

Board of Directors Bylaw Change of 6.5 and 10.2

Email Discussion March 1, 2021 through March 10, 2021

I. Discussion

The changes to the Bylaws that were discussed at the February 26th, 2021 meeting were taken to the parliamentarian for review. Numerous members of the Board felt that the revised bylaws did not capture the intent of requiring an emergency situation before the Board could decide to elect officers by virtual means. The wording was adjusted numerous times with the parliamentarian reviewing the changes. Eventually the following two changes were finalized and voted on by the board:

a. **Bylaw 6.5 Annual and General Meetings.**

The Board of Directors shall meet a minimum of eight (8) times per year, including one time in person. Meeting via teleconference is permissible for all meetings except that meeting designated as the Annual meeting.

The Annual meeting is to be conducted in person unless the conditions caused by an international incident, catastrophe, pandemic or other National or World-wide event are such that would jeopardize the overall health, safety and well-being of the membership and/or the Board of Directors and would restrict or prohibit the members from assembling, then the annual meeting shall be conducted via virtual media methods. Changing the Annual Meeting to virtual media methods will require meeting the assembly restrictions and a minimum of two thirds vote by the Board of Directors. The Annual meeting of the Board shall be held at such time as the President may direct upon at least thirty (30) days prior notice in writing, given personally, by mail, e-mail, or fax, to all of the Directors of the Association for the purpose of electing officers and the transaction of such other business as may properly come before the meeting. The Board may also hold a Fall general meeting but may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of this and other general meetings without other notice than such resolution.

b. **Bylaw 10.3 Officer Elections**-Voting for the Officers within the Board of Directors shall be conducted in person during the Board of Directors meeting at the Annual meeting. *In the event that conditions as outlined in Paragraph 6.5 of these By-Laws prevent or restrict the annual meeting of being conducted in person, then the election of officer positions for the association may be conducted via virtual media. Changing the Officer Election from the Annual Meeting to Virtual Media methods requires meeting the assembly restrictions and two thirds vote of the current Board of Directors.*

II. Vote

a. Roll call vote:

Dr. Palermo – Aye
Mr. Laude - Aye
Mr. Smith – Aye
Ms. Thomas – Aye
Ms. Dumford – Aye
Ms. Miley – Aye
Mr. Jenkins - Nay

III. **Bylaw Change Explanations**

- a. Ms. Thomas agreed to provide a written explanation for the positives of the proposed bylaw change. Mr. Jenkins agreed to provide a written explanation for the negatives of the proposed bylaw change. Both explanations will be provided to the membership with the Bylaw Vote.
- b. The following explanations were provided:

Benefits of the Proposed Changes to FHANA Bylaws 6.5 and 10.2/3 Presented by Allison Thomas:

The Annual Meeting of the FHANA Board of Directors is dictated by the bylaws as the meeting when new Officer positions are elected. In order to best represent the membership, it is imperative that all seven elected Directors be present and able to vote at this meeting. These votes are how the FHANA membership is represented for the election of Officers, and removing even one Director from the vote is contrary to ensuring the will of the membership is heard.

For three different reasons in the last three years, the FHANA Board has been faced with circumstances that forced one or more Board members to be unable to attend the Annual Meeting in person. One was due to the deployment of a Director, another due to travel restrictions related to the global pandemic, and the third due to an injury that disallowed travel. The Bylaws as written would force the Board to either not meet and elect new officers for the year, or to meet without the full seven Directors that have been elected by the membership.

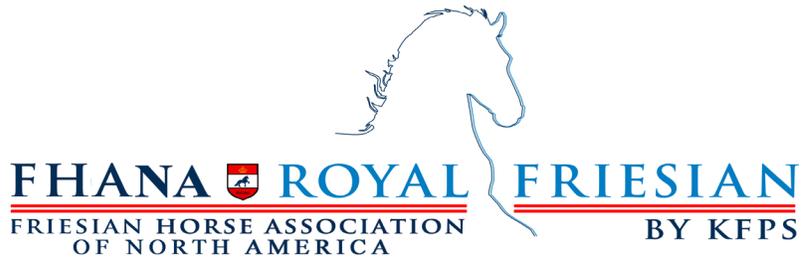
The proposed changes to the above listed bylaws stem from a need for the FHANA Board of Directors to be able to meet in its entirety regardless of the unpredictable and ever-changing world situation. The existing bylaws were intended to ensure that the Board of Directors met face to face at least once a year. They were designed to make sure that a vote for officers could not be faked by another person or coerced/forced. These things remain important today; however, the authors of the existing bylaws could not have foreseen the vast array of technological options that are available today. In the past five years alone, the advancements in virtual meeting technologies have been staggering, and these options are continually improving.

With the existing virtual meeting options currently available such as Zoom, Teams, Skype, as well as software such as BoardEffects to use for secure voting, the ability to meet 'face to face' is present regardless of whether every Director is in the same physical location. The sanctity of votes for Officer positions can be protected even in extenuating circumstances. The proposed changes to the bylaws would allow for the FHANA Board of Directors Annual Meeting to be held virtually in such extreme circumstances while not allowing such a change to be enacted frivolously or without due cause. In order to change the Annual Meeting of the Board from an in person to a virtual meeting, the situation must meet stringent guidelines regarding and requires a two-thirds vote of the Board. This preserves the original intent of the bylaw while allowing flexibility and adaptability in the face of the current world situation as well as unforeseen issues in the future.

Objection of the Proposed Changes to FHANA Bylaws 6.5 and 10.2/3 Presented by Mathew Jenkins:

My objection to the bylaw amendment being proposed is based upon broad reaching implications. Although the intent of this bylaw amendment is to address the current Covid-19 pandemic, it was drafted very quickly and leaves open the potential for a future board to abuse the original spirit of this amendment.

Despite the challenges of COVID-19 there still exists a way for the FHANA Board to meet in person. There was a bylaw change in 2020, and now one in 2021. Approving yet another amendment sets a dangerous



precedent. It sends a message that if a board doesn't want to operate under an established bylaw, they can merely change or amend it for their own benefit.

Bylaw amendments, additions or changes should be done judiciously and with infrequency to avoid potential abuse, in my opinion the proposed amendment does not meet these criteria.