

Security Analysis and Risk Management Association

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Minutes of the Board of Directors Meeting

Tuesday, February 3, 2009

The Board of Directors of the Security Analysis and Risk Management Association (SARMA) met at ABS Consulting in Arlington, Virginia, and by teleconference on February 3, 2009. Present were Kerry Thomas (President), Ed Jopeak (Immediate Past President), John Boatman (Vice President for Operations), Ken Knox (Secretary), Phil Lacombe, Irv Pikus, and George Foresman, being all directors and a quorum. Also present were Dave Brown (Treasurer) and Frank Moret (SRA Club Liaison).

The President opened the meeting at 4:05 pm EST. He welcomed Mr. George Foresman to the Board of Directors. Mr. Foresman graciously thanked SARMA, noting that the new Homeland Security Secretary has placed risk at the forefront of her agenda, making this time a good opportunity for SARMA.

The minutes of the Board of Directors meeting on November 6, 2008 were approved as amended.

Reports of Officers and Committees

- President's Report
 - Board Chair. President Thomas noted that the Association Bylaws are silent on election of a Chairman of the Board. For this and other reasons, the Bylaws are in need of update (see New Business). He will ask the Nominating Committee to develop a slate for Board Chairperson, to be considered at the next Board meeting.
 - Treasurer. Mr. Thomas reminded the Board that Mr. Brown agreed to stay on as Treasurer through preparation of the 2008 tax return, and thanked him for two years of superb service to the Association. Mr. Jopeak suggested using Constant Contact to solicit nominees from the membership. Mr. Thomas will ask the Nominating Committee to develop a slate for Board consideration.
 - Business Model. Mr. Thomas led a discussion on approaches to handle the administrative workload of the Association. He noted we have hired an editor for the newsletter and taken other short term fixes to relieving the administrative burden, but a longer term approach is needed.
 - Vice President for Operations Boatman reviewed the current status of the investigation into various approaches. We could affiliate with another national organization, becoming a business center for them. We could

hire an Association Management Company, which provide ala carte services with fees usually a percent of revenues.

- Mr. Thomas noted we need to determine what current and future revenue streams are available to support the various options. He feels the administrative workload may be the Association's most pressing current issue.
- Treasurer's Report – Mr. Brown summarized the current SARMA finances (provided separately).

New Business

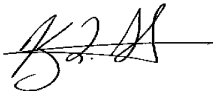
- Bylaws. President Thomas moved to establish a special committee led by himself and Secretary Knox to conduct a comprehensive review of the Association Bylaws and to develop proposed changes within 30 days for Board consideration. Passed.
- Board Chair. Mr. Thomas moved that the Association President acts as the interim Board Chairman until the Bylaws are amended to establish a process for election of the Chairperson. Passed.
- Business Model. Mr. Thomas moved to establish a special committee led by Mr. Lacombe and Mr. Paczkowski to review available options for administrative support within 30 days and to recommend to the Board a way ahead. Passed.
- Organizational Structure. Mr. Thomas moved to authorize the Association President to develop and propose a revised organizational structure that supports a new committee structure for SARMA and that corresponds with recommendations of the Business Model special committee within 30 days or less. Passed.
- Special Board Meeting. Mr. Thomas moved to convene a special meeting of the SARMA Board of Directors by teleconference on Tuesday, March 3, 2009 at 4:00 p.m. EST to review and approve the Bylaws, the recommendations of the Nominating Committee, the Business Model recommendations, and the Organizational Structure recommendations. Passed.

There being no further business, the meeting was adjourned at 6:00 pm EST.



Secretary

APPROVED:



President