

## **Report of the AMSAT Bylaws Committee: Recommended Revisions to the Radio Amateur Satellite Corporation Bylaws**

March 1, 2021

A committee was formed in 2020 to recommend amendments to the Radio Amateur Satellite Corporation (AMSAT) Bylaws (the "Bylaws"), as adopted in 1988 (replacing the previous document from 1969) and amended in 1989. The Bylaws Committee was chaired by AMSAT Secretary, Brennan Price N4QX, and included AMSAT Members Douglas Tabor N6UA, Tom Mikkelsen WA0POD, and AMSAT President, Clayton Coleman W5PFG.

Brennan Price included the recommended revisions of his committee to me on October 19, 2020. These recommendations included

- (1) clarification of the terms of membership in determining eligibility to serve as an Officer or Director,
- (2) elimination of the 30-day notice requirement for resignation of Officers,
- (3) removal of the mandate to hold an Annual Meeting only during the months of October and November,
- (4) inclusion of electronic notice and balloting in the election of Directors,
- (5) the allowance of Directors to consult by electronic mail and allowance of Board actions if a quorum is present and the Secretary has kept the minutes, and
- (6) allowing other methods to record the approval of two-thirds or more of the Directors to amend the bylaws, besides written, and to notify members of the intended amendment, besides mailing.

It is important to note that this committee's recommendations were not a finished product nor submitted to the Board as a final report. In addition, the recommendation of allowing Board actions via electronic mail was in direct conflict with the Code of the District of Columbia, § 29-406.21, Action without Meeting, which requires written consent from each Director. As such, a follow-on committee was formed to complete the work of recommending revisions to the Bylaws. This committee consisted of AMSAT Secretary, Jeff Davis KE9V, AMSAT Executive Vice-President, Paul Stoetzer N8HM, AMSAT Director, Mark Hammond N8MH, AMSAT Immediate Past President, Clayton Coleman W5PFG, and AMSAT President, Robert Bankston KE4AL, as Chair.

The Committee completed its recommendations for revision of the Bylaws and submitted a redline and clean copy to each Director on February 22, 2021, for review and consideration at a called Special Meeting on March 2, 2021.

In summary, the recommended revisions include the work of the previous committee, correction of various grammatical and punctuation errors, and the following additional recommendations:

- (1) Removal of the redundant First, Second, and Third Articles restated verbatim from the Radio Amateur Satellite Corporation Articles of Incorporation;
- (2) Clarification on the Membership Application process to emphasize AMSAT Membership is by application [example provided by the Amateur Radio Relay League (ARRL)];
- (3) Including both classes of AMSAT Membership, Member and Member Society, when discussing matters related to Membership;
- (4) Adding the requirement for Directors to maintain their membership while serving as a Director (example provided by the ARRL);
- (5) Removal of the Manager from named Officers and description of duties, as this position was created specifically for Martha Saragovitz, who has since retired;
- (6) Further define responsibilities of the President (example provided by the ARRL);
- (7) Adding guidance on Special Meetings in accordance with the Code of District of Columbia;
- (8) Add the requirement of three years of continuous membership for nominees for position of Director (example provided by the ARRL); and
- (9) Substituting “electronic methods” for “electronic mail” for Board consultations to correct previous committee’s recommendation, which conflicted with the Code of District of Columbia.

Respectfully,

//Signed//

Robert Bankston, KE4AL

AMSAT President and Bylaws Committee Chair