



**Professional Association for SQL Server
Board of Directors Meeting**

Teleconference – December 20, 2012
2:00 pm Pacific Time

Attendees: Allen Kinsel, Denise McInerney, James Rowland-Jones, Rob Farley, Kendal Van Dyke, Thomas LaRock, Douglas McDowell, Bill Graziano, Rushabh Mehta, Neil Buchwalter, Jennifer Moser, Lara Rubbelke, Judy Christianson.

Not in attendance: Adam Jorgensen, Rick Bolesta, Craig Ellis.

Agenda for Discussion:

1. Bylaws

Meeting Minutes

1. Bylaws

Bill Graziano had emailed the Board his intentions to vote on the bylaws during the meeting and opened the floor up to anyone with concerns.

Thomas LaRock was not comfortable with voting for version 4 of the bylaws. While he recognized the time put in the bylaws and that the original scope was limited to Global Growth issues, he was not comfortable with moving forward with a version of the bylaws that he did not agree with. He did not want the bylaws opened annually and felt it was not right to fix issues with the bylaws with policies after-the-fact.

Allen Kinsel did not like moving forward with the vote when the Board appeared to be split fairly evenly on the issue of Executive Committee employment restrictions. Bill did not think the Board could come to a compromise on the issue so the options were to vote for the bylaws as proposed or have the discussion at the January Board meeting. Allen felt such an all-or-nothing approach was not the right approach to take.

Denise said as there was no specific language in the proposed bylaws that prevented a policy on employment restrictions so discussion was not being stopped. And as there was no specific language to agree on there was no reason to hold up the bylaw vote.

Allen said that no one wanted the bylaws reopened in the near future and as such, skimming over the issue to simply say the work was complete was not right. He also noted that in the email accompanying version 3 of the proposed bylaws there was language suggested to limit the number of people from the same company on the Executive Committee.

Judy Christianson asked why Tom felt the issue had to be addressed in the bylaws rather than a policy. Tom felt bylaws were a stronger statement as they were more difficult to change.

Bill noted if the selection was to be modified he would want more discussion about the definition of "employment" as it does not cover all the possible interactions between people.

Allen asked if everyone had come to an opinion on whether employment restrictions were needed. Bill noted the issue had been discussed by email. There was a discussion about moving the bylaw vote to the next Board meeting however as the notice had gone out about the agenda of the meeting, the vote was held.

Motion To approve version 4 of the updated bylaws for publishing.

Motion: Bill Graziano
Second: Douglas McDowell

Adam Jorgensen	Did Not Vote
Allen Kinsel	No
Denise McInerney	Yes
James Rowland-Jones	Yes
Kendal Van Dyke	Yes
Rob Farley	Yes
Rick Bolesta	Did Not Vote
Neil Buchwalter	No
Jennifer Moser	Yes
Lara Rubbelke	Yes
Thomas LaRock	No
Rushabh Mehta	Yes

Motion passed (9 yes, 3 no, 2 did not vote).

There was a discussion on when to publish the bylaws and start the 30 day notice period. Allen requested the Board minutes needed to be published at the same time as the bylaws to provide a context for the Board's decision making. Bill wanted to blog about the proposed changes as well.

JRJ reminded the bloggers that vote was only on which version of the bylaws to move forward with for public notice. He also wanted the Board to be aware that the intent of these changes was to focus on Global Growth and as such the blogs should focus on that, not necessarily what was not included in the Bylaws. He reminded the Board that they had the ability to set the appropriate context for the bylaw discussions.

The Board looked at a variety of timing issues including the next Connector, HQ holidays and their meeting schedule as they considered when to publish the bylaws.

Action The proposed bylaws and 30 day notice period will be launched on January 9, 2013. The Board minutes will be available at that time.

2. Next Meeting

Teleconference meeting scheduled for January 10, 2013 at 2:00 pm pacific.

The meeting was adjourned at 2:41 pm pacific time.