

To: President Butterworth and members of the AWCI Board
Cc: T. Scott Gilligan, Attorney for AWCI
From: Sacha Fleury, James Sadilek, Douglas Stuart
Date: October 2, 2009
Re: Minutes of August 7, 2009 Annual Meeting

President Butterworth and Board members:

The response presented by Mr. Gilligan, dated 09/29/09, is well received but does not reflect our understanding of the meaning and purpose of meeting minutes according to Ohio law. Further, we respectfully suggest that AWCI members bringing a matter which may be a violation of Ohio law to the attention of the Board should be welcomed, and should not be label as "slanderous" or improper by anyone.

It appears that the basic allegation was misunderstood. We are not alleging that the Board violated section 1702.54 of the Ohio Revised Code by "omitting to attach a draft statement written by one of the directors regarding spare parts policy" as your response claims. Rather, we are alleging that the Board took specific and deliberate action to prevent Director Tope's statement on spare parts policy from being included in the official record of the meeting, despite the fact that the policy was read for the record by Director Tope at the annual meeting, was displayed on screen as part of the meeting discussion, and was distributed to both Board members and meeting attendees in written form as part of the meeting. Clearly, then, this was a material event which should have been documented as part of the meeting minutes, and its subsequent suppression by motion and vote of the Board during the teleconference call of 9/23/09 would appear to conflict directly with ORC 1702.54.

We believe the legal arguments presented are without merit and are self-contradictory. First, it is asserted that the AWCI operates under the rules set forth in Sturgis' *Standard Code of Parliamentary Procedure*. Your letter quotes from Sturgis, citing the passage which states that minutes usually do not contain the text of a report, but rather should contain "...the name of the member presenting it, the action taken on the report, and a reference to the file where the report can be found. An important report is sometimes summarized briefly in the minutes and the file reference given for the complete report." This argument is then repeated, when the letter goes on to say "As indicated by the above direction contained in The *Standard Code of Parliamentary Procedure* a report is not attached or included in the minutes. Rather, the minutes should indicate a reference to the file where the report may be found."

Yet the published minutes contain neither a summary of Director Tope's policy statement, nor do they contain a reference to the file where the report can be found, so it appears that the minutes do not follow the recommended practice as pointed out by AWCI Counsel and Sturgis.

In the next sentence, Counsel asserts that Tope's statement wasn't really a report, which would cause one to question why all of this information about reports was included as an explanation for why Tope's statement was omitted from the minutes. But all of the discussion of Sturgis and the by-laws is moot as neither may trump Ohio State law.

In an attempt to further support your position, Counsel has attached and selectively quoted from an article from *Association Law & Policy*. But a careful reading of the entire text of the article would lead to a different conclusion. We call your attention to the passage which states that the minutes of a meeting "... provide an opportunity for an organization to create a record of its conscientious compliance with its legal obligations." The article concludes by saying "... minutes should be written accurately and concisely so that any person, whether or not they attended the meeting, would be able to know what took place." We agree completely, and respectfully suggest that the minutes of the 2009 Annual Meeting as published fail to meet the standards set forth by both Sturgis and AWCI Counsel.

It should be noted that this topic was of sufficient importance that it has been discussed by the Board on at least three occasions. First, during the annual meeting when Director Tope read his policy statement into the record and it was displayed and made available to attendees; second, in the subsequent "off the record" continuation of the meeting where members were invited to address the topic after the regular Board meeting had been adjourned; and third, during the teleconference of 9/23. There may have been other occasions of which we are unaware. This once again confirms the material importance of the topic. Surely an issue that was worthy of that much discussion is worthy of inclusion in the minutes so that members may be properly informed of the Board's activities.

We respectfully urge the Board to reconsider their position on this matter, as it appears to fall short of compliance with the law, and the standards asserted by your own counsel. As previously stated, we view this as neither an argument nor a negotiation. It is our goal to give the Board every opportunity to correct this error so that the entire membership may have a complete and accurate record of the material events of the annual meeting. It is unclear why the Board would distribute the policy statement to meeting attendees, but not afford the same courtesy to those members who were unable to attend, and we hope the Board will take immediate steps to rectify this oversight.

Thank you for your time.