

HOT Voting Members Special Meeting

Subject: Quorum Amendment

Date: 16 October 2014

Time: 1500-1600 UTC

Doodle used to coordinate date/time: <http://doodle.com/47rukue6vz7smzd5>

Location/Method: [Mumble](#)

Called by: Russell Deffner and Jaakko Hellaranta

Table of Contents:

[Summary:](#)

[Needed from you:](#)

[Participation Instructions:](#)

[Agenda:](#)

[Minutes:](#)

Summary:

HOT has not had a single proper Voting Members meeting. The problem is the quorum requirement of over half of all Voting Members. This is becoming legally problematic and we must change this.

Needed from you:

- 1) Vote for the approval of the quorum change proposal (see Ballot details below).
- 2a) Be present in the meeting on October 16 (via Mumble, see details below). Practice connecting with Mumble beforehand. The meeting does not need to take longer than 10-15 minutes.
- 2b) If you can not attend the meeting, please assign a Proxy (see Attendance details below).

That's it! In total this does not need to take even half an hour of your time.

Making this happen is your duty as a Voting Member.

Participation Instructions:

- Mumble
 - The meeting will be held on Mumble, make sure you have a working installation, visit here first: <https://wiki.openstreetmap.org/wiki/Mumble>
 - Voting Member's need to register a Username to enter the Voting Floor (once logged-in, ask for assistance if needed).
 - We will begin 'assembling' about ½ hour before the meeting starts, please arrive early to make sure your connection is working so you are able to fully participate.
- Ballot
 - Voting Members should receive a ballot (survey monkey) via your membership email address by 7 October 2014, contact the Chair of Voting Members if you do not receive your ballot.

- You are required to submit your complete ballot by 14 October 2014.
- Attendance
 - Voting Members are also required to attend membership meetings, however the Chair and Board have discussed this and understand that with worldwide membership it is extremely difficult to find a time and date for even a majority to attend.
 - Therefore, for this special meeting the Board has agreed to allow Voting Members to participate and have their attendance counted by Proxy using the rules developed by the Governance Working Group.
 - If you are unable to attend the meeting, you must find a Proxy; the approved Proxy Rules are found here:
<https://docs.google.com/a/hotosm.org/document/d/1hcwguvHSWaywWrZR8VOoRkWJsE52Hp-EP2QC-uk62fk/edit>
 - Continued failure to be counted in the meeting quorums may become a non-trivial action and lead to Members being removed in accordance with our bylaws.

Agenda:

Open Door Session:

1. Ratifying Amendment One of the HOT Bylaws
 - a. Amendment *strikes-out* Article 5.6
 - b. and, *replaces* with:
 5.6 Quorum.
 (a) At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.
 (b) At meetings of the Voting Members, one-fourth (1/4) of the voting members shall be necessary to constitute a quorum for the transaction of business.
2. Any Other Business

Minutes:

Approved at [Special Meeting 13 February 2015](#)

Forty-six (46) voting members attended the meeting either by personally being present or via a proxy.

Attendance was recorded here:

https://docs.google.com/a/hotosm.org/spreadsheets/d/1TDibVLAAtWpLdnPY77mH_rRL6soOdhgpMY-TzLm3sLNw/edit#gid=0

1. Set meeting to order 15:02UTC
2. Read Quorum Amendment ballot results:
 - a. 34 Yes
 - b. 1 No
 - c. 4 Abstain
3. Motioned to ratify Amendment One as written in the agenda.
 - a. Motioned by Russell Deffner, seconded by Andrew Buck
 - b. No objections

4. Short discussion on engagement, amending bylaws via vote versus meeting, sending calendar invites for meetings; to be further discussed at Governance Working Group meetings and/or future Membership meetings.
5. Adjourned at 15:24UTC