



July 21st, 2023 12:00 PM
ARTICLES OF INCORPORATION VOTE/ MEMBER MEETING MINUTES

WELCOME:

The meeting was called to order by Stefanie Sherman, President, at 12:02 PM. Stefanie welcomed ICA members and informed everyone of the purpose of today's meeting: answering member questions surrounding ICA's restructure.

ATTENDEES:

Stefanie Sherman- President, Lianna Erickson-Trembath- Past President, Lydia Missal- President Elect, Anna Baird- Treasurer, Krista Doubleday- Secretary, Jacq Landa-Herring- Executive Director, Sean Nixon - Strategic Planning Chair, Jen Browning - Member, Cheri Ruch - Member, Brian Lidner - Member, Christy Babcock - Member, "Cal190" screen name (name not provided when asked, so participant was removed).

ARTICLES OF INCORPORATION:

Stefanie reported the proposed Articles of Incorporation were sent out to all members on 7/17/23. The 2023 updated Articles of Incorporation were passed via membership vote on 7/18/23. ICA will begin updating the bylaws with the attorney and Bylaws Committee. The proposed bylaws will then be voted on by membership and sent to ACA for approval.

LEADERSHIP DEVELOPMENT INSTITUTE ICA RESTRUCTURE PRESENTATION:

- Stefanie shared the ICA restructure presentation presented at LDI in June 2023:
 - ACA is currently restructuring their association: Sean and Stefanie have been researching the results of ACA's internal review and subsequent actions.
 - Jacq shared how ICA is currently structured and the legal ramifications of the relationships between ICA and its divisions:
 - Compliance with ICA Articles of Incorporation
 - All elements of ICA (e.g. divisions, chapters, committees) must support the ICA mission and purpose as stated in the Articles of Incorporation
 - All finances belong to ICA and must be managed by ICA
 - Funds not being used to support the mission and purpose (e.g. used to benefit ICA members) raise fiduciary concerns as to whether ICA is supporting its own mission and purpose
 - Funds generated under ICA's 501(c)(6) are subject to IRS audit
 - Leaders may potentially be held liable for mismanagement of non-profit business
 - Common noncompliance issues within Divisions:
 - Lack of engagement/quorums in COL meetings
 - Members not being fully represented by division leaders
 - Communication issues with Divisions
 - Lack of profit-sharing/ out of financial compliance
 - Lack of available leaders to fill ICA positions and other compliance concerns.
 - IMHCA, SAIGE, IACES, IDAMFC, and will be moving forward under ICA. IDASERVIC, ISCA, and ICDA are separating from ICA.

- Recommended action includes:
 - Change the name of the Council of Leaders to Board of Directors.
 - Reduce leadership positions from 40 voting members to a total of 11-15 voting members.
 - Divisions/Chapters become Special Interest Groups. They will have chairs or co-chairs that advise the board but will not have elected officers or bylaws.
 - Consolidate 11 committees into 4 that meet monthly:
 - Administration (Communication and Marketing, Ethical Review, Membership and Benefits, Professional Standards)
 - Development (Bylaws, Strategic, Fundraising and Finance)
 - Events (Conference, LDI, Legislative Lunch, CEs)
 - Public Policy and Legislation
 - Stefanie reviewed the new, consolidated 4 committees and invited members to join committees they are interested in and explained how to access meetings on the ICA website, beginning in August:
- Goals for ICA's Restructure:
 - Unify all counselors in Idaho under one organization with added member benefits
 - Rebuild organization and regain compliance
 - Optimize board structure for more effective decision making
 - Simplify organizational structure to ease leader burnout
 - Unify membership costs; members access all Special Interest Groups and benefits

DISCUSSION:

Stefanie opened up the floor for questions, concerns, and discussion. Jacq encouraged attendees to submit questions verbally or in writing now or in the future. Cheri Ruch provided a reflection of the LDI presentation. Christy Babcock reported excitement about ICA's transition and expressed intent to join a committee after being involved in IMHCA leadership. Brian Lindner expressed gratitude to ICA leadership for making needed changes.

CLOSING STATEMENTS & ADJOURN:

Stefanie thanked all members for attending the meeting. Stefanie adjourned the meeting at 12:31 PM.