



Call to order by N4JTE at 0105 Zulu on Skype

Welcome to all Board Members and Bylaw Committee. Thank you for attending.

ROLL CALL

N4JTE X
W5JDF X
K5ENA X
W9FML X
ND8F ABSENT
N4JLT X
K6HP X
KF7BA X
KD0TXH X

Bylaw Committee: KK9KK, W7XTZ, WA4ZOP PRESENT. AG4PP ABSENT

NEW BUSINESS:

N4JTE has called this meeting to address concerns from the bylaw committee. N4JTE asks Parliamentarian and Bylaw Chairman, KK9KK, Rich, to address the board and update them about progress.

Rich addresses the board first by reading an email from Dale, AG4PP, who was unable to attend due to lack of internet/SKYPE capability from his QTH. Letter states "1) I wanted to be sure the bylaws committee was drafting language that's in the interest of the broad membership and not just rubber stamping Board action. It's our job to act as arbitrator to change. No change can happen without our input and agreement - just like no change can happen without Board agreement (they get an up-down vote on our entire change package).

2) I want the Parliamentarian to start thinking in terms of limits on the Board that are spelled out in the Bylaws... Its part of the Parliamentarian job to stop the Board from operating contrary to the bylaws. The Parliamentarian should be shoving the Board toward solutions that meet bylaw criteria even if it's not the optimal solution. There isn't any reason why a more optimal/better solution can't be made during the next bylaw update but bottom line the Board can't run over the bylaws because it's handy to do so.

3) I'm the "business manager" for OMISS - consequently the State of KY uses me (and my address) as the legal corporate interface. I cannot knowingly allow the society to operate outside state law. To some degree it's my name on the line....

Having said all of that I'm NOT opposed to change - as long as it's in the interest of the society.... I don't really know the full extent of the changes proposed by the Board but I'm largely supportive of what I do know about. Unless something has changed that I'm unaware of I'd say let's "push on" with the job at hand.

Rich indicates his position on Article 5, the board of directors shall be the policy making body of the society. Article 8 states In the event that the By-Laws need to be amended, the President shall appoint a By-Laws committee. The President will offer a proposed timeline to the By-Laws committee to review and submit any proposed amendments back to the Board of Directors. During the period that the By-Laws Committee reviews the By-Laws and works on their proposal, direct communication with the Board of Directors is encouraged. Once the By-Laws Committee completes their review, the proposed changes will be provided to the President of the Society

Rich states that the BOD initiates contact with the bylaws.

Warren, WA4ZOP states the changes he has seen are beneficial to OMISS. He has no difficulty moving forward. Mentions due process. Agreed with Rich's statement and thought it was a good idea to update board regarding the difficulties the bylaw committee has. He is ready to move forward and complete the review of bylaws.

W7XTZ, Mike, newest member to committee. Still getting brought up to speed on all issues at hand. No comments at this time.

At this time Bob, N4JTE, addresses each board member for opinions on what they have heard thus far. W5JDF, JERRY, stated he discussed most of his thoughts at prior board meeting. Discussed briefly the 3 positions in question, split treasurer/membership chairman, Historian, and club call manager. He stated that Art 8 wording should be looked at and changed.

K5ENA, JOHN, nothing at this time.

W9FML, CARRIE- Asked where Dale stands at this time as business agent and on bylaw committee. Rich states he thinks he is going to be continuing on in both roles. Carrie expressed that we are not violating bylaws, the treasurer/membership split is temporary until permanent solution obtained, historian not active and club manager not active at this time. Carrie feels the board has the right to adopt changes necessary for membership. She felt nothing "radical" or anything that would fundamentally change the structure of OMISS would ever pass any BOD for the bylaw committee to review.

N4JTE, stated he can see a catch 22 in wording in bylaws.

N4JLT, KEN. He is involved in nonprofit organizations in KY. States we haven't violated KY law. KY law for non profit is to make sure we are following our bylaws and RROO.

K6HP, ED, Ed agrees that BOD should take recommendations from bylaw committee. Discussed our business standing. Found we are incorporated nonprofit. States catch 22 in wording of bylaw review.

N4JTE, agreed again about wording confusion

KF7BA, BRAD, stated we are running in circles on who does what. How are the bylaw committee members aware of issues if they are not on the BOD?

KD0TXH, DAVE, He stated that Jerry summed it up best. Dave didn't agree with ED. He said the committee would have to have ESP in order to make recommendations to the BOD for change. Activate the committee every Jan 1, and see what they have to say.

N4JTE, then turned things back to bylaw chairman, Rich for further comments after listening to BOD. Rich again stated how the President activates the committee and provides a timeline for review and submit proposed amendments BACK to the BOD. RROO states that common sense over rules all. BOD IS THE POLICY MAKING BODY OF THE SOCIETY. Rich also stated as parliamentarian, he will do his best to attend future board meetings.

N4JTE questioned where we go from here. He asked Rich if possible to get a draft by next BOD meeting. Rich thought it was possible. Another opportunity for each board member to add further comments. Discussion was had about our incorporated nonprofit status. Dave thanked the bylaw committee for their work. Mike brought up RROO in bylaws. It does state that what is not covered in our bylaws, refer to RROO. Warren mentioned the purpose of the committee is to have separate eyes looking at the bylaws.

Rich finished addressing the BOD by stating that short of gossip, there is no way for the bylaw committee to know what is going on at a BOD meeting or concerns by membership. He thanked Brad for hosting SKYPE, thanked Carrie for minutes. Will forward Dale's email to the BOD as well as activation letters. Bob mentioned being worried about getting this done in timely fashion. Ken thanked committee for their work.

ADJOURNMENT

MOTION TO ADJOURN BY N4JLT KEN

SECOND BY W5JDF JERRY

ANY OBJECTIONS?NONE

IF NONE, MEETING ADJOURNED AT 0210 ZULU