



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

Teleconference – December 13, 2012

2:00 pm Pacific Time

Attendees: Allen Kinsel, Denise McInerney, James Rowland-Jones, Rob Farley, Kendal Van Dyke, , Bill Graziano, Neil Buchwalter, Jennifer Moser, Lara Rubbelke, Wendy Pastrick, Sri Sridharan, Judy Christianson.

Not in attendance: Adam Jorgensen Rick Bolesta, Douglas McDowell, Thomas LaRock, Rushabh Mehta, Craig Ellis.

Agenda for Discussion:

1. Minutes Votes
2. Bylaws
3. Reserves Policy
4. Recognition of Outgoing Director

Meeting Minutes

1. Minutes Vote

Motion To approve version 2 of the minutes from the Board of Directors meeting held at PASS Summit 2012

Motion: Bill Graziano
Second: Rob Farley

Adam Jorgensen	Did Not Vote
Allen Kinsel	Yes
Denise McInerney	Did Not Vote
James Rowland-Jones	Yes
Kendal Van Dyke	Yes
Rick Bolesta	Did Not Vote
Neil Buchwalter	Yes
Jennifer Moser	Yes
Lara Rubbelke	Yes
Thomas LaRock	Did Not Vote
Douglas McDowell	Did Not Vote
Rushabh Mehta	Did Not Vote

Motion passed (8 yes, 0 no, 6 did not vote).

Motion To approve version 2 of the minutes from the Board of Directors Q&A held at PASS Summit 2012

Motion: Bill Graziano

Second: Rob Farley

Adam Jorgensen	Did Not Vote
Allen Kinsel	Yes
Denise McInerney	Yes
James Rowland-Jones	Yes
Kendal Van Dyke	Yes
Rick Bolesta	Did Not Vote
Neil Buchwalter	Yes
Jennifer Moser	Yes
Lara Rubbelke	Yes
Thomas LaRock	Did Not Vote
Douglas McDowell	Did Not Vote
Rushabh Mehta	Did Not Vote

Motion passed (9 yes, 0 no, 5 did not vote).

2. Bylaws

The Board were previously emailed version 3 of the bylaws. One outstanding issue was regarding the expansion of section VI.3 to limit the companies represented on the Executive Committee. Bill Graziano recapped that the Board appeared to be evenly split on the issue and suggested that if there was a desire to change that section to postpone the discussion until the Board met in person. Allen Kinsel did not like the approach to avoid making a decision because the Board was not unanimous. He felt it was a disservice to not discuss the potential restrictions further. Bill agreed but thought the bylaw changes should be focussing on the ones needed for global growth purposes.

James Rowland Jones advocated having the issue addressed in a Board policy. Allen felt the 2 per company rule belonged in the bylaws and worried that making the ExecCo restrictions policy would carry less weight. He wanted the policy document to be public in order to keep the Board accountable. Bill was not certain a change needed to be made, be it in the policy document or the bylaws and if it was to be in the bylaws he did not approve of the current proposed wording.

There was discussion if there were enough Directors on the call to have a full discussion on the bylaws. The aim is to have a decision on the bylaws in the 2012 calendar year.

Allen was ok with the final bylaw vote not occurring in 2012 but wanted to ensure there was clear direction on the employment restrictions prior to the end of the year. Judy Christianson clarified that there are two issues: 1) about employment restrictions being necessary for the ExecCo and 2) if that was grounds to hold up the bylaw revisions. Judy reminded the Board that legal counsel felt this could be addressed in policy rather than the bylaws.

JRJ again advocated for such changes, if necessary, to be in policies rather than bylaws as the process to change bylaws is less flexible. He summarized that the board needed to decide if such an employment restriction was necessary and if so, would it be a bylaw or a policy.

Lara Rubbelke wanted the restrictions addressed as policy and questioned the inclusion of the IPP in the restrictions.

Action Version 4 of the bylaws will be sent to the Board. A meeting will be scheduled for December 20, 2012 to address the bylaws once more before the end of the calendar year.

3. Reserves Policy

Douglas McDowell had proposed a reserves policy to the Board of Directors prior to the meeting. Bill liked the policy but wanted more clarity on the type of investments the Board would be able to make and what aspects of the financials will be available to the public.

Allen thanked Sandy Cherry and Douglas for their work on the policy and agreed that he wanted more information about what would be made public.

Action The proposed policy will be revised and brought forward again to the Board for approval. If approved, the policy will be included with PASS finances.

4. Recognition of Outgoing Directors

Bill thanked Allen Kinsel and Kendal Van Dyke for their service on the PASS Board of Directors.

5. Next Meeting

Teleconference meeting scheduled for December 20, 2012 at 2:00 pm pacific.

The meeting was adjourned at 2:48 pm pacific time.