Dear IWFA Board Member,

As the Board decided at its last meeting in May, we have prepared a proposed Bylaw change that would automatically transition any Board Member (with full voting rights) to an Advisory Board Member (with no voting rights) if the Member misses three Board meetings in any 12-month period. This proposal is being made neither to punish any individual nor out of any animosity towards any Members. Rather, the Board felt it needed to take this action to address problems that have arisen over the last year or so with securing quorums at Board meetings. The IWFA cannot operate effectively if the Board cannot conduct business or make decisions, which it cannot do during any meeting at which a quorum is not present. The proposed changes would address this problem because Advisory Members would not count as Board Members for quorum purposes, which would make it easier to attract a majority of Board Members and, thus, a quorum at any given meeting.

Any Board Member that transitions to an Advisory Member role as a result of this new rule would become eligible to serve as a full-voting Member of the Board after adhering to meeting attendance rules during a 12-month period as an Advisory Member. The rule becomes effective and would be applied prospectively once the Board votes to adopt the proposed Bylaw changes. This means that any meetings that a Director may have missed before the Board amends the Bylaws would not count as a missed meeting for purposes of determining automatic transition to an Advisory Member role.

[Several years ago, the IWFA Board adopted a permissive rule that allowed the Board to seek to terminate membership of any Board Member that missed three Board meetings in a 12-month period. This current rule would allow the Board to propose and adopt a motion to remove any Director that has missed three or more meetings in a 12-month period, including meetings before the proposed Bylaws amendment becomes effective. In other words, missed meetings from prior months may still provide the Board with a basis for removing a Director.]

The genuine hope here is that this action will motivate Board Members to attend and participate in Board meetings. The Board operates at its best when all Directors attend and actively participate in Board proceedings. The laws that apply to IWFA’s corporate governance impose fiduciary obligations on each and every Board Member. These fiduciaries duties require Directors to participate in Board deliberations, which can only be done if the Board Member attends the meetings. The Bylaw changes therefore not only seek to address the quorum problem but also to align the IWFA’s policies and procedures with the legal responsibilities that each Board member owes to the organization. We hope this change revitalizes everyone’s commitment to the Board and that no one becomes subject to the consequences possible under the new rule.