

# **Board of Directors Meeting**

## **Missouri River Historical Development Inc.**

Holiday Inn, Sioux City, Iowa

Nov. 2, 2015

**Members present:** Dave Bernstein, Larry Clausen, Bob DeSmidt, Carolyn Ellwanger, Roxanne Gould, Larry Jensen, Treyla Lee, Linda Linduski, Bruce Miller, Mark Monson, Scott Pack, Dakin Schultz, Jackie Smith, Dale Tigges, Charese Yanney, Doug Young.

**Members absent:** Mike Collett, Ron French, Stacy Harmelink, Gerardo Hernandez, Jim Marshall, Steve Ponder, Gloria Welte.

**Others present:** Barb Orzechowski, attorney; Curt Beason, attorney (by phone); Ashlee French, Hard Rock Hotel and Casino.

Mark Monson opened the meeting and asked those in attendance to introduce themselves.

Carolyn Ellwanger made a motion to accept the agenda; Larry Clausen seconded. Motion carried.

Treyla Lee made a motion to approve the October minutes. Linda Linduski seconded. Motion carried.

**Hard Rock Hotel and Casino:** Ashlee French said a new display case pays tribute to Sioux City resident Ron Emory, who created the Sioux City Conservatory of Music and is a member of the punk band T.S.O.L. She also said the Hard Rock was named the most outstanding attraction in Iowa by the Iowa Tourism Office.

Brenda Lee will be at Anthem for two shows in December; Bret Michaels is appearing this weekend and staff is making plans for the next season of concerts at Battery Park.

**Closed session:** Carolyn Ellwanger made a motion to go into closed session to discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where its disclosure would be likely to prejudice or disadvantage the position of the government body in that litigation, pursuant to Iowa Code Section 21.5 (1) (c) Larry Jensen seconded.

In a roll-call vote, all members present voted in favor of the motion. (Members absent and not voting: Mike Collett, Ron French, Stacy Harmelink, Gerardo Hernandez, Jim Marshall, Steve Ponder, Gloria Welte.)

Closed session discussion followed.

Treyla Lee made a motion to come out of closed session. Jackie Smith seconded. In a roll-call vote, all members present voted in favor of the motion. (Members absent and not voting: Mike Collett, Ron French, Stacy Harmelink, Gerardo Hernandez, Jim Marshall, Steve Ponder, Gloria Welte.)

Mark Monson said there were no action items as a result of the closed session.

**Conflict of Interest forms:** Barb Orzechowski handed out Conflict of Interest forms and asked members to return them to her as soon as possible.

**Grants:** Lori Warner with the South Sioux City Chamber of Commerce asked if organizations outside Woodbury County could apply for MRHD grants. Because many organizations also serve Woodbury County residents, she thought it would be fitting to let them apply.

Board members said they wrestled with the concept when they were handing out recent grants because some groups were outside Woodbury County but still requested funds. Curt Beason said in other Iowa communities (such as Council Bluffs), license holders have reached across state lines on a case-by-case basis. Barb Orzechowski said the board would need to make a rules change since the 2011 bylaws do limit grants to Woodbury County. Dave Bernstein said the board should allow grants on a case-by-case basis and was willing to make a motion to that effect. Jackie Smith said the board can't fund ones within Woodbury County as it is, "why dilute it?" Bob DeSmidt said most of the groups MRHD funds benefit those outside Woodbury County. S.T.A.R.S. was mentioned as one of the groups that has a large constituency within Woodbury County.

Dale Tigges made a motion to table the issue until next month. Charese Yanney seconded. Motion carried. Mark Monson asked Barb Orzechowski to bring a reworded bylaw to the board next month.

**Holiday Gift:** Bruce Miller, chair of the Holiday Gift Committee, presented the six nonprofits the committee would like to gift in December. He made a motion to approve \$200,000 to fund the six (the Warming Shelter, \$50,000, renovations; Welcome Home, \$50,000, projects; Children's Museum, \$25,000, for admission to groups who serve children who can't afford the fee; Sioux City Symphony Orchestra, \$25,000, for educational programs; First Tee, \$25,000, for golf scholarships and transportation; and S.T.A.R.S., \$25,000 for remodeling). Charese Yanney seconded. Treyla Lee and Charese Yanney abstained due to conflicts of interest. Motion carried.

**Bylaws:** Barb Orzechowski distributed copies of the bylaws and marked Articles III (e) and (f) and Article X, section 2.

**III (e):** Directors serving on the Board as of March 2, 2015, shall commence the rotation process of leaving the Board of Directors according to the schedule attached hereto as Exhibit "A." Any director who leaves the Board of Directors as a result of the rotation process shall be eligible for re-appointment to the Board of Directors after an absence of at least three full years.

**III (f):** All directors appointed to the Board after March 2, 2015, shall be entitled to serve a maximum of two consecutive three-year terms, after which such Director shall not be

eligible for re-appointment until after an absence of at least three full years. A full term for any Director appointed to the Board after March 2, 2015, shall commence Jan. 1 of the year following the year of the Director's election. Any partial year of service as a Director shall not be considered in determining whether the Director has served a full three-year term.

**X, Section 2:** Fiscal year. The fiscal year of the Corporation shall end at the close of the business on the last day of June each year.

Orzechowski noted that there wasn't any language addressing ex-officio members staying on in a nonvoting capacity.

Dale Tigges made a motion to approve the amended and restated bylaws dated Nov. 2. Charese Yanney seconded. Discussion followed.

Dave Bernstein asked if ex-officio members would be able to sit in on closed sessions. Vice President Ron French wrote a letter opposing the term changes. Because there were too many additional questions – about creating ex-officio positions and about the term limits, Tigges withdrew his motion and Yanney withdrew her second.

Tigges then made a motion to table the issue until next month. Yanney seconded. Motion carried.

**Lewis and Clark Interpretive Center:** Mark Monson distributed the list of activities occurring at the center during the next month.

There being no further business, Charese Yanney made a motion to adjourn. Dale Tigges seconded. Motion carried.

Respectively submitted,

Bruce Miller  
secretary