

1.8.2020

MINUTES OF THE MEETING OF THE ECIA BYLAWS REVIEW AD HOC COMMITTEE HELD ON JANUARY 8, 2019

1. Time and place. A meeting of the ECIA Bylaws Review Ad Hoc Committee ("The Bylaws Committee") was held on December 10, 2019 at 1:00 pm in the ECIA Community Center Conference Room. The meeting was called to order by Butch Gorsuch at 1:02 pm. The meeting was recorded.
2. Attendees. All five committee members were present, therefore, a quorum was achieved. Specifically, Butch Gorsuch, Joe Loewy, Amelia Adair, Sue Daniel and Nancy Sulzberg were present. In addition, ECIA staff liaison Rachel Turnbough was present.
3. Minutes. The Minutes of the November 19, 2019 Meeting were approved unanimously by the committee, 5-0.
4. Approval of Agenda. Chair Butch Gorsuch moved to amend the agenda to table original items 5(c) "Create list of items to forward to the Board..." and (d) Discussion: Passing Attorney response..." until the next meeting. The agenda was approved unanimously as amended by the committee, 5-0. Copies of the agenda were available to committee members electronically. The documents discussed by the committee were viewed electronically.
5. Open Forum. No guests were present.
6. New Business:
 - a. *Review schedule of remaining meetings and ensure we are covered through March. Can 1/17 and 2/14 be moved forward a day?* The committee had previously discussed, via email, changing the date of the Open Forum to 2/13 at 6:00 pm (room available for set up from 5:00 pm). The committee ratified that change, and agreed to move our upcoming meetings to 1/15 and 2/13 respectively.
 - b. *Recap of the request for an early copy of Draft I.* A member had requested, and the Board had directed the committee to release a copy of Draft I via email. The member had no further requests from the committee. The committee discussed options should this situation arise in the future.
 - c. *Timing: When to share the Bylaws Proposed Changes – Summary Document with the Members.* After discussion, the committee continues to believe that sharing the complete summary document with Members at the Open Forum is appropriate. An explanation of why certain changes were made will be provided with the posted Draft.
7. Old Business.
8. a. *Status of received comments/suggestions.* No additional comments or suggestions pertinent to this committee have been received since the last meeting.
9. b. *Bylaws Review Action List:* The Board will receive Draft II of the Bylaws following this meeting, by Dec. 11, including the Summary document. Suggestions or requests for changes made by the Board should be sent back to the Bylaws committee, not later than 12/14. The committee will make any necessary changes, then provide a final draft for the Board to approve at their December meeting. Assuming the Board approves Draft II no later than their January meeting, then the final draft of the revised Bylaws can be posted to the website and available to members in hard copy by February 3 at the latest. Ideally the Board will approve Draft II at their December meeting, and if so then Draft II can be posted and released to the community sooner. The committee remains on target to meet the deadlines established in the Action List.
10. c. *Publicity Status.* The committee agreed on a plan for future publicity: step 1: an eblast notifying Members when the Board-approved Draft is posted on the website for public

review, and a press release giving more information about the Bylaws process and upcoming forum, referencing the previously drafted article which will be posted on the website. Step 2: An article for the February Vistas (deadline 1/5) advertising the Draft online and the Open Forum. Step 3: An article for the March Vistas (deadline 2/5) discussing the next steps after the Open Forum and the importance of approving the amended Bylaws to improve the governance of the community. Step 4: an article for the April Vistas (deadline 3/5) reminding members that approval of the Amended Bylaws requires 60% of votes cast. Amelia will draft all of these items for the committee to review. Butch will handle drafting the messages for the marquees.

11. d. *Attorney Review Draft*: The committee discussed comments from ECIA's legal counsel on Draft II, incorporating all those new changes into Draft II, and noting that outcome in the Attorney Questions II spread sheet.
12. e. *Maintain Bylaws Proposed Changes – Summary and Proposed Bylaws Revisions*. The committee completed the last changes based on the attorney suggestions of the Sixth Amended Bylaws. Butch will update the spread sheet, and send the final Draft II version to the Board by tomorrow. The committee is ready to discuss changes via email based on Board suggestions.

The committee spent 16 minutes discussing Bylaws revisions, bringing the total discussion time for the committee to date to 19 hours 6 minutes.

8. Next Meeting Date. The next meeting date will be January 7, 2020 at 1:00 pm.
9. Adjournment. The meeting was adjourned at 2:56 pm.

For the ECIA Bylaws Review Ad Hoc Committee

By: _____/s/_____ 1/4/19

Secretary Amelia Adair

Date