

Minutes of the Board of Directors Meeting Conference Call – November 21, 2017

The Board of Directors of the Alabama Repeater Council met via conference call on November 21, 2017 at 7:00 p.m. local time.

Those participating in the meeting were Ralph Hogan (W4XE), Steve Flory (W9KOP), Bill Rogers (WB4NQH), Lester Crane (WA4CYA), Tommy Golden (W4WTG), Wiley Boswell (KE4LTT), Dennis Duren (KE4ROA), Freddie O'Neal, Jr. (W4FRG), Bob Luman (W4MPQ), James M Nelson (KE4GWW), Grady Evans (W4GLE), Dennis Littleton (K4DL), Kirk Junkin (N4KRJ), and Howard (K4WWN).

Copies of the By-Laws of the Alabama Repeater Council and proposed changes were sent via email to all directors prior to this meeting for their review. General discussion occurred over the process of amending the By-Laws, and the process began with amendments to Article I.

Article I discussion was taken up for review.

Article I was submitted as a whole, with minor grammatical amendments to sentence structure, and spelling of words, that did not change the original intent of the Article.

Motion to accept Article I as submitted and amended. Second: Motion was accepted by calling of the roll via voice vote.

Article II amendments were discussed, with the intent of the proposed amendments being made to update and provide details and clarification on the differing levels of the membership of the organization. During open discussion, Steve Flory (W9KOP), indicated that he would like to see adding information regarding ARC being a voluntary organization that provides guidance and makes suggestions on frequencies to use within the State of Alabama. Persons do not have to be a member of the ARC to request frequency coordination. James E Nelson (KE4GWW) would also like to consider adding lines concerning the acceptance of a member when approved by the Board by a vote of Directors. These items were brought up as general discussion, and could be considered as potential amendments. No action was taken on either comment.

Article II discussion was taken up for amendment by paragraph.

2.1 Membership would be Regular and Associate. Striking Honorary Membership, and edits to reflect two (2) classes.

Motion, second: Amendment was accepted by calling of the roll and voice vote.

Article II, Paragraph 2.1.1 discussion was taken up for amendment.

2.1.1 Striking entire paragraph 2.1.1 and establishing below text as new 2.1.1.

2.1.1 REGULAR MEMBERSHIP: To qualify as a regular member which allows a person to hold office, nominate, vote, and participate with ARC membership privileges, the regular members QAD must be operable and on the air within the ARC area and must be an ARC approved coordination. Regular Membership privileges shall be extended to qualifying individuals upon application and payment of dues. Only one Regular Membership allowed per individual QAD. Each Regular Membership shall have one (1) vote.

No full member may be permitted to participate in the election process in any manner including, but not limited to, nominating a candidate or casting a ballot, if the full member operates an uncoordinated or de-coordinated QAD, nor shall that person be eligible for any office, either elected or appointed, within the ARC.

Regular member applications with payment of the specified dues, does not automatically result in membership. Any applicant's membership may be rescinded or refused, by vote of the Board of Directors, or Executive Committee if between scheduled meeting dates, if the ARC believes that person's full membership to not to be in the best interest of the ARC. In the event this occurs, ARC shall return any collected dues for current membership.

It is expected that members of the ARC represent themselves and the organization with a spirit of cooperation and decorum at all times. Any behavior that is contrary to the spirit of cooperation and proper conduct in action or speech, whether at the annual meetings, hamfests, in regional meetings, or at any other occasion when the ARC is represented, shall be grounds for dismissal from the ARC membership and necessitate the refunding of that year's dues.

Applications for Regular Membership may be submitted in person or mailed with a membership paper application that can be found on the ARC website at www.alabamarepeatercouncil.org. Being a Regular Member allows nominations and voting privileges on a candidate for Director in their area.

Voting in the ARC is the responsibility of the Directors, Vice Directors, and the Executive Committee. In certain instances, a full member shall be permitted to participate in the election process by nominating a candidate, and/or casting a ballot for the Director of their area.

Each separate paragraph within 2.1.1 was taken up individually with discussion.

Motion to accept Article II, paragraph 1 as submitted. Second: Motion was accepted by calling of the roll via voice vote.

Article II, Paragraph 2: Motion from Steve Flory to amend, and remove the word “uncoordinated” from the second paragraph in the phrase “member operates an uncoordinated or de-coordinated”. Second, James M. Nelson. **Motion was accepted by calling of the roll via voice vote.**

Motion to accept Article II, paragraph 2 as submitted and amended. Second: Motion was accepted by calling of the roll via voice vote.

Motion to accept Article II, paragraph 3 as submitted. Second: Motion was accepted by calling of the roll via voice vote.

Motion to accept Article II, paragraph 4 as submitted. Second: Motion was accepted by calling of the roll via voice vote.

Article II, Paragraph 5: Motion from James M. Nelson to amend the last sentence, and remove “a” prior to the word “candidate” and the word “for” prior to the word “Director” and rephrase to “... on candidates and Directors in their area”. Second, Freddie O’Neal, Jr. (W4FRG). **Motion was accepted by calling of the roll via voice vote.**

Motion to accept Article II, paragraph 5 as submitted and amended. Second: Motion was accepted by calling of the roll via voice vote.

Article II, Paragraph 6: Motion from James M Nelson to amend the first sentence, by striking the word “the” before the word “Directors”, striking the words “Vice Directors”, and striking the words “of their area” from the second sentence. Second by Lester Crane (WA4CYA). **Motion was accepted by calling of the roll via voice vote.**

Motion to accept Article II, paragraph 6 as submitted and amended. Second: Motion was accepted by calling of the roll via voice vote.

The following Article II, Paragraphs discussion were taken up as a whole.

Article 2.1.2 Striking the entire paragraph; replacing with new text:

“Available to others who have an interest in the purpose of the ARC, may hold an appointed but not elected office and are not entitled to vote.”

Article 2.1.3 Striking the entire paragraph.

Article 2.1.3.1 Striking the entire paragraph.

New Paragraph 2.1.3: Adding text:

“MEMBERSHIP DUES: The dues of Regular Membership and Associate Membership shall be determined by the Board of Directors.”

Article 2.2 Striking the words “Except for Honorary Membership”, and beginning the paragraph with “The Term of Membership...” and adding “ending on December 31” after the phrase “fiscal year.”

Article 2.3 Adding the words “ending on January 30th” to the end of the sentence.

Motion to accept Article II, Paragraphs (2.1.2) , (2.1.3), (2.1.3.1), (2.1.3), (2.2) and (2.3) as submitted. Second: Motion was accepted by calling of the roll via voice vote.

Article II discussion was taken up for amendment.

Article III Adding the word “Board” before “of Directors” in the title of the Paragraph. Striking 3.1.1, with merge into new text of 3.1:

“3.1 BOARD OF DIRECTORS: The Board of Directors of the ARC shall consist of the officers, twelve (12) elected Directors and the Frequency Coordinator

whom the board shall appoint. Each officer and director shall have only one (1) vote. The members of the Board of Directors will have broad voting rights and shall have final authority in the administrative affairs of the ARC.”

Motion to accept Article III, Paragraphs 3.1 submitted. Second: Motion was accepted by calling of the roll via voice vote.

Having no other business pertaining to the By-Laws of the Alabama Repeater Council for this meeting, the adoption of the Amended By-Laws is completed whereas each article was reviewed, discussed, and amended with roll-call voice vote, as noted within these minutes, and all amendments are considered adopted as of this date, November 21, 2017.

New Business:

Dennis Littleton (K4DL) discussed a motion from the Executive Committee recommending the rejection of the membership application of Dan Gunter. Coming from the committee, it does not require a second. **Motion was approved by roll call voice vote.**

Steve Flory (W9KOP) made a motion to retain the services of a lawyer on behalf of The ARC in order to send a letter of Cease and Desist to Dan Gunter. Howard Grant (K4WWN) seconded the motion. During the discussion, technical issues arose that prohibited the conference call to continue. All users were dropped from the call. A new call was established, however not all members in the previous call were able to join the new call.

A motion was made from Dennis Littleton (K4DL) and seconded by Freddie O’Neal, Jr. (W4FRG) to table the motion concerning obtaining the services of a lawyer. **Motion approved.** Dennis Littleton added that By-Law’s also allow for an electronic email meeting and would pose the tabled motion in email to all Board of Directors.

Motion to adjourn from James M Nelson (KE4GWW) and Freddie O’Neal, Jr. (W4FRG) Seconded. Adjourned 9:20 pm local time.

Respectfully Submitted
Kirk R Junkin, N4KRJ
ARC – Secretary/Treasurer
November 22, 2017

Addendum to the Minutes of November 21, 2017.

Subsequent to the conference call held on November 21, 2017, Dennis Littleton (K4DL) communicated via email to the Board of Directors on November 22, 2017. The motion was to retain the services of a lawyer on behalf of the ARC in order to send a letter of Cease and Desist to Dan Gunter (KK4ICE). Adequate time was allowed for comment and vote from each Board Member; 48 hours were set as a response timeline for this motion.

Having sufficient votes in the affirmative, Kirk Junkin (N4KRJ) was tasked to contact a lawyer in Tuscaloosa, Alabama to retain the services for the specific purpose to send a Cease and Desist Letter to Dan Gunter (KK4ICE). The services of The Fisher Law Firm, P.C., John T. Fisher, Jr., Attorney at Law were obtained. A letter was authorized and sent on November 30, 2017 at the cost of \$150.00.

Respectfully Submitted

Kirk R Junkin, N4KRJ

ARC – Secretary/Treasurer

November 30, 2017