to send and receive email.

First Vice President Tammy Noll-Adams presented **Motion #1** on behalf of the Executive Committee. Amend National Bylaws Article IV (4)-Dues and Assessments Section 1A & 1B

*1A Annual membership dues for all Active ~~and~~ National Affiliate ~~and~~ International Affiliate members of the Women’s Council shall be in such amount as established ~~annually~~ by the Governing Board, plus Local and State Network dues when applicable.*

*~~1B Annual membership dues for all International Affiliate members shall be: US\$100~~*

First Vice President Tammy Noll-Adams presented rationale below for the Bylaws change.

***“This proposed change removes the stated National dues dollar amount from the bylaws and moves it to policy. In doing so, this does not change the authority of the Governing Board. Any proposed National dues changes would still require a vote by the Governing Board for approval. By removing the dollar amount from the Bylaws, any future proposed change would require a majority vote and would not need to be sent to NAR for the NAR Board of Directors approval as is required of any of our Bylaws changes, decoupling our finances from NAR’s approval and retaining the authority within our own Governing Board.***

***Since our National dues dollar amount is currently a bylaws change, any proposed changes also require a 30-day notice of membership just as any other proposed bylaws changes (such as this one). Removing the National dues dollar amount from the Bylaws would also allow more flexibility on the floor during debate at our Governing Board meetings should the body propose an amount greater than what was noticed to members (which has come up during discussion at Finance & Budget but which we were not able to entertain during discussion) since a proposed change by the body would not require 30-days notice.***

***This proposed bylaws change also provides more latitude for the Finance and Budget Committee to offer amendments after reviewing the finances at the onsite meeting and before the meeting of the full Governing Board.***

***This verbiage mirrors that which is existing already in the NAR bylaws and aligns us with more modern association management.***

***We do not currently have International Affiliate members, but this would also allow us to address this membership type in policy in the future.”***

No discussion or debate took place.

Yes-- 54 votes  
No-- 0 votes  
Abstain-- 4  
Motion passes 100%

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First Vice President Tammy Noll-Adams presented **Motion #2**  
Amend National Bylaws Article IV (4) Dues and Assessments Section 2

*All local, state and national dues of members of Women’s Council shall be billed by and paid to the Women’s Council. State and local networks shall notify the Women’s Council in writing of any changes in the state or local dues no later than the deadline published each year per Women’s Council policy. Failure by a state or local network to notify the Women’s Council by this date will result in the Women’s Council billing members at the previous year’s state or local dues amount and delay the effective date of any change in the state or local dues amount.*

First Vice President Tammy Noll-Adams presented rationale below for the Bylaws change.

*“This proposed language clarifies that it is the responsibility of the State and Local networks to notify National of any State and Local dues changes prior to our published deadline for billing purposes.”*

No discussion or debate took place.

Yes-- 53 votes

No-- 1 votes

Abstain—0

Motion passes 98.15%

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President Chris Pelkola Lee reported to the attendees that since these first two motions are related to dues collection and notice to the National network for billing purposes, the State and Local Bylaws will also now be automatically updated to reflect these changes, as they must be in alignment with the Women’s Council National Bylaws with regard to membership type and dues billing. The changes will be made as per the redline noticed changes, for informational purposes.

First Vice President Tammy Noll-Adams(GA) presented **Motion #3**  
Amend National Bylaws. Article VII (7) – Elective & Ex Officio Officers

*4D Should an Officer be removed from office by a special meeting of the Governing Board as per the rules outlined herein, that person is no longer eligible for an elected leadership position in any Local, State or National Women’s Council Network.*

First Vice President Tammy Noll-Adams presented rationale below for the Bylaws change.

*“This proposed change will prevent a person who has been removed from office by a vote of the membership at either the local, state or national level to be eligible from holding an ELECTED position in the future at an alternate network. It does not bar membership nor committee participation. This recognizes that if a person has been removed from office, it is the result of an irreconcilable conflict and is a difficult avenue for a network and membership to pursue, per our bylaws. It is never undertaken lightly and reflects the confidential nature of the details of removal from office and the respect for the membership decision. It is proposed to ensure that a person so removed from office can not then move their membership to another network and proceed with the same disapproved behavior. It does not*

*apply to those that have voluntarily resigned from office, a possible alternative route to resolving officer conflict which is always preferred outcome.”*

President Chris Pelkola Lee called on members alternating discussion to speak in favor or against the motion. Discussion was closed at eight minutes per the Rules of the Day.

Yes—46 votes

No—6 votes

Abstain—0

Motion passes 88.46%

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First Vice President Tammy Noll-Adams presented **Motion #4**

Amend the State Bylaws. Article IV (4) – Governing Board

*Section 4 B (2<sup>nd</sup> paragraph) Upon receipt of such a petition or written requests from the required Governing Board members, the President or First Vice President shall notify each member of the Governing Board of such meeting in writing. Not less than fifteen (15) days nor more than thirty (30) days’ notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted at such meeting.*

First Vice President Tammy Noll-Adams presented rationale below for the Bylaws change.

*“The addition of the First Vice President recognizes that it is the job of the First Vice President to provide written notice to members of upcoming meetings. Additionally, should the special meeting being called be for the purpose of removing the President, this would allow the First Vice President to give written notice of the meeting resolving any notice conflict with the officer being recalled.”*

No discussion or debate took place.

Yes—54 votes

No—1 votes

Abstain—0

Motion passes 98.18%

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First Vice President Tammy Noll-Adams presented **Motion #5**

Amend the State Bylaws. Article VI (6) – Elective Officers

*Should an Officer be removed from office by a special meeting of the Governing Board as per the rules outlined herein, that person is no longer eligible for an elected leadership position in any Local, State or National Women’s Council network.*

First Vice President Tammy Noll-Adams presented rationale below for the Bylaws change.

*“This change is being proposed across all bylaws levels as per detailed in the National Bylaws proposed changes previously presented in Motion #3.”*

No discussion or debate took place.

Yes—48 votes

No—6 votes

Abstain—0

Motion passes 88.89%

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First Vice President Tammy Noll-Adams presented **Motion #6**

Amend the Local Bylaws. Article IV (4) – Governing Board

Section 4B (3<sup>rd</sup> paragraph) *Upon receipt of such a petition or written request from the required Governing Board members, the President or First Vice President shall notify each member of the Governing Board of such meeting in writing. Not less than five (5) days nor more than fourteen (14) days notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted as such meeting.*

No discussion or debate took place.

Yes—55 votes

No—0 votes

Abstain—0

Motion passes 100%

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First Vice President Tammy Noll-Adams presented **Motion #7**

Amend the Local Bylaws. Article VI (6) Section 4 – Elective Officers & Directors

*Should an Officer or Director be removed from office by a special meeting of the membership as per the rules outlined herein, that person is no longer eligible for an elected leadership position in any Local, State or National Women’s Council network.*

No discussion or debate took place.

Yes—48 votes

No—7 votes

Abstain—0

Motion passes 87.27%

President Chris Pelkola Lee thanked the Executive Committee.

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First Vice President Tammy Noll-Adams presented **Motion #8**

*Motion to authorize staff to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Council in connection in these amendments to the national, state and local network bylaws.*

Motion was seconded by Irene Garcia (WA).

President Chris Pelkola Lee asked if there were any objections to approving the motion that staff be authorized to make administrative corrections as stated.

No discussion or debate took place.

No objections by virtual hand.

Motion passed

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President Chris Pelkola Lee thanked the Executive Committee again and Governing Board members.

**Announcements** President Chris Pelkola Lee

President Chris Pelkola Lee reported that she had hoped to have more formal tech update but the new features or not ready to rollout at this time.

Staff had met with the National Liaisons and some of the local networks to cover the rollout of the rosters and network builder. Old rosters are still available but have not been updating since the membership drop on March 31<sup>st</sup>. Members should be using the network builder tool behind the account login on wcr.org. If there are any discrepancies or errors, networks should reach out to their National Liaison.

President Chris Pelkola Lee reported that a new CEO was hired. She thanked the search committee made up of Chris Pelkola Lee (chair), Sylvia Seabolt (TX) (past president), Tracey Royal (IL) Executive Committee, Sindy Ready (AZ) past president & Executive Committee, 2023 Leadership Team—Kerri Hartnett (OR) President elect, Tammy Noll-Adams (GA) First Vice President, Cheryl Keller (CA) Treasurer.

Reminder of next Governing Board meeting on November 16, 2023, 9:30am – 12pm in Anaheim, CA.

Meeting Adjourned