

## Notes from the April 17th OBVTA Member Meeting: PART 2

### **OBVTA Bylaw Revisions:**

A committee of board members and an OBVTA member, John Clarke, looked at the bylaws to see how to update them to reflect the realities of OBVTA operations. The board then extensively discussed and debated aspects of the bylaws, particularly those related to the election of board members and the choice of officers, and agreed on revisions. A copy of the revised bylaws, as well as an explainer of the major changes, were emailed to members and posted on the OBVTA website.

Toni Tomarazzo provided an overview of the changes. She said the bylaws were revised at least three times before this. The major change this time addressed a longstanding issue of how to get more members to run for the board, especially given the specificity of four of the nine positions (the President, Vice President, Treasurer and Secretary have been elected by members). She said the board hopes to entice more members to serve by not imposing the onus of jumping into officer positions upon election. The new system will allow people to serve on the board and then eventually move to officer.

Election of the nine board members would remain staggered, three every year. Board members would now serve three-year terms, rather than the two years. The revised bylaws would remove term limits for all directors (officers have been limited to two terms; no limits existed for directors at large). The board would now select officers. The hope is that this will inspire people to serve who are willing to be on the board but don't want to be officers until they have attained more experience. Officers' terms would be two years. Members would still be able to control who is on the Board of Directors and even who serves as officers by approving or denying reelection of directors.

The revised bylaws now also clarify the voting rights of business members; establish a standing Ethics Committee to be called into action in the event of the need for a member's removal; and increases the amount of spending that the board can approve without a membership vote from \$2,000 to \$3,000.

Anthony said the board's recommended revisions were an attempt to find the fairest way to allow members to control who is on the board and to serve on the board themselves.

A member and former board member, Mel Persi, said he is concerned that the total membership was not being asked to vote on these changes. He said only 20% of the membership was represented. He asked that a ballot be mailed to all members.

Joan Strathern said she was on the committee and she understands members might have concerns. She said the board felt it was necessary to remove the term limits because there has been a longtime problem of finding people to run for the board. She said in the past the board has had empty seats because directors were term limited out and no one came forward to run for that seat. The board had already removed term limits for all but the four officers, she said. She said there was a problem that needed to be solved and we are hoping it encourages more people to run. As to a mail vote, she said the OBVTA has always conducted all votes at meetings.

Mr. Persi said just because the vote has always been done one way in the past is no reason not to try something different. Toni noted that the meetings are run under Roberts Rules of Order and that Mr. Persi could make a motion to have the bylaws item tabled. She said if members vote to table the item, the board will do so.

Mr. Persi made a motion to table the motion and to instead conduct the vote on the revised bylaws by mail. The motion was seconded by Pete Conrad. Members were directed to raise their hands if they had questions or wanted to participate in a discussion. Besides his objections to the voting process, Mr. Persi said he did not think the OBVTA had a problem finding candidates to run for the BOD. Mr. Conrad said he had the same concerns as Mr. Persi about the vote and the bylaws changes. Joan said a mail vote would be very difficult and expensive for the OBVTA and asked if Mr. Persi would be willing to amend his motion to allow, instead, for the vote to be done electronically. Sharon Colucci said an electronic vote is also difficult as there is no way to verify who is voting. She suggested the vote be conducted immediately, via Zoom. Anthony said all members were sent an email with a detailed explanation of the changes and that everyone had ample opportunity to participate in the process.

Joan said that under the current bylaws, all votes must be taken at a meeting. Toni asked Mr. Persi if he would be willing to amend his motion and call for the association to table the vote until the next general meeting, so as to conduct a vote without violating the bylaws. Mr. Persi asked if the board would be willing to provide a mailing list of all members. He was told no. He then requested that the OBVTA include a statement from

him in Anthony's next email to members. Anthony agreed to include Mr. Persi's statement in his next email to members if Mr. Persi's motion passed.

Mary Ann Wallis made a motion to close the discussion. Sharon Colucci seconded it. The motion to table the vote on the bylaw revisions until the next membership meeting was put to a vote via a Zoom poll: 80% (28 members) voted to move forward with the vote on revising the bylaws at this meeting, while 20% (7 members) voted to table it and hold the vote at the next membership meeting. (3 members – Anthony, Toni and Mary Ann – who were co-hosts for the Zoom meeting were blocked by the technology from voting.)

The revisions to the bylaws were then put to a vote via a Zoom poll. 33 members voted to approve the bylaw revisions (plus one member voted yes verbally via phone), and 4 voted against the revisions. (Toni and Anthony were prevented from voting because they were co-hosts of the Zoom call and were blocked from participating in the poll.)

The motion to revise the bylaws was approved and the new bylaws will take effect immediately.

Mr. Persi complimented the board for its work and noted that only 12% of members voted.

Mary Ann thanked all of the people who hung in for the long meeting and thanked Mr. Persi for his questions and interest. She encouraged people to now run for a board seat and vote in the June election. Anthony endorsed that message.

Anthony said three directors (he, Debbie Barton and a third director, who will be selected by lottery, as explained in the email to members) will be up for re-election in June. (A 4th director who under the old bylaws faced re-election this year will be deferred until 2022). He said we want people to run and we are asking members to join and to help with the growth of the association. He said we debated a lot, came to an agreement, and think this is the best way forward. If it does not work as intended, the bylaws could be amended again, he said.

The revised bylaws now clearly lay out the nomination and election process:

**April: Expiring terms of Directors were announced and a call for nominations was made. The nominations must be submitted to the President one week before the May membership meeting.**

**May: Nominees will be announced at the general membership meeting. Material regarding each nominee will be provided to the President and distributed to all members before the June membership meeting.**

**June: The nominees will be voted upon in June at the annual membership meeting if a quorum is met.**

The new board will take effect on July 1. Board members at the July board meeting will select officers.

Motion to close the meeting (Joe, Toni). Meeting adjourned at 12:06 p.m.