

PROPOSED AMENDMENT #6  
PROPONENT'S STATEMENT RESPONDING TO AILA EXCOM CRITICISMS

**Proposed Amendment #6 will immediately anchor in the bylaws the right of the 98% of Members who do not attend Annual or other meetings in person to vote on future proposed bylaw amendments by electronic proxy.** It will also establish a specific procedure for proposing amendments in conjunction with already scheduled quarterly BOG meetings.

The following is the amendment proponent's response to the arguments made by AILA ExCom leadership opposing Bylaw Amendment #6.

Below is a copy of ExCom's full critique of Amendment #6 as it appears on the AILA document titled "Comments on 2014 Proposed Bylaw Amendments" posted on InfoNet.  
<http://www.aila.org/content/default.aspx?docid=48682>

ExCom's criticisms are set out in the indented text. Proponent's responses are full margin text.

Proponent's full comments concerning Amendment #6 are included as "Ten FAQ's" in the last four pages of the InfoNet document linked at  
<http://www.aila.org/content/default.aspx?docid=48682>.

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**Proposed Bylaw Amendment #6  
Integrate Electronic Voting into the Procedure for Adopting, Amending or Rescinding the Bylaws**

<http://www.aila.org/content/fileviewer.aspx?docid=48405&linkid=274722>

**EXCOM:**

AILA's Executive Committee opposes this amendment. (This proposal was not received before the April 12th Board of Governors meeting and thus the Board did not have a chance to discuss it.) **["BS Alert", see FN \*, below]** A bylaw amendment is not required to provide for an online voting by proxy for adopting, amending or rescinding the bylaws. The Board can at any time vote to authorize the expense of an electronic system to collect proxies on bylaw amendments. Further, any member who is unable or unwilling to attend a meeting, may still vote through proxy either submitted by mail, fax, email or in person under the present bylaws. \* \* \* \*

**PROPONENT:**

Prior to 06 May, a bylaw amendment procedure already existed that AILA leadership claimed "preempted" any other electronic voting procedure. Problem was, that bylaw procedure was totally infeasible to use, and it never had been invoked by anyone. (There is an interesting history behind why, under the guidance of AILA leadership, an obviously unuseable provision

was voted into the bylaws, but we'll save that for another day.) On 23 April, the proponent of Amendment #6 revealed that the current bylaw amendment procedure is illegal under New York law. On 06 May, after two weeks of vociferous resistance to proponent's revelations and ad hominem condemnation of him as (among other things) a "jerk", AILA leadership finally gave in and conceded that the existing voting provisions are illegal.

So now, suddenly, AILA leadership gets religion and embraces the possibility that electronic bylaw amendments might be possible under the current bylaws. ExCom announces grandly: "The Board can at any time vote to authorize the expense of an electronic system to collect proxies on bylaw amendments." ["BS Alert", see FN \*\*, below] Well, **ExCom has never done so in the past, and it refuses to do so this time.** Which is why we are stuck using this Rube Goldberg system instead of VoteNet.

So, while we have this opportunity, let's just anchor in the bylaws the right of the 98% who don't make it to the Annual meeting to vote on future bylaw amendments.

#### **EXCOM:**

\* \* \* \* Under this proposal, however, AILA cannot use an online proxy collection system, because under the plain language of the bylaw, the only means by which proxies may be submitted is via email.

#### **PROPONENT:**

Inclusion of the word "email" along with "secure online proxy" in Amendment #6 may have been an unfortunate oversight. But **this will pose a problem only if AILA leadership chooses to make it a problem.**

**In short**, the "only-by-email" fuss is a diversionary argument by ExCom. At its most persuasive, it's the equivalent of the following:

Fast food workers: "We want an industry starting wage of \$13 per hour."

Fast food industry: "You're asking for \$13 per hour. But it would require \$14 to get you above the poverty line, so \$13 is not a complete solution. Let's just stick with the federal minimum wage of \$7.25."

#### **Longer version:**

If AILA leadership chooses to disregard the intent of the amendment and to interpret it as requiring voting only by email, here are the consequences and the ways to respond :

**First, email voting still is light years better than no vote at all!** It's may not be \$14. But it's \$13. Not \$7.25.

**Second**, “email” voting does not have to be the chaotic mess that we are experiencing with this year’s apartheid, Rube Goldberg bylaw vote. Technologically, a competent service provider can configure a voting template for use directly through your “email” program that will be essentially as convenient as the VoteNet “online” procedure. All AILA has to do is give the order.

**Third**, if AILA leadership persists in requiring proxy voting only by standard email (as it is doing this time), an implementing bylaw amendment can be passed requiring AILA leadership to use the most sophisticated and efficient online voting service available. Who will vote against that?

**At worst, Amendment #6 provides all AILA Members with the only guaranteed opportunity they have ever had to vote on bylaws.**

#### **EXCOM:**

Additionally, bylaw amendments are by their nature technical and often multifaceted. AILA members have traditionally engaged in open, enlightened and often heated dialogue when discussing bylaw amendments at the annual meeting. By reducing bylaw amendments to a question on a ballot, members will not be able to benefit from the open, unrestricted discussions filled with institutional knowledge, background and the differing opinions on the proposals.

#### **PROPONENT:**

This is a cynical misrepresentation of AILA corporate democracy among the few hundred Members at an Annual Meeting. Here is what AILA’s conference planner has to say about the Annual Meeting for 19 June:

AILA Annual Membership Meeting  
5:30pm to 6:45pm  
Vote on proposed bylaw amendments, get updates and reports on member benefits and activities, and hear the national election results. The AILA Annual Membership Meeting is your opportunity to make your voice heard.

The reality is that fifteen minutes of “engagement” at the meeting covering six amendments will be brief, superficial, dominated by the ExCom and unenlightening.

Meanwhile, what is actually happening with these amendments, between Members, on the Message Center and on chapter list serves is unique in AILA’s history. It is an ongoing (all the way to 19 June), imperfect, first time, find-your-way despite implacable opposition from AILA ExCom, process of debating and bringing the amendments to a vote by the entire membership. Without any doubt, more Members have been exposed (and will continue to be exposed) to more information, discussion and opinions about these proposals than to any bylaw proposal in the history of AILA. And once this process becomes institutionalized under Amendment #6 as

part of an AILA flat-world, 21st century corporate democracy, engagement and participation will be even more widespread in the future.

**EXCOM:**

Finally, this proposal will increase the frequency of when bylaw amendments may be proposed and voted on. Under current practice, bylaw amendments are voted on at the Annual Meeting once a year. Under the proposal, the Board would be required to consider bylaw proposals four times a year requiring significant additional expenses to collect votes or proxies as well as burdening members with campaign materials and proxy requests.

**PROPONENT:**

There is not a shred of evidence to support this Chicken Little scare story. Completely to the contrary. The current bylaws permit any single Member to propose a bylaw prior to the Annual meeting. There have been very few amendments ever proposed by Members who were not on the BOG or acting on behalf of AILA leadership. Proposing and promoting a bylaw amendment is an arduous task. There is no reason to believe that formalizing a procedure that fixes four specific opportunities during the year to propose amendments in conjunction with already scheduled BOG meetings will incite a sudden flood of proposals. And if this were to occur, minor bylaw amendments will control the problem. (By the way, under the current bylaws any Member can propose a bylaw 55 days prior to any “meeting”, and any 10 Members can by written request force the President to call a meeting. Thus, under the current rules, a small group of dissident Members already have the ability to swamp AILA with by amendment proposals the year round. Hasn’t happened.)

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**[“BS Alert”, FN \*]**

**B&LL SH>T** : Owens filed the amendment proposal out of time. BOG had no opportunity to consider it.

**FACT** : Proposed Amendment #6 was timely submitted on 23 April, 55 days in advance of the Annual Meeting, as required by the current bylaws. The Board of Governors conducted a meeting on 06 May to discuss the pending bylaw amendments and the means of conducting an electronic proxy vote at the Annual Meeting. Although (because?) Amendment #6 was already by that time the subject of substantial discussion among AILA Members, and some BOG members had already publicly expressed their support for it, the Executive Committee chose not to submit the amendment to the BOG for an expression of opinion (as had already been given on the other five amendments) during the meeting of 06 May. Instead, the ExCom arrogated that prerogative to itself, thus violating the bylaws and AILA “tradition”.

**["BS Alert", FN \*\*]**

**B&LL SH>T** : The expense of VoteNet is a significant restriction on electronic voting on bylaw amendments.

**FACT** : ExCom's sideways playing of the "expense" card to denigrate VoteNet is cynical and fraudulent. ExCom has no problem paying for VoteNet to collect the absolutely meaningless votes for the five ExCom candidates (themselves) nominated by AILA leadership to run without opposition. All they need to win is one vote, their own. VoteNet, and its expense, are pure eye wash.

Consider the cost of this Rube Goldberg voting scheme for the bylaw vote — the additional time and effort required of Members to use the inferior apartheid voting system, the legal fees of Caplin & Drysdale in devising the scheme and the proxy protocol (still not finished) and advising AILA how to defend them, the cost in AILA employee salaries to administer the scheme and to hand-validate and count the votes, the time and effort and the associated expenses of the election judges. As an alternative, the VoteNet "expense" (often alluded to ominously by ExCom but never specified in dollars) would no doubt be a bargain.