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2 **SUBJECT: Bylaw Change Regarding Board of Director Voting (Bylaws 2/3 Vote)**

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4 *(This section to be completed by the Agenda and Resolutions Committee.)*
5 Committees required to review:

Committee Action:
Approve Disapprove

Board of Directors			
Bylaws Committee			

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7 **CONVENTION ACTION:**

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9 _____ Approved _____ Approved with Modification _____ Disapproved
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11 _____ Withdrawn _____ Referred to Committee _____
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13 **RESOLUTION:**
14 (Refer to Article 901 for submission requirements.)

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16 Whereas, The Bylaws Article VII Section 6 paragraph f state: "The Board of Directors may take
17 action by mail, without a meeting, provided that each Director is notified by mail at his
18 last known address of the proposal to be acted upon and all members of the Board
19 individually or collectively consent in writing to such action."; and
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21 Whereas, Current technology enables effective communication by a variety of means. These
22 include e-mail, fax and similar electronic techniques. They can be especially useful
23 when quick action is required; and
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25 Whereas, The current requirement of a unanimous affirmative vote may make achieving a
26 desirable action nearly impossible; and
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28 Whereas, The Bylaws should conform to Colorado Revised Statutes 7-128-201 and 7-128-202;
29 Therefore, Be It
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31 Resolved, That Bylaws Article VII Section 6 paragraph f be deleted in its entirety and replaced
32 with the following:
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34 f. Voting by Mail or Electronic Communication

35 The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or
36 similar electronic communication, provided that:
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38 1. Each and every member of the Board, in writing to the Secretary of the Board, votes for the action, or
39 votes against the action, or abstains from voting, and no Director demands that an action not be taken
40 without a meeting. That writing must be by mail or electronic communication, and shall include the
41 Director's signature. And,
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43 2. The number of affirmative votes for such action meets or exceeds the number
44 that would be necessary to take such action at a meeting at which all Directors
45 were present and voting.
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47 Effective: January 1, 2009
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49 **PROPONENT'S FINANCIAL IMPACT:** None.
50 (Refer to Article 901.2.e. for financial requirements.)
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53 **AHA IMPACT STATEMENT:** None.

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Contact Person:

SUBMITTED BY:

Name: Bylaws Committee

Region:

Member Organization Committee Commission Board Region *(check one)*

Who voted: Members Board Delegates *(check voting body)*

Total Number Eligible to Vote: 32 Number of Yes votes: 14 Number of No votes: 3

How vote was taken: mail email phone meeting *(check one) (Must have Quorum with majority of yes votes)*

Where documentation of this vote is recorded: Committee Minutes *(Must have printed documentation on file)*

Date vote taken: August 21, 2008

Contact Person: Joe Polo, Chair, Bylaws Committee *(Has authority to amend, combine or withdraw)*

Phone: (317) 698-9789 Email: rj.polo@att.net Fax:
