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**RESOLUTION PROPOSAL**

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**DATE:** April 15, 2010

**SUBJECT:** Proposed amendments to LMOA Bylaws Article 4, Meetings of Members, Section 4.11, Voting (I)

**SPONSOR:** Communications Manager Peggy Alexander

**BACKGROUND INFORMATION:**

On February 25, 2010, the Board adopted amendments to Bylaws Article 4, Meetings of Members, to reorganize and clarify the provisions of several sections, making it easier for members to find and understand the member meeting purpose and process, and to make the process more Board and member friendly.

As a note in the resolution proposal in support of the amendments, it was recommended that a legal opinion be sought to determine the necessity of wording in old Section 4.10, Voting, related to non-Association proxies. Although in question, the wording was carried forward to new Section 4.11, Voting, (I).

The current wording implies that non-Association solicited proxies are permitted as long as they are identified as such. Proxies are required by the Bylaws for LMOA member voting in advance of annual and special member meetings and are an official, integral part of the Notice of Annual Meeting. As long as LMOA provides members with reasonable voting options to favor or oppose a proposal, there is no clear reason why the wording is necessary.

In a March 4, 2010 opinion, Frank Buck recounts the reason the provision was added to the Bylaws as related to a time when members were not given an option to oppose a proposal. As a result, a group of members solicited their own proxies, but without identifying the party soliciting the proxies. The wording in question was added to require any proxies solicited by anyone other than LMOA to be clearly identified as such. Mr. Buck points out that, as the current Bylaws require that proxies give members the option to vote for or against a proposal, there is no reason for dissenters to solicit an alternate proxy and, therefore, it is not necessary to include wording regarding how such proxies must be identified.

The attached proposed amendment simply removes from Bylaws Article 4, Section 4.11, Voting, (I) the wording related to non-Association proxies.

**Please note:** Bylaws Section 12.01, [Amendments] by the Directors, states: “Except as otherwise expressly limited, the Board of Directors by an affirmative vote of at least three-fourths (3/4) of its total members shall have the power to establish, to make, alter, amend, or repeal any of the Bylaws of the Association at any regular or special meeting of the Board . . .”

**STAFF RECOMMENDATION:** The Communications Manager recommends the Board adopt the proposed amendments to Bylaw Section 4.11, Voting.

**PROPOSED FINANCIAL IMPACT:** NA

**PROPOSED SOURCE OF FUNDING:** NA

**STRATEGIC PLAN REFERENCE:** NA

**POSSIBLE MOTION:** Move that the Board amend LMOA Bylaws Section 4.11, Voting, to delete wording related to non-association solicited proxies, as included in the March 25, 2010 Board packet.

**PERSON RESPONSIBLE FOR FOLLOW-UP:** Communications Manager/Assistant Secretary for Policy Review