

**MINUTES
FIRE APPARATUS MANUFACTURERS' ASSOCIATION
SPECIAL MEMBERSHIP MEETING/CONFERENCE CALL
DECEMBER 16, 2014**

Call to Order – by President Bruce Whitehouse at 11:08 am.

Antitrust Guidelines/Non-Discrimination – It is the policy of FAMA to abide by the federal antitrust guidelines and its strict non-discrimination policy at all association meetings.

Roll Call – Secretary Scott Edens called the membership roll. Business Manager Sonya Kelly recorded the minutes. A quorum was declared with 25 members present at the call of roll. [See attached attendance list.]

Notice of Meeting – Notice of this meeting was emailed to all members on November 14, 2014, pursuant to the association bylaws.

Welcome – Mr. Whitehouse thanked all those attending this special meeting, and welcomed Sonya Kelly to the FAMA team.

Mr. Whitehouse reviewed the purpose for this meeting and the required timing for the proposed Bylaw revision. He outlined the voting procedure via the chat area of the conference program: those who approve, type “yes”; those who oppose, type “no”; and those who abstain, type “abstain.”

Mr. Whitehouse reviewed the proposed Bylaw revision that was emailed to all members with the meeting notice. He explained that current and progressing business structures are evolving that position many of the involved member representatives outside the FAMA member companies. These new structures are outside our current Bylaws. The current Bylaw states that a representative must be employed directly by a member company. To maintain the involvement of current member representatives and FAMA’s ongoing business initiatives, the Board recommends approval by the membership of the proposed Bylaw, as presented.

For reference purposes, the full text of the original Bylaw Section 5.1.1 and the full text of the proposed revision are attached.

Motion to Proceed – It was moved and seconded that FAMA Bylaw Section 5.1.1, Attendance at General Membership Meetings, be amended to read:

Attendance at General Membership meetings shall be limited to employees of member companies that are in good standing at the time of the meeting, guests approved by the President pursuant to Section 5.1.2, and honorary members appointed by the Board pursuant to Section 5.1.3 of these Bylaws. "Employees of member companies" as used in these Bylaws means full-time employees who are on the payroll and receiving employee benefits directly from the member company, or from one or more of the member company's direct parent or subsidiary companies.

Mr. Whitehouse directed attending members to cast their votes as outlined above. Representatives from two member companies who called into the conference call provided individual “voice” votes. Votes were tabulated with 23 “yes” votes, 0 “no” votes, and 0 “abstentions.” The two votes not received were: a participant was connected via phone only and the President who only votes to break a tie. **The motion passed.**

Closing Remarks – Mr. Whitehouse thanked everyone again for attending this Special Membership Meeting. He also thanked member representatives and the Board for their support during this year of his Presidency. He is confident he leaves the position in good hands with Phil Gerace as the incoming President and a strong Board of Directors.

Adjournment – With no further business to come before this meeting, upon motion duly made and seconded, it was:

VOTED: To adjourn, at 11:22 a.m.

A true copy, attest:

Sonya Kelly
Recording Secretary

**Special Membership Meeting
December 16, 2014**

Attendance

Akron Brass Company – David Durstine
AMDOR – Bruce Whitehouse
Austin Hardware – Joe Verdini
C.E. Niehoff & Co. – Peter Sremac
Cummins – Chris Crowel
Duo-Safety Ladder – Randy Vandersee
Fire Research Corporation – Jack McLoughlin
Fouts Bros – Scott Edens
Harrison Hydra-Gen – John Doperalski
KME Fire Apparatus – Phil Gerace
Kochek Company – Greg Kozey
Marion Body Works – Curt Ignacio
Oshkosh Airport Products – Roger Lackore
PPG Industries – Lou Milanovich
RealWheels Corporation – Jan Polka
RocketFire – Steve Bloomstrand
ROM Corp. – Jeff Hupke
Sam Carbis Solutions Group – Karen Mellette
Seats Inc. – Ron Ziegler
Spartan Motors – Wes Chestnut
Task Force Tips – Ron Truhler
VT Hackney – Ed Smith
W.S. Darley & Co. – Peter Darley
Waterous Co. – Steve Toren
Williams Fire & Hazard Control – John Vieweger

Bylaw 5.1.1 as of 3/17/13

5.1.1 Attendance at General Membership Meetings. Attendance at General Membership meetings shall be limited to members of the staff of companies in good standing at the time of the meeting, guests approved by the President pursuant to Section 5.1.2 and honorary members in accordance with Section 5.1.3 of these Bylaws. A member of the staff shall be defined as any full-time employee on the payroll and receiving benefits directly from the member company. If a corporation that has multiple independent subsidiaries, companies, divisions, or partnerships chooses to have a single membership, it is entitled to send only members of the staff of the member company to the meetings. It may not send members of the staff of the other related or affiliated companies or corporations without prior approval of the President per Section 5.1.2 of these Bylaws.

Proposed Revised Bylaw 5.1.1 as presented on 12/16/14

5.1.1 Attendance at General Membership Meetings. Attendance at General Membership meetings shall be limited to employees of member companies that are in good standing at the time of the meeting, guests approved by the President pursuant to Section 5.1.2 and honorary members appointed by the Board pursuant to Section 5.1.3 of these Bylaws. "Employees of member companies" as used in these Bylaws means full-time employees who are on the payroll and receiving employee benefits directly from the member company, or from one or more of the member company's direct parent or subsidiary companies.