

**MINUTES OF THE MEETING OF THE  
ECIA BYLAWS REVIEW AD HOC COMMITTEE  
HELD ON FEBRUARY 13, 2020**

1. Time and place. A meeting of the ECIA Bylaws Review Ad Hoc Committee ("The Bylaws Committee") was held on February 18, 2020 at 8:00 pm in the ECIA Community Center Conference Room. The meeting was called to order by Butch Gorsuch at 8:00 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, Board members Carol Sanguinetti, David Sorkin, Melicent D'Amore were present as guests.
3. Minutes. The Minutes of the January 15, 2020 meeting were approved by the committee, 5-0.
4. Approval of Agenda. Chair Butch Gorsuch moved to amend the agenda to delete item 5 "Old Business", and add a new item 6(a) "Timeline". Original item 6(a) "Open Forum Input" is changed to (b). A typographical error in Item 7, Adjournment, corrected the name of the next meeting to a "post" forum meeting. The agenda was approved unanimously as amended by the committee, 5-0. Copies of the agenda were available to committee members electronically and on hardcopy. The documents discussed by the committee were viewed electronically.
5. Open Forum. No comments were made by the guests in the open forum section of the meeting.
6. New Business.
7. a. *Timeline*. Nancy reported that the printer for the annual meeting package has been selected, and that the deadlines for the printer will be established shortly. Nancy will pass the key deadline dates on to the committee, but likely we will have until March 30 to provide the final version of the Amended Bylaws for printing. Butch will collaborate with Nancy on preparing the Bylaws packet for mailing.

The committee asked that at its next meeting, on February 17, 2020, the Board make a motion to accept the final version (3<sup>rd</sup> Draft) of the Sixth Amended and Restated Bylaws which the committee will present to the Board, for inclusion in the annual meeting packet to go to the Members for a vote. The committee will complete its work on the 3<sup>rd</sup> Draft tonight, then Butch will clean up the formatting and send the clean, final version to the Board by Saturday, February 15.

- a. b. *Open Forum Input*: The committee discussed the input received from the participants at the open forum held immediately prior to this meeting, on February 13, 2020 at 6:00 pm. Most of the public input was in the form of questions about the proposed amended Bylaws. However, the committee reviewed all comments and suggestions received about Draft II received since the last meeting, including input from the open forum.

Changes were made on Draft III of the Amended Bylaws, and documented on the appropriate tab in the *Proposed Bylaws Revisions* spreadsheet (working document). The committee reviewed each separate comment received to date from Members. Each comment was either accepted, partially accepted or not accepted.

Several suggestions were received before and during the forum requesting changes to Article VIII Section 2 "Removal by Members". In response to this feedback, after discussion, the committee agreed to strike the words "listed under Section 1 above", and add the word "just" between "for" and "cause" in the first paragraph of that Section. In addition, the committee agreed to refer the question of additional definition of the reasons Members may remove a Director to the next Bylaws Review committee for consideration.

Butch will prepare the final, clean version for the Board's vote by Friday. The committee is requested to review the final version, with redlines removed, before noon on Saturday, so it can be sent to the Board before the end of the day on Saturday.

The committee spent 1 hour discussing Bylaws revisions and Members input to the Bylaws, bringing the total discussion time for the committee to date to 23 hours 22 minutes.

7. Next Meeting Date. The next meeting date will be March 3, 2020.
8. Adjournment. The meeting was adjourned at 9:14 pm.

For the ECIA Bylaws Review Ad Hoc Committee

By: \_\_\_\_\_/s/\_\_\_\_\_ 2/24/20

Secretary Amelia Adair

Date