

Minutes of the Meeting of WILPF US Board of Directors  
May 17, 2016  
Held via teleconferencing

**Board members present:**

President: Mary Hanson Harrison  
Secretary: Candace Perry  
Chair of the Development Committee: Marybeth Gardam  
Chair of the Nominating Committee: Laura Dewey\*  
Chair of the Program Committee: Maureen Ngozi Eke  
Chair of the Program Committee: Odile Hugonot Haber  
At-large Board Member: Dixie Hairston\*  
US Section Member of the International Board, Melissa Torres

**Board members absent:**

Interim Treasurer/Chair of Finance: LaShawndra Vernon  
Chair of the Personnel Committee: Nicole Scott

**WILPF members, non-Board present:** Ellen Schwartz, Darien De Lu, Regina Sneed, Robin Lloyd

**Also present:** Lamia Sadek, Managing Director

The meeting began at 8:30 pm (EST). Dixie facilitated. Darien served as timekeeper.

Dixie announced new developments since the last board meeting: LaShawndra is our new Interim Treasurer/Chair of Finance. There are now openings for Chair of Membership Development and a second At-large Board Member.

Minutes from the March 22 meeting were approved with the correction made by Candace. An ad hoc board giving committee was approved (not an ad hoc development committee). Minutes will be posted on the website.

Lamia gave her Managing Director report. She is interviewing for a bookkeeper and an editor for P&F and eNews. The editor can work remotely, but the bookkeeper needs to be in Boston area, which is proving difficult. Both are contract positions. Current bookkeeper only able to come in one day every other week, and more time is needed. Two intern positions are available: communication (have a good potential candidate, recommended by Brandy Robinson). The other intern would work on program, and Lamia has had input from Odile and will put together a job description. After her vacation Lamia found that Joan Bazar is unable to continue producing eNews. Lamia put together a brief eNews with mostly International info, but realizes it's a lot of work, and the new editor will do this. Finance details are in the attached report. Lamia pointed out that our PAX fund account had a gain this quarter.

Questions: Marybeth asked if the income of \$16,000 shown as donations and renewals could be separated to show details in each category. Lamia says current database doesn't show what portion of a donation is renewal and what is donation. Need to do some more work, discuss w/Donor Perfect, thinks it's a good idea. Mary added that Yvonne Logan donation is less w/ PDF percentage. "Total income" shown reflects the deduction.

Melissa's IB report moved up. She'll also explain the new immigration committee. Upcoming IB meeting will be on line. Working on section reports, thanks to Lamia. Houston unable to work much due to floods, but some members have been working. Houston branch adopted a local school for immigrant children. Working on school kits. Candace asked if immigration a new issue committee or under another issue committee. Melissa pointed out that the committee was approved at Congress in Detroit, Houston is the

lead branch. There is currently no information about the committee on the WILPF US website. Mary asked if other branches could be included, since some are already active on this issue. Melissa said any other branches could be involved. Odile suggested that some reports on this committee could go into eNews so all be alerted. Melissa had to leave the call at the end of this discussion.

LaShawndra was not on call, so there was no finance report.

Marybeth reported for the Development Committee. Long range plan to be presented in July. Thanked all for committing to training Oct. 14 – 16 in Chicago. Working towards more vibrant requests, on line fundraising. Hopes to come back in July with more detailed proposal for needs to upgrade the website as relates to fundraising. Ad hoc committee which was approved has met and makes the following recommendations for board donorship:

- 1) THE NOMINATING COMMITTEE will engage with Board Candidates and with newly elected Board Members to raise this issue and remind them of their obligation, including alternative ways of giving besides cash donations.
- 2) NEW BOARD MEMBERS will receive a congratulatory card from the Board as a whole and the Nominating Committee, reminding them of their donor responsibilities and asking them to sign off on their pledge.
- 3) A NEW FORM will be provided to Board Members to help them track their donations, along with the parameters for what kinds of donations can be included as 'in kind' donations.
- 4) REGULAR REMINDERS will be sent to Board Members to help them track their donations and stay compliant with their pledges.

**In the absence of any blocks or stand asides, the above recommendations were agreed by the board.** The One WILPF call, which Marybeth was asked by the board to organize was also outlined. Details in attached Development Report.

Darien reported to the board and asked for the committee's mandate to continue for at least 2-3 years. She also outlined other mandates for the committee, see details in attached committee report. Some examples of issues which need to be addressed are the process for selecting the IB member and the UN representatives. Marybeth endorsed continuing Ad hoc bylaws committee, and had to leave the call. Mary proposed an email discussion to continue discussing these issues. Committee has no mandate. Candace proposed that we ask the ad hoc committee to continue for 2 years. **With no blocks or stand asides, it was agreed that the Bylaws ad hoc committee be continued for another 2 years.**

Laura presented the Nominating Committee report, with the timeline presented as shown on the attached. **With no blocks or stand asides, the proposed schedule for elections for the 2017 board was approved.**

Program committee reports were sent by Odile and Maureen. They were disappointed by lack of response to their program proposal. Looking at what branches are doing and trying to connect them is a priority. Lamia working on an intern to help program. Odile was surprised that we will be paying them. Non board member Regina Sneed wanted to speak about program. SF/East Bay branch met May 14 and members of the 2 branches plan to review the program report and get back. She suggested branches may have responses after the deadline of May 3. Also suggested that branches look at report and state which events they'd like to be part of. Ask branches to be part of national campaigns. Odile appreciated and will reach out to Regina.

Nicole was not on the call, so Personnel Committee report was not given.

Mary asked that Young WILPF (Y WILPF) go on the agenda in July. Board members are asked to look at the Australian section Y WILPF which serves as an excellent model. Dixie volunteered to put material together and make a proposal to the next board meeting. Laura wanted to hear what are the issues that concern younger members, and Dixie will include this in her report.

Laura felt we needed to have a fuller discussion about program. Odile pointed out that there is a monthly program call.

Next board meeting Tuesday, July 19.

Mary wanted it noted that the Steering Committee had allowed a per diem allowance to reimburse Lamia for expenses. Ask that Nicole report on this for the record.

Meeting adjourned at 10 pm (EST).

Respectfully submitted,

Candace Perry, Secretary

Attachments:

- Managing Director's report, PDF
- Development Committee report, word doc
- Nominating Committee report, pdf
- Ad hoc By Laws Committee report, word doc

Report of Nominating Committee Chairperson to WILPF-US Board  
May 16, 2016

The Nominating Committee (NC) met on May 11 to discuss the timeline for board elections. It was decided that fall was preferable to winter for holding elections, to avoid the holidays. A timeline is proposed for board approval. Since the elections would be held earlier than the previous ones, this means that board positions would be shortened by a month or two, depending on when the first board meeting following the elections is held.

The open positions are Treasurer (3 years), Personnel Chair (3 years), Program Chair (currently Odile's position; 3 years), Membership Development (3 years), At-large (1 year: third year of a vacant position). The Membership Development and one at-large position are currently vacant; these may be filled by the board between now and the next term. As soon as the timeline is approved, the NC will begin publicizing the elections and open positions.

Respectfully submitted,  
Laura Dewey

### **Proposed Elections Timeline**

Sept. 2, 2016            **Friday, 9:00 pm** in every time zone via email timestamp **DEADLINE** for submitting nominations of members to be invited to apply for board positions

Sept. 11            **Sunday, 11 pm** in every time zone via email timestamp **DEADLINE** for submitting 1) applications of members applying for board positions and 2) recommendations of members applying for board positions (any member who applied after having been nominated by a nominator already has a recommendation in place from that reviewer as of the Sept. 2 deadline for nominations so nothing new is due from the nominator).

Sept. 26 Noon deadline to get ballot to Lamia for last look before printing.

Oct. 14    Ballots mailed via first-class postage and a notice to members will be provided to everyone of the exact date.

Nov. 19            **Saturday, DEADLINE**, ballot postmark date required for ballot to be timely.

Dec. 4            **Sunday**, ballot final tally by counting branch (TBD\*) and information given to Nominating Committee and President; all candidates are contacted.

Dec. 5            **Monday**, election results publicized – all Board members notified, and eNews to all members and published to website

First board meeting following elections: New board members are seated.

## Bylaws Committee Report to the Board May 2016

### The Ad Hoc Bylaws Committee's Uncertain Status and Recent Work

The ad hoc Bylaws Committee continues to meet on a monthly basis, although it no longer has a mandate. As an ad hoc committee, we should either have a mandate or disband, and this report seeks to provide the board with the background information necessary to make a decision about the committee's future.

Currently, the committee consists of Darien De Lu (chair), Barbara Nielsen, and Anne Henny. If the committee will be continuing, we would welcome inquiries from WILPF US members who might want to work with us.

In March of 2016 the committee completed over a year's work of meticulously reviewing and "rectifying" the Bylaws provided on the WILPF US website (at <http://wilpfus.org/about/wilpf-us-section-bylaws>). The rectification process involved correcting various errors of formatting that had crept into the online version of the Bylaws, changing wording that had been inaccurately revised following the passage of a 2014 Bylaws amendment, and updating quotations from the WILPF International Constitution in the WILPF US Bylaws -- based on the current International document language. In addition to the three committee members, former member Ellen Schwartz assisted significantly in this work.

The committee has also spent some time looking at and discussing a problematic situation for WILPF US, namely, the long-standing absence of a "practices and procedures" guidelines document for our organization. This lack affects the Bylaws, because language on matters that do not properly belong in bylaws has ended up in our Bylaws and remained there due to the lack of some other "secure" place where it would be formalized. That a long-standing organization like WILPF US should have no practices and procedures document is a remarkable breakdown of organizational continuity.

We are very glad to hear that some efforts have been made to compile a Practices and Procedures Manual, and we would like to confer with those working on that project.

### What Mandate Should the Committee Have?

The committee is now prepared to enter upon new projects, and we are well aware of a number of areas in the Bylaws that could benefit from amendments. The Bylaws provide a process, a member vote, whereby the Bylaws can be amended. That member vote has typically been combined in the same ballot as the elections for board members. The mandate the board establishes for us will define the committee's direction.

We on the committee have discussed different areas in which we might work. I propose to the board that it consider giving us a mandate to work in one of the two ways I describe below, proposing either "operational" amendments or "consistency" amendments.

Operational amendments would address key, substantive Bylaws changes that would be needed to clarify and/or improve current WILPF US operations. For example, I am aware of conversations about changing the start and end timing for the term of office of the International Board Member. The board as well as other WILPF US members would be encouraged to suggest topics and content for possible amendments.

Consistency amendments would result from a review of the Bylaws for all those less substantive changes that would be needed to correct internal inconsistencies and/or to have the Bylaws conform with our current practices and circumstances. For example, the citations of Pennsylvania Nonprofit Corporation Law in section IV.A.5 are no longer correct, because the numbers have changed for the sections of the relevant laws. A possible amendment would likely reword the section to avoid specifying the numbers, or it might address the content issue in some other way.

Please understand that the Bylaws Committee has kept a running account of where some such changes are needed. If the board decides that the committee mandate should be an operational one, then any resulting operational amendments would also be drafted to address consistency issues in the Bylaws sections being amended for operational reasons.

#### Another Possible and Fundamentally Different Mandate Option

The committee has also discussed the idea of expanding the nature of the Bylaws Committee to making it more like a governance committee. In this scenario, the committee could address ways in which we, as an organization, could work (be organized or structured) more effectively. The committee could look into solutions of various kinds to the functional challenges that we face.

We needn't change the committee name; it would be sufficient to address such an expansion in our proposed mandate. Our mandate for the next period could be broad enough to include such governance work.

Doing some nationwide organizational assessment might be a way to focus member interest on the reasons for a need for organizational change while also involving members sufficiently to get a coherent response. What is it that we -- WILPF US -- have to offer that we want to keep alive? What makes us distinctive -- and is that distinction one that still allows us to be effective?

This possible committee direction might be better suited to 2017, to allow for board standing committees to do initial work to prepare for what could be an organization-wide focus.

#### Further Considerations

Of course, the board may also create another mandate. Also, along with the mandate, the board could decide on how long the ad hoc Bylaws Committee should continue. A two- or three-year extension of the committee might provide sufficient time for substantial work progress plus a reassessment of the possible reasons for a further extension.

If some other mandate is the intention of the board, the committee members respectfully request some kind of consultation process with us prior to the board decision; that way the committee can outline benefits, challenges, and concerns anticipated for the possible mandate. In the past, the board assigned a mandate without consultation, and the mandate was largely unworkable. About two years passed in unsuccessful work, while the committee sought to comply with the mandate.

The committee is available to answer questions and to provide more information. Our next committee meeting is May 10.

Darien De Lu, Chair, Bylaws

Committee

Time)

(916) 739-0860 (landline, Pacific

## BOARD REPORT

### THE DEVELOPMENT COMMITTEE - May 2016

**Committee members:** Dixie Hairston, Brandy Robinson, Robin Lloyd, Mary Hanson Harrison, and chair Marybeth Gardam. We continue to seek additional members.

**This is the second 2016 Board Report from our Committee.** We have been meeting approximately every two weeks (except for the first 2 weeks of March) since December. When possible our Managing Director attends our meetings. Marybeth has not been able to convene meetings in May due to her travel schedule and details related to the wedding of her daughter.

#### I. INCOME REPORT

The Income report from Lamia Sadek, **showed a total income since January 1<sup>st</sup>, 2016 of \$131,655.26.**

**January till March \$64,945.67**

**March till May Net \$66,709.59**

Of these amounts the majority of the income derives from large major gifts from two major donors and three charitable funds (Craig's List Charitable Fund, JAPA Disarmament Fund and the Greater Milwaukee Charitable Foundation). \$1000 was a Bequest.

That means that while the income total looks great, we are still too reliant on a handful of generous donors for the long term stability and sustainability of WILPF.

#### II. ADDRESSING SUSTAINABILITY WITH DEVELOPMENT OF A LONG RANGE PLAN

We need to find a way to increase participation in our fundraising to include ALL Board Members and many many more members (both at-large and in branches) throughout the country. We need to gain the assistance of branches in identifying local qualified Progressive donors outside of WILPF who we can approach for Major Gifts.

**PROPOSAL:** In March we reported our intention of developing a long range plan for Development which we will share with the Finance Committee of the Board for purposes of fine-tuning. Our plan will suggest a goal from members, as well as goals from other sources, a budget for development activities and a goal for 2016 and 2017. Once the Finance Committee signs off on this DRAFT PLAN, probably in June, we will present it to the full Board.

**UPDATE:** We have been delayed by the postponed startup of the Finance Committee meetings and the necessary distraction for Marybeth of planning a May wedding for her daughter. Our initial Finance Committee meeting was scheduled for May 10<sup>th</sup>. **We plan to have the Finance Committee review and approve our plan at their next meeting in June. If that goes well, we hope to present the plan at the July Board meeting.**



### III. BOARD & DEVELOPMENT TRAINING in Chicago in October.

Our Managing Director Lamia Sadek applied to our Fiscal Sponsor PEACE DEVELOPMENT FUND for a free training for WILPF US. Amid much competition, we won this prize, worth \$15,000. In March I was asked by our President and the Board to pursue plans to make this a reality. The CAPACITY TRAINING is a critical need for WILPF US so we are all on the same page about administrative and fundraising goals. And it represents a great opportunity for the new Board to come together face-to-face. We are grateful to Lamia for her part in securing this important and valuable training.

The training will occur the weekend of October 14-16 at the venerable Hull House in Chicago. Kathy Sharkey of PDF will be the facilitator. We will be staying at the Crowne Plaza hotel in Chicago, just a short walk from Hull House. So far the entire Board has agreed to attend. We are also inviting Robin Lloyd and Brandy Robinson of the Development Committee, and of course Lamia, our Managing Director. We will be sending out the agenda and nailing down commitments in the coming weeks.

### IV. BEQUEST/MEMORIAL GIFTS

With the advanced age of most of our members, it is irresponsible to NOT have a vibrant campaign for soliciting and promoting both Memorial Gifts (for members to honor departed friends and colleagues) and Bequests (for members to leave a legacy to WILPF, the organization which has meant so much to them over the years).

**PROPOSAL:** In March we proposed to initiate a plan for pursuing these gifts over the course of the next 3-5 years, with most of the development work done up front. There will be expenses related to this campaign, but they should be spread over 3-5 years.

#### **UPDATE:**

This campaign will be part of the plan we present for a long rang development plan to Finance Committee, then the full Board.

### V. ONLINE FUNDRAISING

Our committee members are excited about the possibility of beefing up online fundraising, both on our WILPFus website, and through a variety of other organization websites. For instance the idea of partnering with organizations like CREDO, which use their online resources to raise money for non-profits, is something we want to explore and move forward. Our plans for online fundraising are linked to two initiatives that we are strongly advocating.

#### **A - A SOLIDARITY ACTION that can act as a hook for regular online fundraising –**

We hope to work closely with the Program Committee to identify one SOLIDARITY ACTION a year which would lend itself to promotion (of WILPF as well as of the event) on social media and provide a link for online donations.

## **B - RE-DESIGNING THE WILPF US WEBSITE –**

We also planned to present at the May Board Meeting a proposal for WILPF US to re-activate efforts to evaluate the existing website and to gather bids and design proposals for a new website that will be more flexible and responsive, for rapid response fundraising and increased visibility and EASE of donating. Our Managing Director has asked that we postpone this until we can put into the proposal in detail exactly what we feel is missing from our website currently. This will take more time than we've had.

### **UPDATE:**

**A** - More input on identifying a **Solidarity Action** that branches and members could agree to rally behind will be gained in the **June 23<sup>rd</sup> ALL MEMBER PHONE CALL**.

**B – Revamping the Website** - We will work to identify the flaws of this current website in detail, and present them at the July Board meeting with a formal proposal to gather quotes to redesign the website.

## **VI. BOARD SUPPORT**

There have been disappointing levels of Board donorship historically in WILPF US. This had continued through the period January – March, 2016.

**In MARCH** we proposed that together the Development Committee and the Board identifies a way to compellingly remind Board Member of their ANNUAL obligation to raise or donate \$500 each (or more), without offending anyone. We must have board support, not only for the dollars we need, but also to demonstrate 100% participation of our Board in our fundraising efforts to potential donors and funders. The Board asked us to develop a plan.

### **UPDATE:**

Our ad hoc committee met to review this delicate subject and proposes the following ways in which we can encourage more Board Donorship to meet their obligations.

- 1) THE NOMINATING COMMITTEE will engage with Board Candidates and with newly elected Board Members to raise this issue and remind them of their obligation, including alternative ways of giving besides cash donations.
- 2) NEW BOARD MEMBERS will receive a congratulatory card from the Board as a whole and the Nominating Committee, reminding them of their donor responsibilities and asking them to sign off on their pledge.
- 3) A NEW FORM will be provided to Board Members to help them track their donations, along with the parameters for what kinds of donations can be included as 'in kind' donations.
- 4) REGULAR REMINDERS will be sent to Board Members to help them track their donations and stay compliant with their pledges.

**The full report and detailed recommendations of this ad hoc committee is attached.**

**WE REQUEST THAT THE BOARD APPROVE THESE CHANGES TO THE WAY THAT BOARD GIVING IS PURSUED AT THE MAY MEETING.**

## VII. SPRING APPEAL

Our 2016 Spring Appeal was mailed on Tuesday, May 10<sup>th</sup>. It should be in everyone's mailboxes right now. We have been reminding folks through Facebook, tweets, and emails to respond to the appeal. We also remind the Board to be part of this important appeal, give now!

**THE FOCUS OF THE APPEAL is to outline the serious needs for funding program at WILPF US**, which connects with branches, issue committees, mini-grants, UN Practicum, our historic peace initiatives and all the ACTIONS invested in by our members and branches. The appeal connects the needs for PROGRAM SUPPORT and the Craigslist Pop Up Donation Challenge. Because the appeal was mailed a bit later than we'd hoped, we anticipate it will be necessary to extend the deadline for the Challenge through mid-June. We will be calling donors of \$100 or more to encourage them to respond to the mailed appeal. We will be reporting on the costs, mailing distribution and income from the appeal at the next meeting.

### **INNOVATION: What's Different About This Appeal.**

In response to repeated reports that too many of our members hear positive news about the work of US WILPF only through Peace & Freedom (twice a year) this appeal took the form of a mini-newsletter, reporting on the importance of our programs, their impact and the continuing need for funding our work and activism. So this newsletter approach acts as a communication tool as well as an appeal.

## VIII. THE 'ONE WILPF' ALL MEMBER CONFERENCE CALL

Finally, in March we proposed that the Board approve an ALL MEMBER phone call for June. While the full Board approved of the call, they insisted that Marybeth be responsible for organizing and setting it up.

While this falls more under Membership Development than Development, the ability to facilitate more regular and ongoing communications between members, branches and branch leaders holds great potential for increasing the visibility of WILPF, strengthening branches and increasing fundraising impact. Marybeth agreed to facilitate the call.

Subsequently Nancy Price introduced us to the INTER OCCUPY folks who administrate the national organizing calls for the TPP ACTION across many collaborating organizations. INTER OCCUPY has offered to make available to WILPF for a very nominal fee (\$200 for the year) their very powerful MAESTRO Conferencing System, which allows hundreds of callers who can access the call by phone alone or (preferably) by phone and computer. The major strength of this is the ability to provide facilitated BREAK OUT SESSIONS during the call, turning the call into a workshop for specific issues and suggested activities.

**The "ONE WILPF" ALL MEMBER CALL will be held at 9pm eastern on Thursday, June 23<sup>rd</sup>. The agenda draft is attached.** We are enthusiastic to know if the Board has input into the agenda. Contact Marybeth at [mbgardam@gmail.com](mailto:mbgardam@gmail.com) to provide agenda input.

Information for promoting the call and registering for this call will go out in early June if not before. It needs to be a very tight agenda in order to make the most of the time we have together. Pre-registration is required. Here is the link for pre-registering. Please help promote it in all ways possible.

Register:

<http://myaccount.maestroconference.com/conference/register/1VWILWT3W8SHW0W>

ALL are encouraged to roll up their sleeves and get engaged by joining the call.

Report respectfully submitted by

Marybeth Gardam, Development Chair  
May 15, 2016



## MANAGING DIRECTOR REPORT

May, 2016

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### Personnel:

- Currently interviewing for the following two positions:
  - Bookkeeper
  - Editor (for both P&F magazine as well as the twelve monthly eNews issues)
- The editor position will work remotely.
- While proving to be a challenge to find a bookkeeper based in Boston, will continue the recruitment process.
- The current bookkeeper has decreased hours to one day every two weeks.
- Both positions will be contractors (consultancy).
- Two intern positions are also available:
  - Communications Intern: 1 potential candidate
  - Programs Intern

### Communication:

- Joan Bazaar, the Communications Chair, will be off for 6 weeks, and possibly more.
- In her absence, I worked on a brief eNews issue for the month of May.
- The new editor will need to oversee the next issues of eNews.

### Finance & Administration:

- Two large donations were received this period:
  - **\$50,000** by Yvonne Logan (pledge for the year 2016) - Unrestricted
  - **\$5,000** from the Jane Adams Peace Association, restricted for the Disarm sub-committee
- Additional Income:
  - **\$16,277.90** from donations and renewals
  - **\$70.00** for two publication subscriptions to P&F
- Total Income:
  - **\$71,310.43** is total income for the period of March 15<sup>th</sup> to May 5<sup>th</sup> (since the last board meeting)
- Concerns:
  - **PDF fees (7.5%) totaled \$4,600.84** for this two months period.
  - I propose requesting a lower fee rate from PDF or working with a fiscal sponsor with lower fees
- As of beginning of April, the bank account's balance is:
  - Business Interest Maximize Platinum Privileges (Checking): **\$76,189.13**
  - The Select Bus Interest Maximizer (Saving): **\$50,451.21**
- PAX
  - As of the end of Quarter 1, the ending balance is **\$97,656.67**
  - Beginning balance in January 2016 was **\$95,575.78**
  - Increase in market value is **\$2,080.89**