

**IGDA Board Minutes  
August 20, 2009**

Called to order at 10:09 a.m. EST, and adjourned at 11:07 a.m.

**Board Members in Attendance:**

Gordon Bellamy, Brenda Brathwaite, Tom Buscaglia, Mark DeLoura, Jen MacLean, Jamil Moledina, Tim Train, Tim Langdell, Tobi Saulnier, Coray Seifert.

**Also Present:** Joshua Caulfield, Chuck Sapp, Joe Casey

**Agenda**

1. Discuss whether to amend the By-Laws prior to the current special members meeting. (Tobi)
2. Affirm the logistics of a special meeting called under the current By-Laws, related to Quorum, Proxy and Meeting. (Tobi)
3. Resolution thanking Tom and the task force. (Tobi)
4. Affirm the details of the special meeting to be called by the Board Chair.

**Motions Summary**

1. Motion to call the meeting to order at 10:09 p.m. by Jamil, seconded by Coray. (Unanimously approved)
2. Motion to not amend the By-Laws prior to the current special members meeting by Mark, seconded by Jamil. (Approved by Gordon, Brenda, Mark, Jen, Jamil, Tim T, Tim L, Tobi, Coray. Tom opposed.)
3. Motion to affirm that the special meeting will be held according to the outline below, as is consistent with our organization's By-Laws by Coray, seconded by Tim T. (Unanimously approved.)
4. Motion to approve resolution thanking Tom and the task force by Mark, seconded by Jamil. (Approved by Gordon, Brenda, Mark, Jen, Jamil, Tim T, Tim L, Tobi, Coray. Tom abstained.)
5. Motion to adjourn at 11:07 by Jen, seconded by Tom. (Unanimously approved.)

**Next meeting**

TBD

Submitted by Coray Seifert, Secretary of the Board

# **IGDA BoD Special Meeting Outline**

8/20/09

## **Motion to not amend the By-Laws prior to the currently anticipated Special Meeting.**

The suggested By-Laws amendments have been reviewed with counsel, as well as the timing as By-Laws amendments relative to the case at hand. What we have learned:

- amending By-Laws to favor a particular resolution in a matter that is personal is strongly advised against
- amending the By-Laws to lower the percent of members who can act on behalf of the rest of the members needs further study, as our current By-Laws are already near the low end of typical ranges, and lowering them could have serious long term consequences on the organization

Motion: Move to not amend the By-Laws prior to the special meeting.

## **Motion to affirm the logistics of a special meeting called under the current By-Laws**

On reviewing the By-Laws in detail with counsel, over the last days and weeks, the following are the parameters that relate to holding a meeting:

- Quorum is 50% of voting members
- Quorum counts those present at the meeting and who participate by proxy
- Proxy is assumed to be needed to enable this quorum, and electronic proxy is advised as consistent with this
- For a quorum that will depend on proxy the special meeting should have a focused issue to vote on, the vote provided ahead of time, and a physical meeting which opens, moves the vote, calls the vote, counts the proxies, and adjourns.
- Any voting member should be allowed to attend the meeting if they wish
- Discussion should be allowed at the meeting, allowing members to make statements as they wish
- The advance notice for proxy votes is legally required to be no less than 10 days and no more than 90 days in advance of the meeting
- The special meeting date needs to be at least 35 days from the notice provided to the members of the date and location

Motion: Move to affirm that the special meeting will be held according to the outline above, as is consistent with our organization's By-Laws.

## **Meeting Notes**

### **Special Meeting Logistics**

- We will be using a third-party software suite, like Election Buddy, to securely moderate the voting process.
- On-site location will be researched by Joshua and the option that provides the most cost-effective method for members to attend will be pursued.
- Approximate date will be last week of September or first week of October (as close as possible to 35 days, versus the maximum allowed timeframe of 90 days).
- Both parties involved will be allowed to make a statement, as well as respond to the statement made by the other party.