

**From:** John Arthur <john.arthur5@cox.net>

**Sent:** Tuesday, March 24, 2020 8:46 AM

**To:** lawrence nicholson <nicholsonld@yahoo.com>; Gary Cripps <garycrippsmail@gmail.com>; Ed Rogerville <erogerville@hotmail.com>; Douglas Pennock <dpennock2002@yahoo.com>; Stephen Trent <trent@mindspring.com>; B.j. d'Orsay <bj.dorsay@gmail.com>; Brett Thompson <classicrider@gmail.com>; Gary Morrison <garmo1963@icloud.com>; Frankbev1@aol.com <Frankbev1@aol.com>; Gordon R. Metz <Gordonmetz@gmail.com>; Steve Traylor <steve.traylor3@verizon.net>; Tom -gmail <tomdelvalle85@gmail.com>

**Cc:** John Arthur (Work) <john.arthur@cdg-1.com>

**Subject:** Emergency Amendment on AMA Foundation Board Voting

Gentlemen,

Attached is a temporary (one-time) amendment modifying the AMA Foundation bylaws to allow for electronic voting (vice in-person) hand ballots, to vote for and elect new Board members.

Your expeditious support for this action is appreciated.

v/r

John

John Arthur  
Secretary  
AMA Foundation Board

**FROM EMAILS ON RECORD:**

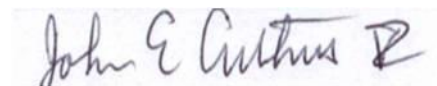
**1. John Arthur made the motion for the Board to adopt this one-time, bylaw change to allow electronic voting for AMA Foundation 2020 Board election.**

**2. Doug Pennock: Seconded the motion**

**3. Voting Results:**

Ed Rogerville:	<b>YES</b>
Doug Pennock:	<b>YES</b>
John Arthur:	<b>YES</b>
Gary Cripps:	<b>YES</b>
Frank Williamson:	<b>YES</b>
Gordon Metz:	<b>YES</b>
BJ d'Orsay:	<b>YES</b>
Steven Trent:	<b>YES</b>
Steve Traylor:	<b>YES</b>
Tom Del Valle:	<b>YES</b>
Larry Nicholson:	<b>YES</b>
Brett Thompson:	<b>YES</b>
Gary Morrison:	<b>YES</b>

**4. The amendment is unanimously approved.**



John Arthur  
Secretary  
AMA Alumni Foundation Board

AMA Alumni Foundation, Inc.  
March 21, 2020

AMA Alumni Foundation (AMA AF) By-law Amendment Consideration

1. Given the unprecedented emergency situation regarding the Corona-virus and the specified /directed meeting limitations from the Governor of Virginia, the annual reunion has been cancelled. This now impacts the annual elections of the Board of Directors.
2. By-law Article IV: *Directors*, Section 4.4, *Nomination of Directors* states that shall be elected for a three-year term. The election of the Board of Director (twelve positions) occurs annually and has been structured to have three staggered "classes" (i.e. four members considered annually) elected for Board continuity. As such, four (4) Board of Director vacancies are needed to be filled. In accordance with Section 4.4, the call for nominations occurred several months ago, closing on 18 March 2020. The following individuals have been nominated for consideration:
  - a. Frank Williamson '60 (incumbent)
  - b. Garry Granger '71
  - c. Tom Del Valle '73 (incumbent)
  - d. Brett Thompson '75 (incumbent)
3. In accordance with By-law Article IV: *Directors*, Section 4.5, *Election of Directors*, the following is specified: *"Election of Directors shall be printed by the Nominating Committee; provided that if there are no contested director's seat, election of directors may be conducted by voice vote or show of hands. Each AMA Alumnus, and eligible non-alumnus member, present at the membership meeting may vote by using only the written ballots prepared for that purpose; and those persons who receive the highest number of votes at a meeting shall be deemed to have been elected. No proxy votes will be allowed."*
4. As such, a temporary amendment to the by-laws calendar year 2020 one-time amendment, is proposed: Specifically to Article IV: *Directors*, Section 4.5, *Election of Directors*: *"Election of Directors shall be prepared by the Nominating Committee; provided that if there are no contested director's seat, the election of directors will occur and be recorded electronically. Each AMA Alumnus, and eligible non-alumnus member (\*) may vote for candidates using the electronic CONSTANT CONTACT survey application (in lieu of a written ballot) prepared for that purpose; those persons who receive the highest number of votes on-line shall be deemed to have been elected. No proxy votes will be allowed."*
5. As such, the Nominating Committee shall prepare (In lieu of a written ballot) an electronic ballot and conduct voting electronically/on-line through the AMA Website. Voting will open/commence no later than March 27, 2020, and voting will end at midnight (Eastern DST) Friday, April 17, 2020. This link will be publicized on the special newsletter, via email announcement and posted on the Facebook site.

  
John E. Arthur  
Secretary  
AMA AF BOT

(\*) Eligible voting member qualifications as specified in AMA Alumni Foundation By-laws (June 2019): Article II *Membership*, Section 2.1 & 2.2, which can be accessed/downloaded from the AMA Website.