



## State Board Meeting Minutes March 4, 2015 – Teleconference

### Prior to Meeting

- Congratulations to Pat Nowak of Burlington BPW for her re-election!

### Call to Order at 8:03 p.m. EST by Carolyn Frazier

Roll Call completed by Danielle Martel, please see attached Roll Call Report

Quorum Established by Carolyn Frazier

Pearl Gilbert of Franklin County made a motion to accept the Rules or Order for Teleconference as printed, seconded by Donna Rae Heath of St. Johnsbury. There was no discussion, and the motion passed unanimously.

Alice Kitchel of St. Johnsbury made a motion to accept the agenda as printed, seconded by Marilyn Grunewald of Franklin County. There was no discussion, and the motion passed unanimously.

### Executive Committee Reports

- President's Report – Carolyn Frazier
  - Town Hall Report: Carolyn Frazier, Alice Kitchel, and Danielle Martel participated on the phone conference. The discussion was based around leadership and how to increase mentoring to help increase the number of people moving up the chairs from the Local to the State level. Also the idea of changing the make up of State committees with chairs from all the Local Organizations like what was done with the Membership committee this year. Also, would like to have one face-to-face meeting in the fall.

### Other Reports

- Bylaws – Carolyn Frazier for Leslie Germain
  - Proposed Bylaw Amendments:
    - Article VIII, Section 2 a: delete last sentence.
    - Article VIII, Section 2 b: delete last sentence.
    - Article VIII, Section 2 d: delete last sentence.
    - Article XI, Section 2: replace “published in the official State publication” with “sent with the Call to Convention”.
    - Article XIII, Section 1b: delete “and Editor of the State publication”.
    - Article XIII, Section 1h: delete completely
    - Article XIII, Section 3c: delete 2 and 3 completely, and delete “other” from 4.
    - Article XIII, Section 5g: delete completely.
    - Article XIII, Section 6: replace “thirty (30) days prior to said convention” with “based upon a date designated by the President”.
    - Article XIII, Section 7: replace “Federation” with “State Organization”.
    - Article XIV, Section 1: delete “and the Editor of the Vermont Working Woman”.
    - Article XVI, Section 1: delete “Foundation” and replace “Public Relations” with “Communications”.



## Vermont Business and Professional Women's Club, Inc.

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- Article XVI, Section 5: replace “as many members as deemed necessary by the Chair” with “a Representative from each Local Organization’s Bylaws Committee”.
- Article XVI, Section 6: replace “two members” with “a Representative from each Local Organization’s Finance Committee”.
- Article XVI, Section 7: delete completely.
- Article XVI, Section 8: delete “The Historian prepares the annual President’s scrapbook”.
- Article XVI, Section 9: replace “as many members as deemed necessary by the Chair” with “a Representative from each Local Organization”.
- Article XVI, Section 11: replace “and as many members as deemed necessary by the Chair” with “and/or co-chairs for each state in our Federation and a Representative from each Local Organization’s Legislative Committee”. Also, delete “The chair shall present the (proposed) National Legislative Platform to the convention body for discussion and recommendations”.
- Article XVI, Section 13: delete and add the following “The Communications Committee shall be comprised of a Chair and members of from each Local Organization’s Communications Committee. It shall be the duty of the Communications Committee to interpret the BPW Foundation and State Programs through available media such as a website, technology and public relations, and to encourage the use of these media.”
- Article XVI, Section 14: replace “as many members as deemed necessary by the Chair” with “a Representative from each Local Organization’s Young Careerist Committee”.
- Article XVIII, Section 3: delete completely.
- Article XIX: delete “The maker of a motion and the second must be from different Local Organizations.”

Danielle Martel of Franklin County made a motion to forward these proposed amendments to State Convention, seconded by Kim Bina of Westshire. Discussion: Marilyn Grunewald of Franklin County goes on record of saying she disagrees with changes number 6 and 8 above, based on prior experiences. Motion passed unanimously.

- Finance – Donna Rae Heath

- Proposed Budget attached to the agenda. Donna Rae Heath pointed out that we are keeping general liability insurance in the budget to cover any venue rentals for conferences or convention. Marilyn Grunewald suggested we increase the amount of State Committee funds, and Carolyn Frazier mentioned that the Convention booklet and publications are coming out of Convention funds not State Committee funds.

Marilyn Grunewald of Franklin County made a motion to move this proposed budget to State Convention for approval, seconded by Alice Kitchel of St. Johnsbury. Motion passed unanimously.

- Nominations –

- Slate as of today
  - Danielle Martel running for Vice President
  - Kathy Butler running for Treasurer
- Carolyn Frazier has volunteered to run again for President if there are no other nominations
- Lou & Staci will have to ask for nominations from the floor for any vacancies at Convention

- Legislative Platform/501c3 limitations

- Per Donna Rae Heath: look at the IRS website’s 501C3 limitations document page 8.

**Adjourn by Carolyn Frazier at 8:49pm EST**



**Announcements**

March 15 Call to Convention with proposed Bylaw amendments, Budget proposal, Convention registration information and Slate of Officers

April 3 State Award Deadlines

April 18 Convention Board Reports Due to President

May 1 Convention Begins

Add March 14<sup>th</sup> – Women Joining Forces program led by Donna Rae Heath.

Donna Rae Heath updated our information with the Secretary of State, must be done biannually and she will put the site/username/password in the Policies and Procedures Manual.

Donna Rae Heath has been updating our Policies and Procedures Manual, and will send out a draft to the Board to add information as well. Carolyn Frazier would like the final draft to be brought to the post-Convention meeting in May.

**Respectfully Submitted:**

**Danielle Martel**  
Secretary 2014-2015