



MINUTES

MARCH 29TH, 2010

6:00 – 6:30PM

MEETING CALLED BY	Rob Manelski
TYPE OF MEETING	Special Meeting of the Board of Directors
LOCATION	teleconference
NOTE TAKER	Piper Muoio
TIMEKEEPER	All
ATTENDEES	Rob Manelski, Piper Muoio

This meeting was called as a result of the receipt of a response from legal counsel regarding the proposed bylaw changes, Board member status and election process.

Agenda topics

REVIEW OF LETTER FROM COUNSEL

DISCUSSION	The Board received a letter from legal counsel and met to review and adopt the changes, as well as clarify election steps going forward.	
The legal review was completed to ensure that the proposed changes to the bylaws were in compliance with state law. The review resulted in no changes to the words proposed.		
CONCLUSIONS	The Board reviewed and hereby formally adopts the bylaw changes to article IV sections 5 & 11.	
The Board agreed it is appropriate to send a formal, written, review of the changes and rationale to all members.		
DISCUSSION	Board member status was reviewed.	
Legal counsel opined on the status of the existing directors (two). After review of the bylaws relating to the terms of directors (Article IV section 2) it was determined that both existing Board members (Manelski, Muoio) are still validly serving as members of the board.		
CONCLUSION	The two existing Board members are still holding their positions in accordance with the bylaws.	
DISCUSSION	The legal opinion of the election process was reviewed and next steps for election to fill the open position was discussed.	
Following review of the bylaws by counsel and the results of the recent ballots collected, it was opined by counsel that the traditional ballot card process must be modified when electing more than one director. It was opined that the most recent ballot may only be used to fill a single position as there was only one position identified on that ballot. Further, it was recommended that a second ballot be sent to fill any other open position(s).		
In the future, a single ballot may be used but each open position and the candidates for each position must be separately delineated.		
CONCLUSION	The existing ballot was used to reelect the vice president as she received the majority of all votes. A second ballot will be sent to all members for the purpose of electing Directors to other open positions as required.	
ACTION ITEMS	ASSIGNED TO	DUE DATE
Rob to provide draft of the bylaw changes letter to members.	Rob	Complete
Rob to provide draft letter to members Re: voting.	Rob	Complete
Rob to provide draft letter to members Re: electronic notification		Complete
Rob to provide draft ballot to Piper for review.	Rob	Complete
Piper to review drafts and mail to members	Piper	Complete. 4-9-10