

Minutes of the 2020 AMSAT Board of Directors Meeting
Conducted Online via Video Conference
October 18, 2020

1. Pursuant to previous notice, the Board of Directors of the Radio Amateur Satellite Corporation commenced at 09:07 CDT on Sunday, October 18, 2020. The meeting was conducted live online via video conference due to the global pandemic. President Clayton L. Coleman, W5PFG, chaired the meeting with the following directors present:

Mr. Jerry Buxton, NOJY
Mr. Drew Glasbrenner, KO4MA
Dr. Mark Hammond, N8MH
Mr. Bruce Paige, KK5DO
Mr. Patrick Stoddard, WD9EWK
Mr. Paul Stoetzer, N8HM
Ms. Michelle Thompson, W5NYV

Also present without vote were Dr. Alan Johnston, KU2Y, Vice President-Educational Relations; Frank Karnauskas, N1UW, Vice President-Development; Robert Bankston, KE4AL, Vice President-User Services; Brennan Price, N4QX, Secretary; Martha Saragovitz, Manager; Howard DeFelice, AB2S, First Alternate Director; Barry Baines, WD4ASW, Past-President; Perry Klein, W3PK, Founding President; Steve Belter, N9IP and Jeff Davis, KE9V.

2. Nominations were opened for the office of President. Mr. Stoetzer nominated Robert Bankston, KE4AL. Ms. Thompson nominated Dr. Robert McGwier, N4HY. A roll call vote was conducted, with five votes for Mr. Bankston (Mr. Buxton, Mr. Glasbrenner, Dr. Hammond, Mr. Paige, Mr. Stoetzer) and two votes for Dr. McGwier (Mr. Stoddard, Ms. Thompson). Mr. Bankston was declared elected.

3. Nominations were opened for the office of Executive Vice President. Mr. Paige nominated Paul Stoetzer, N8HM. Ms. Thompson nominated Bill Reed, NX5R. A roll call vote was conducted, with four votes for Mr. Stoetzer (Mr. Buxton, Mr. Glasbrenner, Dr. Hammond, Mr. Paige) and two votes for Mr. Reed (Mr. Stoddard, Ms. Thompson). Mr. Stoetzer passed. Mr. Stoetzer was declared elected.
4. Nominations were opened for the office of Vice President-Engineering. Dr. Hammond nominated Jerry Buxton, N0JY. A roll call vote was conducted, with five votes for Mr. Buxton (Mr. Buxton, Mr. Glasbrenner, Dr. Hammond, Mr. Paige, Mr. Stoetzer). Mr. Stoddard voted no, and Ms. Thompson voted no. Mr. Buxton was declared elected.
5. Nominations were opened for the office of Vice President-Operations. Dr. Hammond nominated Drew Glasbrenner, KO4MA. A roll call vote was conducted, with four votes for Mr. Glasbrenner (Mr. Buxton, Dr. Hammond, Mr. Paige, Mr. Stoetzer). Mr. Stoddard and Ms. Thompson voted “no”. Mr. Glasbrenner abstained. Mr. Glasbrenner was declared elected.
6. Nominations were opened for the office of Secretary. Mr. Glasbrenner nominated Jeff Davis, KE9V. There being no further nominations, Mr. Davis was elected with all seven directors voting “aye”.
7. Nominations were opened for the office of Treasurer. Mr. Paige nominated Steve Belter, N9IP. There being no further nominations, Mr. Belter was elected with all seven directors voting “aye”.
8. Nominations were opened for the position of Manager. Dr. Hammond nominated Ms. Martha Saragovitz. Ms. Thompson nominated Martin Woll, N6VI. A roll call vote was conducted, with five votes for Ms. Saragovitz (Mr. Buxton, Mr. Glasbrenner, Dr. Hammond, Mr. Paige, Mr. Stoetzer) and two votes for Mr. Woll (Mr. Stoddard, Ms. Thompson). Ms. Saragovitz was declared elected.

9. Nominations were opened for the office of Vice President-Development (aka Vice President-Marketing). Ms. Thompson nominated Frank Karnauskas, N1UW. There being no further nominations, Mr. Karnauskas was elected with all seven directors voting “aye”.

10. Nominations were opened for the office of Vice President-Educational Relations. Mr. Hammond nominated Dr. Alan Johnston, KU2Y. There being no further nominations, Dr. Johnston was elected with all seven directors voting “aye”.

11. President Clayton Coleman, W5PFG reiterated the results of the election of officers:

Mr. Robert Bankston, KE4AL	President
Mr. Paul Stoetzer, N8HM	Executive Vice President
Mr. Jerry Buxton, NOJY	Vice President-Engineering
Mr. Drew Glasbrenner, KO4MA	Vice President-Operations
Mr. Jeff Davis, KE9V	Secretary
Mr. Steve Belter, N9IP	Treasurer
Ms. Martha Saragovitz	Manager
Mr. Frank Karnauskas, N1UW	Vice President-Development
Dr. Alan Johnston, KU2Y	Vice President-Educational Relations

Mr. Coleman then congratulated all those elected to office, thanked AMSAT for the opportunity to serve as its President, and yielded the floor to the newly elected President, Mr. Robert Bankston, KE4AL.

12. Mr. Bankston called for approval of the Minutes of the March 17, 2020 meeting to be approved by voice vote. The Minutes from that meeting were approved without opposition.

13. Mr. Bankston called for approval of the Minutes of the March 31, 2020 meeting to be approved by voice vote. No opposition was voiced (Mr. Buxton abstained) and the Minutes from that meeting were approved.

14. Mr. Bankston presented the report of the Treasurer having served in that role during the last year. Financial details provided were through September 30, 2020. Results included receipts, expenses, and balances. Due to the impending changes in the overall operation, presentation of the 2021 budget has been moved to the end of the year.
15. Mr. Glasbrenner presented his report as Vice President-Operations and announced that AO-92 was nearing end-of-life despite mitigation efforts intended to extend its service.
16. Mr. Bankston presented his report as Vice President-User Services, reporting the success of the Wild Apricot system for online membership management as a factor in significantly increasing membership.
17. Mr. Karnauskas presented his report as Vice President-Development who expects the reinvigoration of the President's Club to be useful, but that significant contributions will come from outside the organization.
18. Mr. Price presented the Secretary report which had been previously sent to the Board of Directors and Senior-Officers. His work on the Bylaw committee was part of that report, and he reminded all that changes to the Bylaws must be mailed to members and given that effort and expense, he suggested that if these are approved, these be bundled with any other changes or information for a single mailing. Mr. Stoetzer mentioned that a mailing to members including other information would be made at year-end and it would be advantageous if any Bylaws amendments could be completed and approved ahead of this mailing.
19. Dr. Johnston presented his report as Vice President-Educational Relations announced that in the coming months he will be seeking approval from the Board of Directors to make available for purchase CubeSat Simulator kits.
20. Mr. Buxton presented his report as Vice President-Engineering provided a few comments about the progress on GOLF, the next phase of AMSAT's

CubeSat program.

21. President Bankston applauded Mr. Paul Stoetzer's work on the virtual AMSAT Space Symposium that was conducted on October 18, 2020.
22. A long discussion followed President Bankston's high-level review of the challenges facing the organization including the need to update business practices, mission creep, and the loss of critical human resources due to the current work environment with Mr. Bankston sharing his plan for dealing with these issues.

23. President Bankston re-stated the mission as proscribed by the Board:

Deploying satellite systems with the goal of providing wide-area coverage beginning with GOLF-TEE and GOLF-1 as we return to higher orbits.

Participation in the human space-flight mission by partnering with ARISS-USA and NASA Lunar Gateway.

Continued support for the ISS.

Continue to support a stream of LEO satellites developed in cooperation with the educational community and other satellite groups.

24. President Bankston discussed goals for the organization and outlined the following upcoming actions, activities, and timeline:

2020 Q4: Define functions and processes, transition Ms. Saragovitz duties, develop the fiscal 2021 budget and submit for approval by December 15th.

2021 Q1: Implement the business modernization plan, document the new internal controls policies and gain approval. Amend Bylaws based on that committee's recommendations, kick-off a GOLF fund-raiser, participate in

the virtual Hamcation.

2021 Q2: Close the office and consolidate storage. CubeSat Developers Workshop. Hamvention.

25. Mr. Paige provided an update on activities with the online store. Sales were solid. Ms. Thompson mentioned she has heard positive feedback for the online store due to limited purchase options during the pandemic. Mr. Paige said he would distribute his written report to the Board.
26. President Bankston opened the floor for Unfinished Business, none was reported.
27. President Bankston called a recess at 11:11 CDT. The meeting resumed at 11:23 CDT.
28. President Bankston opened the floor for New Business.
29. Mr. Paige discussed eliminating the office of VP-Spaceflight given the recent ARISS-USA changes. No further action was taken.
30. Ms. Thompson initiated a discussion about the regulatory and legal issues surrounding ITAR and EAR and requested additional discussion on the matter with the goal of arriving at a collaborative motion for action. The result of that discussion was a motion by Dr. Hammond to have the President form a committee to further explore the Open Source model and its regulatory and legal impact on future projects. This committee will report their findings to the Board within 90 days. The motion was seconded by Mr. Buxton and it passed with all voting "aye".
31. Mr. Glasbrenner made a motion that the paper publication of the AMSAT Journal cease and it continue as an electronic only publication. Mr. Buxton seconded the motion and it passed with all voting "aye".

32. Dr. Hammond made a motion that an amendment be made to the current international membership dues such that those rates are made equal to domestic dues effective immediately. The motion was seconded by Mr. Glasbrenner and it passed with all voting "aye".
33. Mr. Stoetzer made a motion that the President terminate the lease on the AMSAT office, and that facility at the earliest convenience after December 31, 2020. The official corporate address of AMSAT shall be P.O. Box 27, Washington, DC, no later than January 1, 2021. The President is authorized to take all necessary steps to arrange for the continuity of operations of the corporation during this transition. The motion was seconded by Dr. Hammond and it passed with all voting "aye".
34. Mr. Glasbrenner made a motion that the Executive Vice President prepare a resolution recognizing the long service of Dr. Tom Clark, K3IO and bestow upon him the title of Director Emeritus upon him by (electronic) approval and signature of the Board. That motion was seconded by Dr. Hammond and passed unanimously.
35. Mr. Buxton made a motion that AMSAT re-affirm its support for ARISS-USA and the AREx programs. That motion was unanimously approved.
36. Mr. Paige made a motion that the meeting be moved to a closed session. That was seconded by Mr. Glasbrenner and approved by all.
37. The 2020 Annual Meeting adjourned at 12:27 CDT and the Closed Session of the Board commenced.

/s/ Jeff Davis

Jeff Davis, KE9V

Secretary

Radio Amateur Satellite Corporation

