

2013 IFD&TC Annual Meeting
May 21, 2013 IFD&TC Registered Attendees
Facilitated by IFD&TC Advisory Committee Members,
Michael Gerling, USDA/NASS; Cheryl Wiese, University of Michigan

AGENDA (As announced in the 2013 IFD&TC Program Schedule):

- **Minutes of the 2012 Annual Meeting**
- **Election of 2014 Organizers**
- **Advisory Committee Announcement**
 - **Tim Gabel, RTI, International has completed a 5 year term) *Thank you Tim!***
- **Treasurer's Report**
- **Bylaw Revision**
- **Other**

Michael Gerling, and Cheryl Weise, Advisory Committee members called the meeting to order with fifty-three (53) conference attendees present. Michael and Cheryl welcomed attendees to the IFD&TC 2013 Annual Meeting.

Cheryl reviewed the minutes of the 2012 IFD&TC Annual Meeting; that had been distributed to all members via e-mail and included in the 2013 IFD&TC conference program. Cheryl asked for questions and/or comments. Hearing none, motion made by John Stevenson, University of Wisconsin to approve the minutes and seconded by Grant Benson, University of Michigan. Motion approved.

Election of 2014 Organizers:

Michael expressed appreciation and thanks to Joshua Seeger, NORC at the University of Chicago, representing Large Shop Tech and John Stevenson of the University of Wisconsin, representing Small Shop Field for their leadership over the past year.

Michael shared with attendees the criteria for volunteering and being recruited to serve on the Board of Directors and other positions within IFD&TC. "The cycle of selecting organizers is a combination of large shop/small (medium) shop and field and tech. You may volunteer when you register for the conference, or you may e-mail or talk with any current or past organizer. You just need to make sure we know you are interested. Once you have made it known you would like to help on the Board of Directors/organizing team, your name is included in a database, so yes, we track who has offered to serve. Not only do we track the names of volunteers, but we also look at organizations that have had people on the Board of Directors/organizing team so we can spread the responsibility as widely as possible. Our greatest challenge seems to be small shop tech. Some have served more than once; we've broadened that category to include some large shop folks that have some small shops in their organizations. Anyway, the rotation can take some time, but we do want you to continue to let us know you are willing to help and keep attending the conference as that's also a factor considered. This is not an exclusive club and we want you to feel a part of all that goes on, but be patient, even if you've volunteered year after year, with all the factors to consider, as noted, it takes time. One more note before we move on to nominations, when you have volunteered and the rotation is right, you will be contacted prior to the conference to allow you time to discuss commitments with your organization to make sure you have their approval and support to serve. So in light of this, let me explain that we have had such conversations this year with two nominees who have already spoken with their organizations and received approval. We also welcome nominations from the floor, and if the person nominated (from the floor) accepts the nomination, we'll take a brief recess, to allow the nominee to speak with their organization to validate support for the nomination. When the new nominee has had opportunity

to do this then the election of officers will proceed in the normal fashion, i.e. voting by ballot if there is more than one nomination". This being said if there are no questions, we'll proceed with the election of 2014 organizers.

Nominations were opened for the Board of Directors for 2014-2015, with Michael introducing Amanda Richardson, University of Nebraska, nominee for the small shop field position, noting that Amanda has accepted with support from her organization. Asking for nominations from the floor and hearing none, nominations for small shop field were closed. Amanda Richardson's nomination was approved. Michael then introduced Gina-Qian Cheung, University of Michigan, nominee for the large shop tech position, noting Gina has accepted with support from her organization. Asking for nominations from the floor and hearing none, nominations for large shop tech were closed. Gina-Qian Cheung's nomination was approved.

Advisory Committee Announcement

On behalf of the IFD&TC Board of Directors, Cheryl thanked Tim Gabel for his constant support and help not only serving on the IFD&TC Advisory Committee, but as a program organizer, presenter and advisor in many roles. In accordance with the IFD&TC Charter and Bylaws, the Advisory Committee serves at the pleasure of the Board of Directors and as such, committee members are appointed by the Board of Directors. Wayne Hatcher, US Census Bureau, long time presenter, program organizer, and facilitator has accepted an appointment to the Advisory Committee for a five year term.

Treasurer's Report

In accordance with the bylaws, Adriana Gonzalez, of the US Census Bureau, co-treasurer, presented the 2012 Treasurer's report, which was also printed in the conference program for each attendee.

According to the bylaws, Section 5.2.5 notes:

"The Treasurers shall report the status of the organization funds to the membership at the business meeting of the annual conference and file all necessary papers and forms for the organizations required by law.

The Treasurers shall be responsible for submitting the annual financial report for approval by the Board of Directors. The financial report shall be presented for discussion at the meeting prior to the annual meeting. The financial report shall be approved at the annual meeting."

The Treasurer's report is in your program and posted on the IFD&TC website.

1. The annual treasurer's report covers the previous calendar year, thus this report covers 2012. All papers and forms required by law have been submitted and as mentioned a current financial report is in your conference program.
2. Experience has shown a bank balance around \$10-\$15 thousand is sufficient as start-up funds for the next fiscal year.
3. The organizers (Board of Directors) has approved the 2012 Financial Report

Asking for questions and hearing none, motion was called for. Merrill Shanks, University of California-Berkeley, made a motion to approve the 2012 IFD&TC Financial Report, Rita Thissen, RTI International seconded the motion. Motion approved.

Bylaw Revision

In accordance with the IFD&TC Bylaws, notice to all IFD&TC members (attendees for the past 10 years) was sent via e-mail on April 20, 2013 in preparation of the vote to amend the bylaws at the IFD&TC Annual Meeting to be held, May 20, 2013.

Dear IFD&TC Participant:

The IFD&TC 2012 Annual Meeting Minutes have been posted on the website as specified in the bylaws, and are available at:

<http://www.ifdtc.org/Proceedings/Annual%20Meetings/Minutes/2012%20IFDTC%20Annual%20Meeting%20Minutes.pdf>

OR go to www.ifdtc.org click on "About Us" and then "Proceedings"

In accordance with the IFD&TC Charter we are hereby attaching a document defining recommendations for changes to the IFD&TC Bylaws to be voted on at the upcoming May 19-22, 2013 conference. Voting will take place during the annual business meeting, Monday, May 20, 2013, 4:45pm.

Voting, per the Charter, will be confined to the 2013 conference attendees, but as a courtesy to all past attendees we wanted to apprise you of this action. See attachment for proposed changes to Bylaws. Current bylaws can be found at: <http://www.ifdtc.org/bylaws.html>.

We look forward to seeing you in Rhode Island or another time soon.

Sincerely,

Rita & Kelly

Rita Koontz & Kelly Elver

IFD&TC Co-Registrars

koontz@wsu.edu

kelper@ssc.wisc.edu

www.ifdtc.org

RK: [509-335-1512](tel:509-335-1512)

KE: [608-262-7360](tel:608-262-7360)

ATTACHMENT:

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1: Powers & Duties

4.1.1: General Powers and Compensation

The business and affairs of the IFD&TC shall be conducted under the direction of its Board of Directors, and the control and disposal of the IFD&TC's funds shall also be vested in its Board of Directors, except as otherwise provided in the nonprofit law of the Commonwealth of Virginia, the IFD&TC's Articles of IFD&TC (Charter), or these Bylaws. The Board is responsible for overall policy and direction of the IFD&TC. The Board receives no compensation other than reasonable expenses.

4.1.2: Duties

The Board of Directors is charged with (2) two primary duties: the Duty of Care and the Duty of Loyalty.

Duty of Care requires board members to act (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the IFD&TC.

Duty of Loyalty requires board members to pursue the IFD&TC's best interest. The Duty of Loyalty prohibits a director from engaging in self-dealing unless there is full disclosure to the board and the transaction is clearly in the IFD&TC's best interest.

4.2 Number, Election, Term, and Qualifications

4.2.1: Number and **Composition**

The officers of the IFD&TC shall consist of a total of ten (10) members of the Board of Directors: Two (2) site chairpersons, two (2) registrars, two (2) program chairpersons for field directors' interests, two (2) program chairpersons for field technologies' interests, and two (2) treasurers. Terms of service for all Board of Directors positions shall be staggered to ensure a sustainable training and succession model is in place. **To the extent possible, the Board of Directors shall be comprised of a diversified group of individuals, including members of shops of all size.**

Board of Directors members shall receive copies of the following materials:

- (1) the Articles of IFD&TC,
- (2) the Bylaws,
- (3) the most recent annual report,
- (4) financial statements including the budget and tax filings of form 990,
- (5) a list of current board members with complete contact information and committee designations.

4.4.2 Each year the newly elected program chairs shall assist the second-year chairpersons, who shall be primarily and jointly responsible for planning the following year's conference.

Cheryl reviewed the proposed bylaw change, went over the calendar of events including notice of vote to take place 30 days in advance of the vote and asked for comments and/or questions. Hearing none, called for a motion. Julie Brown, RAND Corporation made a motion to approve the bylaw change, seconded by John Stevenson, University of Wisconsin. Motion Approved.

Cheryl thanked everyone for attending, asked for questions, comments or new business and hearing none, adjourned the 2013 IFD&TC Annual Meeting.

Respectfully submitted, Rita Koontz and Kelly Elver, Co-Registration Coordinators/Secretary

NOTE: These minutes have been reviewed and approved by the IFD&TC Governing Board