

ARRL 2024 SECOND BOARD of DIRECTORS MEETING
JULY 19, 2024 – 9:00 AM ET

Summary Agenda

- 1) *Roll Call*
 - 2) *Moment of Silence*
 - 3) *Courtesies*
 - 4) *Consideration of the agenda of the meeting*
 - 5) *Receipt and consideration of financial reports*
 - 6) *Motion to Adopt Consent Agenda*
 - 7) *Receipt of Officer's reports*
 - 8) *Consideration of items removed from Consent Agenda*
 - 9) *Consider recommendations of the Standing Committees*
 - 10) *Proposals for amendments to Articles of Association and By-Laws*
 - 11) *Consider additional recommendations as contained in reports*
 - 12) *Directors' motions*
 - 13) *Other business*
 - 14) *Closing courtesies*
 - 15) *Adjournment*
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1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in second session. The meeting was called to order at 9:00 AM, Friday, July 19, 2024, 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
Scott Yonally, N8SY, Great Lakes Division
Ed Wilson, N2XDD, Hudson Division
Art Zygielbaum, KØAIZ, Midwest Division
Fred Kemmerer, AB1OC, New England Division
Mark Tharp, KB7HDX, Northwestern Division
Anthony Marcin, W7XM, Pacific Division
James Boehner, N2ZZ, Roanoke Division

Jeff Ryan, KØRM, Rocky Mountain Division
Mickey Baker, N4MB, Southeastern Division
Dick Norton, N6AA, Southwestern Division

Director John Robert Stratton, N5AUS, of the West Gulf Division was unable to attend. West Gulf Vice-Director Lee Cooper, W5LHC served as Director during the meeting pursuant to Article 7 of the Articles of Association.

Present without vote were:

Kristen McIntyre, K6WX, First Vice-President
Mike Ritz, W7VO, Second 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 in attendance:

Brent Walls, N9BA, Central Division
Lynn Nelson WØND, Dakota Division
Ed Hudgens WB4RHQ, Delta Division
Roy Hook, W8REH, Great Lakes Division
Dave Propper, K2DP, Midwest Division
Phil Temples, K9HI, New England Division
John Litz, NZ6Q, Pacific Division
Bill Morine, N2COP, Roanoke Division
Ned Stearns, AA7A, Southwestern Division
Lee Cooper, W5LHC, West Gulf Division

Also present were:

Joel Harrison, W5ZN, Secretary of the International Amateur Radio Union
Phil McBride, VA3QR, President of the Radio Amateurs of Canada
David Siddall, Esq., K3ZJ, FCC Communications Counsel
Tom Frenaye, K1KI, Director Emeritus
Fred Hopengarten, K1VR, former New England Division Director
Danielle Bialoglowy, Executive Assistant
Cathleen Curry, Recording Secretary

Not present at the meeting were:

John Robert Stratton, N5AUS, Director West Gulf Division
Marty Pittinger, KB3MXM, Vice Director Atlantic Division
Michael Sterba, KG7HQ, Vice Director Northwestern Division
Dan Grady, N2SRK, Vice Director Rocky Mountain Division
Jeff Beals, WA4AW, Vice Director Southeastern Division (SK)

Moment of Silence

2. A moment of silence was observed in memory of Amateurs who have passed away since the last meeting, especially: Jeff Beals, WA4AW, Margarita Leon-Santana, NP4YL, Wade "Danny" Hampton Jr., K4ITL, Bob Heil, K9EID, Adam Farson, AB4OJ / VA7OJ, Patricia Nelson, KE0QXD, Charles Jones, N7BV, Patrick Conners, N7VB, Art Charette, K6XT, John Hays, K7VE, Diane Dinkelman, KB7DNE, Rick Olsen, N6NR, Oscar Norris, W4OXH, Alfred "Dick" Schoenfelder, K4FKJ, Eric Brooks, N3EB, Randall Carlson, WB0JJX, Clifford Ahrens, KOCA, Richard "Dick" Rutan, KB6LQS, Richard "Dick" Ross, K2MGA, William "Bill" Hudzik, W2UDT, Robert C. "Bob" Allphin, Jr., K4UEE, Bruce "Brad" Bradfield, K0FB, Robert Dubke, K0SIR, Daniel Kennison, K0DLK, Dr. Orcena Lyle, W0QT, Daniel G Hern, Jr., KB0VBB, Robert Seaquist, W9LSE, Perter Burkett, WN6QJN, James Everts, N9JME, Walter Grosser, W2TE, Stanley Sanders, KC2K.

Courtesies

3. President Roderick greeted the board and guests. He noted that he expected a productive meeting with all the appropriate courtesies while the meeting was in session. President Roderick presented ARRL certificates and pins to new Board Officers, First Vice President Kristen McIntyre, K6WX, Second Vice President Mike Ritz, W7VO, new Directors Ed Wilson, N2XDD, Mark Tharp, KB7HDX, and Anthony Marcin, W7XM, and new Vice Director John Litz, NZ6Q. Mr. Roderick presented Vice Director Bill Morine, N2COP, with the Maxim Society plaque in recognition of his generosity.

4. Mr. Harrison brought greetings on behalf of the IARU officers. He summarized efforts and plans for the upcoming year including preparation for ITU-R agenda items for WRC-27. The IARU continues to review proposed organizational changes to provide for a more efficient structure and timely decision making process. Planning is underway to recognize IARU's centennial anniversary, which will be celebrated in April 2025. Member societies ratified the nomination of Mr. Tim Ellam, VE6SH/G4HUA for re-election as President and Mr. Thomas Wrede, DF2OO, for election as Vice President for a five-year term beginning May 9, 2024. As Vice President, Mr. Wrede serves as the coordinator for IARU's WRC and preparatory meetings."

5. Mr. McBride brought greetings from the Radio Amateurs of Canada (RAC). He reported that RAC has received a \$230,000 grant from the Brothers of Ontario to develop communications in Canada. RAC headquarters has been renovated and they are in the process of establishing a radio station at headquarters. In the hopes of continuing to engage the youth of Canada into

participating in amateur radio activities, high school credit for becoming licensed has been established in Nova Scotia beginning in the upcoming school year.

6. Director Norris, as President of the ARRL Foundation, brought greetings from the Foundation. Director Norris reported that the Foundation awarded \$718,750 in scholarships to 133 students this season. He expressed that this was a successful year. This year was the first year that students were able to receive multiple scholarships. They continued to use the Kaleidoscope software to process applications including sending notifications and reminders to applicants. The network disruption at ARRL headquarters did slow the notification process, but all notifications went out. Director Norris thanked all volunteers for making this scholarship a successful one and that he looks forward to growing amateur radio with the youth.

Consideration of the Agenda

7. On the motion of Director Ryan, seconded by Director Zygielbaum, and seeing no objection, the agenda was **ADOPTED**.

Receipt and Consideration of Financial Reports

8. Mr. Sager, referring to the Treasurer's Report discussed the historical value of the ARRL investment portfolio, as well as the amount of contributions and withdrawals from the portfolio against the value of the S&P 500 index since 2015. The chart included in the report gives a good perspective on ARRL's historical portfolio performance and underscores the importance of having liquid assets on hand to support the operations of ARRL when needed.

The second quarter of 2024 had an investment return of \$505,270, or 1.35%. For the 2024 year-to-date, the ARRL portfolio had an investment return of \$2,196,794, or 6.16%. The investment markets have performed well in the first half of 2024, primarily due to gains in large technology shares, particularly those of artificial intelligence companies. Both the second quarter and 2024 year-to-date investment returns were comparable to benchmark indexes. The balance of ARRL investment assets was \$36,924,500 as of June 30, 2024. Mr. Sager then entertained questions.

9. CFO Middleton presented the report of the Chief Financial Officer, noting that due to the accounting systems remaining down data could not be provided for the period after April 2024. She reported that ARRL had a net income from operations rather than an expected deficit through April. Lower spending due to the timing of planned expenses including the timing of new hires drove the results. She also noted that the balance sheet has remained unchanged since December 2023. She then entertained questions.

Consideration of the Consent Agenda

The following Officer and Committee reports were removed from the Consent Agenda: Chief Executive Officer, EMC Committee, and the Historical Committee.

10. On the motion of Director Ryan, seconded by Director Yonally and seeing no objections, the Consent Agenda was **ADOPTED**.

Consideration of items removed from Consent Agenda

11. Chief Executive Officer Report. In response to questions about content related to remote radio, CEO Minster discussed how ARRL encourages authors to come forward with content to publish in addition to seeking out qualified authors. He also reported that a relationship with Remote Ham Radio.com has been developed with the intention of working with them on their youth initiative. CEO Minster also confirmed that the Director Workbook was made public during the first half of May.

12. EMC Committee Report. Director Luetzelschwab provided an update on the activities of the EMC Committee including the work with the FCC Office of Engineering and Technology and noted there was still a lot of work to be done with regard to wireless power transfer, and electric vehicles as examples. Director Luetzelschwab then entertained questions.

13. Historical Committee Report. Vice Director Propper, Historical Committee Chair, provided an update on the activities of the Historical Committee. The committee has been meeting monthly to develop the virtual museum. Over the last year and a half, the number of entries has increased from 700 to almost 3,000 entries documenting the history of radio equipment and the ARRL. The virtual museum has not been taken live yet as there are additional IT resources needed to create a virtual museum interface with the entries. Vice Director Propper entertained questions.

The Board was on break from 10:14 AM to 10:37 AM with all members previously noted present.

Consider Recommendations of the Standing Committees

14. On the motion of the Programs and Services Committee, it was moved that:

WHEREAS, the ARRL Hiram Percy Maxim Memorial Award is given annually to a licensed radio amateur under the age of 21. The nominee must be a current ARRL member. The nominee's accomplishments and contributions to both the community of Amateur Radio and the local community should be of the most exemplary nature;

WHEREAS, the ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members, and selects the winner(s) of this award;

WHEREAS, Kees Van Oosbree, W0AAE, is a leader in youth amateur radio by serving as treasurer of the amateur radio club at Iowa State University, by serving as the Minnesota Section Youth Coordinator, by being involved with the planning of the ARRL Minnesota State Convention, and through co-creating the Worldwide Sideband Activity Contest;

WHEREAS, Kees has received awards and recognition including the Amateur Radio Newslines 2023 Young Ham of the Year Award and Radio Club of America 2023 Young Ham Lends a Hand Award; and

WHEREAS, Kees is active in Youth On The Air programs and activities including being youth co-coordinator in the Americas, by being the December Youth On The Air month special event coordinator in the United States, by serving as QSL manager for W8Y Youth On The Air special event and is a member of Young Amateurs Communications Ham Team (YACHT).

THEREFORE, be it resolved that the ARRL Board of Directors, with the recommendation of the Programs and Services Committee does hereby bestow the 2024 ARRL Hiram Percy Maxim Award to Kees Van Oosbree, WOAAE.

The motion was **APPROVED** unanimously (with applause).

15. On the motion of the Programs and Services Committee, it was moved that:

WHEREAS, the ARRL Technical Innovation Award is granted annually to the licensed radio amateur or to individuals who are licensed radio amateurs whose accomplishments and contributions are of the most exemplary nature within the framework of technical research, development, and application of new ideas and future systems in the context of Amateur Radio activities;

WHEREAS, the ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members, and selects the winner(s) of this award;

WHEREAS, Hans Summers, G0UPL has developed modular cutting-edge high performance QRP transceiver kits with advanced features with state-of-the-art performance;

WHEREAS, his designs and kits provide a low cost and effective means of entry into amateur radio worldwide; and

WHEREAS, his kit QRP Labs QMX transceiver kit is capable of multiple modes over a large frequency range.

THEREFORE, be it resolved that the ARRL Board of Directors with the recommendation of the Programs and Services Committee does hereby bestow the 2024 ARRL Technical Innovation Award to Hans Summers, G0UPL.

The motion was **APPROVED** unanimously (with applause).

16. On the motion of the Programs and Services Committee, it was moved that:

WHEREAS, the ARRL Technical Service Award is given annually to a licensed radio amateur or to individuals who are licensed radio amateurs whose service to the amateur community and/or society at large is of the most exemplary nature within the framework of Amateur Radio technical activities;

WHEREAS, the ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members, and selects the winner of this award;

WHEREAS, Edward Menasian, N8LPQ, exemplifies the spirit of this award by creating several ways for hams to learn and share technical information including his weekly breakfast meetings and his licensing classes that train both new and current hams;

WHEREAS, Ed provides learning opportunities through foxhunts and on the air nets; and

WHEREAS, Ed serves as a mentor for many hams in the area including helping with radio programming and antenna installations.

THEREFORE, be it resolved that the ARRL Board of Directors, with the recommendation of the Programs and Services Committee does hereby bestow the 2024 ARRL Technical Service Award to Edward Menasian, N8LPQ.

The motion was **APPROVED** unanimously (with applause).

Proposal for amendments to Articles of Association and By-Laws

None presented.

Consider Additional Recommendations as Contained in Reports

None presented.

Directors' Motions

17. Director Zygielbaum moved, seconded by Director Yonally that:

WHEREAS, the Director Workbook is a necessary and useful tool to aid new, incumbent, and potential ARRL Directors on Board accepted processes and standard operating procedures;

WHEREAS, the Director Workbook is useful to elucidate Board operations to ARRL members;

WHEREAS, there is currently no documented process to author, modify, correct, curate changes, and approve the contents of the Director Workbook; and

WHEREAS, the Workbook contains elements that are inappropriately interpreted as policy because these elements have not been formally vetted by the Board.

THEREFORE, be it resolved that the ARRL Board hereby requests that the Board President establish an ad hoc Committee to:

1. Review the Director Workbook for consistency and relevance to current Board practice.
2. Identify elements of the Director Workbook that are interpreted as policy, and which should be moved to Board Standing Orders by obtaining the necessary and appropriate Board approvals to establish them as policy.
3. Identify an ARRL organization or staff position to act as the custodian of the Workbook to ensure the availability of an up-to-date, Board-vetted version.
4. Define and establish a process to oversee and approve the organization of the Workbook, the content of the Workbook, changes to the workbook, and maintain a history of those changes.
5. Establish an annual review of the Workbook to assure that it contains and reflects current Board practice.

The Director Workbook committee will be appointed by the Board President in consultation with the ARRL CEO and may include ARRL staff members, Officers, Directors, and Vice Directors. The committee will be established within 30 days of the July 2024 Board meeting and is expected to report findings, plans, and progress to the Board at each Board meeting starting January 2025. The committee will continue its work until the Board has approved the revised Workbook, approved the creation of standing orders to replace Workbook elements as needed, and approved the process to maintain the Workbook in the future.

The motion was **APPROVED** unanimously.

18. Director Ryan moved, seconded by Director Yonally that:

WHEREAS, the ARRL was organized over 100 years ago with the current governance structure evolving in the early 20th Century;

WHEREAS, the divisions and sections were created based on technology, population distribution, span of control, and other factors that may no longer exist; and

WHEREAS, the organization needs oversight, span of control, member support, and other factors based on current situations.

THEREFORE, be it resolved that the president shall appoint a study group to review the current structure of the ARRL governance and field organization and determine what, if any, changes may be necessary to more effectively manage the organization and support the membership.

The Group shall provide a report to the Board at the January 2025 meeting.

After discussion, the motion was **APPROVED** by unanimous vote.

19. Director Ryan moved, seconded by Director Zygielbaum that:

WHEREAS, minute 41 of the July 2023 ARRL Board of Directors meeting assigned the registration, protection, enforcement, and administration of all matters pertaining to Copyrights, Trademarks, and Intellectual property to the ARRL CEO;

WHEREAS, use of ARRL Copyrights, Trademarks, and Intellectual Property is being done without ARRL authorization by various groups and organizations;

WHEREAS, the ARRL has endeavored to ensure all appropriate trademarks are properly registered with the U.S. Trademark Office, and

WHEREAS, the ARRL has an obligation to demonstrate reasonable and responsible efforts to protect its Trademarks.

THEREFORE, be it resolved that the ARRL Board of Directors requests the CEO to provide a report to the board at the annual meeting in 2025 consisting of efforts and actions taken during 2024 to identify, remedy, and protect the use of its trademarks by other parties.

After a brief discussion, the motion was **APPROVED** unanimously.

The Board was on break for lunch from 11:38 AM to 1:00 PM with all members previously noted present.

20. Director Norris moved, seconded by Director Kemmerer that:

WHEREAS, as directed in Minute 51 of the January 2024 Meeting of the Board of Directors has created an ad-hoc working group to develop programs and aides to assist ham radio licensees with limits on station building capabilities and herein to develop the following:

- Templates, guidelines, and materials for hams to use in these situations to successfully install simple stations for amateur radio use.
- Additional examples of simple stations that are good choices for these situations.

WHEREAS, increasing amateur radio licensees are faced with space limitations,

WHEREAS, some ham radio licensees may be working with limited resources,

WHEREAS, there are many options available to construct stations with limited space and resources,

THEREFORE, be it resolved that the ARRL Board encourages and authorizes CEO Minster and HQ Staff to update and offer updated versions for sale of the following publications as is practical:

Low Profile Amateur Radio
Ham Radio from Indoors
Stealth Amateur Radio

We'd request that authors be encouraged to include material to support hams in restricted situations. The appropriate board working groups and committees including the working group that brought this motion and the Legislative Action Committee are requested to assist HQ Staff in reviewing revised versions of these publications before they are published.

The ARRL Board also requests that the CEO and HQ Staff to pursue QST, OTA, NCJ, QEX, and web articles promoting solutions and projects for simple stations based on actual ham solutions with a focus on situations involving restricted living environments.

Further, the ARRL Board of Directors also authorizes the CEO and Staff to use the promotion of ARRL antenna kits and any other accessories to aid in this effort.

Finally, the ARRL Board of Directors requests that the CEO and HQ Staff create a location on the ARRL website where how-to briefs, and other information to assist ham radio licensees with limits on station building capabilities can be posted and updated as a result of the ongoing work of the ad-hoc working group.

After discussion, the motion was **APPROVED** by unanimous vote.

21. Moved by Director Zygielbaum, seconded by Directors Boehner and Baker that:

WHEREAS, the ARRL suffered a significant cyberattack;

WHEREAS, assuring the availability of information technology-based services to ARRL members is paramount to meeting the ARRL Mission;

WHEREAS, response to the cyberattack offers a unique impetus and opportunity to review, renew, and improve the performance, security, availability, recoverability, and cost-effectiveness of the ARRL IT Systems;

WHEREAS, the ARRL Board of Directors wishes to enable the organization to rapidly make improvements to the current IT infrastructure and applications to resolve security issues and to enable the ARRL's mission, and a number of ARRL Directors and Officers have technical and management skills that will augment the initial success of the committee; and

WHEREAS, in analogy to the highly successful ARRL Investment Management Committee, it would benefit the ARRL to engage experts in the field of IT to help oversee the development, operations, and evolution of the ARRL IT System applications and infrastructure.

THEREFORE, be it resolved that the ARRL Board hereby requests, in accord with By-Law 43, that the ARRL Board President establish the ARRL Information Technology Advisory Committee (ITAC). A founding committee description is attached to this motion.

The ITAC is to have its founding meeting within 30 days of the July Board meeting. The chair of the ITAC will report the establishment of the Committee, the developed Committee charter, and the names and expertise of selected Committee members to the Board as soon as possible. It is expected that the Chair will present the Committee's initial timeline and plans, and any progress made at the January 2025 Board meeting.

ARRL IT Advisory Committee Description

- Analogous function to the IMC
- Provide oversight and monitor the development and operation of ARRL information technology networks, servers, computers, and internal/external electronic communications including system and system elements:
 - Management
 - Security
 - Performance
 - Backup, recovery, and replication
 - Cost vs. benefit
 - Staff and contractors
 - Guiding documents
 - Cloud vs. local solutions
- Work with ARRL IT staff and managers to establish achievable IT capability and performance goals and monitor progress toward those goals
- Although the membership of the Committee will be decided by the Board President and Committee Chair, it is suggested that the Committee include, at a minimum:
 - Two Directors or Vice Directors with recognized IT management and/or development experience
 - One Liaison Director who is also a member of A&F

- Three outside members consisting of experts in IT systems, IT operations, and IT security to be chosen by the Committee
- ARRL Director of IT
- CEO and President as *ex-officio* members
- Provide a written report semi-annually on operational status and development progress and achievements to the ARRL Board of Directors.
- The IT Advisory Committee will at its first meeting develop a charter and an estimated timeline describing the committee's schedule and processes.
 - These will be presented to the ARRL Board for approval.
 - These documents will be considered works in progress and modifiable, with Board agreement as technologies and changing needs warrant.

After discussion, the motion was **APPROVED** by unanimous vote.

The Board was on break from 1:19 PM to 1:34 PM with all members previously noted present.

The board discussed the Washington Lobbying firms.

The Board was on a break from 2:09 PM to 2:18 PM.

22. Director Norris moved, seconded by President Roderick, First Vice President McIntyre, Directors Marcin, Yonally, Zygielbaum, Baker, Boehner, Kemmerer, Lippert, Ryan, Sharp, and Wilson that:

WHEREAS, we recognize the great effort put forward by the ARRL Strategic Plan Working Group in formulating a proposed strategy in their report;

WHEREAS, we recognize that this body of work will necessarily evolve and change; and

WHEREAS, this initial report will serve as an important starting point for strategic and tactical plans to follow.

THEREFORE, it be resolved that ARRL Board of Directors accepts the report as revised in Board session, July 19, 2024 (ARRL 3 YEAR STRATEGY, JULY 2024) of the working group and authorizes CEO Minster to proceed with further planning. The CEO will report back to the Board during each Board meeting on progress made and on modifications required due to the new conditions and changing needs.

The Executive Committee will review the report prior to publication.

The Board was on a break from 2:28 PM to 2:34 PM.

Upon returning from the break, President Roderick confirmed the Board was ready to vote and the motion was **APPROVED** unanimously.

23. Director Baker moved, seconded by Directors Ryan and Tharp that:

WHEREAS, one of the critical systems is “Logbook of the World (LoTW)”, which has become one of the most popular and relied upon services that ARRL provides to members and non-members alike, with over 150,000 callsigns enrolled and 1.6 billion QSOs recorded in the system, extending the system far beyond the original design intent;

LoTW, being an important, in-house application that our members use frequently, requires upgrades and changes that will be assigned to the Information Technology Advisory Committee (ITAC) through the LoTW Maintenance Committee;

This motion will align responsibilities for LoTW development. Changes to the current system within ITAC will provide expertise and scalable assets for future changes;

THEREFORE, be it resolved that the technical functions of the LoTW Maintenance Committee will retain current responsibilities and will be reassigned into ITAC, focusing on operating and maintaining the current LoTW environment.

The Board appreciates the services of members and staff and looks forward to continuing this work within the Information Technology Advisory Committee.

The Board was on a break from 3:13 PM to 3:39 PM.

After discussion and upon returning from the break, the motion was **APPROVED** unanimously.

24. First Vice President McIntyre moved, seconded by Director Yonally that:

WHEREAS, the stated purpose of a roll call in Robert’s Rules of Order is to clarify the count of yeas and nays (§4, 4:35-4:40);

WHEREAS, it is important that ARRL members understand the actions of their Directors and Vice Directors on important issues;

WHEREAS, The Board of Directors would like to ensure a collaborative relationship among the Directors;

WHEREAS, with the aid of technology, roll call votes can be made quickly, simultaneously, and with minimum administrative overhead; and

WHEREAS, a fallback mechanism is necessary to make roll call voting fair and unbiased in the absence of a technological solution.

THEREFORE, be it resolved that Standing Order 05-2.38 (Section 2.4.2 in the reorganized Standing Orders numbered by topic areas, as updated in July 2023) be written as follows:

2.4.2 [SO #05-2.38] The ARRL Board adopts a policy that for any pending motion that pertains to ARRL governance documents, a Roll Call Vote shall be recorded, including who voted and how, or, if appropriate, as unanimous votes or acclamations. All other motions (e.g., votes made during executive sessions, club milestones, special recognition, etc.) that do not pertain directly to ARRL governance can be taken by a simple show of hands or as a call for yeas or nays. In the case of any dispute over whether a motion is a governance motion, a Director making a motion for a roll call that is seconded and voted in the affirmative by at least 5 Directors shall make it a Roll Call Vote.

If electronic voting technology is available for simultaneous recording of Roll Call Vote tallies, that shall be the preferred method. In the absence of such technology, the Director casting the first vote for each Roll Call Vote shall rotate amongst the Directors starting with the Atlantic Division and moving down alphabetically.

After a long discussion on the motion, the Board was on a break from 4:03 PM to 4:14 PM.

Upon returning from break, further discussion took place. Per Standing Order #23-2.38, five or more Directors requested a roll call vote. The Directors voted accordingly:

Director Famiglio:	Nay
Director Luetzelschwab:	Nay
Director Lippert:	Aye
Director Norris:	Aye
Director Yonally:	Aye
Director Wilson:	Aye
Director Zygielbaum:	Aye
Director Kemmerer:	Aye
Director Tharp:	Aye
Director Marcin:	Aye
Director Boehner:	Aye
Director Ryan:	Aye
Director Baker:	Aye
Director Norton:	Nay
Director Cooper:	Nay

The motion was **APPROVED** by a vote of 11 ayes to 4 nays.

Closing Courtesies

25. President Roderick thanked everyone for a good meeting and their hard work.

26. There being no additional business, on the motion of Director Yonally, seconded by Director Boehner and seeing no objection, the meeting **ADJOURNED** at 5:10 PM.