

**Approved MINUTES OF THE AHR BOARD OF DIRECTORS MEETING
September 13, 2004 – Conference Call**

President Paul Sutton called the meeting to order at 8:05 p.m. Directors Duvall, Hendershot, Hug, Leisure, Smith, Sutton, Wallace, Yoder and Young were present. Recorder, Karen Young was also present. Directors Greenisen, Rousseau and Inabinett joined later.

Dirk Young moved to accept the minutes of the August 31, 2004 meeting as presented. Seconded by Yoder. Motion passed.

Bill Hendershot led brief discussion on proposed By-Law changes, stating that the membership has waited a substantial length of time for the Board to present the members with the proposed changes and that time is of the essence. Sutton also noted the importance of presenting each proposed change to the membership as an individual vote, versus a blanket vote, so that members may have more input into each individual item presented. **Bob Wallace moved to wait on the By-Law changes until the surveys have been returned from the members and reviewed. Smith seconded. Motion defeated 7 NO (Duvall, Hendershot, Hug, Leisure, Sutton, Yoder, Young), 2 YES (Smith, Wallace), 3 ABSENT.**

On behalf of the By-Laws Committee, President Sutton presented thirteen (13) proposed By-Law changes to the Board for individual vote.

The following seven (7) proposed changes were defeated by majority of the Board, therefore, will not be presented to the membership for acceptance or rejection:

Article I. Section 3. Place of Business: Add these words to the first sentence. (*The principal place of business shall be in Ohio and its*) members or officers of AHR may be resident of any state, territory or country. (Defeated: 6 NO - Greenisen, Inabinett, Rousseau, Smith, Wallace Young; 6 YES – Duvall, Hendershot, Hug, Leisure, Sutton, Yoder.)

Article 3. Section 1. Annual Meeting: Remove existing paragraph and replace. (*The annual meeting of the members shall be held at such time and place as may be established by the board of directors for the purpose of transacting business and shall be conducted under Roberts Rules of Order.*) (Defeated: 8 NO – Duvall, Greenisen, Inabinett, Leisure, Rousseau, Smith, Wallace, Young; 4 YES – Hendershot, Hug, Sutton, Yoder)

Article 3. Section 6. Voting: In second sentence after the word by-laws add: Once in effect, these By-laws (*and all other matters determined by the board to be a major impact*) shall be subject to change only by a majority vote of the membership through a mail out ballot. (Defeated: 10 NO – Duvall, Greenisen, Hendershot, Inabinett, Leisure, Rousseau, Smith, Wallace, Yoder, Young; 2 YES – Hug, Sutton)

Article 4. Section 1. Disciplinary Action of Directors: Remove the words by a 2/3 majority vote of the board and add the words *(by a majority vote of the membership)*. (Defeated unanimously)

Article 4. Section 5. Number of Directors: Change three (3) directors to four (4) directors. (Defeated: 7 NO – Duvall, Greenisen, Hendershot, Inabinett, Rousseau, Smith, Wallace; 5 YES – Hug, Leisure, Sutton, Yoder, Young)

Article 5. Section 1. Officers: Remove the sentence: Newly elected directors are not eligible to be elected President, First vice President or Second Vice President in their first year. (Defeated: 7 NO – Duvall, Greenisen, Inabinett, Leisure, Rousseau, Smith, Wallace; 5 YES – Hendershot, Hug, Sutton, Yoder, Young)

Article 10. State of Confidentiality: Remove entire section. (Defeated: 7 NO – Duvall, Greenisen, Inabinett, Rousseau, Smith, Wallace, Young; 5 YES – Hendershot, Hug, Leisure, Sutton, Yoder)

The following six (6) proposed By-Laws changes were passed for membership consideration:

Article 2, Section I. Membership: Add the sentence at the end of paragraph: *(If listed as a partnership, corporation or LLC, the participants must notify the registry as to what person is entitled to act for the partnership, corporation or LLC in voting and signatory matters)*. Eliminate sentence: *(If listed as a corporation, the chief officer of the corporation must notify the Registry as to what person(s) is entitled to act for that corporation in elections and in signatory matters.)* (Passed: 10 YES, 2 ABSENT – Greenisen, Inabinett)

Article 3. Section 5. Conduct of Meetings: Add new sentence: *(All meetings shall be governed by Roberts Rules of Order.)* (Passed: 11 YES, 1 NO - Greenisen)

Article 4. Section 2. Membership Requirements for Directors: Change the years to *three (3) years instead of five (5) years*. Add sentence: *(Only individual or couple memberships are eligible to run for director)*. (Passed: 9 YES – Duvall, Greenisen, Hug, Inabinett, Leisure, Rousseau, Smith, Wallace, Young; 3 NO – Hendershot, Sutton, Yoder)

Article 4. Section 7. Director Vacancies: Remove the words: *(For the remainder of that term)* and replace with *(until the next scheduled election of directors)*. Passed: 7 YES – Duvall, Hendershot, Hug, Leisure, Sutton, Yoder, Young; 5 NO – Greenisen, Inabinett, Rousseau, Smith, Wallace)

Article 6. Section 1. Standing Committees: Remove the words: *(At least two members of a committee will carry over to the following year to provide continuity)*.

Passed: 7 YES – Duvall, Hendershot, Hug, Leisure, Sutton, Yoder, Young; 5 NO – Greenisen, Inabinett, Rousseau, Smith, Wallace)

Article 7. Amendments: Add new sentence: *(All by-law changes and modifications must be presented and voted on individually.)* (Passed unanimously)

Joel Greenisen suggested the Board have someone act as official parliamentarian. After brief discussion it was decided the Board would appoint an individual in the future to serve in this capacity.

Dirk Young revisited Theo Hug's earlier concern regarding the publishing of sale prices. **Young moved that sale prices not be published on the AHR website or magazine until further board review. Rousseau seconded. Motion passed unanimously.** It was noted that sale results would continue to be available for purchase at the conclusion of both AHR sales.

Young moved to adjourn. Seconded. Meeting adjourned at 11:10 p.m.