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Special Member Meeting Notes May 12, 2022

At 6:02pm Eva Schectman welcomed the group and explained the purpose and history of the meeting. She introduced Paul Gillies, and without objection, appointed him moderator for the evening. Paul briefly explained Robert's Rules and the process for considering each article to be voted. Rowan Sherwood explained the voting process using the [Mentimeter](#) voting website and directed a practice vote. This vote established a quorum. There were a few initial challenges with access to Mentimeter and voting tokens. Joel Brock, our tech consultant, resolved these issues so everyone had access to the platform and were able to vote. Rowan then explained voting on amendments and procedural items using the green check and red X reactions in Zoom. The group participated in a practice run of this as well.

Paul then presented the first article for voting, an amendment to the articles of incorporation. Carl Etnier, chair of the Bylaw Committee, explained it in detail via a pre-recording. Eva Schectman moved to accept the change and it was seconded. Discussion followed. Joel clarified that questions can be submitted in the chat or by raising one's hand to speak. Paul noted that William Donovan raised a point of order in the chat. Mr. Donovan called into question the validity of the meeting since it is happening virtually. Paul responded by letting William know that this question was anticipated and after consulting with the Secretary of State it was established that it was allowed under the bylaws. Mr. Donovan's point of order was denied by the moderator and the moderator's ruling was overwhelmingly sustained by a vote of meeting attendees. Paul asked for any discussion on the article at hand. Several members shared their thoughts. Elizabeth Jesdale raised a point of order that there should not be any voting at this meeting because of the way it is being conducted. The moderator ruled against that point of order. The members voted on that ruling, and it was sustained by a wide margin. Mr. Donovan raised another point of order. He said that the meeting is moving faster than people can speak. He claimed this was a violation of Robert's Rules. Paul denied the motion and invited anyone to comment on the issue. No one weighed in and a vote was taken to sustain the moderator's ruling.

David Kreindler made a motion to add the word "individual" to the language in the article so that it reads "No individual member may vote by proxy." There was a second. Paul asked for discussion. Elizabeth Jesdale stated again that this meeting should not continue because she was not able to speak. David Kreindler explained his amendment. Kelly McGill voiced an opinion against the amendment. Mr. Donovan raised two more points of order on this article. He said State law says this cannot be amended and the vote should not take place. Carl Etnier moved to call the question. It was seconded. Members voted to stop debate and vote on original motion.

Mr. Donovan had another point of order. He said that 2/3 of the current council has to vote to make changes to the bylaws and he did not see that vote in the minutes. Carl Etnier responded that the

APPROVED

council did vote for that. Eva Schectman shared that the current council voted on and approved this in February.

Motion to amend article 1 passed. Article 1 as amended was then voted and approved.

Paul then introduced the second article, a comprehensive update of the bylaws. It was moved and seconded to consider it. Stephanie Kaplan explained the article via pre-recording. Elizabeth Jesdale spoke to say that she is not able to speak. She called for a roll call to verify quorum. Paul stated that he was not clear if we have the capacity for a roll call. Joel assured her that there was still a quorum. Paul ruled that we have a quorum and continued. Mr. Donovan spoke again to advocate for not continuing. Paul disagreed and ruled to continue with the meeting as warned. Members voted to sustain that ruling. There were several questions from members and discussion. There was some clarification on the voting process. Kevin O'Donnell moved to call the question and was seconded. The members voted to cease debate on article 2 and the original motion was approved.

Paul read article 3, an amendment to change certain aspects of member voting. It was moved and seconded. Steven Farnham explained the article in a pre-recorded video. There was some discussion and it was clarified that changes would not take place until after this meeting. Mr. Donovan wondered why the article was not included in the full bylaw revision which was just approved. Carl explained that more substantive changes were pulled out as separate votes. Mr. Donovan thought this was a late addition to the plan and he wondered if the current council approved this. Eva confirmed that they had. It was clarified that information on voting will be shared as it always has been. Michael Levine asked for clarification on the 14-day voting window and what can be amended. Carl explained amendments would not be possible in such cases. Mr. Donovan asked if there was still a quorum and Joel confirmed that there was. David Kreindler echoed Elizabeth's point that the meeting is confusing. He then stated a motion to divide the question into two parts. It was seconded. Elizabeth Jesdale stated again that she is not able to have her voice heard. Scott Hess called the question. Clarification was provided that this vote is on the amendment. There was a vote on the amendment and it did not pass. Members then voted to approve Article 3. Andrew Sullivan raised concern about lack of quorum.

Paul read article 4, an amendment to provide transparency in employee compensation. It was moved and seconded. Sue Zekas explained the article in a recording. Elizabeth spoke again about how she is not able to get her questions answered. David Kreindler expressed that he does not like how the meeting is set up. He then called the question. Members voted to cease debate and vote on the article, and then voted on Article 4. It passed.

Paul read article 5, an amendment to clarify council member freedom of expression. It was moved and seconded. Scott Hess explained the article in a pre-recorded video. David Kreindler pointed out that the consequences of violating the policy are not detailed. It was noted that the full recording was not played. Carl responded by sharing what the rest of the recording said. Stephanie Kaplan clarified that council members can state their own opinions but not undermine council decisions. Kevin moved to call the question. Joel asked if we wanted to hear questions before calling the question. Paul clarified that the meeting does not automatically end at 8:00pm, then asked for a vote on whether or not to call the question. The motion to call the question passed and Article 5 was voted, and it passed. There were multiple comments about confusing and inadequate decision-making process.

APPROVED

Elizabeth Jesdale stated she was not called on for motions during the course of the meeting, could not speak to the motions, and could not unmute herself to participate, when co-hosts of the meeting could unmute themselves to participate and went ahead to call to question before she and others could participate in discussion.

Paul read article 6. Carl Etnier moved to adjourn. There was a second. Members voted against adjournment. Paul asked for a motion to consider article 6. Joel noted that meeting attendance had just dropped below quorum. Paul explained that once quorum is established it is assumed until someone raises the question. He suggested revisiting the motion to adjourn since no valid action can be taken. David Kreindler complained that proper process was not followed on the last vote and so it is not valid. Paul explained that it is valid. James Young asked if previous votes were valid if there was not quorum. Paul clarified that quorum is how many people are present, not how many voted. Paul ended the meeting at approximately 8:10pm as there was no longer a quorum, so no further action could be taken.