

Minutes of the 2019 AMSAT Board of Directors Meeting
Hilton Arlington, Arlington, VA
October 16-17, 2019

1. Pursuant to due notice, the Board of Directors of the Radio Amateur Satellite Corporation convened at 8:08 a.m. on October 16, 2019 at the Hilton Arlington, Arlington, VA, with President Joe Spier, K6WAO, in the chair and the following directors present:

Dr. Tom Clark, K3IO
Mr. Drew Glasbrenner, KO4MA
Dr. Mark Hammond, N8MH
Mr. Jerry Buxton, NOJY
Mr. Bruce Paige, KK5DO
Mr. Patrick Stoddard, WD9EWK
Ms. Michelle Thompson, W5NYV

Also present without vote were Paul Stoetzer, N8HM, Executive Vice President; Frank Bauer, KA3HDO, Vice President-Human Spaceflight; Keith Baker, KB1SF, Treasurer, Frank Karnauskas, N1UW, Vice President-Development; Robert Bankston, KE4AL, Vice President-User Services; Alan Johnston, K2AJ, VP-Educational Relations, Martha Saragovitz, Manager; and Brennan Price, N4QX, First Alternate Director. Howard DeFelice, AB2S, Second Alternate Director, previously expressed regrets for his inability to attend.

2. On motion of Mr. Glasbrenner, the agenda of the meeting was adopted by unanimous consent.

3. Dr. Clark offered to act as Chairman of the Board of Directors. Mr. Buxton, seconded by Mr. Glasbrenner, moved to lay consideration of whether to elect a Chairman of the Board of Directors on the table. After discussion, the matter was laid upon the table by a 4-2 vote, with Mr. Stoddard and Ms. Thompson voting no and Dr. Clark abstaining.

4. Nominations were opened for the office of President. Mr. Glasbrenner nominated Joe Spier, K6WAO. Ms. Thompson nominated Bill Reed, NX5R. A roll call vote was conducted, with five votes for Mr. Spier (Dr. Clark, Mr. Glasbrenner, Dr. Hammond, Mr. Buxton, and Mr. Paige) and two votes for Mr. Reed (Mr. Stoddard and Ms. Thompson). Mr. Spier was declared elected.

5. Nominations were opened for the office of Executive Vice President. Mr. Buxton nominated Paul Stoetzer, N8HM. There being no further nominations, Mr. Stoetzer was elected with a 5-1 vote, with Ms. Thompson voting no and Mr. Stoddard answering present.

6. Nominations were opened for the office of Secretary. Mr. Spier nominated Brennan Price, N4QX. There being no further nominations, Mr. Price was elected with all seven directors voting aye.

7. Nominations were opened for the office of Treasurer. Mr. Paige nominated Robert Bankston, KE4AL. On motion of Mr. Paige, seconded by Ms. Thompson, nominations were closed and Mr. Bankston was declared elected.

8. Nominations were opened for the office of Vice President-Engineering. Mr. Paige nominated Jerry Buxton, N0JY. Ms. Thompson nominated Karen Rucker, KG5GAK. A roll call vote was conducted, with four votes for Mr. Buxton (Mr. Glasbrenner, Dr. Hammond, Mr. Buxton, and Mr. Paige) and two votes for Ms. Rucker (Mr. Stoddard and Ms. Thompson), with Dr. Clark abstaining. Mr. Buxton was declared elected.

9. Nominations were opened for Vice President-Operations. Mr. Paige nominated Drew Glasbrenner, KO4MA. There being no further nominations, Mr. Glasbrenner was elected with a 5-2 vote, with Ms. Thompson and Mr. Stoddard voting no.

10. Nominations were opened for the office of Manager. Dr. Hammond nominated Martha Saragovitz. On motion of Ms. Thompson, seconded by Mr. Glasbrenner, nominations were closed and Ms. Saragovitz was declared elected.

11. Nominations were opened for the office of Vice President-Human Spaceflight. Dr. Clark nominated Frank Bauer, KA3HDO. There being no further candidates, nominations were closed and Mr. Bauer was declared elected.

12. Nominations were opened for the office of Vice-President-User Services. Dr. Hammond nominated Robert Bankston, KE4AL. There being no further nominations, Mr. Bankston was elected with all seven directors voting aye.

13. Nominations were opened for the office of Vice President-Development. Dr. Hammond nominated Frank Karnauskas, N1UW. There being no further candidates, nominations were closed and Mr. Karnauskas was declared elected.

14. The board proceeded to a discussion of director responsibilities, including confidentiality policies and existing non-disclosure agreements. Views were expressed on how to disclose NDAs and the constraints they may impose.

15. Mr. Buxton initiated a discussion of the board and senior officer meeting schedules. Mr. Spier will set the schedules taking the discussion into account.

16. Mr. Spier presented the report of the President. He reviewed activities over the last year, reviewing developments within the satellite fleet and upcoming launch plans. Membership as of October 16 is 3440 members, with the satellite commissioning having an impact on membership trends. The board was in recess from 10:14 to 10:36 a.m.

17. Mr. Stoetzer presented the report of the Executive Vice President, discussing the merchandise business and fundraising platform and social media efforts. AMSAT's follower counts on Twitter and Facebook exceed the corporation's membership. Mr. Stoetzer reported on several regulatory matters, including the pending orbital debris mitigation rulemaking proceeding.

18. The board reviewed minutes of past board meetings. On motion of Dr. Clark, seconded by Mr. Buxton the minutes were approved as presented.

19. Mr. Stoetzer presented the written report of past Secretary Clayton Coleman, W5PFG, and the report was received by the board.

20. Mr. Baker presented the report of the Treasurer. The corporation remains financially sound despite a challenging year.

21. Ms. Saragovitz presented the report of the Manager, discussing her duties over the course of the year. The board was in recess from 12:04 p.m. until 1:01 p.m.

22. Mr. Glasbrenner presented his report as Vice President-Operations, reporting on the health of the satellites in AMSAT's fleet.

23. Mr. Spier reported on storage facilities leased by the Corporation, and the recent move of AMSAT Archives from the possession of Dr. Bob McGwier, N4HY, to facilities in Centerville, Virginia.

24. Dr. Johnston presented his report as Vice President-Educational Relations, discussing the ongoing development of the AMSAT CubeSat Simulator and demonstrating work completed to date. On motion of Dr. Clark, seconded by Dr. Hammond, it was unanimously voted to recognize with thanks the work conducted by Dr. Johnston and his team.

25. On motion of Mr. Paige, seconded by Mr. Glasbrenner, it was unanimously voted to confer the AMSAT Lifetime Achievement Award to Dick Jansson, KD1K.

26. Mr. Buxton presented his report as Vice President-Engineering, discussing the closing activities in AMSAT's Fox series of cubesats and work in progress on GOLF, the next phase of AMSAT's CubeSat program.

27. Mr. Bankston presented his report as Vice President-User Services, assessing areas of strength and opportunities for improvement. The AMSAT membership database and the format of the AMSAT Journal was discussed extensively. Ms. Thompson offered the support of a team of volunteers for the purpose of membership database conversion.

28. On motion of Mr. Glasbrenner, seconded by Mr. Buxton, it was voted 6-0, with Dr. Clark abstaining, to authorize a month-to-month trial of Wild Apricot membership management software to evaluate its suitability for the corporation. The board was in recess from 3:31 to 3:47 p.m.

29. Mr. Bauer presented his report as Vice President-Human Spaceflight. He discussed recent ARISS activities and planned improvements, as well as efforts to secure an amateur radio presence on the Lunar Gateway. Current work on Lunar Gateway focuses on prototype development and investigating feasibility of different types of antennas. The Fundrazr campaign for the next generation radio system on the International Space Station will continue until the end of the year.

30. Mr. Karnauskas presented his report as Vice President-Development. He discussed efforts conducted with Mr. Bankston to improve the corporation's outward-facing media for development purposes while maintaining the technical utility to members. The board was in recess from 5:26 p.m. until 8:22 a.m. on October 17, 2019.

31. Upon reconvening, the board went into a Committee of the Whole to conduct annual performance reviews. The Committee rose at 9:00 a.m. On motion of Mr. Glasbrenner, seconded by Mr. Paige, the report of the Committee of the Whole was adopted.

32. Mr. Keil Ritterpusch of FD Associates joined the meeting telephonically and presented a draft EAR/ITAR policy prepared for the Board's consideration. The Board provided initial feedback and will provide further comments for a future draft.

33. The board went into closed session to conduct budget planning at 10:00 a.m. and reconvened in open session at 1:11 p.m.

34. On motion of Dr. Clark, seconded by Mr. Glasbrenner, it was voted to authorize officers to expend up to \$20,000 for accounting services, subject to review of President and Treasurer, who will report back to Board.

35. Mr. Spier notified a vacancy for an Editor of the AMSAT News Service, and asked for best thoughts for E. Mike McCardel, AA8EM, for his continued recovery.

36. The board briefly discussed the AMSAT Ambassador program and proposed activities for the 2020 Dayton Hamvention. The AMSAT Academy event at the 2019 Hamvention was well received and is planned again for 2020.

37. On motion of Dr. Clark, seconded by Mr. Glasbrenner, the following resolution was unanimously adopted:

The board authorizes the development of a youth initiative, and instructs the senior officers to report on the initiative's development at its next meeting.

38. Mr. Baker presented the 2019 budget as amended during discussions earlier in the day. On motion of Mr. Paige, seconded by Dr. Clark, the amended budget was unanimously adopted.

39. Mr. Spier led a discussion of Hamvention and Symposium planning for 2020. The consensus of the meeting was that increasing the room block reserved for these events was desirable.

40. Mr. Jan King, W3GEY, joined the meeting and discussed the proliferation of space stations licensed under Part 5 of the Commission's Rules, advocating that the IARU coordination committee charge a fee commensurate to the effort expended. He also discussed the capability of the 24 and 47 GHz bands and demand in the broader satellite industry for propulsion systems. The board was in recess from 2:37 p.m. until 3:09 p.m.

41. Mr. Spier continued discussion of location of the 2020 and 2021 Symposia. Several locations were suggested, as well as the possibility of forming a superconference with another organization or organizations. Some options that were discussed may require separation of the annual membership and board meeting.

42. Dr. Clark led a strategic planning discussion, addressing several technical and operational issues inherent in attaining and operating at the geostationary orbit.

43. Dr. Clark gave closing remarks, commending Mr. Coleman and Mr. Baker for their completed service, and acknowledging the five individuals newly present in the boardroom (Ms. Thompson, Mr. Stoddard, Mr. Price, Mr. Bankston, and Mr. Karnauskas). He finally commended Mr. Bauer's efforts in the Human Spaceflight arena, including the Lunar Gateway initiative.

44. On motion of Mr. Paige, seconded by Dr. Hammond, the meeting adjourned at 4:22 p.m.

/s/ Brennan T. Price

Brennan Price

Secretary

Radio Amateur Satellite Corporation