

*Following are the minutes of an electronic board meeting held via e-mail during June, 2007 and attended by Tony Riccardi, Bob Male, Barry Ben-Zion, Sheldon Wishnick, Rick Gaskins, Bill King, Dave Tucek and Bryan Conley. An account of a discussion that occurred after the meeting was adjourned follows the end of these minutes in order to forestall complaints that the discussion was disregarded. Note that the official record of all votes at this meeting are recorded at the end of these minutes, notwithstanding the reporting of the results in the chronological description of events that follows.*

**Minutes of AAEFE Electronic Board Meeting  
Held Via E-Mail During June, 2007**

**June 6, 2007**

1. President Riccardi initiated the meeting by calling for a roll call in an e-mail dated June 6, 2007 addressed to Bob Male, Barry Ben-Zion, Sheldon Wishnick, Rick Gaskins, Bill King, Dave Tucek and Bryan Conley. All indicated they were present, either on June 6<sup>th</sup> or on June 8<sup>th</sup> as indicated below.

**June 8, 2007**

2. In his check-in e-mail, Rick Gaskins voiced his objections to the meeting because the e-mail improperly excluded unidentified persons. He made a motion to adjourn. In his June 8<sup>th</sup> check-in e-mail, Bob Male also objected to the meeting's call as being defective and improper, and seconded Rick's motion to adjourn.
3. President Riccardi announced that the role call had been completed and stated his intention to call the meeting to order on Monday morning (June 11<sup>th</sup>). He also ruled that the motion to adjourn was out of order since the board meeting had not yet been called to order.
4. Rick Gaskins restated his objection to the meeting and stated that he intended to move to adjourn the minute the meeting was called to order.

**June 9, 2007**

5. Bob Male also restated his objection and stated his intent to second Rick's motion to adjourn.

**June 11, 2007**

6. In a June 11, 2007 e-mail addressed to Bob Male, Barry Ben-Zion, Sheldon Wishnick, Rick Gaskins, Bill King, Dave Tucek and Bryan Conley, President Riccardi called the meeting to order. He clarified his agenda by stating that he intended to delay the resolution that Bill Landsea could run for Vice President

next March until the meeting planned to start after this one. He also named Dave Tucek as secretary pro tem for this meeting.

7. President Riccardi stated his desire to call for a motion designating either Bill Landsea or Pat McMurry as the ninth voting member of the AAEFE board of directors and his intent to recognize Bill King to make that motion.
8. In response to Rick Gaskins and Bob Males' desire to adjourn the meeting, President Riccardi placed a motion for the "declaration of the results of this meeting as invalid" as an agenda item for this meeting. He then recognized Bill King for the purpose of making a motion designating either Bill Landsea or Pat McMurry as the ninth voting member of the AAEFE board of directors.
9. Rick Gaskins raised a point of order stating that a motion to adjourn is a priority motion that must be voted on without debate, and requested a call for a vote on the motion to adjourn. Without being recognized, Rick then moved to adjourn a second time. Bob Male seconded this motion.
10. Having been recognized, Bill King moved that Pat McMurry become the 9<sup>th</sup> voting member of the AAEFE board. Rick Gaskins objected on the grounds that there was a priority motion to adjourn on the floor. Dave Tucek seconded Bill King's motion that Pat McMurry be designated as the 9<sup>th</sup> voting member of the AAEFE board. Rick Gaskins renewed his objection.
11. President Riccardi noted the continued attempts to adjourn the meeting even though he had placed a motion for the "declaration of the results of this meeting as invalid" as an agenda item for this meeting. In order to move forward and to prevent obstruction of the meetings progress, he announced that all such adjournment motions were ruled out of order until we reached the point in meeting where there was a provision for them. He noted that the only purpose of this meeting was to decide what to do about the voting position of the vice president on the AAEFE Board under the new AAEFE bylaws. He explained that he wanted the discussion of this issue to occur unhindered by any concerns the presence of Bill Landsea and Pat McMurry might create. He stated his intention that the decisions reached at this meeting be ratified at the next meeting with all nine voting members. He stated his intention to ask the ninth voting member to abstain from the vote reaffirming the selection of the ninth voting member, and called for discussion of Bill King's motion. He announced that the period for discussion would end on Wednesday morning (June 13<sup>th</sup>) when he would call for a vote on the motion.
12. Rick Gaskin's objected to the Chair's discussion of the motion to adjourn and reiterated that a motion to adjourn is a priority motion. He requested that the Chair call a vote on the motion to adjourn.

### **June 12, 2007**

13. Bob Male reiterated his view that the meeting's call was defective and that a motion to adjourn was a priority motion. Without being recognized, he moved to

adjourn. Rick Gaskin's stated that the earlier motions to adjourn were properly made and seconded, and then seconded Bob Male's motion to adjourn in order to make the record clear.

14. Dave Tucek initiated the discussion of Bill King's motion that Pat McMurry become the 9<sup>th</sup> voting member of the AA EFE board. He stated his opinion that Pat McMurry should be the ninth voting member of the AA EFE board, which meant Pat should fill the new Vice President position specified in the bylaws. Tucek stated his belief that whatever was done, the intentions and expectation of the membership should be considered. Tucek noted that it was clear that when Pat was nominated and elected to the position of President-Elect, the members expected Pat to be the next President. Tucek reached the conclusion that Pat McMurry should be ninth voting member of the board, since the ninth voting member will be the next president. Tucek expressed a willingness to consider an opposing argument. No further discussion of this motion occurred.
15. Rick Gaskins reiterated his objection and noted that a motion to adjourn was on the floor and was a priority motion.

### **June 13, 2007**

16. In an e-mail dated June 13, 2007 addressed to Bob Male, Barry Ben-Zion, Sheldon Wishnick, Rick Gaskins, Bill King, Dave Tucek and Bryan Conley, President Riccardi announced the period for discussion of Bill King's motion had ended. He cast his vote in favor of the motion to make Pat McMurry the ninth voting member, and asked that each of the above vote on the motion using "Reply All".
17. Rick Gaskins reiterated his objection and noted that a motion to adjourn was on the floor and was a priority motion. Bob Male also objected on the same grounds.
18. President Riccardi noted that the only motion on the floor and recognized by the Chair was Bill King's motion to make Pat McMurry the ninth voting member of the board, and ruled that the motion to adjourn was out of order. He reaffirmed his intention to recognize a motion for the "declaration of the results of this meeting as invalid". He asked that the vote on Bill King's motion continue.
19. Rick Gaskins reiterated his objection.
20. Without being recognized, Bob Male moved to overrule the Chair on the question of the motion to adjourn being out of order.
21. Dave Tucek and Bill King cast their votes in favor of the motion to make Pat McMurry the ninth voting member.
22. President Riccardi reiterated that the motions to adjourn were out of order, that he intended to rule such motions out of order for the reasons given previously, and that he intended to recognize a motion for the "declaration of the results of this meeting as invalid" if it were made and seconded.

23. Rick Gaskins seconded Bob Male's motion to overrule the Chair.
24. President Riccardi reiterated again that the motions to adjourn were out of order, that he intended to rule such motions out of order for the reasons given previously, and that he intended to recognize a motion for the "declaration of the results of this meeting as invalid" if it were made and seconded.
25. Bob Male stated again that a motion to adjourn is a priority to adjourn and claimed that the motion had been recognized even though it had been ruled out of order. He called for an immediate vote on the motion to overrule and the motion to adjourn.
26. Barry Ben-Zion cast his vote in favor of the motion to make Pat McMurry the ninth voting member.

**June 14, 2007**

27. Barry Ben-Zion asked for clarification of the Bill King's motion. He stated that it was his understanding of the motion that once the transitional year was over, Pat McMurry would remain a voting member of the board and that Bill Landsea would not. He offered his belief that during the membership meeting in Vegas there was an agreement among the membership that during this transitional year, both Bill Landsea and Pat McMurry would remain voting members of the board. He noted that he was not clear on the length of the transitional period. Dave Tucek replied to this request for clarification, stating that he had no such recollection but that he would query Gary Skoog and Peter Marks as to what they remembered. President Riccardi responded with a reminder that this meeting's purpose was to determine the ninth voting member of the board and that the next meeting would include all nine voting members. He noted that no mention of such an agreement appeared in the minutes of the membership meeting.

**June 15, 2007**

28. President Riccardi reported that he had received Bryan Conley's vote in favor of naming Pat McMurry to the voting board. He also forwarded Sheldon Wishnick's vote in favor of Pat. President Riccardi announced the results of the vote as follows:

Favorable: 6 (King, Wishnick, Conley, Ben-Zion, Tucek, Riccardi)  
Against: 0  
Abstain: 2 (Male, Gaskins)

He invited a motion from either Male or Gaskins to declare the results of the meeting as invalid, with a cutoff of noon, Monday, June 18<sup>th</sup>. He also noted that he had added Pat McMurry to the distribution list of this meeting.

29. Both Bob and Rick noted that they did not register an abstention from the vote.

## **June 18, 2007**

30. President Riccardi reissued his report of the results of the vote as follows

Favorable: 6 (King, Wishnick, Conley, Ben-Zion, Tucek, Riccardi)  
Non-voting: 2 (Male, Gaskins)

31. President Riccardi requested that Dave Tucek move to adjourn. Having been recognized, Dave Tucek moved to adjourn. Rick Gaskins asked for the criteria for a motion to adjourn to be in order. Barry Ben-Zion asked that we not yet adjourn in order to discuss additional issues. Dave Tucek withdrew his motion to adjourn on the basis of his mistaken belief that Tony had not allowed time for Bob or Rick to move that the meeting results were invalid. Bob Male commented that many agenda items were left undone, requested the floor and immediately moved that “Board votes to begin a properly called telephonic Meeting of the AAEFE Board of Directors, to be conducted as soon as all Board members . . . can agree upon a date and time that all can attend.” By reference to his distribution list, he included the eight voting board members participating in this meeting Michael O’Hara, Pat McMurry and Bill Landsea. Rick Gaskins seconded this motion.

## **June 19, 2007**

32. Dave Tucek stated his opposition to a telephonic meeting, noting that such calls are often dominated by a few individuals and that others opt to remain silent due to the pressures of time and other demands. He also expressed doubt that nine people, let alone twelve, could agree on a date and time for such a meeting. He indicated an intent to vote “No” on this motion.

33. President Riccardi reminded the group that he had in fact addressed the agenda item that Dave Tucek believed had been overlooked. He asked for agenda items for the next meeting which was to start very soon after the current meeting was adjourned and would include nine voting board members. He then asked Dave to move to adjourn again. Rick Gaskins noted that Barry had asked for more time to discuss certain issues and that there was a motion on the floor. Dave noted that his withdrawal of his first motion to adjourn was the result of overlooking Tony’s June 15<sup>th</sup> e-mail and that it made more sense to reconvene with nine voting members rather than continue with only eight. Having been recognized, Dave Tucek moved to adjourn. Sheldon Wishnick seconded the motion.

34. Bob Male objected to the Chair ignoring the motion he made and that Rick seconded, and to not allowing discussion of that motion. He also objected to the Chair considering only motions that he requested.

## **June 20, 2007**

35. President Riccardi called for a vote on the motion to adjourn and cast his vote in favor of adjournment. He asked folks to do use “Reply All” when voting on the

motion. Sheldon Wishnick, Dave Tucek, Bill King and Barry Ben Zion voted to adjourn.

36. Rick Gaskins asked that the secretary pro tem record his vote on the motion involving Pat McMurry as “present and not voting because the process is not fair.”

**June 21, 2007**

37. Bob Male noted that thus far only four votes had been cast on the motion to adjourn and made the same request concerning the motion involving Pat McMurry as Rick made the previous day. Rick requested that the minutes include a full, accurate and detailed account of the motions made at the meeting, noting the objections made and the Chair’s responses. He requested that Barry’s request for further discussion be noted and that comments submitted by Michael O’Hara and Bill Landsea be included as part of the minutes.
38. President Riccardi adjourned the meeting and noted that he had called for agenda items for the next meeting which would start either on June 22<sup>nd</sup> or June 25<sup>th</sup>.

**Official Record of Motions Voted on in This Meeting**

39. Two motions were voted on in this meeting. The first motion was made by Bill King and seconded by Dave Tucek. Bill’s e-mail making the motion read: “I make the motion that Pat McMurry becomes the 9th voting member of the AAEFE board.” The vote on this motion was as follows:

In favor: 6 (King, Wishnick, Conley, Ben-Zion, Tucek, Riccardi)  
Opposed: 0  
Non-voting: 2 (Male, Gaskins)

As noted earlier, Bob and Rick requested their decision not to vote be noted as “present and not voting because the process is not fair.” It is so noted.

40. The second motion voted on was a motion to adjourn. This motion was made by Dave Tucek and seconded by Sheldon Wishnick. The vote on that motion was as follows:

In favor: 5 (King, Wishnick, Ben-Zion, Tucek, Riccardi)  
Opposed: 0  
Non-voting: 3 (Conley, Male, Gaskins)

41. This ends the minutes of the meeting.

**June 21, 2007**

**Summary of Discussion that Occurred After the Meeting Was Adjourned**

Bob Male objected to the adjournment of the meeting and stated that only 4 votes to adjourn had been cast. He also requested that his response to the motion be recorded as “present but not voting because the call to and conduct of this meeting have been unfair.” Dave Tucek replied that five votes to adjourn had been cast and listed the individuals who had voted; he offered to provide Bob the e-mail recording the vote he was missing. Bob asked if Dave would provide a copy of Tony’s vote. Dave complied with this request by replying to Tony’s e-mail using “Reply All”. Rick Gaskins reiterated Bob’s objection to the meeting’s adjournment. Bob requested an official tally of all votes or non-votes of all present. Dave complied with this request.