

**Professional Outdoor Media Association
Special Board Meeting: March 1, 2007
Teleconference, 4 p.m. EST**

Board Members Present: Betty Lou Fegely, Barbara Baird, Chris Chaffin, Judd Cooney, J.Wayne Fears, Vickie Gardner, Andy Lightbody, Stephanie Mallory, John Phillips, Steve Scott

Absent: None

Quorum Present? Yes

Others Present: Laurie Lee Dovey, Executive Director, POMA; Jonathan Berryhill, Legal Counsel, Shelly Moore, Administrative Assistant, POMA

Proceedings:

Meeting called to order at 4:10 p.m. EST, Betty Lou Fegely, Chair, for express purpose of reviewing the bylaw changes and recommendations. Fegely thanked lawyers Berryhill and Scott for their reviews and recommendations for bylaw revisions. Fears thanked Berryhill and Scott on behalf of the Board.

MOTION by Fears to have the bylaws deemed published to the entire Board effective Feb. 27, 2007. [That is the date that Berryhill sent the revised bylaws to the Board.] Seconded/Scott and passed.

Fegely then asked Berryhill to take questions about bylaws. Said he did not receive e-mails from the Board about bylaws prior to the Board meeting.

Fegely asked about section 5.1, saying that the founding fathers wanted to keep the media and corporate partner elections separate, and that POMA voting membership does not have any say in who becomes the corporate partner director. Berryhill explained that he understood the interest of the founding fathers of avoiding impropriety, yet the earliest version of bylaws did not elaborate the mechanism whereby a corporate partner [3.1 a and b in earlier versions] becomes a nominee or gets elected. He believes the document should have a process so that corporate partners understand how to become a corporate partner director. Berryhill offered to redo the sections referring to corporate partner director, although he believed that the document as it reads, would serve POMA well for this round of elections.

Berryhill also said he only was licensed in Alabama, not Pennsylvania, the state that POMA is incorporated in. Dovey did not have an expert, written opinion by a Pennsylvania attorney, and said that the bylaws were originally created with Pennsylvania's guidelines in place.

He also suggested including all of the revisions to the proposed bylaws in one document that then the Board has 30 days to review.

Chaffin asked about 3.1(a) vii., concerning a vacancy on the Board where "a candidate who received the highest number of votes in their respective membership category at the last Board election without being elected may be considered when filling a Director vacancy." The earlier version used the word "shall" instead of "may." Scott added that the previous version of the bylaw was inconsistent, containing "shall" and "may" in the same clause.

Scott suggested that the Board should adopt the wording in the present document, fix the wording in the corporate partner language and adjust the 30-day period accordingly, meaning it would probably take a 2-

3 days extension. Scott reminded the Board that every change in a bylaw has to be approved by the membership.

Chaffin asked Berryhill about the importance of having a complete review of the bylaws by a Pennsylvania lawyer so that POMA is in full compliance with Pennsylvania law. Berryhill said he thought this move was important. Chaffin agreed and wanted to have the review done by a Penn. attorney before the membership votes. Dovey said she would take the document to a Penn. attorney for review during the 30-day period. Berryhill said POMA needs a master document that has been published to the board for 30 days. The Board understood that if changes needed to be made, the 30 days would begin again after approved changes.

As a result of further discussion among board members concerning the new document, Fears rescinded his aforementioned motion and Scott rescinded his second of that motion.

MOTION by Phillips that the document stands with the exception of Article 14.3, seconded/Cooney. Scott read changes in the following sections to clarify major changes in document from previous document: 1) 3.1 (a); 3. (a) vii.; 3.1 (c) vi. Passed.

Berryhill recommended changes to corporate partner election wording and offered to make changes to the new bylaws.

MOTION by Scott that the bylaws as presented with the changes as discussed be reduced to writing, and if there are no differences between discussion and writing that that we approve the bylaws and as soon as they are published, the 30-day period begins. Seconded/Fears and passed.

MOTION to adjourn/Phillips. Seconded and passed.

Minutes submitted by Secretary, Barbara Baird