



# Woman's Club of Palo Alto

*Friendship, Self-Improvement, Community Involvement*

## Luncheon Meeting Minutes January 17, 2018

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**The membership gathered at the monthly luncheon today January 17, 2018.**

President Sue Krumbein introduced Parliamentarian / By-Laws Committee Chair, Julie Jerome. Julie informed the membership of the topics on which they would be voting.

The first topic was that the previously-sent proposed written draft of the By-Laws, Article V "Officers and Directors," with membership input, is to be re-stated as: "The Nominating Committee will nominate Four (4) Directors. Each will serve a two-year term, chosen in rotating years so they do not go off the Board at the same time. The incoming President will appoint up to Two (2) Directors. They will each serve a one-year term. A vacancy on the Board may be filled by nomination by the President; the nominee will be presented to and voted on by the Board."

The By-Laws will now read:

### **ARTICLE V – OFFICERS AND DIRECTORS**

*Section 1. The Elective Officers shall be President (or Co-Presidents), First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Finance Officer, who shall hold office for one year, and up to six (6) Directors. The Nominating Committee will nominate Four (4) Directors. Each will serve a two-year term, chosen in rotating years so they do not go off the Board at the same time. The incoming President will appoint up to Two (2) Directors. They will each serve a one-year term. A vacancy on the Board may be filled by nomination by the President; the nominee will be presented to and voted on by the Board.*

### **ARTICLE VI – EXECUTIVE BOARD**

**Section 1.** *The (7) Elective Officers and the Directors shall constitute the Executive Board.*

**Section 2.** *-One half + 1 of the members of the Executive Board shall constitute a quorum.*

### **ARTICLE XI – NOMINATIONS AND ELECTIONS**

*(Article renumbered because we will insert a Budget article as Article VIII)*

#### *Section 1. Nominating Committee*

*(A) There shall be a Nominating Committee consisting of five (5) members and two (2) alternates who will be nominated and elected by the General Membership at the January meeting. The alternates shall participate in the Nominating Committee meetings but shall not vote unless a committee member resigns or is unable to participate. In the case of a resignation, the Chair of the Nominating Committee shall appoint one of the alternates to become a voting member of the Committee.*

The membership voted to accept the changes to the previously-sent proposed written draft of the By-Laws (the "amendment to the amendment" as Julie explained), and the content of the updated By-Laws, as stated above. The motion was put forward by Christine Shambora, seconded by Chris Kenrick, and by voice vote by all the membership at the luncheon, the motion passed.

Additionally, the membership present was asked to vote on the list of names submitted to serve on the Nominating Committee to recruit next year's board: The Nominating Committee will be: Margo Ogus, Christine Shambora, Doris Sukkienicki, Kathy McMahon, Ellen Rosenblum. Alternates are: Jean MacDonell and Louise Rising.

The membership present, approved by acclamation, the list of names.

**Minutes prepared by:  
Lisa Sten, Recording Secretary**