



KENTUCKY EQUALITY FEDERATION
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EMERGENCY - CLOSED SESSION

BOARD OF DIRECTORS MEETING MINUTES
APRIL 05, 2011 – 8:00 PM EST

An emergency closed meeting of the Board of Directors took place on April 05, 2011 at 8:00 PM EST by way of Conference Call at the request of Chairman Richard T. Jones and President Jordan Palmer.

All but one of the Directors of the Corporation (Board members) was present (Director Dean Byrd was late).

A quorum could not be reached for the reasons the meeting was called. Per Federation Bylaws, Article III – Section 9.01 “In the case of a deadlock, the President shall break the tie. Should the President refuse to vote, the motion shall be tabled until a quorum can be reached.”

At of 8:21 PM EST President Jordan Palmer continued to refuse to vote pending further discussion with the Directors; during this time the Bylaws were also reviewed again. However, Director Dean Byrd joined the call at 8:22 PM EST at which time a quorum was reached for the reasons the meeting was called and the motions (*save two*) was passed.

Two reasons for the Emergency Closed Session of the Board of Directors were rescinded or otherwise tabled by unanimous vote.

Since this a closed, emergency session of the Board of Directors, no additional information shall be supplied.

Per Kentucky Equality Federation Policy (*as of April 05, 2011*) Closed Sessions of the Board of Directors may be called for one of the following reasons:

1. Discussion of matters pertaining to employees and personnel;
2. Protection of the privacy or reputation of individuals;
3. Consultation with legal counsel;
4. Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation;

HISTORY:

April 05, 2011 – 8:03 PM EST the Board of Directors enters Closed Session.

April 05, 2011 – 8:18 PM EST Closed Session continues as Chairman Richard T. Jones tried to lead the Board to Consensus.

April 05, 2011 – 8:21 PM EST Chairman Richard T. Jones still cannot secure the vote of President Jordan Palmer to reach a quorum as required by Section 9.01 – Article III of the Bylaws.

April 05, 2011 – 8:22 PM EST – Board member Dean Byrd joins the meeting casting his votes resulting in a quorum. Two reasons for the Emergency Closed Session of Board of Directors were rescinded or otherwise tabled by unanimous vote. Having reached a quorum for the reason(s) of the emergency closed session (*save two*), they became the official action(s) of the Board of Directors.



Richard T. Jones
Chairman of the Board

Dean Byrd
Secretary of the Corporation