

Minutes of the Board of Directors Meeting Conference Call - January 9, 2018

The Board of Directors of the Alabama Repeater Council met via conference call on January 9, 2018 at 7:00 p.m. local time.

Those participating in the meeting were Steve Flory (W9KOP), Lester Crane (WA4CYA), Doug Jackson (KC4SIG), Kris Kirby (KE4AHR), Bob Luman (W4MPQ), James M Nelson (KE4GWW), Dennis Littleton (K4DL), Kirk Junkin (N4KRJ), Howard Grant (K4WWN), Grady Evans (W4GLE).

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 a recap of the previous meeting held in November 2017, and review of Article II.

Article II discussion was taken up for amendment by paragraph.

- 2.1.1 REGULAR MEMBERSHIP: Wording was used to define Regular Membership to Holders of Record, or in case of a club, the person designed by the club to communicate with the ARC. Additional edits to define regular member.
- 2.2 TERM OF MEMBERSHIP Adding the words “categories of” to define types of memberships being addressed.
- 2.3 TERMINATION OF MEMBERSHIP: Adding the words “categories of” to define types of memberships being addressed.

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

Article III discussion was taken up for amendment by paragraph.

- 3.1.4 DIRECTORS TERM OF OFFICE: Wording to clarify the length of Directors terms and when elections occur; removing specific dates in previous By-Laws.

3.1.5 Adding “or available on the ARC website” after the phrase, “in hand”, and before the phrase “for new”, to provide for a copy of By-Laws on the ARC website.

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

Article IV discussion was taken up for amendment by paragraph.

- 4.1 PRINCIPAL OFFICERS: Establish seven (7) votes for elections that also meets a quorum. Adding last sentence “Seven (7) votes shall be required for the election of any officer”.
- 4.4 SECRETARY-TREASURER - Paragraph 4.4.5 Stricken in its entirety. (Paragraph indicating that the secretary treasurer send dues notices vial mail.)
- 4.5 VACANCIES: Clarifying the procedures for replacing officers and Directors offices. Striking existing paragraph. Add new paragraph: “In the event of the death, resignation, or inability to serve of any Director, the President shall, at the next Membership meeting conduct an election for someone to serve the remaining term of the vacated Director. In the event of death, resignation, or inability to serve of any officer, a special Board of Directors meeting will be called by the President or in the absence of a President by the Vice President to select a new officer to serve the remaining current term of office.”
- 4.6 REMOVAL FROM OFFICE: Defining special committee of not less than (4) four Directors. Added “consisting of not less than four (4) Directors” after the phrase “special committee”, and before the phase “appointed by”.

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

Article V discussion was taken up for amendment by paragraph.

- 5.2 STANDING COMMITTEES: Defining (4) four standing committees. Striking committees named “Technical”; “Public Relations”; “Packet”. Adding “Executive Committee”, and clarifying (4) four from (6) six committees.

- 5.3 COMMITTEE POWERS: Defining a (4) year term for Board review of standing committees from (2) two years.
- 5.6 Adding Paragraph: Executive Committee; Defining (3) officers as the Committee, as written
- 5.7 Adding Paragraph: Grievance Committee: Define Grievance Committee as the Board of Directors, as written.

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

Article VI discussion was taken up for amendment by paragraph.

- 6.1 COUNCIL MEMBERSHIP MEETINGS: Define membership meetings and regional meetings. Adding the words “and may be held in conjunction with a Regional meeting” after the phrase “at least once a year”. Adding the sentence “The Board of Directors shall schedule the annual Membership Meeting” as the last sentence of the paragraph.
- 6.2 SPECIAL MEETINGS: Define Special Membership meeting guideline. Editing the first sentence to: “Special Membership or Board of Directors meetings shall be called by the President when requested by a majority of the Board of Directors”.
- 6.2.1 REGIONAL MEEGINGS: Strike wording pertaining to specific locations and specific times of meetings.
- 6.2.2 BOARD OF DIRECTORS MEETINGS: Allowing for a Board of Directors meeting prior to the annual Membership meeting. Adding the sentences, “A second Board of Directors should be held prior to the annual Membership meeting. Electronic devices may be used to provide the communications medium for any Directors Meeting with the concurrence of the Board of Directors.”
- 6.2.3 Remove “morning of” and insert “prior to each”, to provide flexibility.
- 6.2.4 Establishing criteria for submitting items to the meeting agenda, and defining items to be brought up during a meeting. Striking all sentences after the first sentence. Adding “Only items placed on the

agenda by a Director or officer may be brought up in Regional meetings” as the second (last) sentence.

6.4 QUORUM: adding “of Directors” after the word Board. Adding words “those serving on” after the word “of”, prior to the word “the”, and adding “of Directors” after the word “Board”, and prior to the word “present”.

6.5.2 “Notwithstanding” is considered (1) word.

6.5.3 New Paragraph: Defines procedure for meetings when accepting or tabling motions with regards to Roberts Rules of Order, as written.

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

Article VII was not amended.

Article VIII discussion was taken up for amendment by paragraph.

8.2 AUDITS: Added “Board of” before Directors for consistency.

8.4.1 Regular Membership: Strike \$10.00 specific amount to allow Board to set membership dues. Added “set by the Board of Directors” after the phrase “shall be”, prior to the phrase “per fiscal”.

8.4.2 Associate Membership: Strike \$5.00 specific amount to allow Board to set membership dues. Added “set by the Board of Directors” after the phrase “shall be”, prior to the phrase “per fiscal”.

8.4.3 Strike first sentence regarding mailing of dues notices.

8.5 COUNCIL BUDGET: Added “Board of Directors” after the word “annual” and before the word “meeting” for consistency.

8.7 PRESIDENT’S DISCRETIONARY FUND: Increased amount to \$500.00 dollars

8.8 EXECUTIVE COMMITTEE’S DISBURSEMENT AUTHORITY: Increased amount to \$500.00 dollars

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

Article IX discussion was taken up for amendment by paragraph.

Article IX as pertaining to the Seal and Logo was stricken in its entirety.

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

Motion to Amend the By-Laws by the addition of Section IX, with subsequent paragraphs 9.1 and 9.2 to be accepted as Article IX:

- 9.1 PROHIBITED ACTIONS AND MOTIONS: Members, Directors, and Officers shall be prohibited from certain actions as outlined below and as set by the Board of Directors and included in the minutes of ARC meetings.
- 9.2 No member, Director, or Officer of the ARC may introduce a motion whose intent or effect could result in the following:
- a. Cessation of frequency coordinations within the borders of the State of Alabama by the ARC.
 - b. Appointing or recommending any other entity to become the recognized frequency coordinator within the State of Alabama.
 - c. Allowing any other entity to choose or elect any officer or director of the ARC.
 - d. The ARC accepting, recognizing, or following the bylaws or coordination policies and guidelines of any other entity.
 - e. Merging the ARC with or into any other entity.
 - f. Any action contrary to our Constitution, Bylaws, or Federal or State law or regulation.

Motion, Second, Discussion to accept Article IX as submitted. Motion was accepted by calling of the roll via voice vote.

Motion was made from the floor by Steve Flory (W9KOP):

The Executive committee shall be authorized to renumber and arrange the final approved bylaws without any changes to wording to place them in a proper order prior to filing with the Probate Judge of Tuscaloosa County for recording.

Motion was seconded by Lester Crane (WA4CYA). Motion was accepted by calling of the roll via voice vote, with 1 abstention.

Motion was made from the floor by Grady Evans (W4GLE) to amend the By-Laws of the Alabama Repeater Council with text to be Article X:

The Executive committee shall be authorized to make any changes in spelling or grammar as needed so long as those changes do not result in a change of meaning or intent of any bylaw.

Motion died from lack of Second.

Motion was made from the floor by Grady Evans (W4GLE):

The Executive committee shall be authorized to make any changes in spelling as needed so long as those changes do not result in a change of meaning or intent of any bylaw, prior to filing with the Probate Judge of Tuscaloosa County for recording, no later than March 1, 2018.

Motion was seconded, 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, January 9, 2018.

Copies of the Constitution 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 Constitution.

Motion from the floor: Bob Luman (W4MPQ) motion: To do away with the Constitution of the Alabama Repeater Council, Incorporated.

Motion died for lack of Second.

James M Nelson (KE4GWW) made a motion to accept the amended Constitution of the Alabama Repeater Council as submitted in its entirety. Steve Flory (W9KOP), Second.

Motion was accepted by calling of the roll via voice vote.

Having no other business pertaining to the Constitution of the Alabama Repeater Council for this meeting, the adoption of the Amended Constitution 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, January 9, 2018.

For open discussion:

Steve Flory (W9KOP) asked the question pertaining to the status of the contact with a Tuscaloosa area lawyer concerning Dan Gunter (KK4ICE). Secretary Kirk Junkin (N4KRJ), answered by stating that the letter was sent by John Fisher, Attorney at Law, and neither Kirk, or Mr. Fisher, to Kirk's knowledge, has had any further communications with Mr. Gunter. A copy of the letter was sent to Dennis Littleton (K4DL) and Grady Evans (W4GLE), and will be kept with the official documents of The ARC, however will not be made posted on The ARC website. Kirk will contact Mr. Fisher to ensure delivery receipt was made to Mr. Gunter.

Having no further business motion to adjourn and second at 8:26 local time.

***Respectfully Submitted
Kirk R Junkin, N4KRJ
ARC – Secretary/Treasurer
January 10, 2018***

Addendum to the Minutes of January 10, 2018.

Subsequent to the conference call held on January 10, 2018, ARC Secretary / Treasurer Kirk Junkin (N4KRJ) contacted The Fisher Law Firm, P.C., John T. Fisher, Jr., Attorney at Law, regarding the previous night's injury from Steve Flory (W9KOP) regarding delivery receipt notification of the letter that was sent to Dan Gunter (KK4ICE). Kirk (N4KRJ) contacted Mr. Fisher via email the morning of January 10, 2018, and Mr. Fishers reply was the following via email:

"Funny you ask. Around Christmas, I literally had the entire registered letter returned to my PO Box marked "refused". So, I sent it to him in a plain envelope without my firm info, which hasn't come back. I believe he has it at this point."

Sincerely,

John T. Fisher, Jr.
The Fisher Law Firm, PC
PO Box 1428
Tuscaloosa, AL 35403

This information was forwarded to the Board of Directors and Officers of the ARC at 3:00 pm via email, on January 10, 2018

Respectfully Submitted
Kirk R Junkin, N4KRJ
ARC – Secretary/Treasurer
January 10, 2018