

## **ISTS Business Online Meeting Voting on the Amendments to the By-Laws and Constitution**

Session 1: 16 November 2020; 4 pm California time.

Session 2: 17 November 2020; 7 am California time.

Kellie Pendoley chaired both meetings and opened the meetings by acknowledging the traditional owners of the land, the Wadjuk Noongar, on which the meeting was taking place and their connection to land, sea, and sky and all the elders past, present, and emerging.

Pendoley explained the need for these amendments: At the request of the membership, Board size was reduced (this also results in the reduction of any related costs, e.g., for the annual retreat). Term length for Board members was reduced because it is a big time commitment. The elected Treasurer position does not always allow for bookkeeping skills, so a bookkeeper has been hired to manage the accounts and finances of the Society. The Treasurer remains an elected position and the Bookkeeper is an appointed position.

### **Discussions at Sessions 1 & 2:**

On request from Cynthia Lagueux, it was clarified that the Bookkeeper is a Board appointed position and the Board determines the salary. A Bookkeeper was deemed a necessary position to manage the ISTS finances, accounts, taxes, and audits.

A couple of members (Aliko Panagopolou and Nicolas Pilcher) disagreed with including the Bookkeeper in the By-Laws – in their opinion the Board can hire staff as needed so why add this special staff to the By-Laws when others were not included; other NGOs/Societies did not have the Bookkeeper in their By-Laws. The reasons from the Board for including the Bookkeeper were that the Bookkeeper deals with legal issues, has greater responsibility, and manages the finances, accounts, taxes, and audits. The Board did not see anything negative in including the Bookkeeper in the By-Laws. Panagopoulou and Pilcher indicated that while they agreed on the reduction of Board size and term and recognized the importance of the Bookkeeper, they could not vote in favor of the amendments because they disagreed with the inclusion of the Bookkeeper in the By-Laws.

The Board also explained that extensive discussions and work go into Board decisions.

Pilcher also focused his discussion on the small number of members participating and voting. It was explained to him that legally a quorum was needed as per our By-Laws to conduct ISTS business. He acknowledged the fact that email and online meeting fatigue might impact membership participation, however, he felt that greater effort needed to be made to increase membership and that meeting a legal quorum was not sufficient.

**Session 1:**

Motion to approve the amendments to the By-laws and Constitution as presented:

Richard Reina

Second: Sheryan Epperly

**Session 2:**

Motion to approve the amendments to the ISTS By-laws and Constitution: Andrea

Phillott

Second: ALan Rees

Members were provided a link to cast their vote. The 10% required quorum of attendees was met. Of 199 active members, 22 members voted (18 yes, 2 no, 2 abstain).

Motion passed. The amendments to the By-Laws and Constitution were accepted.