

**American Women's Club of Basel**  
**Annual General Meeting**  
**May 28, 2015**  
**Minutes**

1. Katie Downing, President of the AWC, called the meeting to order at the Zunftsaal Schmiedenhof in Basel. 33 voting members were in attendance with 5 members voting absentee.

The President asked for 2 volunteers to be vote counters: Carol von Wattenwyl and Lorraine Bacon were appointed. The President informed the members that voting would be done by a show of hands unless someone would like to have a vote in writing for individual motions and that motions are passed by a majority vote except for Bylaw changes which must be passed by a 2/3rds vote.

2. First item of business was to approve the **Minutes** of last year's Annual General Meeting held on June 5, 2014. Copies of the minutes were included in the invitation to the AGM and extra copies were provided at the registration table. On a motion by Sarah Neville and a second by Lynn Saeger, the minutes were unanimously approved.
3. Lynn Henderson, the AWC Treasurer, was asked to present the **financial statements** for the fiscal year ending April 30, 2015. All members had received copies of these statements. Specially to mention was that the membership number is lower (so less income) but also the expenses were lower (RhineTimes and mailing costs less due to electronic mailings).

As the Auditors were not present at the meeting, Lynn also gave their report. The Auditors, Chelsey Torgerson and Lauren Eppler, were thanked for their work.

After asking for questions, Pam Egloff made a motion to approve the financial accounts which was seconded by Ruth Ciucci. The Financial Accounts for fiscal year ending April 30, 2015 were unanimously approved.

4. The various **Bylaw changes** were then presented and voted on.
  - The President suggested that Agenda items 5a. and 5 f. be discussed together as they are interrelated. Involved are motions to amend Bylaw Article VI, Executive Board, Point E as follows:

“All matters requiring a decision by the Executive Board shall be decided by a two-thirds vote.”

and Bylaw Article XI, Quorums, Point C as follows:

“Executive Board meetings: 50% of the Executive Board shall constitute a quorum.”

The discussion centered on that fact that the changes would allow the Executive Board to meet and vote on matters without the President being present. Since the Board meets each month, it is sometimes difficult for the President to attend all meetings. A quorum of 50% of the Executive Board would still be required and any decisions would still require 2/3rds of the Board for approval. Also no decisions for more than 10% of the budget can be taken by the Board so there are still enough controls on Board decisions.

After a motion by Corrie Stock and a second by Krista Kiley, the motion to amend Bylaw Article VI, Executive Board, Point E was passed with 3 votes against.

After a motion by June Etlinger and a second by Lynn Saeger, the motion to amend Bylaw Article XI, Quorums, Point C was passed with 1 vote against.

- The next motion was to delete Article 5, Organization, Point H. Program in its entirety.

The President explained that as many of the tasks of the program and social chair are the same, these two jobs should be combined.

After a motion by Denise Morrison which was seconded by Kate Edson, the motion was unanimously passed.

- The next motion was to amend Article 5, Organization, Point I. Social as follows:

“Events and Social: The committee chairman shall be responsible for the supervision of all special events and programs.”

As previously explained, this would allow the same person to plan all events. The motion was then made by Emily Johnson, seconded by Sarah Fisk and unanimously passed by the members.

- The next agenda item was a motion to amend Bylaw Article IX, Annual General Meeting, Point B as follows:

“The agenda for the AGM shall be presented to the entire membership one month prior to the AGM. Once the agenda is published, no changes, additions or substitutions shall be accepted. Any member may in writing request to the President an addition to the agenda at any time prior to publishing of the agenda.”

It was explained that preliminary agendas are not required by law and most Vereins do not require them. Motions for the AGM may be still submitted at any time during the year until 1 month before the AGM. This of course would require the members to be more observant of when the AGM would take place. It was however also mentioned that since the Board are all volunteers, it would facilitate their work if they did not have two different deadlines.

Debbie Lindenmeyer made a motion to approve, it was seconded by Darlene Grieder and the motion was passed with 3 votes against.

- The motion to amend Bylaw Article IX, Annual General Meeting, Point C. 5. as follows:

“The Executive Board’s proposals with respect to monies available, based on suggestions for charitable purposes received from members prior to the AGM, shall be presented and voted on. An exception to this is that any funds raised exclusively at a FAWCO event shall be donated to a charitable purpose proposed by the FAWCO Committee and approved only by the Executive Board.”

was then discussed. The President pointed out that our Bylaws only allow funds available to be donated to the annual charity the members choose. This amendment would allow FAWCO to donate funds which it raised exclusively at a FAWCO event to a charity of its choice but approved by the Executive Board. There was also a discussion about the difference between co-sponsored events vs charitable events. It was clear from the discussion that a new system regarding our charity donations should be examined.

After a motion by Pam Egloff, seconded by Carol von Wattenwyl, the motion was passed with 1 vote against.

**The Bylaw changes will be made and a copy of the revised Bylaws will be sent to all members.**

5. **Discharge of the Members of the Executive Board** from all personal responsibility with respect to the Fiscal year ending April 30, 2015 was then presented. Debbie Lindenmeyer made the motion and Corrie Stock seconded it. The motion was unanimously passed.
6. The President asked if Agenda items 7 and 13 could be discussed and voted on together as they both affect the budget for next year. She also informed the membership that it had been requested that these two items be voted on in writing and the vote counters then distributed the ballots.
  - A motion to approve a donation of **CHF 500 to support GGG Basel West Library** for the fiscal period May 1, 2015 through April 30, 2016

The President explained for transparency reasons that the book sale each year is a co-sponsored event and the AWC immediately gives its proceeds each year back to the library. CHF 1451 was just collected during the 2015 book sale. The CHF 500 is an additional donation. It was pointed out that the AWC has always supported the library.

The motion was passed with 23 for and 10 against. The treasurer is instructed to make the respective payments.

- A motion to support **Future for Ritschow** by sponsoring a university student with 650 CHF for the fiscal period May 1, 2015 through April 30, 2016.

Krista Kily who put forth this motion explained that many of the AWC members are very involved in this organization and it has been a tradition for the AWC to support a student each year. Also the funds to be used are generated from the baskets at the fall luncheon.

Other members pointed out that according to our Bylaws, we should support only local charities and it should be the charity voted on by the membership each year.

The motion was passed with 28 for and 5 against. The treasurer is instructed to make the respective payment.

7. Lynn Henderson presented the **2015-2016 Budget**. She went through the individual items. The members specifically asked about the postal account fees. It was explained that the Board has been looking for options to allow members and non-members to pay for events by credit card/payment. PayPal was rejected as being too expensive and not secure enough. The alternative decided on by the Board was through Post Finance. However this requires a CHF 450 one-time set up fee and then CHF 15 administrative fee per month plus CHF 1 per transaction. All events would then be pre-paid which would save time running after people who either did not pay or did not show up to the event. The Board feels that the advantages of having this payment option outweigh the costs.

Lynn Saeger made a motion to approve the budget which was seconded by Corrie Stock. The motion was unanimously approved.

8. The President referred to the **Yearly Report of the Executive Board** which was included in the registration package. This item is for information purposes only and need not be voted on. The President thanked all the members of the Executive Board for their hard work.

9. The next item was a motion to approve the transfer of AWC Basel Archives to the **Expat Archive Center**. All files except financial statements would be transferred to this organization which researches how expats function. There are no costs to the club, information is protected and would solve the problem of members having to keep old files at home.

Kate Edson made a motion to approve, Sarah Fisk seconded it and the motion was unanimously passed.

10. The next agenda item was the approval of the amount for **donation to our designated Club Charity**, SOS Mothers to Be, for fiscal period. We have approx. 1308 CHF available from charity activities to give to SOS. An amount of approx. 2150 CHF was raised at the brunch which was co-sponsored by the AWC and SOS which has already been given to SOS.

The Board suggested an amount of CHF 2000 to be donated.

Debbie Lindenmeyer explained that the funds are used for rent, clothes, pampers, etc. The organization is also supported by the Riehen community, Kiwanis club and a foundation. A discussion took place about the fact that we have a large amount in our bank account (over CHF 50,000) which we no longer need for emergencies and is therefore available for charity donations.

A motion was made by Emily Johnson and seconded by Nicole Scoles to donate CHF 5,000 to SOS Mothers to Be. This motion was passed with 1 vote against. The Treasurer is directed to make a payment in the amount of CHF 5,000 to SOS.

11. The **selection of Local Club Charity** for the fiscal period May 1, 2015 through April 30, 2016 was the next agenda item. Two charities have been suggested:  
SOS Mothers to Be and Tierschutz beider Basel.

Debbie Lindenmeyer answered questions from the membership about SOS. Jamie Shelton spoke about the Tierschutz beider Basel.

Voting was done by written ballot. Results:

SOS 27 votes

Tierschutz 11 votes.

SOS Mothers to Be was therefore chosen as our annual charity for the coming year.

12. The **slate for election of Executive Board Members** for 2015-2016 was presented by Katie Downing:

|                       |                      |
|-----------------------|----------------------|
| President :           | Jamie Shelton        |
| Vice President:       | Jessica Haefelfinger |
| Treasurer:            | Lynn Henderson       |
| FAWCO representative: | Elisabeth von Sachse |
| Secretary:            | Karen Thorne         |
| Newsletter:           | Gina Colleluori      |
| Membership:           | Sarah Fisk           |
| Programs and Events:  | open                 |
| Library:              | Nicole Scoles        |

The President asked if there were any volunteers to fill the still open Programs and Events chair – no volunteers were found. She then stated that if there were no objections, the Board should be voted on as a whole. Lynn Saeger made a motion to approve the slate of officers, Debbie Lindenmeyer seconded and the slate was unanimously approved with a round of applause.

Katie wished the new Board luck for the next year and gave a thank you gift to Kristin Gaarder who is leaving the Board. Jamie Shelton then thanked Katie Downing for all her hard work and who was also given a departing gift.

13. Any other business: Items in this category are for discussion only. No decisions may be taken, but items may be placed on a future agenda and voted on at that time.

Corrie Stock and Carol von Wattenwyl both expressed their thanks to all the volunteers that continue to make the AWC a wonderful organization.

**Several items were proposed during the meeting for further discussion / follow-up:**

- **Email voting for Executive Board members who cannot attend a meeting**
- **Lower membership fee for students**
- **On-line membership directory and / or publishing the directory every two years to save costs**
- **Set up working group to re-examine how and to whom we donate charity funds; if special events can fund other charities than our annual charity (possible Bylaw changes needed)**
- **Donation of our bank account reserve funds**
- **Need for more charity activities for our annual charity**

The Board also agreed to contact Ruth Ciucci before the AGM next year to request a suggestion for a specific charity and a specific amount so that our bank reserves might be used.

14. Announcements - none.

15. The meeting was adjourned by Katie Downing and the hammer was handed over to the new President, Jamie Shelton.

Minutes taken by:  
Wendy Olum Roth