

This is a recommended modification of Bylaws Article IV, Section 5:

### Background.

Freedom of information laws adopted throughout the U.S. in the early 1960's created the need for the so called "Sunshine Laws". Those laws dictated that all organization business be conducted in open meetings. Realizing that there may be common sense situations where some discussions should not be in public, the concept of Executive Sessions was created. These can arise where open discussions regarding a matter can create embarrassment for an individual, violate attorney/client communications or expose imminent litigation, or prematurely expose a bargaining position during property negotiations. From Robert's Rules of Order "Sometimes during a public meeting something of a very sensitive nature may arise. To go into executive session a member must make a motion, it needs a second and is debatable. It takes a majority vote to adopt.. If the members vote to go into executive session, all nonmembers must leave the room until the board votes to end executive session.

The most important aspects of executive sessions is that they are sessions, not meetings. The sessions are entered into only from open meetings by majority vote of the Board, and they adjourn back into the open meeting. Executive session does NOT negate the requirement for open meetings when items will ultimately be presented and voted on. For instance, a Board may be considering purchasing a piece of real estate. The asking price is \$100K. In executive session the Board may decide to offer \$80K, and if countered, will go up to a maximum \$90K. Resuming in Open Meeting, the Board votes to purchase the property and offer \$80K. The willingness to go up to \$90K is not revealed, but the actual action is approved in the open.

In every State, sunshine laws are required by statute to be adopted by all public jurisdictions. This generally does not apply to non-governmental organizations. However many non-profits that are supported by member dues do adopt these regulations. Certainly an organization as large and complex as GVR should be so guided. In fact, current Bylaw Article IV, Section 5 clearly mimics typical sunshine ordinances, to wit: Open Meetings. "All meetings of the Board at which official business of The Corporation is transacted, with the exception of meetings limited to personnel and/or legal matters, shall be open to all members of The Corporation." Unfortunately this wording leaves any clear meaning or interpretation dangling.

The following recommendation will make the intention clear and provide needed guidance. It is consistent with Robert's Rules of Order:

Article IV:

### Section 5: Open Meetings

A. All meetings of the Board of Directors at which official business of the Corporation is transacted, shall be open to all members of The Corporation.

B. The time and place of all regular meetings of the Board shall be made available to the membership of the Corporation announced in all available electronic and print media at least 14 days in advance of the meeting.

C. The time and place of all special meetings of the Board shall be made available to the membership of the Corporation as soon as possible after the President or the Board sets such time and place.

D. During an open meeting something of a confidential, privileged or sensitive nature may arise. In such incidences, the Board may adjourn into Executive Session to discuss the matter, observing the following protocols.

- (1) Executive Sessions are for discussions only. The Session shall not be used to conduct official business of the Corporation.
- (2) To go into executive session a Board member must make a motion, it needs a second and is debatable. It takes a majority vote to adopt. (Per Robert's Rules of Order)
- (3) Only Board members and any other person(s) the Board specifically authorizes may attend the Session.
- (4) The authorized topics for the Executive Session are personnel matters, legal matters and negotiations, more particularly described as:
  - (a) Personnel matters that if discussed in public may violate a person's right to privacy or would serve no legitimate purpose.
  - (b) Meetings with an attorney which may involve attorney/client privilege, or would jeopardize contemplated or ongoing litigation.
  - (c) Discussions concerning contemplated or ongoing negotiations, which if done in open meeting would reveal strategy or otherwise compromise the Corporation's position.
- (5) Minutes of Executive Sessions must be taken but discussions will only be generally noted.

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