

FARA Jan 9<sup>th</sup> Board Meeting via Zoom on 01-9-21 at 10:05 AM - Attendees = 14 by

W1VIV Sumner W	KB1VXY John I	N1MH Steve M	KC1DMM Andy M
KC1LPZ Steve B	K1VEA Victor A	KB1NIP Ellen W	K1AZE Lew N
W1HNZ Bruce R	KB1YXL David M	N1JIW Joe W	AB2IX Adrian Z
KC1HPZ Glenn A	----- Bob Bosaz		

The purpose of this meeting is to proceed with making proposed changes to the FARA Bylaws.

Meeting Minutes:

John I. sent out a file "FARA BYLAWS draft 010821 606 pm" that had our entire bylaws with proposed changes marked in **Red** that should be deleted with new changes added. Steve B - KC1LPZ made a motion to accept the entire draft document. There was no second on that motion. The focus instead remained on Article 7 of our bylaws and that was interpreting what two-thirds of the membership means. Does that mean the entire membership of the FARA organization or two-thirds of those members actually attending a meeting.

With several members present who were in FARA many years back the interpretation was leaning primarily on the meeting attendees at a meeting to vote. Discussion also mentioned absentee voting with no decision made how the exact wording should be made on that issue.

The discussion returned to John I.'s original question regarding the changes that we should make on Article 7. Voting was unanimous on the interpretation only that 2/3 membership refers to meeting attendees not total Association Membership.

*My Zoom A/V app was not working therefore I participated via the telephone – audio - only. John I. also took notes on this meeting which are being included in case I missed some detail that must be in our Minutes. Thank you, John.*

**"ARTICLE 7 : Amendment of By-Laws** These By-Laws may only be amended by a two-thirds vote of the Membership at either a General Meeting or a Special Meeting, provided that proper notice is given. "

There was consensus that the intention of the bylaws was to include as much of the membership as possible in any voting on proposed changes. But the actual mechanism proposed has some ambiguity. There is precedent, as noted by attendees, that in the past, after proper notice of the changes was given to the members to review, a two-thirds vote of the "members present at" a properly notice meeting was the mechanism to change the bylaws.

A motion was made and seconded to vote on the following interpretation of the first sentence of Article 7: Amendment of the By-Laws as follows:

"The bylaws may only be amended by a two-thirds vote of the members present at either a General Meeting or a Special Meeting, provided that proper notice is given."

This interpretation passed unanimously.

There was much discussion of what to change, including increasing the amount an individual officer can approve from \$100 to \$250, spelling out some ambiguities in the voting requirements, including a reference to 501c3 entities in Article 8, clarifying that electronic meetings may be our future for some time, allowing absentee ballots/votes (but not proxy votes) given some people's limited access to electronic meetings, and other grammatical and formatting issues. A subcommittee will work on the actual changes.

The proposed changes will be reviewed by the officers and the general membership, and once agreed on, there will be adequate notice of a future meeting in which the changes will be voted on.

Interested members who want to work on the bylaw subcommittee can email John I. at [jjiwuc@msn.com](mailto:jjiwuc@msn.com) .

73s

Respectfully Submitted by – Stephen M Babbitt – KC1LPZ