

Minutes of the Special Electronic Meeting

Meeting Date: 18 April - 28 April 2013

Purpose:

1. To approve the selection of Pat Donovan as temporary secretary for the purpose of recording this meeting.
2. To approve the selection of Ron Keil as the interim secretary to complete the term of resigning secretary Jerry Jesion until the regularly scheduled officer elections.
3. To approve the Bylaw change recommendations as reported by the Bylaw and Standing Rules Committee for submission and approval/disapproval to the general membership in the regularly scheduled elections.

			<= Motions =>		
Director Attendance:	Present	Absent	1	2	3
President: Grant	X		Y	Y	A
Vice-President: Cretney	X		Y	Y	N
Secretary: Vacant					
Treasurer: Donovan	X		A	Y	Y
Past President: Mazurak	X		Y	A	Y
CFF President: Harmon (non-voting)		X			
Australia: Moore		X			
East Canada: Campbell		X			
West Canada: Mori		X			
Europe: Rehkopf	X		Y	Y	Y
South Africa: Knowles		X			
Mid-States: Talkington	X		A	A	Y
North Central: Wilewski	X		Y	Y	A
North East: Stumpf	X		A	A	A
North West: Case	X		Y	Y	Y
South Central: Hunton		X			
South East: Hobbs	X		Y	Y	Y
South West: Myers	X		Y	Y	Y

This special meeting was called by President Grant on 18 Apr 2013 within the ICS Board of Director's Forum on the ICS website and concluded on 29 April 2013. A quorum (11 of 17) is present and the meeting is declared to be official. All votes were explicitly recorded on the ICS BOD forum. Those votes that were not explicit were recorded in these minutes as "abstain;" the outcome of the election was not affected by the abstains.

1. Move to appoint Pat Donovan as temporary secretary for this meeting for the purposes of recording and vote count. Moved: President Grant. Second: Stumpf. Vote result: 8 yea, 0 nay, 3 abstention. **Motion passed.**

2. Move to appoint the presumptive incoming Secretary, Ron Keil, as ICS Secretary for the remainder of the current term, terminating at the close of the ICS Annual General Meeting to be held concurrently with the 2013 Convention in Renton, WA. Moved: Present Grant. Second: Stumpf. Vote result: 8 yea, 0 nay, 3 abstentions. **Motion passed.**
3. Move to accept the proposed changes to the bylaws as submitted and attached here. Moved: President Grant. Second: Stumpf. The only discussion concerned the Tribe Representative position and the process for filling a Representative vacancy versus having a different process for filling a Tribe officer vacancy. Vote Result: 7 yea, 1 nay, 3 abstentions. **Motion passed.**

Respectfully submitted,

Patrick Donovan

Patrick Donovan
Acting Secretary
Treasurer

=== The proposed Bylaw changes in Motion 3 are below ===

NOTES: This magenta text provides a summary and/or argument for the changes proposed by the Bylaws Committee. For each section, the summary is provided first, followed by the current wording in its entirety, then followed by the proposed revision.

ARTICLE II MANAGEMENT

(Clarifies that the Immediate Past President does not serve a 2nd term when the current President is serving a 2nd consecutive term. The position is now referred to in a genderneutral manner.)

Present Section 1

Section 1. The Society shall be governed and all its offices, business and property shall be managed between its business meetings by the ICS Board of Directors (Board) subject to the direction of the Society.

The Board shall consist of the four current elected officers, the Immediate Past President, the Tribe Representatives of the various Tribes; and the President of the Comanche Flyer Foundation, Inc. as an ex

officio member with seat and voice but no vote and whose presence or absence does not affect the determination of the presence of a quorum or the number of votes required for passage of a vote. The newly

elected officers of the Society shall take office as of the adjournment date and time of the Annual General Meeting (AGM) that next follows the Annual Voting of Members at which they are elected.

A. The term of office of the Immediate Past President shall be for one year.

B. All Directors and Officers shall be members in good standing of the Society. (Red is deleted)

Section 1 proposed revision, as approved by the Board with a gender neutral revision:

Section 1. The Society shall be governed and all its offices, business and property shall be managed between its business meetings by the ICS Board of Directors (Board) subject to the direction of the Society.

The Board shall consist of the four current elected officers, the Tribe Representatives of the various Tribes,

the Immediate Past President *except in years when the current President is elected to a second consecutive term*, and the President of the Comanche Flyer Foundation, Inc. as an ex officio member with seat and voice but no vote and whose presence or absence does not affect the determination of the presence of a quorum or the number of votes required for passage of a vote. The newly elected officers of the Society shall take office as of the adjournment date and time of the Annual General Meeting (AGM) that next follows the Annual Voting of Members at which they are elected. All Directors and Officers shall be members in good standing of the Society.

Article X Tribes

(Requires each Tribe Secretary to designate in writing their Tribes' elected Tribe Representative to the ICS Secretary)

Article X, Existing Section 2:

Section 2. TRIBE REPRESENTATIVES: Each Tribe shall have a Tribe Representative to serve on the ICS

Board of Directors. The Tribe Chief shall serve as the Tribe Representative, unless the Tribe chooses to elect a different Tribe member as Tribe Representative.

Section 2 as proposed and approved at the SBM with the revision in blue italics and underlined:

Section 2. TRIBE REPRESENTATIVES: Each Tribe shall have a Tribe Representative to serve on the ICS

Board of Directors. The Tribe Chief shall serve as the Tribe Representative, unless the Tribe chooses to elect a different Tribe member as Tribe Representative, *and such election shall become effective upon written notice of same from the Tribe Secretary to the ICS Secretary.*

(Redefines the positions requiring election and the term of elected positions to accommodate variations in the dates of the Annual General Meetings)

Article X, Existing Section 5:

Section 5. ELECTIONS: The election of each Tribe Chief and any other officers of the Tribe will be conducted annually preceding the ICS AGM. The term of these elected officers shall be for one year, or until a successor is elected, commencing immediately following the ICS AGM.

Section 5 proposed revision:

Section 5. ELECTIONS: The election of each Tribe Chief, other officers of the Tribe, *and the Tribe Representative* will be conducted annually preceding the ICS AGM. The term of these elected *positions* shall commence immediately following the ICS AGM *and end at the close of the subsequent ICS AGM*, or until a successor is elected.

(Clarifies that Tribe Rep vacancies be filled by a bona fide Tribe election and that the result of such election

be effective upon written notice from the Tribe Secretary to the ICS Secretary.)

Article X, Existing Section 7:

Section 7. VACANCIES: Upon resignation of any Tribe Officer, the remaining term of that office shall be filled by election of the Tribe Council.

Section 7 as proposed

Section 7. VACANCIES: Upon *any vacancy for any reason* of any Tribe Officer position, the remaining term of that office shall be filled by election of the Tribe Council. *A vacant Tribe Representative position shall be filled by a Tribe membership election, and such election shall become effective upon written notice*

of same from the Tribe Secretary to the ICS Secretary.

Article VIII Nominations and Voting

The Bylaws Committee also proposes the following revisions to Article VIII, to accommodate electronic voting and the shorter notice requirements required. Here, the format is changing to show both the deleted

wording (in red) and the additional wording (in blue).

Article VIII existing, with revisions and additions in blue, and deletions in red:

(Clarifying that the Pathfinder is used to establish members in good standing and amends the deadline to the end of the month preceding any voting period)

Section 1. On all questions brought before the Members of the Society, each member in good

standing as of the closing date of the membership rolls for that vote shall be entitled to one vote. A member in good standing is a member whose dues are currently paid according to the

Pathfinder The membership rolls shall close on the 21st last day of the month immediately preceding the beginning of the any voting period.

(Requires the Board to select a Nominating Committee during the Fall Board Meeting when the interested parties are gathered. We felt this improves the odds of manning the committee in a timely manner.)

Section 2. Within 90 days following each Annual General Meeting, During the Fall Board Meeting the Board shall select a Nominating Committee of three or more persons to nominate candidates for officers to

be voted upon at the next Annual Voting of Members. Not more than one member of the Nominating Committee shall be a member of the Board, and the President may not appoint to nor serve on the Nominating Committee. No Board member may nominate more than one person to the Nominating Committee, and no Tribe shall be represented on the committee by more than one Tribe member. The Nominating Committee is to nominate one or more members in good standing for each office, and no member of the Nominating Committee may be nominated by the committee for any of the offices to be filled at the succeeding election.

(This adds the requirement that the Nominating Committee be published in both the magazine AND the website)

Section 3. The names and contact information for the Chairperson and members of the Nominating Committee, and a call for nominations, shall be published in the Comanche Flyer magazine and website in

each issue not past deadline from the appointment of the committee until nominations are closed.

(No changes proposed for this section)

Section 4. In addition to candidates proposed by the Nominating Committee, any member in good standing

of the Society shall be a candidate if he or she submits to the Chairperson of the Nominating Committee a letter agreeing to serve if elected and letters from three other members in good standing, not more than one

of whom is from the same Tribe as the potential candidate, nominating the potential candidate and attesting

to the potential candidate's fitness for the position sought. The Chairperson shall immediately acknowledge

each communication received from a member wishing to be a candidate or nominating and attesting to another member's fitness to serve.

(With electronic communications and elections, establishing a Zulu time deadline makes the closing dates and times more clear. Also, now the communications will be more quickly sent and received, we can shorten the notification period.

Section 5. Nominations for the election of officers and the closing time for placing on the ballot for all questions to be brought before the membership in a Voting of Members shall end no sooner than 2000 ZULU at the address of the Society Secretary office 90 45 days prior to the beginning of the voting period.

(Added 2 commas (in parentheses to the 2nd sentence)

Section 6. The voting time for the Annual Voting of Members shall be open for a period of not less than 30 days preceding the date of the Annual General Meeting, as set annually by the Board. The Board(,) by a majority vote of those present and voting(,) may call for a Special Vote of Members. Written notice to members is required at least 45 days in advance of any Voting of Members.

(Amends the prior paper ballot procedures to allow electronic voting)

Section 7. All Except as provided in Section 9 below, all voting on all questions to be brought before the membership shall be by ballot sent to electronic voting on the ICS comancheflyer.com website, and shall be

open to all members in good standing of the Society. Ballots for the Voting of Members will be disseminated by inclusion with the issue of the Comanche Flyer in which the voting period begins, or by first class or airmail where the Board determines that such is necessary. Notice of the nominees for election

and all ballot issues will be published in the Comanche Flyer magazine issue immediately preceding the period of voting, shall be continuously posted on the ICS website for a period of not less than thirty (30) days preceding the start of the voting period, and shall continue throughout that period.

(Clarifies and defines the deadline for the electronic delivery of various items)

Section 8. If any closing day falls on a Saturday, Sunday, or holiday recognized by the governmental postal

service serving the recipient, the closing shall be delayed until the next day not a Saturday, Sunday or holiday. All items not delivered by 2000 ZULU on the respective closing time dates (including ballots, letters of candidacy or nomination and attestation, and requests for other items to be included on the ballot)

are not valid.

(Gives future Boards flexibility to establish guidelines for using new means of nominations and voting)

Section 9. Use of other electronic or nontraditional means to accomplish the intent of this Article is expressly permitted, but only within and after the adoption of guidelines and rules to be adopted by the Board to govern the usage of such means.

(Amends procedures section to replace the word "ballot" with "vote")

Section 10. The Board shall institute such procedures and policies as are necessary to insure the integrity and effectiveness of the voting process. Ballots Votes and their results collected will be sealed and safely archived for at least six months to allow review and recounts by the Election Committee, and a tally kept of

all ballots votes deemed not valid. If more than 10% of ballots votes received are deemed not valid, or a total of three Tribe Chiefs or Board members complain of voting irregularities, the Board must address this

issue and initiate corrective action immediately. Such corrective action may extend to invalidating the election and to revoting the ballots.

(No changes proposed for this section)

Section 11. For the purpose of the Annual Voting of Members or Special Voting of Members, a quorum shall be that the smaller number of one hundred fifty or one twentieth of the members in good standing at the closing of the membership rolls for that vote are deemed present by having cast valid ballots as determined by the then current elections procedures.

(No changes proposed for this section)

Section 12. Should any Voting of Members to elect ICS officers fail because of voting irregularities or lack of a quorum, a Special Voting to revote that ballot shall be held on an emergency basis no later than 90 days

after the close of the failed election. All practical means to quickly inform the members shall be employed so that members get at least 30 days written notice of this emergency Special Voting.

April 8, 2013

Bylaws Committee

Chair : Don Nelson

Members: Hank Spellman and Scott Myers