

Meeting Minutes  
Friday, April 16, 2021  
1:00 p.m. – 2:00 p.m. (Pacific)

At 2 minutes after the hour we were called to order by Steve. We shared the Serenity Prayer.

We confirmed that May 7th works for us to meet for the next meeting at the usual time. With Jeff being gone, Scott agreed to take notes.

We looked at the proposed language Renewal. This is currently labeled as 7.1.14.

Dave moved that we adopt it and Jimi seconded it. Initially the language as adopted reads.

“Renewal. Upon a Trustee’s request, the Board of Trustees may, by a simple majority of all current Trustees, vote to renew that Trustee for another consecutive term. However no Trustee may serve more than six (6) consecutive years. Trustees who have served the maximum term must wait at least one (1) year before again serving as a Trustee.”

After brief discussion (mainly reviewing how this motion compares to current practice), no one spoke against the motion.

This motion passed unanimously.

The next item action before us is in the form of a motion on Vacancies.

Dave Made the motion and Scott seconded it to adopt it as follows.

7.1.15. Vacancies. Vacancies with unexpired terms shall be filled whenever possible by Alternate Trustees in the order designated under Section 7.1.12, alternating between those elected by the Trustees and the Membership. If no Alternate Trustee is available, able, or willing to serve as a Trustee for the remaining unexpired term, the Board of Trustees may fill such vacancies by a two-thirds vote of all current Trustees, subject to confirmation at the next Membership Business Meeting, as set forth in Section 7.1.10.

Through a friendly amendment we replaced “ $\frac{2}{3}$ ” with “majority”.

We voted on the following language.

7.1.15. Vacancies. Vacancies with unexpired terms shall be filled whenever possible by Alternate Trustees in the order designated under Section 7.1.12, alternating between

those elected by the Trustees and the Membership. If no Alternate Trustee is available, able, or willing to serve as a Trustee for the remaining unexpired term, the Board of Trustees may fill such vacancies by a majority vote of all current Trustees, subject to confirmation at the next Membership Business Meeting, as set forth in Section 7.1.10.

This motion passed unanimously.

Dave made the motion and Steve seconded it to adopt the next action item on the topic of Meetings.

7.1.16. Meetings. The Board of Trustees shall meet in person or virtually, or some combination thereof, at least twice each calendar year. Attendance at a Membership Business Meeting shall not count toward this requirement.

No discussion was held - though the opportunity to discuss was offered..

This motion passed unanimously.

Dave made the motion and Scott seconded it to adopt the following action item on the topic of a Quorum.

7.1.17. Quorum. A quorum to conduct business at a meeting of the Board of Trustees shall be half (50%) of the current Trustees plus one additional Trustee. Except in genuine emergencies, the Board of Trustees may not vote without a quorum.

During discussion, we felt the language was clear enough as to what would constitute a quorum.

This motion passed unanimously.

Steve made the motion to adopt and Jimi seconded to adopt the next action item on the motion of voting.

7.1.18. Voting. Each Trustee shall have one (1) vote on all matters before the Board of Trustees. There shall be no voting by proxy. Each matter shall be decided by a simple

majority of those Trustees present for the vote, unless a greater majority is required by other provisions of these Bylaws.

. No discussion was held - though the opportunity to discuss was offered..

This motion passed unanimously.

Jimi made the motion to adopt and Steve seconded the motion to adopt the next action item on the topic of  
Actions without a Meeting.

7.1.19. Actions without a Meeting. Any action which may be taken at a Board of Trustees meeting may be taken without a meeting using electronic communication technology so long as every Trustee is provided advance notice, possesses the means to participate, and has a reasonable opportunity to participate, including proposing, discussing, objecting, and voting on any such action. Unless exigent circumstances require a shorter period, Trustees shall have seven (7) days to vote on such an action. All such actions must be ratified in the next Board of Trustees meeting minutes.

A Friendly amendment was accepted that added "once the chair shall call for the vote".

The following language was now before us.

7.1.19. Actions without a Meeting. Any action which may be taken at a Board of Trustees meeting may be taken without a meeting using electronic communication technology so long as every Trustee is provided advance notice, possesses the means to participate, and has a reasonable opportunity to participate, including proposing, discussing, objecting, and voting on any such action. Unless exigent circumstances require a shorter period, Trustees shall have seven (7) days to vote on such an action once the chair shall call for the final vote. All such actions must be ratified in the next Board of Trustees meeting minutes.

Lots of discussion about whether the board really needs to vote in this manner between meetings. Information was shared about when and why this current practice is in place and why it is helpful - but concerns were raised about it's being too informal - not enough structure.

When the vote was called for, Dave, Jimi, Steve and Scott voted yes. Margot voted no. Motion passed.

Margot made a motion to adopt this next motion and Dave seconded it's adoption on the topic of Removal.

7.1.20. Removal. A Trustee may be removed at any time with or without cause by a two-thirds vote of either (a) all current Trustees or (b) the Membership Business Meeting, if in the judgment of either body the best interests of EAI or the EA Fellowship would be served thereby. A Trustee whose removal is sought must receive written notice of the proposed removal at least ten (10) days in advance of the vote and be given a reasonable opportunity to present a defense or justification to the voting body before the removal vote is taken. Motion was approved unanimously.

During discussion, Steve compared this language with the current bylaw's language where specific cases for removal are mentioned.. The suggestion was to remove "with or without cause".

It was accepted as a friendly amendment by Margot and Dave. Good discussion

The following motion as amended was then voted on.

7.1.20. Removal. A Trustee may be removed at any time by a two-thirds vote of either (a) all current Trustees or (b) the Membership Business Meeting, if in the judgment of either body the best interests of EAI or the EA Fellowship would be served thereby. A Trustee whose removal is sought must receive written notice of the proposed removal at least ten (10) days in advance of the vote and be given a reasonable opportunity to present a defense or justification to the voting body before the removal vote is taken.

Motion was approved unanimously.

Steve Made a motion to adopt this next motion Jimi seconded its adoption - on the subject of Liability and Indemnification

7.1.21. Liability & Indemnification. To the extent authorized by law, Trustees shall be personally immune from civil liability for actions taken or omissions made in good faith within the scope of their duties as Trustees. EAI shall indemnify Trustees or former Trustees against expenses actually and necessarily incurred to defend against any

action, suit, proceeding, or appeal by reason of their service as Trustees. EAI may purchase and maintain insurance to effect such indemnification.

Friendly amendment was proposed and accepted to change “may” to “shall” in regard to the need for insurance.

This is what was voted on.

7.1.21. Liability & Indemnification. To the extent authorized by law, Trustees shall be personally immune from civil liability for actions taken or omissions made in good faith within the scope of their duties as Trustees. EAI shall indemnify Trustees or former Trustees against expenses actually and necessarily incurred to defend against any action, suit, proceeding, or appeal by reason of their service as Trustees. EAI shall purchase and maintain insurance to effect such indemnification.

Motion passed unanimously.

Jimi made a motion to adopt this next motion and Steve seconded it on the topic of Compensation.

7.1.22. Compensation. Trustees shall not receive any compensation for their service as a Trustee, but may be reimbursed for expenses actually and necessarily incurred by reason of their service as Trustees.

Brief discussion. Dave thanked the trustees for their service.

Motion passed unanimously.

No other formal action was taken.

To better prepare for the next section of the bylaws that we'll tackle, Margot said that she was willing to serve in a brief time of work with Scott to look at the officers'

section. Margot and Scott will work between now and May 7th to bring some thoughts before our team to help us be ready to take action on Officers.

We closed with the Serenity Prayer at the top of the hour.

Scott J. was the scribe for this meeting.