

ASGS B.O.D. Meeting  
November 2<sup>nd</sup> & 3rd 2001  
Marriott Hotel  
Pt. Clear, AL

Officers and Directors

President	Gary Coyne
President-elect	Edwin Powell
Secretary	Michael Souza
Treasurer	Sally Prasch

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Canadian	Fred Leslie
Delaware Valley	Dennis Briening* <u>Edwin Powell</u>
Great Lakes	Frank Meints
Midwest	Dan Edwards* <u>Steve Anderson</u>
Northeast	Alan Brown
Ohio Valley	Jeff Babbitt
Pittsburgh Tri-State	Ben Seal* <u>Alan Brown</u>
Rocky Mountain	Hans Rohner
San Francisco Bay	Gary Farlow
Southeastern	Gene Nelson
Southern California	Richard Bock
Southwestern	Bob Singer
Hudson-Mohawk#	
Metropolitan New York #	
New England #	
Niagara Frontier #	
Pacific Northwest#	
Washington D.C. Baltimore#	
Director Emeritus	George Sites*

Administrative Staff

Executive Secretary	Gordon Smith
National Office Manager	Dawn Hodgkin's*
Fusion Editor	Dr. Marilyn Brown*
Symposium Coordinators	Jerry Cloninger / Ron Bihler*
Publications Chair	Dave Smart*

Guests

Bonnie Clark ~ Victor Gallicchio Jr. ~ James Robert Hodgson  
Victor Matthews ~ Richard Smith ~ Daniel Wilt

\*Not Present Proxy Holder  
# Inactive Section

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At 7:00 pm the roll was taken and President Coyne started the meeting with a review of the minutes.

**Subject:** Minutes of June 2001 President Hatz

**Motion Resolution:** To accept the minutes as corrected by Marilyn C Brown for the meeting of President Hatz, June 2001

**Motion by:** Allan B. Brown

**Second by:** Steven M Anderson

**Decision:** Unanimous for the motion

**Subject:** Minutes of June 2001 President Coyne

**Motion Resolution:** To accept the minutes for the meeting of President Coyne, June 2001

**Motion by:** Sally Prasch

**Second by:** Allan B Brown

**Decision:** Unanimous for the motion

**Treasurer's Report:** Sally Prasch was asked and agreed to put in line items for contributions for various ASGS programs such as the Regular Member Workshop and the Jr. Workshops and the Mentorship Program. It was noted that the last three Symposiums have made money. Sally confirmed this and said there were still one or two outstanding checks for Colorado but the profits exceeded the cost of the Proceedings. Mike Souza wanted to know if there were any bills that are paid by the Treasurer where she does not get to see? For instance the phone bill last year was quite high and because you don't get the full bill, it seems you have very little oversight in this respect. Sally acknowledged this problem and said that in the past she would receive a one-page fax for the bill from Dawn. Now, there will be changes made and all phone bills will be sent to the incoming Treasurer. There were suggestions made to get cell phones fairly cheap, or buy pre-paid cards. But as Sally pointed out, the phone bill has improved radically and these suggestions are all good, but require follow through by officers. Mike Souza remarked that the other problem is we don't even know what are calling plan is? Could we do better with another provider?

Gordy Smith asked, "When would there be an audit done of our books?" He brought this up, because the point was made by Ted Bolan, at the last Annual Meeting that "audits are required annually." Mike Souza said we now post our quarterly finances on the web. We also use an outside Bookkeeper to go over our books. Wouldn't this qualify as an audit? What kind of audit did Ted Bolan have when he was President? Jerry Cloninger said that in the past 10 or 15 years that he recalls, the way we do it now is as close to an audit as you can get. Jerry surmised that Ted was probably more concerned that there wasn't an official Treasurer's Report presented at the Annual Meeting.

The Treasurer's report was received by the board and the board expressed its gratitude to Sally for her service for these past two and a half years.

**Executive Secretary** Smith discussed technical issues concerning a serious flaw in the By-laws as presently written. For years the Board has required that all By-law motions must gather a majority vote at two separate board meetings. However, nowhere in the present By-laws did it mention the two-vote requirement. Secretary Smith felt a review before members was a good policy and recommended that we keep this policy. However, under Robert's Rules, once a custom that has been accepted as a By-law by the board has been discovered to be in-conflict, the board must recognize this problem and adhere to the By-law as written or change the By-law to comply with the board's custom. It was decided to pick-up the discussion the next day and this would allow the Executive Committee time to formulate a correct procedure to implement under "New Business."

**Section Reports** were received by the board. It was noted that various Sections donated sizable amounts of money to the Sept. 11<sup>th</sup> funds. President Coyne described a "penny auction" given in the Midwest Section as a particularly fun way to raise money. Mike Souza noted that these Section Reports seem rather vague. It asks whether a section's finance is good or bad, should we know how much is in a Section? President Coyne wanted to know where Souza was going with this. He replied, "with Sections going inactive and under Delaware Corporate law I wonder where the national organization's responsibility lies in regards to

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protecting those assets?" Allan Brown assumed those moneys would go wherever that Section deemed they should go

**Committee Reports** were reviewed by the board. **Audio/Visual** has been run extremely well by Mike Morris. Along with providing 1<sup>st</sup> class equipment to our Symposia, Mike is also busy upgrading our workshop tapes by providing better labels. All at very little expense to the ASGS.

**Awards Committee:** Jeff Babbitt announced that this would be his last year as the Committee Chair.

**The Computer Committee** will be working with Dave Smart and Fusion in an ad-hoc committee to explore ads on our web page. Bob Singer had some complaints regarding a virus he picked up and the flood of emails he gets. Gary said this is part and parcel of email but still one can scan through their mail fairly fast. If you don't see something from someone you know, hit delete and never download an attachment unless you can confirm its source.

**The Education Committee's** report was received without comment

**Election Committee** is actively seeking candidates for the office of National Secretary and for President-elect

**The Financial Advisory Committee** stated that we're now diversified but the market as a whole is not doing well.

**International Liaison** requested better coordination with Symposia to welcome International Members.

**Jr. Liaison** made mention of getting a First-Aid kit on hand for their workshops. It was felt we should have one on hand for the Reg. Member Seminar and our Workshop Program too. A suggestion was made to perhaps raffle or sell-off each of these at the banquet due to the fact these kits often have a shelf life of only a year or so.

**Membership** report was received without much comment.

**Outreach** Chair Doni Hatz has asked to be replaced due to her work situation.

**Publication** Treasurer Prasch said Dave Smart's numbers were different from hers. For instance, the cost for the August issue was reported by Dave as \$7,000. Sally believes it is more like \$10,000. Dave's numbers did not reflect all costs – for things like telephone mailings and Marylin's salary. President Coyne also wanted to say that the quality of Fusion is better now than it has ever been. "It's a journal we can all be proud of..." Alan Brown relayed Marylin Brown's request for more Fusion cover photos and that all digital photos submitted be accompanied by hard copies.

**Reg. Member** acknowledged the donation made by the Northeast Section to his committee and described some of his fund raising activities.

**Safety & Hazards** Chair Mike Wheeler wanted his informational articles on the web moved from "Members Only" to the public section as a matter of goodwill and conscience. We should prevent injuries. There was unanimous approval by the board for this action.

**Section Liaison** thanked the Northeast Section for its hospitality which paid for his room accommodation during Ed Powell's visit to their Fall Meeting.

*President Coyne called the meeting to recess and asked the Board to return at 8 am Saturday morning.*

## November 3rd

*Under mutual agreement, the board met around 8:00am for an informal discussion prior to the resumption of the Board of Director's Meeting. At this time, by a consensus of the board, a candid discussion in which no notes were taken, took place regarding Associate Memberships.*

**Point of Order by:** Executive Secretary Gordon Smith:

By a consensus of the Board, it was found that there was a conflict with an existing By-law that controlled how By-laws were presently passed into law. Specifically, it had been customary for the Board to first send a new or revised By-law to the By-law Committee for review. Upon a review by the committee, the proposed By-law then required two votes with a majority from two board meetings spaced by four (4) months. However, the latest revised By-laws did not express a review requirement. In addition, there was no mention of two votes. Thus, the present By-law was deemed deficient and under Robert's Rules once this is recognized the By-laws should be reconciled at once. To remedy this conflict, the Board chose to first recognize the By-law as written:

### ARTICLE IV – BOARD OF DIRECTORS

2.) The Board of Directors shall constitute the governing body of the Society and shall be vested with full power and authority to put into effect the laws, resolutions, and decisions of the Society. *By three-fourths vote of its members present at any meeting, or by mail ballot by three-fourths of the full Board, the Directors may make, alter or amend By-laws not in conflict with the law for its own government or that of the Society of the Society:* delegate to an Executive committee the full powers of the Board of Directors when the board is not in session: fill all offices for the unexpired term thereof, exercise general supervision over receipts and expenditures of the Society: appoint employees and other agents of the Society, define their duties of its officers other than defined herein; fix compensation of employees and agents of the Society and do all other acts and things which it may deem to be in the best interest of the Society

*A Motion for "general consent" requiring a unanimous decision, was made to affirm all past actions made by the BoD which were performed under the customary interpretation of the By-law*

**Subject:** By-Laws

**Motion Resolution:** I move that the actions and motions made by the Board of Directors prior to November 3, 2001 were done in accordance with the rules and the best interest of the Society.

**Motion by:** Edwin Powell

**Second by:** Michael Souza

**Decision:** Unanimous

*Proposed By-law Change:*

### ARTICLE IV – BOARD OF DIRECTORS

2.) The Board of Directors shall constitute the governing body of the Society and shall be vested with full power and authority to put into effect the laws, resolutions, and decisions of the Society. *Upon a review from its By-law Committee and with a three-fourths (3/4) majority votes at two (2) consecutive Board of Directors meetings, (separated by at least 4 months) the Board of Directors may make alter or amend By-laws not in conflict with the law for its own governance or that of the Society:* delegate to an Executive committee the full powers of the Board of Directors when the board is not in session: fill all offices for the unexpired term thereof, exercise general supervision over receipts and expenditures of the Society: appoint employees and other agents of the Society, define their duties of its officers other than defined herein; fix compensation of employees and agents of the Society and do all other acts and things which it may deem to be in the best interest of the Society

**Motion by:** Edwin Powell

**Second by:** Michael Souza

**Decision:** Unanimous

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## OLD BUSINESS

*By-laws receiving their second and final votes:*

**Article III – Section B, 4) c:** Associate membership carries all rights and benefits as regular membership. No special rights to Associate Members in Associate sections will be granted

**Motion by:** Gary Coyne

**Second by:** Hans Rohner

**Decision:** A motion to table the vote (requiring unanimous consent under Robert Rules) was made.

*I propose that the vote on the motion for changing the status of Associate Members be postponed indefinitely.*

**Motion by:** Sally Prasch

**Second by:** Edwin Powell

**Decision:** Unanimous for the motion

**Original By-law: Article III – B- Requirements 1.)** An initiation fee determined by the Board of Directors plus dues for the current year must accompany each application for membership. This money shall be returned if the application is denied by the Membership Committee (payable in U.S. Dollars)  
(November '96)

**Proposed Change: Article III – B- Requirements 1.)** An initiation fee determined by the Board of Directors plus dues for the current year may accompany each application for membership. This money shall be returned if the application is denied by the Membership Committee (payable in U.S. Dollars)  
(November '96)

**Motion by:** Bob Singer

**Second by:** Gary Farlow

**Decision:** 13 for the motion            2 against the motion

### By-law Changes

**Original By-law: Article IX – Meeting 3.)** A quorum of any general meeting of the Society shall consist of fifty (50) members in good standing. No proxies will be stipulated or accepted in lieu of attendance except that proxies may be stipulated in the case of members of the Board of Directors

**Proposed Change: Article IX – Meeting 3.)** A quorum of any general meeting of the Society shall consist of twenty (20) members in good standing. No proxies will be stipulated or accepted in lieu of attendance except that proxies may be stipulated in the case of members of the Board of Directors

**Motion by:** Mike Souza

**Second by:** Gene Nelson

**Decision:** 3 for the motion            12 against

**Subject:** Reclassification

**Motion Resolution:** Daniel Wilt an Associate Member be reclassified as a Regular Member. By-law Article III Section A-7

**Motion by:** Alan Brown

**Second by:** Gary Farlow

**Decision:** 13 votes for the motion    2 vote against

**Subject:** Reclassification

**Motion Resolution:** I motion that Vic Mathews an Associate Member be reclassified as a Regular Member. By-law Article III Section A-7

**Motion by:** Gary Farlow

**Second by:** Alan Brown

**Decision:** 12 votes for the motion    3 vote against

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*The following motions were referred to the By-law Committee by the Board of Directors as By-law changes. These motions were brought to the Board for the first of two votes and will not become a by-law until they have gathered two successive votes of approval.*

**Subject:** By-law Change

*Original By-law:*

**Article V, – Section 5):** The Treasurer shall be elected by a majority vote of the Board of Directors, rather than by the membership. The Treasurer shall have full voting privileges on the Board of Directors. It shall provide financial reimbursements if needed to attend Board of Director meetings. The Treasurer shall have the same status as other Regular members in good standing for a period of three (3) years prior to being elected. The Treasurer shall be elected yearly. The Board of Directors shall have the right to remove the Treasurer at anytime.

**Proposed change: Article V, – Section 5):** The Treasurer shall be elected by a majority vote of the Board of Directors. If needed, the ASGS shall provide financial reimbursement to the Treasurer or the Treasurer's representative who attends the Board of Directors meetings. The transition of the Treasurer at the November Board of Directors Meeting may require the ASGS to offer financial reimbursement to both the present Treasurer and the Treasurer elect. The Treasurer shall be a member in good standing for a period of three (3) years prior to being elected. The Treasurer shall be elected yearly. By a majority vote, the Board of Directors shall have the right to remove the Treasurer at anytime.

**Motion by:** Bob Singer

**Second by:** Frank Meints

**Decision:** Unanimous (motion is carried till next BoD)

**Subject:** By-law Change

*Original By-law:*

**Article V, – Section 6)** The Assistant Treasurer shall be selected by the Treasurer with the approval of the Board of Directors by a majority vote. The Assistant Treasurer shall have no vote on the Board of Directors and shall be provided no financial reimbursement to the Board of Directors meeting unless the Assistant Treasurer is representing the Treasurer. The Assistant Treasurer shall have been a Regular Member in good standing for one (1) year. The Assistant Treasurer shall be selected yearly by the Treasurer and approved by the Board of Director. The Assistant Treasurer may be removed at anytime by a majority vote on the Board of Directors.

**Proposed change: Article V, – Section 6)** The Assistant Treasurer shall be selected by the Treasurer. The Board of Directors must approve the selection with a majority vote. The Assistant Treasurer shall have no vote on the Board of Directors and shall be provided no financial reimbursement to the Board of Directors meeting unless the Assistant Treasurer is representing the Treasurer. The Assistant Treasurer shall have been a Regular Member in good standing for three (3) years. The Assistant Treasurer shall be selected (or reselected annually) by the Treasurer and the selection shall be approved by the Board of Director. The Board of Directors shall have the right to remove the Assistant Treasurer by a majority vote at anytime.

**Motion by:** Bob Singer

**Second by:** Frank Meints

**Decision:** Unanimous (motion is carried till next BoD)

**Subject:** By-law Change

*Original By-law:*

**Article IV, – Section #1)** There shall be a Board of Directors composed of the President, President-elect, Treasurer, one Director from each Section of the Society.

*Proposed Change: Article IV, – Section #1)* There shall be a Board of Directors composed of the President, President-elect, Treasurer, one Director from each Section of the Society, and one Director at Large

**Motion by:** Sally Prasch

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**Second by:** Steven M Anderson  
**Decision:** Unanimous

**Subject:** New By-law  
*Proposed By-law: Article IV #7) The Director at Large must be a National member of the ASGS and an exhibitor at the Annual Symposium of the ASGS for a minimum of 3 years*

**Motion by:** Sally Prsch  
**Second by:** Steven M Anderson  
**Decision:** Unanimous.

**Subject:** Proxies  
**Motion Resolution:** I move that the National Secretary may use email as another way to gather proxies.  
**Motion by:** Michael Souza  
**Second by:** Gene Nelson  
**Decision:** Unanimous

**Subject:** Vendor Booth Rates  
**Motion Resolution:** To set the vendor booth rate for the 2003 Symposium in Cleveland, OH at \$825 for single booth, with additional booths at \$625 each  
**Motion by:** Michael Souza  
**Second by:** Gene Nelson  
**Decision:** Unanimous

**Subject:** Symposium Registration Rates  
**Motion Resolution:** To set registration prices for the 2002 Symposium in Point Clear, Alabama

REGISTRATION	EARLY RATE	LATE RATE
ASGS Member	\$100.00	\$150.00
Non-Member	\$160.00	\$200.00
ASGS Day Card	\$ 50.00	\$ 80.00
Non-member Day Card	\$ 80.00	\$100.00
Exhibits Only	N/C	N/C

**Motion by:** Gene Nelson  
**Second by:** Gary Farlow  
**Decision:** Unanimous

**Subject:** Treasurer Appointment  
**Motion Resolution:** That James Hodgson be elected Treasurer of the ASGS for one year, Nov. 2001 – Nov. 2002  
**Motion by:** Bob Singer  
**Second by:** Frank Meints  
**Decision:** Unanimous

**Subject:** Adjourn  
**Motion Resolution:** Motion to adjourn the meeting  
**Motion by:** Gary Farlow  
**Second by:** Gene Nelson  
**Decision:** Unanimous

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