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ARRL 2023 SPECIAL BOARD of DIRECTORS MEETING

SEPTEMBER 18, 2023 – 8:00 PM ET

Virtual Meeting

MINUTES

Summary Agenda

- 1) Roll Call*
 - 2) Consideration of a Business Opportunity*
 - 3) Adjournment*
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1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in a special session. The meeting was called to order at 8:00 PM, Monday, September 18, 2023, with President Rick Roderick, K5UR, in the Chair and the following Directors, constituting a quorum, present:

Bob Famiglio, K3RF, Atlantic Division
Carl Luetzelschwab, K9LA, Central Division
Vernon “Bill” Lippert, ACØW, Dakota Division
David Norris, K5UZ, Delta Division
Dale Williams, WA8EFK, Great Lakes Division
Nomar Vizcarrondo, NP4H, Hudson Division
Art Zygielbaum, KØAIZ, Midwest Division
Fred Kemmerer, AB1OC, New England Division
Kristen McIntyre, K6WX, Pacific Division
James Boehner, N2ZZ, Roanoke Division
Jeff Ryan, KØRM, Rocky Mountain Division
Mickey Baker, N4MB, Southeastern Division
Dick Norton, N6AA, Southwestern Division
John Robert Stratton, N5AUS, West Gulf Division

Director Mike Ritz, W7VO, of the Northwestern Division was unable to attend. Northwester Vice-Director Mark Tharp, KB7HDX, served as Director during the meeting pursuant to Article 7 of the Articles of Association.

Also present without vote were:

Mike Raisbeck, K1TWF, First Vice-President
Rod Stafford, W6ROD, International Affairs Vice-President
John Sager, WJ7S, Treasurer
David Minster, NA2AA, Chief Executive Officer and Secretary
Diane Middleton, W2DLM, Chief Financial Officer

The following Vice Directors were also in attendance:

Lynn Nelson, WØND, Dakota Division
Ed Hudgens, WB4RHQ, Delta Division
Scott Yonally, N8SY, Great Lakes Division
Ed Wilson, N2XDD, Hudson Division
Phil Temples, K9HI, New England Division
Mark Tharp, KB7HDX, Northwestern Division
Anthony Marcin, W7XM, Pacific Division
Dan Grady, N2SRK, Rocky Mountain Division
Jeff Beals, WA4AW, Southeastern Division
Ned Sterns, AA7A, Southwestern Division

Not present at the meeting were:

Robert Vallio, W6RGG, Second Vice-President
Marty Pittinger, KB3MXM, Atlantic Division
Brent Walls, N9BA, Central Division
Dave Propper, K2DP, Midwest Division
Bill Morine, N2COP, Roanoke Division
Lee Cooper, W5LHC, West Gulf Division

2. Upon the MOTION of Director Ryan seconded by Director Kemmerer it was VOTED to enter the Committee of the Whole to discuss a business opportunity.

The Board was in a Committee of the Whole from 8:05 PM - 10:16 PM .

Director Kemmerer moved, seconded by Director Ryan to adopt the report of the Committee of the Whole authorizing the CEO to acquire the publishing assets of the business opportunity presented and execute a contract as necessary to facilitate said acquisition.

Director Stratton moved, seconded by Director Famiglio to amend the motion to read:

It is moved to adopt the report of Committee of the Whole authorizing the CEO to conduct all necessary due diligence and provided a proposed contract for the Board consideration, to acquire the publishing assets of the business opportunity presented.

The Motion **FAILED**, 6 aye 9 no.

Director Zygielbaum moved, seconded by Director Norris to add a friendly amendment to the original motion to read:

It is moved to adopt the report of Committee of the Whole authorizing the CEO, after conducting appropriate due diligence, to acquire the publishing assets of the business opportunity presented and execute a contract as necessary to facilitate said acquisition.

Upon the request of at least 5 Directors, a roll call vote was taken. The Directors voted accordingly:

Director Famiglio: No
Director Luetzelschwab: Aye
Director Lippert: Aye
Director Norris: Aye
Director Williams: Aye
Director Vizcarrondo: Aye
Director Zygielbaum: Aye
Director Kemmerer: Aye
Vice Director Tharp: Aye
Director McIntyre: Aye
Director Boehner: Aye
Director Ryan: Aye
Director Baker: Aye
Director Norton: Abstain
Director Stratton: No

The Motion was **APPROVED**, 12 Aye, 2 No, and 1 Abstain.

3. There being no additional business, on the motion of Director Ryan and seconded by Director Norris, the meeting **ADJOURNED** at 10:30 PM.

Respectfully submitted on behalf of
David Minster, NA2AA
Secretary