



## **BOARD OF DIRECTORS SPECIAL MEETING**

18 May 2020 Meeting Minutes

APPROVED

**Board Members Present via Telecon:** Cathy McClain '82, Chair; Bob Lowe '71, Vice Chair; Ginny Caine Tonneson '80, Secretary; Hans Mueh '66; Garry Dudley '68; Mark Volcheff '75; Frank Gorenc '79; Will Gunn '80; Diann Boyle '83; Dennis Dabney '89; John Vargas '96; Andrew Hendel '09; Emma Przybyslawski '10; Doug Brower '72, President, Class Advisory Senate.

**Board Members Absent:** Glenn Strebe '87, Treasurer; Nancy Taylor '01.

**AOG Staff Present:** Mike Gould '76, President and CEO; Marty Marcolongo '88, President and COO; Steve Simon '77, Executive Vice President; Gayle Yamazaki '83, Director of Administration.

### **I. Call to Order/Chairman's Welcome**

Chair McClain called the meeting to order at 6:00 p.m. MDT on Monday, 18 May 2020.

### **II. Agenda**

The only item on the agenda was the Bylaws Review Task Force motion concerning the quorum.

### **III. Bylaws Review Task Force**

Task Force Chair Gunn reviewed the results of a straw poll conducted earlier this week. The task force had asked the Directors to consider two options on changes to Bylaws Article XII. The first option would change Section 1 so that Directors could make changes to the Bylaws with a two-thirds vote of the entire Board and would remove the option for Membership-proposed changes to the Bylaws. Five Directors supported this option. The second option included the same change to Section 1, but retained the ability for the membership to propose changes to the Bylaws by obtaining signatures of at least five percent of the membership and having a majority vote of a quorum of 25 percent of the members as currently laid out in Article XII, Sections 2 and 3. Six Directors supported this option.

He noted that the second option would make it easier for the Directors to make changes to the Bylaws, while still giving members a voice. He commented that this was good policy and demonstrates the Board is moving forward, while not giving the impression that we are trying to seize power. The Bylaws Review Task Force modified the tabled motion from the 8 May 2020 Board meeting to read as follows:

MOTION: The Bylaws Review Task Force moved that Bylaws Article XII Section 1, 3, 4 and 5 be modified as follows (changes shown in italics and strikethroughs):

Section 1. Board Proposed: The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose *and approve* amendments to the Bylaws and/or Articles of Incorporation. *Amendments may be approved by a two-thirds majority of the entire Board.*

Section 2. Membership Proposed: A member may also submit proposed amendments for a vote of the membership by obtaining the signatures of members representing at least five percent of all voting members.

Section 3. Membership Voting: ~~All~~ Amendments to Bylaws and Articles of Incorporation *that are submitted in accordance with Article XII, Section 2 above,* must be submitted to a vote of the members *at the next regularly scheduled election.* A quorum of 25 percent of the membership eligible to vote is required for the vote to be valid. The amendment must be approved by the majority of that quorum.

Section 4. Non-Substantive Changes: The Board shall have the authority to make non-substantive wording and numbering changes to the Bylaws *(to include changes to Membership-proposed changes)* for the purpose of ensuring their consistency, grammatical correctness, and coherence.

Section 5. Effective Date of Adoption of Bylaws and Amendments: The vote is concluded, and revisions and amendments adopted upon certification of the ~~election~~ *vote* by the Board Secretary.

Discussion: A lengthy discussion ensued. There was no debate over Section 1; the Directors acknowledged the appeal of simplifying the Bylaws and the fact that allowing the Board to make changes more easily to the Bylaws would allow us to be more responsive and flexible. The discussion focused largely on membership-proposed changes to the Bylaws (Sections 2 and 3). Proponents of eliminating the membership-proposed option pointed out that the majority of the Board was elected, and the Directors should be empowered to work on the membership's behalf. The membership should trust that the Directors will do the right thing. CEO/President Gould commented that the ballot should be as simple as possible and that most graduates will not want to read through each section (as currently laid out in the motion).

Proponents of keeping the membership option pointed out that it was already specified in the Bylaws, and it provided another avenue for the members to be heard. It was pointed out that at the time the membership-proposed change option was included in the Bylaws, the AOG Board was mostly appointed, and members did not believe they had other ways to be heard. Chair McClain pointed out that members could approach CAS members or any Director with a proposed Bylaws change and we would bring it forth to the Board.

However, if there was something that members were adamant about and were not satisfied with these avenues, they could still bring the issues forward via the Membership-proposed option. She noted that it provided for checks and balances and was the right thing to do for a membership-based organization. COO/President Marcolongo voiced his support for the membership-proposed option, but noted that there are no timelines associated with it (as far as how long prior to an election a potential change would have to be submitted to get on the ballot).

Other ideas discussed included which option was more likely to assist us in reaching the 25% quorum needed for the next election, and how we would explain to the membership why the Directors had a more direct route to change the Bylaws than did the members. Chair McClain commented that the Board needs more flexibility and the members can still engage in multiple ways. We are not imposing something new on the members. The discussion then turned to whether the changes to sections 3, 4, and 5 were substantive changes and even needed to be on the ballot. The Bylaws Review Task force believed they were non-substantive and put forth an amended motion.

AMENDED MOTION: The Bylaws Review Task Force moved that Bylaws Article XII Section 1 be modified as follows (changes shown in italics).

Section 1. Board Proposed: The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose *and approve* amendments to the Bylaws and/or Articles of Incorporation. *Amendments may be approved by a two-thirds majority of the entire Board.*

The Bylaws Review Task Force further moved that if Bylaws Article XII, Section 1 is approved, the following changes be made to Sections 3, 4, and 5 as non-substantive changes (changes shown in italics and strikethroughs) .

Section 3. Membership Voting: ~~All~~ Amendments to Bylaws and Articles of Incorporation *that are submitted in accordance with Article XII, Section 2 above,* must be submitted to a vote of the members *at the next regularly scheduled election.* A quorum of 25 percent of the membership eligible to vote is required for the vote to be valid. The amendment must be approved by the majority of that quorum.

Section 4. Non-Substantive Changes: The Board shall have the authority to make non-substantive wording and numbering changes to the Bylaws *(to include changes to Membership-proposed changes)* for the purpose of ensuring their consistency, grammatical correctness, and coherence.

Section 5. Effective Date of Adoption of Bylaws and Amendments: The vote is concluded, and revisions and amendments adopted upon certification of the ~~election~~ *vote* by the Board Secretary.

Discussion: There was a short discussion to clarify whether we needed to include any of the changes to sections 3, 4, and 5 in the motion. Task Force Chair Gunn agreed that they did not need to be included, pointing out that the changes in sections 3, 4, and 5 were simply clarifications. The decision was made to simply address Section 1 at the present time and leave the remaining sections of Article XII as is. Thus, the portions of the amended motion dealing with sections 3, 4, and 5 were removed.

MOTION TO AMEND: The Bylaws Review Task Force moved that the Bylaws Article XII motion be modified.

The motion to amend passed by a vote of 10-3 (Directors Gorenc, Hendel and Przybyslawski against).

AMENDED MOTION: The Bylaws Review Task Force moved that Bylaws Article XII Section 1 be modified as follows (and leave the remainder of Article XII as is; changes to Section 1 shown in italics).

Section 1. Board Proposed: The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose *and approve* amendments to the Bylaws and/or Articles of Incorporation. *Amendments may be approved by a two-thirds majority of the entire Board.*

*Note: Because the Bylaws specify that a motion requires a two-thirds vote of the entire AOG Board for matters that will require a vote of the membership, Chair McClain and Director Przybyslawski contacted Directors Strebe and Taylor following the meeting for their vote. The motion failed by a vote of 8-7 (Directors Mueh, Gorenc, Boyle, Strebe, Taylor, Hendel, and Przybyslawski against).*

#### **IV. Chair's Comments**

Chair McClain thanked the Bylaws Review Task Force for all their work and the Directors for reviewing and discussing the issue so thoroughly.

#### **V. Adjournment**

Chair McClain adjourned the meeting at 6:58 p.m. MDT.

Respectfully submitted,  
Virginia Caine Tonneson, Secretary