

Minutes of the RCRV Board of Directors Meeting 5/18/2005

Board Chairman Chuck Wehage called the meeting to order at 1:40 P.M.

Board members and guests introduced themselves by name and organizational affiliation. Twenty-five members signed the attendance list.

Approval of March meeting

Arlo Meyer moved and John McDonough seconded the motion to approve the minutes of April Board Meeting as posted on the RCRV website. Motion carried.

Opening Remarks

Chuck Wehage, on behalf of the entire Board, expressed thanks to Carol Luth and Aging Services for the tour of the new Marion Milestones facility.

Chuck reported we are still waiting for an insurance vendor to quote on a policy to indemnify RCRV members in case of legal action.

Report on Activities of Aging Services -- Carol Luth

Jo Benson-Vorwald, Director of Home and Community Based Services and Terri Pint, Director of Milestones in Marion provided the group with a tour of the new Milestones In Marion facility (1080 Cardinal Drive) which opened in March of this year. The new site has the capacity to serve 40 health-challenged individuals, age eighteen and over. This additional adult day health center location offers convenient services to the eastern side of Linn County. (The existing Milestones facility is located at 1725 O Avenue NW, Cedar Rapids.)

Milestones In Marion provides needed daytime care when a loved one can longer be at home by themselves. A comprehensive program, The H.E.A.L. model, offers health screening and monitoring, counseling, therapeutic activities, medication monitoring and set-up, activities of daily living - including practiced personal care, education, stimulating recreation, and a wide variety of social activities in a supportive environment. With nearly one of every four households in Linn County providing care to a relative or friend, aged 50 and older, the need for adult day services continues to grow.

Milestone's staff and clients have benefited and appreciated the volunteer support afforded to them by RCRV

Community Projects Report (John McDonough)

At our last meeting, we had folks sitting on the floor due to no places to sit. We need more chairs. Also, we had a lot various noises to contend with at the rear of REACT due to the amount of efforts that they were doing at that time.

David Bunting, Kirkwood Executive Director of Secondary Programs, explained a program called Lead the Way that permits Middle School and High School students an opportunity to get a head start into various vocations and educational areas. They currently have 1100 students in the area in this program. The reason he was here was to make us aware of an opportunity for us to become mentors and tutors in the technical areas they are teaching.

We assembled and installed six cabinets in another classroom at the Heart of Iowa. We have now installed six sets of cabinets for them.

Lots of RCRV folks are in the K-12 program.

We have people doing income taxes for folks who need help. This is being done in conjunction with Aging Services and AARP.

We are continually repairing Ablenet Switches, working on trail counters and now have a design team working on designing a modular wheelchair ramp where we can build modules, deliver to a sight, then install in hours instead of days. After the need goes away, we can remove and store in some central location. We are a part of a multi-partnership group involving RCRV, Corrections, Aging Services, GWAEA, Easter Seals, ST Lukes, United Way, and Iowa Compass,

We are doing home inspections for Aging Services.

Dave Gosch of Rockwell Collins is working towards RCRV becoming better known in our area. An article will be in the company newsletter, the Horizons in the near future. He is also working to get us into the Gazette again.

We are currently in various stages in the design, and build of seven ramp designs.

The Community Projects group is awaiting resolution of the liability questions now under investigation by the ad hoc RCRV steering committee.

In general, we are keeping very busy and trying very hard to increase our membership so that more activities can get done.

Communications (Rod Thorpe)

Newsletter due in July, but since Rod is planning to be on vacation then, the schedule will be moved forward into June.

Data Base (Jim Klein)

Jim is having trouble interpreting voicemail change of address messages on the RCRV phone system. He will include a notice for the newsletter requesting that callers speak more slowly and include other information to help with accurate transcription of the changes in the data base.

Recruitment (Pete Jurgens)

Pete reports steady progress with the approach using one-on-one member contacts to bring in prospective new members. Current membership is 104.

United Way (Mary Klinger)

Nothing to report

St Lukes (Jackie Ryan)

Nothing to report

Sixth Judicial District (Heidi Soethout)

A wheel chair ramp subcommittee met Monday. Chuck Larson from the Easter Seals organization in Des Moines was present to talk about his experience with wheel chair ramps. The subcommittee is considering alternatives to wooden ramps. The next meeting the third Monday of the month at 10:00 AM.

Heart of Iowa (Myrna Loehrlein)

The Pat Marshall memorial plaque project has been referred to Kathleen Huebener, one of the artists responsible for the memorial mural, and a skilled calligrapher. She will meet with Pete Jurgens and Myrna Loehrlein to finalize plans for the dedication.

The painting project is ready to go! We will set a date with the paint crew.

The cabinets are now installed and are full! They have set the tone for the room, guided furniture arrangement, and made activity planning and clean-up much easier. In short, the room has become a complete space.

Aging Services (Carol Luth)

Carol reiterated the welcome to the Milestones facility. She also expressed thanks for the home safety inspections performed by RCRV members.

RSVP (Sara Case)

RSVP has received the United Way grant money. Planning is underway to expand services into Jones County. Sara noted that there are RSVP people living in Jones County. Jones County Regional has provided space and phone, and computer support. Some immediate needs for volunteers include transportation, meals, and extension of Red Cross Services.

Options of Linn County (Wayne Clayton)

Since our last meeting we have had a number of commercially available devices repaired and back in service. We are also looking with RCRV and New Horizons to find a source for parts for future repair projects.

Bridge, Four Oaks (Carol Kalous)

No report

Rockwell Collins (Cindy Dietz)

No report. John McDonough noted that the Community Projects group is beginning to overflow the available meeting area.

Old Business:

Don Grimm presented a set of proposed changes to the Bylaws and the Articles of Incorporation to address changes Iowa Code on nonprofit corporations. Chuck Wehage will call planning meeting to discuss the proposed changes.

New Business

Mike Wilson reported on recent developments of the Cedar Rapids 15/5 committee. Mike has applications for persons who want to participate in implementation of any of the proposed projects.

Chuck Wehage read a letter from Mary Bowmen of the Marion Churches Senior Living Community Foundation requesting a letter of recommendation for expanding computer services for residents. John McDonough agreed to write the letter.

Next meeting is at 1:30 June 15 at the Red Cross building.

Meeting adjourned.

Submitted by Donald Grimm, Secretary.

Draft Changes to
Bylaws
of
Rockwell Collins Retiree Volunteers (RCRV)

Issue #1: Membership Definition: Redefine.

Issue #2: Community Service Representatives are members: delete.

Issue #3: Continuing membership requires reporting hours: define.

**Article IV
Membership**

Presently:

- Section 1 All retired Rockwell Collins Employees (and/or spouses) are RCRV members. This includes any Rockwell Collins employee (and /or spouse) who left Rockwell-Collins after he/she was vested and is now retired from any company.
- Section 2 Community service agency representatives are also eligible for RCRV Membership.
- Section 3 To become an Active RCRV Member, an individual submits registration information to RCRV, participates in an RCRV recognized activity, and reports results and volunteer hours worked to RCRV.
- Section 4. RCRV maintains a partnership and shares registration information with the Retired and Senior Volunteers Program (RSVP). RSVP provides liability protection for individuals while they are performing RCRV volunteer activities.
- Section 5 There are no membership dues associated with RCRV

Proposed:

- Section 1 All retired Rockwell Collins Employees (and/or spouses) are eligible to become RCRV members. This includes any former Rockwell Collins employee (and /or spouse) who left Rockwell-Collins and is now retired from any company.
- Section 2 Any individual not qualifying under Section 1 may nevertheless be declared eligible for RCRV membership by majority vote of the Board of Directors.
- Section 3 A qualified individual becomes an RCRV Member when he or she submits a membership application to RCRV and that application is accepted by the Membership Chairman or his representative. To maintain membership, the individual must participate in one or more RCRV recognized activities and report results and volunteer hours worked to

- RCRV. Any RCRV member may resign his membership by notifying any RCRV officer or standing committee chairman of his resignation.
- Section 4 RCRV maintains a partnership and shares membership information with the Retired and Senior Volunteers Program (RSVP). RSVP reports RCRV hours worked and accomplishments as part of its own tracked activities. RSVP also provides general support and limited insurance protection for individuals while they are performing RCRV volunteer activities.
- Section 5 There are no membership dues associated with RCRV.
- Section 6 An individual's RCRV membership may be revoked if that member has failed to participate in RCRV activities or to report volunteer hours worked on applicable projects for twelve consecutive months or longer.
- Section 7 The Board of Directors may revoke the membership of any RCRV member if the Board of Directors determines that the member has intentionally committed illegal, immoral, or unethical acts detrimental to the Mission and Vision of RCRV stated in Article II of these Bylaws.

Issue #4: Size of Board of Directors: define as variable per year.

Issue #5: Additional Members may be elected by the Board: change to replacement only.

Article V Organization

Presently:

- Section 2 The Board of Directors shall be constituted as follows:
- a. Chairman
 - b. Vice Chairman
 - c. Secretary
 - d. Treasurer
 - e. Chairmen of the standing committees defined in this Article.
 - f. Community Service Agency representatives. (typically 12 to 15)
 - g. Rockwell Collins representative(s). (typically 1)
 - h. Active RCRV Members. (typically 20)

Members of the Board of Directors shall be elected at an RCRV Annual Meeting and shall serve for a term of one year beginning January 1 following their election. Additional members may be elected by the Board of Directors to serve for the remainder of the year in which the election occurs.

Officers of the Board of Directors, including the Chairman, the Vice Chairman, the Secretary, and the Treasurer, shall be elected at an RCRV Annual Meeting and shall serve for a term of one year beginning January 1 following their election.

Proposed.

Section 2 The Board of Directors shall be constituted as follows:

- a. Chairman
- b. Vice Chairman
- c. Secretary
- d. Treasurer
- e. Chairmen of the standing committees defined in this Article.
- f. Community Service Agency representatives. (typically 12 to 15)
- g. Rockwell Collins representative(s). (typically 1)
- h. RCRV Members. (typically 20)

All Officers and Members of the Board of Directors shall be elected at an RCRV Annual Meeting and shall serve for a term of one year beginning January 1 following their election. The number of Board Members to be elected shall be fixed by resolution approved by the Annual meeting in conjunction with each annual election. Any Board of Directors vacancy that occurs during the year may be filled by a replacement elected by the Board of Directors to serve for the remainder of the year in which the election occurs.

Issue #6: Removal from office, contract rights, Authority to execute documents: No change—allow Iowa Code 504 to specify

Issue #7: Quorum: change to 1/3, make more explicit, use IA Code 504 language.

Article VIII General Meetings

Presently:

Section 2 A quorum shall consist of fifteen (15) members of the Board of Directors.

Proposed:

Section 2 A quorum shall consist of one-third of the members of the Board of Directors in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board.

Issue #8: Amendments: Drop approval by Annual Meeting per IA Code 504.

Article X Amendments

Presently:

These by-laws may be amended at any time by a two-thirds (2/3) vote of the Board of Directors. Such action shall be subject to approval by a simple majority of RCRV members in attendance at the next annual meeting.

Proposed:

These by-laws may be amended at any time by a two-thirds (2/3) vote of the Board of Directors.

Issue #9: location: use RCRV office address

**Article III
Location**

Presently:

- Section I The principal place for transacting the business of RCRV is Cedar Rapids, Iowa. However, RCRV volunteerism extends into surrounding areas.
- Section 2 The principal place for transacting the business of the management of RCRV will be the Headquarters of Rockwell Collins, 400 Collins Road, N.E., Cedar Rapids, IA 52498.

Proposed:

- Section 1 The principal operations of RCRV are conducted in and around Cedar Rapids, Iowa. However, RCRV may extend its operations elsewhere, at the discretion of the Board of Directors.
- Section 2 The principal place for transacting the business of RCRV will be the RCRV office at 927 North Compton Road, Hiawatha, IA 52233.

Draft Changes to
Articles of Incorporation
of
Rockwell Collins Retiree Volunteers (RCRV)

Issue #1: Purpose to reflect Vision and Mission Statement

**Article II
Purpose**

As recorded:

The Purpose of the RCRV Corporation is to promote, encourage and arrange for volunteering and providing assistive technology at various service agencies in and around the communities in which the retirees live.

Proposed (Mission Statement, modified):

The purpose of the RCRV Corporation is to help Rockwell Collins retirees identify needs in their community and beyond, and to support volunteer activities to fulfill those needs, while enriching the lives of the volunteers through comradeship and community service.

Issue #2: Reference to old Iowa Code for nonprofits: No change, historically correct.

Issue #3: Specification of Size of Board of Directors: Refer to Bylaws.

Issue #4: Required Executive Committee: Make permissive

**Article III
Powers and Governing Body**

As recorded:

The corporation is organized under current and applicable provisions of the Iowa Nonprofit Corporation Act, Chapter 504A of the Code of Iowa as now and hereinafter amended. The Corporation shall have all powers and privileges that are reasonably necessary to fulfill and meeting the purposes for its existence, which are consistent with the powers granted to non-profit corporations by the general laws of the state, except those limited by these Articles.

The Corporation will be governed and directed by a Board of Directors consisting of a Chairperson, Vice-Chairperson, Secretary and Treasurer plus no more than thirty-six (36) At-Large Member of the Board and Committee Chairpersons, all of whom are elected annually from among Rockwell Collins, Inc. retirees, active employees and representatives of human services and government agencies. An Executive Committee consisting of not more than eighteen (18) persons who are Board members will deal with issues needing attention between monthly Board meetings.

Proposed—first paragraph: no change.

Proposed—second paragraph: changes indicated in bold face:

The Corporation will be governed and directed by a Board of Directors consisting of a Chairperson, Vice-Chairperson, Secretary and Treasurer **as well as a number of standing committee chairpersons and at-large directors elected annually from among**

Rockwell Collins, Inc. retirees, active employees, and representatives of human service and government agencies who have an interest in the operation of RCRV. The RCRV Bylaws shall specify the number of standing committee chairpersons and directors, and the procedures by which they are nominated, and elected, and removed from office. An Executive Committee may be appointed to by the Board to deal with issues needing attention between monthly Board meetings. The current Directors constituting the Board of Directors is thirty(30) and the names of the persons who are to serve until the next annual meeting in November of the Corporation or until their successors are duly elected and qualified are listed on page three.

Issue #5: Membership: Refer to Bylaws

**Article VII
Membership**

As recorded:

The membership of RCRV shall be composed of retirees, active employees of Rockwell Collins, Inc., its predecessor and/or its successor corporation and school systems, non-profit agencies and government supported agencies.

Proposed—totally replace as follows:

Persons who meet membership requirements defined in the RCRV Bylaws are members of RCRV. These Bylaws specify membership eligibility, minimum continued participation in RCRV activities, and requirements for submitting valid membership applications to RCRV

The RCRV Bylaws may also define specific affiliations or associate relationships with non-member individuals or groups as may be deemed appropriate by RCRV. Such affiliations do not constitute membership in RCRV.

Issue #6: Liability limitations: allow Iowa Code 504 to specify

Issue #7: Indemnification of Directors: allow Iowa Code 504 to specify

Issue #8: Iowa Code 504 defaults on all items not addressed: No known exceptions.