

TX VHF-FM Society Directors Meeting

Belton Board Meeting – 14 April 2012

Directors present:

**Louis Petit
Michael Lay
Frank Hormann
Gerald Richmond
Chuck Kenworthy**

Directors absent:

**Larry Essary
Billy McDonald
Royce Taylor
[Vacant]**

Visitors Present:

**Jim Mellon, Zone 5 Coordinator
Chris Boone, Life Member
Rodger Williams, Zone 2 Coordinator
Mark Stennett, SFC, Life Member
James Smith, KD5OXM, Life Member
James Howard, AA5R
Nancy McCain, K5NLM**

Meeting was called to order at 1300 by Director Louis Petit.

Director Petit called for any comments on the most recent financial statement an/or a motion to accept it. Motion to accept by Director Kenworthy. Seconded by Director Lay. Motion passed.

Director Lay read the minutes from the BOD meeting in Schertz, TX dated Saturday January 14th, 2012. Discussion followed. Director Lay moved to accept the minutes as read. The motion was seconded by Director Richmond and was passed.

Director Petit opened discussion regarding a CPA firm to review the Society's financial records. Director Richmond commented that he spoke with three different firms and one firm was willing to do the review for \$500. Two others had declined saying they believed it would not be cost effective for the Society. Director Hormann stated that he believes the records are intact and that he has seen nothing to indicate anything out of the ordinary in the records. Director Lay read Article 8; Section 2 of the Bylaws to those present and pointed out there is no mention of using a CPA in the section. Life member Chris Boone mentioned that W5YCY, a retired CPA might

be willing to review the records for free or very little cost. Discussion followed. Decision to continue the January minute to find a CPA resulted.

The board discussed the absence of the Secretary and Vice President from the meeting. Consensus among those present was there was a quorum and the Belton meeting was discussed at the August 2011 meeting as well as properly posted on the web site as of March 10th, 2012.

A motion to have a board meeting at HamCom in Plano was made by Director Lay. Seconded by Director Richmond. Discussion followed. Motion passed.

The board discussed Director and Officer insurance, Treasurer's fidelity bond and general liability issues. Director Petit asked Director Hormann to distribute a scanned copy of the D&O insurance policy to the board.

The directors discussed the vacancy on the board and lack of president. Director Kenworthy made a motion that the board not appoint a new president at this meeting. There was no second. Director Petit called for a straw poll of those directors in favor of making an appointment. The majority were in favor of addressing this issue at the meeting in Plano.

The directors discussed meeting venues and how the Society entertains invitations to hold meetings at these venues.

Director Lay expressed concern regarding changes made to the Database Committee. Lay indicated that he could not find where the changes were ratified by the board. Discussion followed. Director Lay read Section 5.24 and Section 5.4 of the Society's Bylaws in their entirety to those present. Discussion turned to previous Database Chairman, Eric Schmidt. Schmidt had previously indicated he was no longer interested in the position. The board considered the position open as it had not been previously ratified. Director Lay made a motion that without the President or Vice President present at the meeting, it be resolved by the Directors present that the previous appointment of Secretary Essary as Database Committee Chairman not be ratified by the board and that Director Lay be appointed as Database Committee Chairman until the June Board Meeting or until a new President appoints a new Database Committee Chairman, and that the board ratifies the appointment. Motion was seconded by Director Richmond. Discussion followed. Motion passed.

Director Lay discussed moving the Society's web site to a new registrar and recommended Techsoft, a web host and registrar managed by NU5K. Life Member Stennett described the events surrounding the transfer of the Society's domains from Domainsite.com to Godaddy.com in September 2011. Director Richmond made a motion that the Society directs Secretary Essary to transfer the domain from GODADDY.COM to GKG.NET based in College Station, TX and to go to GODADDY.COM directly on behalf of the Society should Secretary Essary fail to

cooperate. Motion was seconded by Director Hormann. The motion passed.

The board discussed electronic voting. The Society is due to start electronic voting for officers starting in June. It was agreed that RF Projector may be used to tally the electronic votes and that anyone who is running for election not have access to it.

Treasurer Hormann discussed an official order from Vice President McDonald that he hand over all original documents from the Society's books so he may have a CPA conduct an audit. Director Lay made a motion that Hormann ignore the official order and delay any further action on the audit until the June meeting in Plano. Seconded by Director Richmond. Motion passed.

The directors discussed the vacancy on the board. Director Lay made a motion to appoint Edward LeBlanc, KA9LAY to the board, filling the vacancy created by Andy Carstarphen's resignation. The motion was seconded by Director Kenworthey and Edward accepted over speaker phone. The motion passed.

A motion was made to adjourn by Director Lay. The motion was seconded and passed. The meeting ended at approximately 1522.

Nothing Follows.