

USAR Board Conference Call  
Tuesday, May 29, 2018  
12:30 pm MST

Roll Call: Will Chang, Rob King, Bob Kimmitt, Barbara O'Brien, Jeremiah Johnson, Phaidra Knight, Todd Clever

Observers: Ross Young, Melissa von Keyserling, Steve Smith

W. Chang called the meeting to order at 12:30 pm MST and noted his resignation as Chair. He then motioned to nominate B. O'Brien to be Chair of the USAR Board of Directors. O'Brien noted her willingness to fill the roll. P. Knight seconded the motion, which passed unanimously.

B. O'Brien opened the meeting for further business and to discuss the proposed bylaw amendment put forth by Congress.

- R. King provided comments and noted his support for the amendment in light of current events.
- Steve Smith of BryanCave provided a legal opinion on the amendment noting concern that all parties be given adequate time to perform their duties.
- Board asked Smith to propose possible language to clarify timelines. In parallel to this O'Brien and J. Johnson to reach out to leadership of Congress and note board's willingness to be responsive and interest in seeing the possible clarification Steve Smith would draft.

W. Chang motioned to approve the bylaw amendment as provided by Congress with the understanding that legal counsel would expedite a possible change to the language and that it would be consistent with the desire of the board and Congress enact the spirit of the change to the bylaws immediately. P. Knight seconded. Motion passed unanimously

Next steps:

- S. Smith will forward clarifying language to the existing bylaw amendment; if the clarifying language does not reflect the intent of the bylaws amendment approved in principle, O'Brien will circulate the original bylaws amendment from Congress to all board members via email seeking electronic approval from board members.
- Once board votes electronically, O'Brien will forward to leadership of Congress for circulation and ratification.

Meeting adjourned at 1:23 pm MST.