

*Following are the minutes of an electronic board meeting held via e-mail during July-November, 2007 and attended by Tony Riccardi, Bob Male, Barry Ben-Zion, Sheldon Wishnick, Rick Gaskins, Bill King, Dave Tucek and Bryan Conley. 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. Messrs. Gaskins and Male registered a set of standing objections to this meeting, a copy of which follows the end of these minutes.*

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

**July 30, 2007**

1. President Riccardi called the meeting to order and announced that Dave Tucek had agreed to serve as secretary pro tem. There was some disagreement as to whether all nine voting board members had checked in since, when Rick announced he was checking in on July 27<sup>th</sup> he asked that the meeting not start until Thursday, August 1<sup>st</sup> because he would be traveling and without Internet access until late Wednesday night. Rick joined the meeting on Thursday, August 1st.
2. Dave Tucek distributed minutes of the 2006 AAEFE Board Meeting, the 2007 AAEFE Members meeting, and the June, 2007, electronic board meeting. The first set of minutes was based on the draft minutes appearing in the *Meridian* and was reformatted to remove the bullet points. The second set of minutes was based on a file provided by Perry Woodside.

**July 31, 2007**

3. Barry Ben-Zion moved that we delay voting on ratification of the minutes until the morning of Friday, August 2<sup>nd</sup>. Bob Male seconded this motion. Tony noted that Barry's motion would become agenda item 12, which meant that the proposed date for voting on the minutes would have come and gone before it would come up for a vote. No votes were cast on this motion.
4. Without being recognized, Bob Male moved to amend the wording of agenda item #3 to read "Ratification of Minutes of 2007 AAEFE Board of Directors Meeting. Motions to add, change or subtract parts of the minutes will be in order." This motion came after he seconded Barry's motion and before Tony commented on the placement of that motion in the agenda.

**August 1, 2007**

5. Tony Riccardi asked Sheldon Wishnick to move to ratify the minutes of the 2006 AAEFE Board Meeting, the 2007 AAEFE Members meeting, and the June, 2007, electronic board meeting.
6. Rick Gaskins announced he had returned and joined the meeting.

**August 2, 2007**

7. Without being recognized, Barry moved that the Board accept the minutes of the AAEFE Board Meeting of March 30, 2006. Pat seconded the motion. No votes were cast on this motion

8. Rick Gaskins seconded the motion made by Bob on July 31<sup>st</sup>. No votes were cast on this motion
9. Having been recognized, Sheldon moved to ratify the minutes of the 2006 AAEFE Board Meeting, the 2007 AAEFE Members meeting, and the June, 2007, electronic board meeting. Bill King seconded the motion.

**August 3, 2007 – August 7, 2007**

10. Rick Gaskins objected to Sheldon’s motion on the grounds that a motion to amend agenda item 3 had been made and seconded. President Riccardi ruled the motion to be out of order. Rick moved to overrule the chair. After a brief discussion between Tony and Rick, Rick moved to remove the chair with Pat McMurry to assume the role of chair in his role of the next ranking officer as president-elect. Bob Male seconded this latter motion. No votes were cast on this motion.
11. Dave Tucek voted as follows on Sheldon’s motion to ratify the three sets of meeting minutes:

“I vote to ratify the 2006 AAEFE Board meeting minutes listed under agenda item #2.  
 I vote to ratify the 2007 AAEFE Membership Meeting minutes listed under agenda time #3.  
 I vote to ratify the minutes to the June, 2007 Electronic Board meeting listed under agenda item # 4.”

The remaining board members voted on this motion in a similar manner, resulting in the following tally:

**Tally of votes on**

	<u>Agenda Item 2</u>	<u>Agenda Item 3</u>	<u>Agenda Item 4</u>
	Ratify Minutes of 2006 Board Meeting	Ratify Minutes of 2007 Members Meeting	Ratify Minutes of June, 2007 Electronic Board Meeting
<b>Ben-Zion</b>	Abstain	Abstain	Yes
<b>Conley</b>	Yes	Yes	Yes
<b>Gaskins</b>	Yes	No	No
<b>King</b>	Yes	Yes	Yes
<b>Male</b>	Yes	No	No
<b>McMurry</b>	Yes	Yes	Abstain
<b>Riccardi</b>	Yes	Yes	Yes
<b>Tucek</b>	Yes	Yes	Yes
<b>Wishnick</b>	Yes	Yes	Yes
<b>Totals:</b>			
<b>Yes</b>	8	6	6
<b>No</b>	0	2	2
<b>Abstain</b>	1	1	1

**All three sets of minutes were ratified.**

## **August 6, 2007**

12. President Riccardi reported that the AAEFE checking account at Bank of America in Tampa, Florida had a balance of \$54,353.50 and that he had a membership renewal in the amount of \$100 that he intended to deposit in that account. He alluded to two other small bank accounts whose current balance he did not know.

## **August 7, 2007 – August 12, 2007**

13. President Riccardi asked Dave Tucek to enter a motion, to be seconded by Barry Ben-Zion, making it clear that Tom Ireland was never censured by AAEFE Board.
14. Prior to seeing the motion, both Bob Male and Rick Gaskins stated their willingness to vote in favor of it.
15. Having been recognized, Dave Tucek moved that the Board adopt the following resolution:

“The AAEFE Board of Directors would like for it to be known that a motion voted for by 10 AAEFE Board members to censure Tom Ireland for being “churlish and uncollegial” and for “making statements lacking in veracity” has no validity. There was no provision in the AAEFE bylaws to censure anyone under any circumstances at the time this motion was allegedly passed. In addition, this censure motion was voted upon without a meeting of the AAEFE Board of Directors and without any prior hearing. “
16. Because Barry Ben-Zion did not have Internet access, Bill King seconded this motion.
17. Bob Male suggested that motion be modified in three ways. First, he wanted to include the date of the original censure motion. Second, he wanted to replace “has no validity” with “has no legal force”. Third, he objected to the statement that there was no prior hearing and wanted that statement deleted. Dave responded that he didn’t have a problem with identifying the date of the original censure motion. He noted that he didn’t believe that any discussion of this issue at the 2006 Board of Directors meeting constituted a hearing. He also noted that “has no validity” said exactly what he intended to say. Specifically, Dave said he objected to the censure motion not only because it had no legal foundation, but also that it was just plain wrong on several different levels, including the abuse of the position as a board member to strike back at someone, and the acknowledged intent, or at least awareness, that the motion might negatively affect Tom Ireland's consulting practice. Bob responded that he believed that the discussion at the 2006 Board meeting constituted a hearing based on its length and then offered another wording that focused more narrowly on the lack of legal foundation. Dave again replied that in his opinion, there was no hearing because a hearing requires prior notice and must provide an opportunity to understand the charges being made. Additionally, he noted that focusing only on the lack of legal force sweeps the fact that the censure motion was simply wrong under the rug and diminishes the resolution's truth. Rick Gaskins maintained that a hearing did take place and offered the suggestion that a unanimous adoption of the resolution would be of more value than adoption by a less than unanimous vote.

18. More discussion on whether a hearing took place and on the value of a unanimous vote between Dave and Rick occurred. Because it was clear that no agreement on these issues would be reached, Dave suggested that the board vote on the motion. Bill King also suggested that the board vote on the motion. Tony began the voting by voting in favor of the motion. The other voting members responded, resulting in the following tally:

	<b>In Favor</b>	<b>Opposed</b>
<b>Ben-Zion</b>	X	
<b>Conley</b>	X	
<b>Gaskins</b>		X
<b>King</b>	X	
<b>Male</b>		X
<b>McMurry</b>	X	
<b>Riccardi</b>	X	
<b>Tucek</b>	X	
<b>Wishnick</b>	X	
<b>Total:</b>	<b>7</b>	<b>2</b>

**The motion passed by a vote of 7 in favor and 2 opposed.**

#### **August 13, 2007 – August 15, 2007**

19. President Riccardi initiated the discussion of moving the annual members meeting from the Imperial Palace to the Westin. He reported that the cost of the meeting room for the entire period would be \$2,000 at the Westin compared to \$675 at the Imperial Palace. He also reported that the room rates would increase by \$100 to \$189 per night. Dave Tucek indicated he was in favor of moving to the Westin and suggested raising the fee for the meeting by \$25 to defray the increased cost of the conference rooms. Barry Ben-Zion agreed with moving to the Westin and with increasing the fee for the meeting. Rick Gaskins indicated he was in favor of moving to the Westin. Sheldon Wishnick stated he was willing to move away from the Imperial Palace, but only if the room rate was no more than \$150 per night.
20. After conferring with Barry by phone, Dave Tucek reported that he and Barry were agreeable to moving the discussion of Bill Landsea's status as a board member to the end of the agenda in order that the discussion of the treasurer vacancy could start.

#### **August 15, 2007 – August 23, 2007**

21. The treasurer position was discussed at length. Four candidates were suggested but a consensus on any one could not be reached. Much of the discussion centered on whether the bylaws specified a two-step procedure in which the president nominates a candidate to fill the vacancy and the board votes. Messrs. Riccardi and Tucek supported this interpretation while Messrs. Gaskins and Male held that the board should select and approve the candidate, with the president merely making the announcement. Without being recognized, Bob Male moved that Kevin Kirkendall be named Treasurer and Rick Gaskins seconded the motion. Both called for a vote on the motion, but none were cast. Tony then ruled the motion out of order on the basis of the bylaws requirement granting the president the authority to

fill the vacancy. Without being recognized, Rick moved that Kevin Kirkendall be appointed treasurer; this was seconded by Bob Male. Tony again ruled the motion out of order. No votes were cast on this motion.

### **August 23, 2007 – September 19, 2007**

22. President Riccardi asked that Boyd Fjeldsted be named as JLE editor and that Boyd chair a committee to find a person to fill this position on a more permanent basis. Dave Tucek approved the naming of Boyd as JLE editor. Rick Gaskins stated that we already had an editor of the JLE. Barry indicated that if the board decides it wants to appoint a new JLE editor he would have no problem with Boyd being that person. Michael O'Hara sent an e-mail to the board stating that he believed he was JLE editor and reporting that JLE V14.2 was nearly ready to be published. He also reported that three additional articles had been accepted, with two of these targeted for an issue on work life expectancy and the third to be published in some future general issue. Michael pledged "to honor and enforce any action taken by the AAEFE Board of Directors." Bill King expressed concern over maintaining the quality of the articles published in the JLE and over not knowing who the authors of the articles in V14.2 were. Bill and Sheldon Wishnick approved naming Boyd editor of the JLE. Tony announced that he had checked with Boyd and that Boyd had declined to accept the appointment. Tony reported that Jack Ward was willing to be named JLE editor and to chair a search committee for a replacement. He asked for approval to name Jack editor. Sheldon, Dave and Bill all approved naming Jack Ward editor of the JLE. Rick reiterated that we have a JLE editor and Bob stated he was opposed to naming Jack as editor.

23. Without being recognized, Bob Male moved as follows:

"By affirmative vote on this motion, members of this current assembly of the AAEFE Board of Directors recognize that Michael O'Hara, acting in his capacity as Editor of the Journal of Legal Economics, has compiled and prepared issue 14:2 of the Journal of Legal Economics for publication in September 2007. By affirmative vote on this motion, members of this current assembly of the AAEFE Board of Directors also instruct Michael O'Hara to proceed with the publication and distribution of issue 14:2 of the JLE with all reasonable speed."

24. Tony ruled the motion out of order on the grounds that it violated the bylaws. Rick Gaskins seconded the motion and then voted "Yes". Bob Male cast a "Yes" vote for this motion. No other votes were cast. Tony reported that Bryan Conley had approved naming Jack as editor.<sup>1</sup> Dave Tucek confirmed that five board members (Tony, Bill, Sheldon, Bryan and himself) had approved naming Jack Ward as editor. Tony announced the confirmation of Jack Ward as editor. Rick Gaskins claimed that the quorum requirements for electronic meetings had not been met for the issue of naming Jack Ward editor of the JLE. On September 17<sup>th</sup>, Tony stated he was going to advise Jack Ward of his appointment as JLE editor. On September 18<sup>th</sup>, Tony informed Michael O'Hara of the appointment of Jack Ward as editor. Bob Male, in an e-mail on which the board was copied, advised Michael that

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<sup>1</sup> Note from Dave Tucek: I confirmed this in a telephone conversation with Bryan on September 17<sup>th</sup>. An e-mail documenting this conversation is appended to these minutes.

Michael was the editor of the JLE. On September 19<sup>th</sup>, Bob Male forwarded an e-mail from Bryan Conley rescinding his approval of naming Jack Ward as editor.

25. In response to Tony’s request, Rick Gaskins moved that Mike Butler’s lifetime membership in AA EFE be reaffirmed; Barry Ben-Zion seconded the motion. Votes were recorded as follows:

	<b>In Favor</b>	<b>Opposed</b>	<b>Not Voting</b>
<b>Ben-Zion</b>	X		
<b>Conley</b>			X
<b>Gaskins</b>	X		
<b>King</b>	X		
<b>Male</b>	X		
<b>McMurry</b>	X		
<b>Riccardi</b>	X		
<b>Tucek</b>	X		
<b>Wishnick</b>	X		
<b>Total:</b>	<b>8</b>	<b>0</b>	<b>1</b>

**The motion passed with 8 yes votes and none opposed.**

**September 20, 2007 – September 25, 2007**

26. Bob Male asked if his standing objections were to be noted in the minutes. Dave Tucek replied that Bob’s actions during this meeting suggested the possibility that the objections might be withdrawn. He specifically noted that even though the objections claimed Barry was not a board member, Bob had seconded a motion made by Barry on July 31<sup>st</sup>. Dave also pointed out that, while the objections claimed the meeting was invalid due to a defective call, Bob had cast both negative and affirmative votes during the meeting. Dave stated that he didn’t know what to make of the objections since Bob had repudiated them, at least in part. Bob claimed that his actions during the meeting were not inconsistent with the standing objections. Dave pointed out that Bob had not only seconded Barry’s motion and cast affirmative and negative votes during the meeting, he had also suggested an amendment to a motion and made motions himself. Dave stated that assuming Bob was acting in good faith when he took those actions, it seemed Bob did not believe in the portions of the standing objections dealing with the validity of the meeting and the status of Ben-Zion and Tucek as board members. Bob’s only reply to these observations was to ask if the standing objections would be noted in the minutes.

**September 25, 2007 – September 27, 2007**

27. Without being recognized, Barry moved that the board discuss whether or not there was an agreement reached at the March, 2007 members meeting that both Pat McMurry and Bill Landsea continue as board members until the March, 2008 members meeting. Dave pointed out that Barry had previously agreed that no motion was needed to discuss this issue. Barry’s motion was not seconded. Dave began the discussion by noting that the question of whether such an agreement had been reached by the membership had already occurred in the first meeting. He reminded the board that not only did he not have any recollection of such an

- agreement but that Gary Skoog, Peter Marks and Matt Marlin had all also reported that they had no such recollection. He also reminded the board that Bob had previously maintained that there had been some sort of side discussion of this issue. Dave argued that the board was not bound by any such side discussion because the bylaws provide for only nine voting members and that the board had already decided that Pat would be the ninth voting member of the board in the first electronic meeting. He noted that the members voted for and approved a set of bylaws specifying only nine voting members, and that the board could not on its own change that specification. Both Bill King and Sheldon Wishnick stated their agreement with this reasoning and stated that Pat was the ninth voting member of the board and the Vice President.
28. Rick presented an argument in which he acknowledged that the board had named Pat as the new vice president and that this office was a combination of the president-elect and vice-president position under the old bylaws. He argued that, even though the new bylaws gave the board the authority to resolve transitional issues, they could not remove Bill Landsea from office because he had been elected to a fixed term. Specifically, he stated it was inconsistent (with Robert's Rules of Order) to "allow a Bylaw amendment to remove an officer for no cause alleged or shown when that office is for a fixed term."
  29. Dave responded that Rick was not addressing the discussion item on the table, i.e., whether there was an agreement reached at the members meeting that both Pat and Bill Landsea would remain board members. He further pointed out that Rick's argument already acknowledged that Pat was on the board and the board had the power to resolve transitional issues. Dave concluded that Bill Landsea cannot be a board member unless he is named treasurer, secretary, JLE editor or webmaster.
  30. Rick replied by stating "Yes, there was an understanding reached among a number of board members and non-board members that no one should be hurt by the transition. This was not a formal part of the meeting." He further argued that Bill Landsea could not be removed from the board unless he was tried, convicted and ejected for "crimes".
  31. Bob Male argued that Bill Landsea should be a board member because it was the moral and right thing to do. Dave pointed out that in a misdirected NAFE-L post intended for Michael only, Bob claimed, among other things, that "Landsea will vote with us at every turn." Dave pointed out that Bob's argument was not about doing the right thing, but was about improving Bob's political position on the board. Rick took issue with the reference to the misdirected post and noted that when some members of the board realized that the (initial) vote for the at-large board members was improper, they took steps to correct the error, resulting in the Friday morning election in which Dave (and Barry) were elected.
  32. Bob Male reiterated that there had been a side discussion about both Pat and Bill Landsea remaining on the board, in which he conveyed a decision that had been reached by some of the then-current board members.

33. Dave replied that the right thing to do was to resolve the conflict between Pat's and Bill Landsea's prior election to the board and the new bylaws' creation of a board with only nine voting members in a manner consistent with those bylaws. He noted that exhortations "to do the right thing" were normative arguments, and that neither side was likely to persuade the other to change their position.
34. Barry Ben-Zion claimed to have no memory of a discussion of this topic at the meeting but stated he had asked a member about it. He first stated that the member reported a side discussion similar to Bob's account. Dave pointed out that Barry had shared the member's e-mail with him, but that it was not consistent with Bob's account.

**September 29, 2007 – October 15, 2007**

35. At Tony's request, Sheldon Wishnick moved that the board adopt the following resolution:

"The AAEFE Board of Directors hereby instructs Michael O'Hara to provide to John O. Ward all materials necessary to having John O. Ward take over as editor of the *Journal of Legal Economics* and to otherwise cooperate with John O. Ward, in providing all materials and information necessary to have John O. Ward function as editor of the *Journal of Legal Economics*. The materials will include copies of papers for which notices of acceptance have been sent to the authors, reviews of such papers leading to the sending of the notices, and final drafts of the papers which may have been submitted after authors have received such reviews."

36. Bill King seconded the motion.
37. Dave Tucek suggested that the motion be amended to state that the board declares Jack Ward to be editor of the JLE. Barry Ben-Zion suggested that the motion be amended to stipulate that Michael O'Hara be paid a prorated stipend. Sheldon declined both suggestions.
38. Rick Gaskins raised the question of whether a sufficient quorum existed to vote on the motion made by Sheldon. Dave Tucek pointed out that we had met the quorum requirements for the meeting. Rick asserted that in an electronic meeting, the quorum requirement must be met on each and every issue. He copied and pasted the relevant section of the bylaws and stated that the establishment of a quorum does not occur at the beginning of the meeting. Dave responded by noting that the first sentence copied by Rick ("A quorum at any electronic or telephonic meeting will be considered as being met only if no less than three-quarters of those eligible to vote in such a meeting either vote or formally abstain from such a vote, indicating their agreement that the process was fair") established the requirements for a quorum and that the second sentence ("Those whose presence is recorded and yet neither vote nor formally abstain shall be considered to have determined that the meeting was not fairly conducted") only explained how the position of those in attendance but not participating either through voting or formal abstention is to be interpreted. Dave noted that the second sentence had nothing to do with the establishment of a quorum.

39. The votes on the motion made by Sheldon and seconded by Bill were as follows:

	In Favor	Opposed	Abstain	Non-voting
Ben-Zion	X			
Conley			X	
Gaskins				X
King	X			
Male				X
McMurry	X			
Riccardi	X			
Tucek	X			
Wishnick	X			
<b>Total:</b>	<b>6</b>	<b>0</b>	<b>1</b>	<b>2</b>

**The motion passed with six votes in favor and none opposed. 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. Dave Tucek e-mailed Michael O’Hara to inform him of the exact vote count on this motion and to ask him to advise the board when he would contact Jack Ward to coordinate the logistics of the transfer.<sup>2</sup>

**October 16, 2007 – October 29, 2007**

41. Tony asked that Barry make a motion adopting the following resolution Barry had suggested in a private e-mail:

"The AAEFE Board of Directors has concluded that there was no agreement or understanding reached during the March 2007 Membership Meeting that more than nine (9) voting Board Members will be seated for a transition year."

42. After Bob announced he was leaving to attend a wedding and would not have access to e-mail, Dave Tucek moved that the board adopt the above resolution. Bill King seconded the motion. The votes on this motion were as follows:

	In Favor	Opposed	Abstain	Non-voting
Ben-Zion			X	
Conley				X
Gaskins				X
King	X			
Male				X
McMurry	X			
Riccardi	X			
Tucek	X			
Wishnick	X			
<b>Total:</b>	<b>5</b>	<b>0</b>	<b>1</b>	<b>3</b>

**The motion passed with 5 votes in favor, one abstention and none opposed. 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.**

<sup>2</sup> Michael never replied to this request although he did acknowledge receipt in a private communication and stated his position that the AAEFE board was not in a meeting and that the board has not taken any action concerning the JLE since March, 2007.

43. Tony requested approval to name Kurt Krueger to the position of webmaster. In addition to Tony's own approval, Kurt's appointment was approved by Dave Tucek, Barry Ben-Zion, Sheldon Wishnick and Bill King.
44. Michael sent Kurt and the board an e-mail stating his belief that the board was not in a meeting and could only take action to appoint Kurt without a meeting if there were six affirmative votes, excluding those of Tony and Bill King.
45. In response to Tony's request, Dave Tucek moved that the board adopt the following resolution:
- "At the suggestion of Kurt Krueger, the AAEFE Board hereby expresses its approval to have Kurt combine the two AAEFE websites into a single website."

46. Sheldon Wishnick seconded the motion. The votes were recorded as follows:

	<b>In Favor</b>	<b>Opposed</b>	<b>Abstain</b>	<b>Non-voting</b>
<b>Ben-Zion</b>				<b>X</b>
<b>Conley</b>				<b>X</b>
<b>Gaskins</b>				<b>X</b>
<b>King</b>	<b>X</b>			
<b>Male</b>				<b>X</b>
<b>McMurry</b>	<b>X</b>			
<b>Riccardi</b>	<b>X</b>			
<b>Tucek</b>	<b>X</b>			
<b>Wishnick</b>	<b>X</b>			
<b>Total:</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>4</b>

**The motion passed with 5 votes in favor and none opposed. Bob requested his decision not to vote be noted as present and not voting because the motion and the entire "meeting" were improper not fair. It is so noted.**

**October 29, 2007 – October 31, 2007**

47. In response to Tony's request, Dave Tucek moved that the board adopt the following resolution:
- Be it resolved that the AAEFE Board of Directors declares a moratorium on dues that must be paid by existing AAEFE members to retain AAEFE membership during calendar 2008. This resolution will not apply to persons who join AAEFE during calendar 2008. Persons joining AAEFE must pay regular dues of \$100 per year to join AAEFE."

48. Sheldon Wishnick seconded the motion. The votes were recorded as follows:

	<b>In Favor</b>	<b>Opposed</b>	<b>Abstain</b>
<b>Ben-Zion</b>		X	
<b>Conley</b>	X		
<b>Gaskins</b>		X	
<b>King</b>	X		
<b>Male</b>		X	
<b>McMurry</b>		X	
<b>Riccardi</b>	X		
<b>Tucek</b>	X		
<b>Wishnick</b>	X		
<b>Total:</b>	<b>5</b>	<b>4</b>	<b>0</b>

**The motion passed with 5 votes in favor and 4 opposed.**

49. Without being recognized, Rick Gaskins moved that “no officer or director of AAEFE communicate with any representative of UNOmaha either orally or in writing without the express consent of this board, and that all officers and board members discourage such communications by non-board members, thus allowing the board to have a clear voice in the matter.” Bob Male seconded the motion. Dave pointed out that this motion attempted to preempt the free speech rights of board members and the members of AAEFE, and observed that it was not likely to change anyone’s behavior other than incite some to contact UNO. Tony Riccardi ruled the motion out of order on the grounds that the board did not have the authority to direct board members about what they must say or do, or whom they may speak with. Barry Ben-Zion agreed that the board could not pass a resolution limiting personal speech. Barry proposed the following revised wording "No member of the Board of Directors nor any officer of AAEFE shall contact or communicate , either verbally or in writing, with anyone on behalf of, or as an official representative of, the Organization or its Board of Directors, without the expressed consent of the Board of Directors." Rick agreed to this wording and clarified that he was withdrawing the original motion and making the revised motion instead. Bob Male accepted the revised wording. Tony ruled the revised motion out of order on the same grounds. Dave noted that the motion was overly restrictive and would prevent, for example, the treasurer from ordering checks, and would also prevent board members on a meetings committee from talking to hotel representatives without the express consent of the board. He also noted as an example that Bob could speak to Dean Pol about the motion that Michael had ignored simply by making it clear he was not doing so in the capacity of an official representative of AAEFE or the Board, or by not making the claim he was acting in that capacity. Tony again ruled the motion out of order on the grounds it would have conflicted with the bylaws by preventing board members from fulfilling their duties. There were no votes cast for or against this motion.

50. Tony opened the issue of the treasurer vacancy again and asked for approval to appoint either Art Eubank, Matt Marlin or Peter Marks to fill the vacancy. Sheldon Wishnick, Dave Tucek and Pat McMurry expressed their approval for all three individuals. Bill King approved the appointment of Art Eubank. Barry Ben-Zion

stated that he was willing to have any of the three serve as treasurer and supported the appointment of Art Eubank or Matt Marlin.

51. Pat McMurry moved to adjourn.

**November 1, 2007 – November 5, 2007**

52. On November 1<sup>st</sup>, Bob Male seconded the motion to adjourn, and Dave Tucek, Tony Riccardi and Bill King all voted to adjourn. Via a FAX sent to Tony Riccardi on November 2<sup>nd</sup>, Bryan Conley voted to adjourn. On November 5<sup>th</sup>, Pat McMurry and Barry Ben-Zion voted to adjourn, and Tony declared the meeting to be adjourned.

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

53. Sheldon Wishnick moved that the board ratify the minutes of the 2006 AAEFE Board Meeting, the 2007 AAEFE Members meeting, and the June, 2007, electronic board meeting. Bill King seconded the motion. The votes on this motion were as follows:

	<u>Ratify Minutes of 2006 Board Meeting</u>	<u>Ratify Minutes of 2007 Members Meeting</u>	<u>Ratify Minutes of June, 2007 Electronic Board Meeting</u>
<b>Ben-Zion</b>	Abstain	Abstain	Yes
<b>Conley</b>	Yes	Yes	Yes
<b>Gaskins</b>	Yes	No	No
<b>King</b>	Yes	Yes	Yes
<b>Male</b>	Yes	No	No
<b>McMurry</b>	Yes	Yes	Abstain
<b>Riccardi</b>	Yes	Yes	Yes
<b>Tucek</b>	Yes	Yes	Yes
<b>Wishnick</b>	Yes	Yes	Yes
<b>Totals:</b>			
<b>Yes</b>	8	6	6
<b>No</b>	0	2	2
<b>Abstain</b>	1	1	1

**All three sets of minutes were ratified.**

54. Dave Tucek moved that the board adopt the following resolution:

“The AAEFE Board of Directors would like for it to be known that a motion voted for by 10 AAEFE Board members to censure Tom Ireland for being "churlish and uncollegial" and for "making statements lacking in veracity" has no validity. There was no provision in the AAEFE bylaws to censure anyone under any circumstances at the time this motion was allegedly passed. In addition, this censure motion was voted upon without a meeting of the AAEFE Board of Directors and without any prior hearing.”

55. Bill King seconded the motion. The votes on this motion were as follows:

	<b>In Favor</b>	<b>Opposed</b>
<b>Ben-Zion</b>	X	
<b>Conley</b>	X	
<b>Gaskins</b>		X
<b>King</b>	X	
<b>Male</b>		X
<b>McMurry</b>	X	
<b>Riccardi</b>	X	
<b>Tucek</b>	X	
<b>Wishnick</b>	X	
<b>Total:</b>	<b>7</b>	<b>2</b>

**The motion passed by a vote of 7 in favor and 2 opposed.**

56. Bob Male moved as follows:

“By affirmative vote on this motion, members of this current assembly of the AAEFE Board of Directors recognize that Michael O'Hara, acting in his capacity as Editor of the Journal of Legal Economics, has compiled and prepared issue 14:2 of the Journal of Legal Economics for publication in September 2007. By affirmative vote on this motion, members of this current assembly of the AAEFE Board of Directors also instruct Michael O'Hara to proceed with the publication and distribution of issue 14:2 of the JLE with all reasonable speed.”

57. Rick Gaskins seconded the motion and voted “Yes”. Bob Male voted “Yes”. No other votes were cast. This motion did not pass. (The motion was ruled out of order as noted above.)

58. Rick Gaskins moved that Mike Butler’s lifetime membership in AAEFE be reaffirmed. Barry Ben-Zion seconded the motion. The votes on this motion were as follows:

	In Favor	Opposed	Not Voting
Ben-Zion	X		
Conley			X
Gaskins	X		
King	X		
Male	X		
McMurry	X		
Riccardi	X		
Tucek	X		
Wishnick	X		
<b>Total:</b>	<b>8</b>	<b>0</b>	<b>1</b>

**The motion passed with 8 yes votes and none opposed.**

59. Sheldon Wishnick moved that the board adopt the following resolution:

“The AAEFE Board of Directors hereby instructs Michael O’Hara to provide to John O. Ward all materials necessary to having John O. Ward take over as editor of the *Journal of Legal Economics* and to otherwise cooperate with John O. Ward, in providing all materials and information necessary to have John O. Ward function as editor of the *Journal of Legal Economics*. The materials will include copies of papers for which notices of acceptance have been sent to the authors, reviews of such papers leading to the sending of the notices, and final drafts of the papers which may have been submitted after authors have received such reviews.”

60. Bill King seconded the motion. The votes on this motion were as follows:

	In Favor	Opposed	Abstain	Non-voting
Ben-Zion	X			
Conley			X	
Gaskins				X
King	X			
Male				X
McMurry	X			
Riccardi	X			
Tucek	X			
Wishnick	X			
<b>Total:</b>	<b>6</b>	<b>0</b>	<b>1</b>	<b>2</b>

**The motion passed with six votes in favor and none opposed. 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.**

61. Dave Tucek moved that the board adopt the following resolution:

“The AAEFE Board of Directors has concluded that there was no agreement or understanding reached during the March 2007 Membership Meeting that more than nine (9) voting Board Members will be seated for a transition year.”

62. Bill King seconded the motion. The votes on this motion were as follows:

	<b>In Favor</b>	<b>Opposed</b>	<b>Abstain</b>	<b>Non-voting</b>
<b>Ben-Zion</b>			<b>X</b>	
<b>Conley</b>				<b>X</b>
<b>Gaskins</b>				<b>X</b>
<b>King</b>	<b>X</b>			
<b>Male</b>				<b>X</b>
<b>McMurry</b>	<b>X</b>			
<b>Riccardi</b>	<b>X</b>			
<b>Tucek</b>	<b>X</b>			
<b>Wishnick</b>	<b>X</b>			
<b>Total:</b>	<b>5</b>	<b>0</b>	<b>1</b>	<b>3</b>

**The motion passed with 5 votes in favor, one abstention and none opposed. 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.**

63. Dave Tucek moved that the board adopt the following resolution:

"At the suggestion of Kurt Krueger, the AAEFE Board hereby expresses its approval to have Kurt combine the two AAEFE websites into a single website."

64. Sheldon Wishnick seconded the motion. The votes were recorded as follows:

	<b>In Favor</b>	<b>Opposed</b>	<b>Abstain</b>	<b>Non-voting</b>
<b>Ben-Zion</b>				<b>X</b>
<b>Conley</b>				<b>X</b>
<b>Gaskins</b>				<b>X</b>
<b>King</b>	<b>X</b>			
<b>Male</b>				<b>X</b>
<b>McMurry</b>	<b>X</b>			
<b>Riccardi</b>	<b>X</b>			
<b>Tucek</b>	<b>X</b>			
<b>Wishnick</b>	<b>X</b>			
<b>Total:</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>4</b>

**The motion passed with 5 votes in favor and none opposed. Bob requested his decision not to vote be noted as present and not voting because the motion and the entire "meeting" were improper not fair. It is so noted.**

65. Dave Tucek moved that the board adopt the following resolution:

"Be it resolved that the AAEFE Board of Directors declares a moratorium on dues that must be paid by existing AAEFE members to retain AAEFE membership during calendar 2008. This resolution will not apply to persons who join AAEFE during calendar 2008. Persons joining AAEFE must pay regular dues of \$100 per year to join AAEFE."

66. Sheldon Wishnick seconded the motion. The votes were recorded as follows:

	<b>In Favor</b>	<b>Opposed</b>	<b>Abstain</b>
<b>Ben-Zion</b>		X	
<b>Conley</b>	X		
<b>Gaskins</b>		X	
<b>King</b>	X		
<b>Male</b>		X	
<b>McMurry</b>		X	
<b>Riccardi</b>	X		
<b>Tucek</b>	X		
<b>Wishnick</b>	X		
<b>Total:</b>	<b>5</b>	<b>4</b>	<b>0</b>

**The motion passed with 5 votes in favor and 4 opposed.**

67. Pat McMurry moved to adjourn. Bob Male seconded the motion. Dave, Tony, Bill, Bryan, Pat and Barry all voted to adjourn. No other votes on this motion were cast.

68. This ends the minutes of the meeting.

***Subsequent to the adjournment of the meeting, the following occurred:***

**November 8, 2007 – November 12, 2007**

69. .On November 8<sup>th</sup>, Tony announced that Art Eubank could not accept the treasurer position and asked again for approval to appoint Peter Marks. Pat McMurry gave his approval. Dave Tucek reported that he had already given his approval for Peter as had Pat and Sheldon.

70. On November 12<sup>th</sup>, Bill King stated he approved Peter Marks' appointment as treasurer.

71. On November 15<sup>th</sup>, Dave Tucek sent an e-mail to the board noting that when he had reported who had approved Peter's appointment as treasurer, he had overlooked Barry's October 30<sup>th</sup> e-mail stating that Barry was willing to have any of the three candidates perform the function of Treasurer.

**Subject:** Memo to File - Conversation with Bryan Conley  
**From:** David Tucek <david.tucek@valueeconomics.com>  
**Date:** Mon, 17 Sep 2007 12:33:17 -0500  
**To:** Dave Tucek <david.tucek@valueeconomics.com>

I spoke to Bryan just now by phone, He did tell Tony that he approved the appointment of Jack Ward as editor.

He said he was experiencing problems sending e-mails from his computer. He didn't say what they are.

He went on to say that he had since spoken to Rick and Bob and was thinking of supporting their motion to have Michael publish the JLE listed as editor.

He said he would read some of the e-mails this evening and would make up his mind. He would either communicate that decision via e-mail or by phone to me. I made sure he had my number and that he knew he could call and leave a voice mail.

--

Dave

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## **Bob Male's and Rick Gaskins' Standing Objections Discussed Above**

*Copied and pasted below are Bob's and Rick's standing objections concerning this meeting. Other than for formatting purposes, they have not been edited in anyway.*

1. The call for the electronic assembly of the AAEFE Board held in June 2007 was defective as it both excluded members of the Board and included persons who were not yet official members of the Board. The deficiencies in the call were brought to the attention of the presiding officer and the body in a timely manner, and the presiding officer refused to correct those errors. All votes cast at that assembly were not cast in a "meeting" and only are advisory. The Board took no action during that assembly except to adjourn.

Both McMurry and Landsea were duly elected for terms of office of a stated duration (i.e., two years) under the old Bylaws, and under Robert's Rules of Order, such office holders only can be removed using the same process an organization has for expelling a member of the organization. Neither McMurry nor Landsea has been expelled from AAEFE.

Accordingly, both Landsea and McMurry are today (at a minimum) members of the AAEFE Board of Directors, and most appropriately both are voting members of the AAEFE Board of Directors until the end of the 2008 Annual Meeting. Both Landsea and McMurry must be included in any call of a Board meeting and both must be allowed full participation in every Board meeting.

The JLE Editor is a non-voting member of the AAEFE Board and must be included in all calls of all meetings and must be allowed to participate in every manor other than casting votes. The JLE Editor is O'Hara. (Note: I encourage the presiding officer and the Board to request that O'Hara attend, and attend silently until the question others have of his holding of the position of JLE Editor has been resolved by the Board.)

2. The electronic assembly of the AAEFE Board held in June 2007 was not conducted in a manner that requested from those assembled their written and signed votes for the Board to take action "without a meeting", and none of the votes cast during that assembly resulted in an action taken "without a meeting".

3. The Board has not properly addressed the challenges to the seating of the 2007 At Large Directors. Neither Ben Zion nor Tucek is, today, a voting member of the AAEFE Board. Neither Ben Zion nor Tucek may make motions, or second motions, or cast affirmative votes, or cast negative votes, or cast votes of "present and not voting because the process is not fair". (However: I do encourage the presiding officer and the Board to include all nominees for the position of 2007 At Large Director (i.e., Anderson, Ben Zion, Bruce, Fjeldsted, and Tucek) in every meeting's call, to expressly invite their participation at that meeting, and to expressly request that each voluntarily attend, to attend silently, to cast votes of abstain, and to expressly acknowledge that the process used to resolve their contested seats was a fair process at the conclusion of that contest.)

4. The same defects with the call of the June 2007 electronic assembly of the AAEFE Board have been repeated with the call for the July and August 2007 electronic assembly of the AAEFE Board of Directors, but are compounded by new flaws based upon the June assembly's flaws. 5. With each successive action purportedly taken during this July and August 2007 electronic assembly, I object to all prior actions taken during this July and August 2007 electronic assembly of the AAEFE Board of Directors that are in any way necessary for the taking of that or any other successive action.