

Bylaws Revision Subcommittee Meeting #1

Minutes:

North York Civic Centre, Community room # 2
Friday, 9 October 2015, 7:10 to 9:20 PM

Participants: David Mousavi, Kaveh Shahrooz, Mojtaba Adibrad, Pantea Jafari, Shahram Tabe-Mohammadi, Tayaz Fakhri

Absents: Behzad Jazizadeh, Mehrdokht Hadi

Minutes:

- Meeting started with each attendee introducing himself/herself with a little bit of background of previous relevant experiences.
- Shahram gave a short background of different versions of the ICC Bylaws which was created in the previous years.
- Shahram proposed the motion for accepting the “Formation and Operation Protocol of BRS” and “Working Protocol for the BRS” (two previously sent documents).
 - Tayaz suggested on item 7.2 from the F&O Protocol of BRS to modify “three (3) meetings with or without justification” with “three (3) meetings without justification.” *It was approved unanimously.*
 - Pantea suggested on item 6.1 from the F&O Protocol of BRS to change “experts” to “experienced” *It was approved unanimously.*
 - Tayaz asked to discuss item 6 of the Working Protocol of BRS which is the decision-making mechanism for approving an item. It was suggested to have **a Minimum 5 attending members** as the quorum for the BRS meetings and to follow **Simple Majority (50% + 1) of the attendees** as the mechanism to approve motions. It was also suggested by Kaveh to accept a “confidence voting system” for motions that are deemed important by Shahram *i.e.* related to the identity of ICC, in which they need a higher (2/3) Yes votes of the attendees to be passed. *These suggestions were approved unanimously.*
Table 1. In this document clarifies this motion’s different portions.
- The “Formation and Operation Protocol of BRS” and “Working Protocol for the BRS” were *passed unanimously* after modifications.
- Shahram suggested to divide the Bylaws items into two groups of "Governance / Operational" and "Philosophy / Identity" matters. BRS will start with the first group and will follow with the second. *It was approved unanimously.*

- Shahram suggested to start the Bylaws discussions with the question of "Quorum" requirements for BOD, AGM, and SGM. The **BOD Quorum** was suggested as "**At least 6 out of 9 BOD members** and a motion passes provided that it has **more than 5 YES votes**, regardless of how many board members are present in the meeting." *This motion passed unanimously and the question appears in the questionnaire as follows:*

“The current bylaws set the quorum for the Board of Directors as 7 out of 9 directors be present before a meeting takes place. It is proposed to change it to: "6 out of 9 Directors must be present before the meeting takes place provided that no decision is made with less than 5 "YES" votes, regardless of how many board members are present in the meeting".

- a. Yes, I agree with the change.
- b. No, the current bylaws needs no change. ”

- o The question regarding the BOD quorum will be adjusted if/when the number of BOD members is different from 9.

- Shahram proposed including a question in the questionnaire to reduce the quorum for AGM/SGM to 10%. Different related items were discussed i.e membership, online / early voting. Further discussions were postponed until the 2nd meeting.
- Meeting #1 was adjourned at 9:20 pm.

Table 1 Approved Decision-Making Protocol Mechanism of BRS

Number of Attendees	Quorum Passed or not?	Confidence Voting or not?	Minimum Number in favor to pass the Motion?
8	Yes	No	5
7	Yes	No	4
6	Yes	No	4
5	Yes	No	3
4	No	-	-
8	Yes	Yes	6
7	Yes	Yes	5
6	Yes	Yes	4
5	Yes	Yes	4