

From Council of Delegates Meetings – July 13 and July 15, 2005

Bylaw Changes

Law Committee Chairman Paul Frank presented the proposed Bylaw amendments that have been previously published. He suggested that those dealing only with minor text changes be dealt with as a group and be considered first.

He reported the following:

Change Article I (“Electro-platers” to “Electroplaters”) and Article IV (“bylaws” to “Bylaws”) as proposed.

It was moved and seconded to make the proposed changes.
THE MOTION PASSED.

He reported the following:

Change Article III, Section 5 to add *Emeritus Member Category* as proposed and change subsequent numbering as required.

It was moved and seconded to adopt the change in Article III and renumber subsequent Sections as required and previously proposed. THE MOTION PASSED.

He reported the proposed change to Article VI to eliminate the position of Second Vice President and reduce the size of the Executive Committee. It was moved and seconded to adopt the proposed change to Article VI and by adoption of this change, it will change Article VI, Section 2 and Section 5; Article VII, Section 2; Article XII, Section 1, 3 and 4. THE MOTION PASSED.

He reported the proposed change to the size of the Nominating Committee in Article VIII, Section 1 and Section 3. It was moved and seconded to adopt the change to Article VII as proposed. THE MOTION PASSED.

He reported the proposed change to XI, Section 1 reducing the size of the Board to nine members and this change will affect Article XI, Section 13. It was moved and seconded to adopt the change to Article XI as proposed. THE MOTION PASSED.

He reported the proposed change to XV, Section 2 changing the Fiscal Year to the calendar year and making it effective January 1, 2006. It was moved and seconded to adopt the change to Article XV as proposed. THE MOTION PASSED.

He reported the proposed change to IV Section 4 changing the requirement that Branch hold four meetings to be reduced to two meetings per year. It was moved and seconded to adopt the change to Article XV as proposed. THE MOTION PASSED.

He asked for a motion, based on the action to adopt the proposal in Article I that the other conforming language changes be adopted. It was moved and seconded to direct the Law Committee to make the conforming language changes. THE MOTION PASSED.

Bylaw Amendments Considered – Mail / Facsimile Balloting

Law Committee Chairman Paul Frank called for discussion on the Bylaw Amendment to permit mail or facsimile balloting by the Council of Delegates.

Clarification – Law Committee Authorized to Make Scribner's Corrections

Based upon the Parliamentarian's recommendation, the Bylaw proposal regarding the CoD voting by mail or fax will be clarified by adding the words such as "the CoD by 2/3s vote of those voting" so that amendment of the Bylaws permitting mail or facsimile balloting will follow the same procedure as a live meeting

Amendment to Require Mail / Facsimile Ballots to be Sent to Independent Party

It was moved and seconded to require an independent party receive and count the mail / facsimile ballots submitted. THE MOTION PASSED.

Amendment to Require Sufficient Time to Respond to Ballot

It was moved and seconded to require that a minimum of 45 days be allowed for responses to be returned and counted. THE MOTION PASSED.

Mail / Facsimile Balloting by Council of Delegates

It was moved and seconded to adopt the Bylaw as amended. THE MOTION PASSED.

Bylaw Amendment to CoD Delegation of Authority to Another AESF Entity

It was moved and seconded to adopt the amendment as proposed. It was clarified by the Parliamentarian that this referred to delegation to another AESF entity as opposed to delegation to another organization. Discussion followed in favor and in opposition. It was agreed that the Law Committee would be authorized to make a drafting correction if the amendment is adopted. THE MOTION FAILED.

Bylaw Vote on Delegation of Exposition Planning

The Law Committee recommended that the following changes to the Bylaw proposal specifically permitting the Society to delegate responsibilities for the Exposition to be assigned to another organization:

- Article X, Section 3, the following words be added: "The organization's planning and finances for the exposition may be assigned to another organization by the Board of Directors".
- Article X, Section 4, Paragraph 4, line 7, delete "if an Exposition is scheduled"
- Article VIII, Section 15, add between the fourth and fifth sentences, "If the Exposition is assigned to another organization, it shall not be responsible for it."

Discussion followed. It was moved and seconded to amend the last recommend to change "it" to "the Society". THE MOTION PASSED.

It was moved and seconded to amend the motion to include the following language: "All revenues and profits shall accrue to the AESF after payment of all costs of agreed management fees".

A point of order was then raised whether this amendment is in order since it appears to be in conflict with the original motion as amended which was currently being considered. The Parliamentarian stated that the body would have to decide if this proposed amendment was in conflict and therefore out of order. The President called for a vote on whether to sustain the point of order stating that if the body feels that this amendment is in conflict with the motion being considered, then it should vote to sustain the point of order. THE POINT OF ORDER WAS SUSTAINED.

A vote on the proposed Bylaw as amended by the Law Committee followed. It was reported by the Law Committee that the Bylaw amendment to specifically permit the Society to delegate the planning of the exhibition to another organization had failed to achieve a two-thirds vote. The announced vote was 81 in favor to 44 opposed out of the total of 125 votes (84 votes need to pass by 2/3 vote of those voting). The Law Committee Chairman stated that this effectively allowed whatever was currently in place to remain in place.

The President pointed out that this did not in any way overturn the Memorandum of Understanding, but merely left the present Bylaw language in place which the Law Committee will continue to work on.

The Parliamentarian stated that unless the Council voted something else, the existing language continues in place and the present practices being carried out, with the Council of Delegate's acquiesce, continue unchanged.

Announcement of SFIC Board Actions

President Burman reported on the SFIC Board of Directors actions taken on Saturday, June 11, 2005 which have been considered and agreed to by the AESF Board:

- (1) Each Association is to appoint seven representatives (to include the president, vice president and immediate past president) to participate in a facilitated retreat to be scheduled no later than December 1, 2005 with the focus to be on defining an organizational structure that reflects the diverse needs and interests of the respective organizations.
- (2) To hold a joint meeting of all three boards of directors (at a location to be announced) to take place no later than January 2006 for the purpose of presenting and explaining the results of the retreat.
- (3) For the advancement and preservation of the Surface Finishing Industry, to agree that the SFIC Board of Directors is the governing organization for all three associations (AESF, MFSA & NAMF) and to dissolve each association's board expeditiously within the framework of the bylaws of the three respective associations.