



The Radio Amateur Satellite Corporation

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Dear AMSAT Member:

After fifty years of AMSAT providing amateur radio with a presence in space, the organization has recently become under attack by two of its own Directors. These two Directors, Thompson and Stoddard, began their attack on the organization with a series of accusations and threats starting in 2018. In response, the President of AMSAT under the authority of the Board of Directors, sought legal counsel to protect the organization and receive guidance. As a result of those authorized legal services, AMSAT adopted one new policy and modernized another. There were several other legal expenditures related to the continued threats along with some operational legal expenditures including trademark renewal and space policy development. By alleging that some of the legal expenditures driven by their own actions were “unauthorized,” both Directors Thompson and Stoddard have attempted to disrupt and possibly defame the organization to which they were elected to serve. To publicly attack the integrity and honor of all those who previously served as Officers and Directors of AMSAT while making egregious claims is shameful. Throughout this entire saga, AMSAT acted in an appropriate manner consistent with what is required of a corporation.

The AMSAT Board of Directors and Senior Officers were advised by President Joe Spier in March 2018 that Michelle Thompson had made complaints of discrimination and harassment against several Officers and Directors. The President was concerned about a possible lawsuit against AMSAT and was especially concerned that the fact that AMSAT did not have a policy against discrimination or harassment could lead to a default judgment against the Corporation in any lawsuit. With full knowledge and consent of the Board, the President retained an attorney both to develop a non-discrimination and non-harassment policy and to advise him while handling the complaints under the new policy. In April 2018, the Board unanimously passed the attorney-developed policy. An investigation was then conducted, with the President reporting the results to the Board in May 2018. With no credible accusations found to be in violation of AMSAT’s policies, the complaints were closed.

In the Spring of 2019, after months of public personal attacks by Patrick Stoddard against an AMSAT Director related to his duties as Vice President - Operations, the President decided to act. With the full knowledge and consent of the Board, the President sought legal counsel to advise him on proposed sanctions against Patrick Stoddard. The extent of the sanctions was a temporary moderation of his posting status on the AMSAT-BB email reflector and revocation of his IT system access. This situation resulted in an attorney-developed revision to the AMSAT Acceptable Use Policy that the Board unanimously passed in June 2019.

In July 2019, Patrick Stoddard complained that the Secretary’s execution of the Board of Directors Election was contrary to our bylaws. It was mirrored by online claims that the Secretary was inept, and that the election would be conducted illegally. The President and Secretary, again with the full knowledge and consent of the Board, sought legal advice on the conduct of the election under our bylaws.

Following the 2019 election, the President continued to work with an attorney on a conflict of interest policy related to a newly elected AMSAT Director for a potentially competing organization. Specifically, Director Thompson is a Director of Open Research Institute which solicits funding for amateur radio satellite service projects. Current AMSAT governing documents are not equipped to handle these potential conflicts. Being that Open Research Institute sent a campaign mailing in 2019's Board of Directors election, there is at minimum the appearance of conflict with regards to Director Thompson. AMSAT did not provide a copy of its membership mailing addresses to Open Research Institute.

The 2019 Board Meeting held on October 16-17 in Arlington, VA was the first face-to-face meeting that included Directors Thompson and Stoddard as voting members. During that meeting, it was discovered that Director Stoddard was secretly recording the meeting without the knowledge or permission of other Board Members, AMSAT officers, or others that were sitting as observers. Often, privacy laws require that any recordings be done with the consent of those being recorded. In the past, the AMSAT Secretary may record the meeting to assist in the development of meeting minutes, but such recording was done with the full knowledge and acceptance of the Board. When Director Stoddard was asked about his recording, he stated that it was for personal use only. The Board, well aware of the 'sensitivities' between Board members, made the reluctant decision to allow Director Stoddard to continue his personal recording following his assurance that nothing from the recording would be shared with others outside the Board. Following the Symposium, Director Stoddard did not offer to share his recording with other Board members. He then used the recording to publicly quote others without their permission with intent to take things out of context which means he broke his commitment to keep the recordings 'personal'. This of course has further eroded trust within the Board and reduces Director Stoddard's reputation for keeping promises made to his Board colleagues.

In January 2020, a demand letter arrived at AMSAT from an attorney representing Directors Thompson and Stoddard. The demand letter alleged AMSAT was preventing the Directors from performing their duties by denying access to corporate record, specifically an archive of the previous Board of Directors' email discussions. After enduring months of demands by Directors Thompson and Stoddard, President Spier resigned the next day after receiving the demand letter. The Executive Vice President of AMSAT contacted the attorney for guidance to deal with the issue. Shortly thereafter, a new President was elected and continued to work through this issue with the attorney. The new President made a decision quickly to ensure no corporate records would be denied access to any Director, ensured the email archives were restored to visible status, and made a public statement affirming the position of transparency and equal access to corporate records.

None of this was kept secret from the Board. AMSAT never sought legal advice to harass or intimidate members or candidates as alleged by Directors Thompson and Stoddard. Legal services were retained to provide guidance to the organization on the handling of unique situations that AMSAT had never faced before.

While these legal expenses were an unfortunate use of funds that could have been used for AMSAT projects, the Board and Senior Officers believed it to be necessary to protect the Corporation. Additionally, AMSAT gained a firm policy on handling allegations of discrimination and harassment as well as a modernized Acceptable Use Policy for our email message boards.

Allegations have been made that other "unauthorized" legal expenses were incurred to another attorney. These "unauthorized" expenses relate directly to AMSAT's mission - our trademark attorney that has been renewing AMSAT's trademarks for many years. This is a standard, periodic administrative expense of the Corporation. Allegations have also been made that the officers exceeded a cap that the Board imposed on expenses to another firm. The Board capped expenses related to the development of an ITAR/EAR policy. A few thousand dollars of the total disbursements to that firm were related to legal advice concerning the exportation of Linear Transponder Modules to Canada under our partnership with the Radio Amateurs of Canada. This was an Engineering project expense related to, but distinct from the eventual development and adoption of an ITAR/EAR policy. These expenses were, as before, undertaken with the full knowledge and consent of the Board.

It is absurd for two newly elected board members to make accusations of unauthorized expenditures when it was in part the actions of Directors Thompson and Stoddard prior to their election that forced the Board at that time to take appropriate action to seek legal counsel to protect the corporation.

The only power that Directors have is when the Board is in session and Board members make their vote. Individual Directors do not dictate day-to-day management of the Corporation but instead have oversight as a Board. Likewise, the President is elected by the Board and is responsible for the day-to-day management of the Corporation, keeping the Board informed of events and actions that have a significant impact on AMSAT. When appropriate, the Board votes on key decisions and strategic direction. At other times, the President when informing the Board of key concerns, provides the Board an opportunity to provide feedback and consensus. Unless the Board provides guidance to modify the President's intended actions, the President has done due diligence in keeping the Board apprised of actions that will be taken.

The effectiveness of a Director is based on how well that individual can work with their colleagues and create an atmosphere of collaboration and common purpose. Threats, innuendo, and public shaming via Internet blogs do not create an atmosphere for honest and respectful discussion. A poisonous atmosphere makes it impossible for good ideas to be heard. Such an environment causes further mistrust when an accuser does not ask questions in a nonthreatening manner to better understand how the Board takes actions or how it functions before making judgements or public accusations.

Despite these unfortunate distractions by Directors Thompson and Stoddard, many dedicated volunteers work every day fulfilling AMSAT's promise to Keep Amateur Radio in Space. Thank you for being a member and supporting AMSAT.

Signed on behalf of AMSAT,

Clayton Coleman, W5PFG
President 2020-Present
Director 2017-2019
Secretary 2017-2019

Co-signed by:

Dr. Tom Clark, K3IO
Director 1974-Present
President Emeritus

Martha Saragovitz
Manager 1977-Present

Keith Baker, KB1SF
Treasurer 2010-2019
Director 1994-2003
Past President

Robert Bankston, CPA, KE4AL
Treasurer 2019-Present

Jerry Buxton, N0JY
Director 2014-Present
Vice President – Engineering 2014-Present

Drew Glasbrenner, KO4MA
Director 2007-2013, 2014-Present
Vice President – Operations 2006-Present

Dr. Mark Hammond, N8MH
Director 2013-2015, 2016-Present

Bruce Paige, KK5DO
Director 2002-2004, 2016-Present

Paul Stoetzer, N8HM
Executive Vice President 2017-Present
Director 2017-2019

Referenced policies are available at <https://www.amsat.org/about-amsat/>