

International Fellowship of Rotarians of Amateur Radio

Minutes of 2022 AGM

Houston Texas In Person & Via ZOOM

The Meeting was called to order by Chairman & Past President Dr John Moriarty ZL2JPM

Chairman John advised that in case of issues with ZOOM occurring there was a backup ZOOM facility hosted by Nicholas G4HCK.

If there is any failure, the AGM cannot proceed without the Chairman and Meeting Secretary being present.

President Vernon Readhead G0EGW was unable to attend due to instructions from his Dr and was currently in hospital. John wished Vernon a speedy recovery on behalf of all members.

John advised that Diane Main VK4DI had been asked by President Vernon to act as minute secretary for the AGM as she has done at some previous AGM's.

John also commented that due to the large number of items so be discussed he would appreciate that comments be succinct and also constructive. Historians are welcome but only in the smallest of doses. Also please consider that perfection should never be the enemy of good, if good ideas are brought forward at this meeting, let's not spend all day trying to perfect them and run out of time. Note that in another 12 months we can always make good things better.

Apologies received were: President Vernon G0EGW and Peter Lowe VK3KCD.

Record best wishes for a speedy recovery.

Recognition of VP's

Registration & Introduction of attendees was taken.

Note: List is on the last page.

A minute's silence was held for Silent Keys.

No Silent Keys had been reported since the last AGM.

2021 AGM Minutes

The Chairman asked if the Minutes of the 2021 AGM had been received or if they were available to be presented at this time.

Secretary Phil Fleming N9HWO advised they were not available. He would send them to IPP Ed or to VP Joe Spears for distribution later.

No Motion on acceptance of minutes was able to be taken.

Phil advised the minutes would be sent to the "Communicator" Editor for publication.

**This is the second consecutive AGM that the minutes from the Previous AGM were not presented nor made available post AGM*

President's Report

Chairman John presented a precis of the President's Report as received prior to the AGM and previously sent to members and published online on the website.

Note: Report attached to these Minutes.

John moved that Pres Vernon's report be accepted.

Seconded by Bill VK4ZD

Report accepted unanimously.

Treasurers Report

Chairman John requested that the Financial Report be tabled. This was received prior to the AGM and distributed to members and published on the website.

John said he hoped everyone had taken the time to view the reports.

For those who haven't seen it there is a couple of pages of transactions from PayPal and a statement of bank balances for the Fellowship.

The opening balance for the PayPal and Regions Bank assets was \$17,179.95

Income for the period was \$1,288.02

Expense for the period was \$2,760.92

The ending balance is \$15,707.05

From the Chair a couple of questions to show that there is some scrutiny on Financial Accounts.

The Financial report contained no notations of monies received except for the wording General Payment and no breakdown of this was supplied. The Spreadsheet that was supplied was not detailed enough for a true accounting of monies received or paid. If subjected to an audit it would not have been accepted in its current form.

The Chairman asked for clarification on the following amounts: Ed N4EDT responded to all queries.

Treasurer Ingo advised that Ed Tyler N4EDT had been assisting him.

Nov 6th 2021 \$90 was received presumably a 5 year membership

Payment of \$2131. March 2022 rental for Booth at Houston plus insurance & Equipment hire.

\$552 for equipment

\$862 received from Japan for dues.

RIBI has not remitted their dues yet.

The reason for not getting a free booth was stated as President Vernon not notifying RI of his email address. *(NOTE: This is the responsibility of the outgoing President and Secretary to notify RI of the changes in Officers)*

Therefore, the booth was not applied for in adequate time

Chairman John stated President Vernon does have the delegated authority to make expenditures on various things and he would like it recorded that Vernon has requested an ex gratia Payment of \$500 USD for the use of XLX 299R the reflector that we are using several times during the year. I would also like to note there are ZOOM Payments that need to be paid.

IPP Ed interrupted to make a motion: John asked him to wait until he had finished speaking and then move a motion on all items

I also believe that ROAR should make provision for paying its web expenses and we should authorise and expenses required to make sure we have a viable web system running, with those extra additions I'm sure would be happy to move a motion to pay those expenses

Ed stated he was happy to move a motion to pay the Reflector payment & the ZOOM registrations and such other minor expense to keep ROAR moving.

Seconded by Bill Perkins

John moved a motion that the accounts with those amendments be accepted

Asked all in favour to say Aye

Motion passed

Ed Tyler then interrupted the Chair saying a member had just entered the room and he would like to present him with a certain Level of recognition.

The members in the USA are so impressed with this person's level of activity and participation that they would like to present him with a Paul Harris Fellowship. Eddie Williams N7EDD.

Note : The source of the funds to pay for this was not disclosed

Report of Annual Activities

The Regional VP's were asked to provide reports of activities as only the ANZO report was received for circulation prior to the AGM.

ANZO VP Phil Byrne VK2MCB: gave his report on the weekly ANZO- Eu Nets held on DStar Reflector XLX299R, HF and the Monthly ZOOM social gathering.

Phil commended Bill VK4ZD for his Net control activities on HF on Sunday & Tuesday

Special Mention of the Digital Net as well

There were no further reports forthcoming from any Regional VP's

Tributes

- Chairman John ZL2JPM thanked:
Phil Fleming N9HWO for his service as Secretary over many years and noting that Phil was not continuing in the role. VK4ZD: said it was a pleasure to know Phil and having hosted him it was a pleasure to know him. Noel ex VK2IWT also thanked Phil. Phil Thanked everyone for the comments.
- Ingo KK6EWB for his role as Treasurer noting that Ingo was also not continuing in the role.
- Ed N4EDT for running the weekly Zoom Meetings in North America

Chairman John commented that when he first joined ROAR there used to be international nets in many countries. A small number of nets still remain and that ZOOM seems to have taken the place. On behalf of Pres. Vernon: Thanks to Ed for the NA Zoom meeting that is flourishing.

Ed said he was proud to chair the ZOOM get together and it is the highlight of his week.

Election of Officers

Secretary: One nomination was received prior to the AGM as requested. Nick Wilkinson G4HCK PhD Proposed Diane Main VK4DI as her resume had been seen by the President and the nomination had been circulated prior to the AGM. (CV attached)

Point of order: Ed says he sent a proposal to be put on the agenda to Pres Vernon & Diane to be added to the agenda re combining the 2 positions of secretary & treasurer and Ed wanted that to be discussed.

Diane advised she had not received any formal motion.

NOTE: Nothing was received after the formal request for items to be put on the Agenda was sent out.

NOTE: All nominations were to be accompanied by a Resume. Only 1 formal nomination with resume was received

NOTE: The agenda was published on the website and members notified in time for Ed to have formally proposed the motion. This was not done.

Ed further claimed that the ANZO region had decided the proposal was not to go on the agenda and that Chairman John was aware.

John replied that he did not recall ever making such a comment about the agenda, he did recall receiving a comment about the desirability of merging the 2 offices but that is not what is on the agenda.

John then stated that we have a valid nomination for a valid vacancy and that we should look at that. Ed then countered with "Is it your decision as chair of this meeting that that be rejected from the agenda and deferred until the next year ? is That Correct?"

John Replied " That would be my statement at this point but the things is there are 2 agenda items for the positions of Secretary and treasurer and it would be of no disadvantage to anybody if these 2 positions are filled . There is a person who can fill the office of Secretary and so ROAR will be sustained, and if there is a person who can fill the office of Treasurer then ROAR will be sustained, so I don't think there is any loss of goodness or utility to ROAR if we proceed through the agenda with both of these, there is no loss to ROAR".

Bill VK4ZD stated he had seen a copy of the email from ED to President Vernon and if he remembered correctly, it was a suggested list of items that should be included for the AGM and that was listed as a suggested item, but it wasn't in fact mentioned by anybody including President Vernon as an item for inclusion and that was as far as it went. The list was only a suggested list.

John then repeated the nomination.

Motion to accept the nomination: Howie Parish K2TWL

Seconded by: David Smith ZL2WT

The Motion was defeated 11-8 with a block vote of hands from the US Members in the room, which saw also some members in the room putting up 2 hands and being advised by the Chairman that was not allowed.

John advised there would be no secretary if this continued.

Ed reiterated that no one in the room was voting for Diane: including the person who proposed the motion in the room.

John Advised that there is no Secretary as the vote was against the only nomination.

Nate proposed Douglas Dersch from the floor. Ed seconded.

Chairman asked if there was a CV for the nomination. He was not prepared to accept a nomination without a prior resume. Douglas didn't provide one prior to the AGM nor was one presented at the meeting.

Chairman John said he would not accept a nomination from the floor as no one has had the opportunity to see anything of the person being nominated. We will not have someone put up without due prior notification.

The Chairman advised that full disclosure of the person's abilities is required.

Any nomination for these positions should be disclosed to the entire membership before it is acted on. We have one such nomination which has been block voted by people in a region namely the US and John stated he did not think that was particularly sensible but that is what has been done.

"It will leave us in a position with no Secretary.

I'm not prepared to accept somebody who's name I have never heard of, nobody else has ever heard of them outside of a very small group within ROAR, it hasn't been circulated to the membership and that is not a particularly sensible thing for any fellowship to do"

Ed then stated that Doug Dersch was a member in good standing and dues paid members; John replied he had no doubt of that, but we have not had the opportunity and his nomination could have been put forward in plenty of time. It sounds to some others who are not present that it is a last-minute rush to put someone in place and John did not think that was acceptable.

Ed then said that putting the agenda together was a last-minute rush and he'd been trying to work with Vernon.

From Diane VK4DI: we had no published agenda last year, we had no notifications. I did the best I could to get the agenda compiled, I sent out an email with a 7 day timeline: I received no nominations, I re-sent the emails again and as Ed did not see the original email I resent it to him specifically. I would have accepted any more nominations, but no more formal nominations came in. Suggestions are not a formal notification, nor have they ever been in all the years I have been a secretary for Rotary, Radio Clubs or the local Chamber of Commerce. They have to be in writing.

NOTE; The AGM notification was sent out late due to the lack of any email from the secretary who was unwell. The AGM Secretary was in the unenviable position of advising of the AGM and then requesting items for the Agenda. It is grossly unfair to assign blame in this case.

NOTE: The agenda was being worked on by Vernon's appointed Chair & Secretary in conjunction with Vernon. Ample notification was given to supply items for the agenda, including reminders sent via email.

The chair declared there was no Secretary.

Treasurer:

No Nomination with CV was received or published prior to the AGM.

The treasurer needs to be a person of good standing in the USA due to the banking system requirements.

Ed proposed Douglas Dersch from the floor. Chairman asked if there was a CV for the nomination. Douglas didn't provide one prior to the AGM nor was one presented at the meeting.

Ed said the reason for the joint position was to simply data entry for records.

Ed suggested all the VP's and Vernon get together and reach an agreement on how to deal with the issue.

John stated that there had been discussions re a single person doing the 2 positions and it was not gaining one at that was getting any positive feelings.

No Treasurer able to be appointed.

The Matter to be referred to President Vernon Readhead GOEGW to appoint a Secretary & Treasurer.

Vernon will need to see a CV and / or credentials as there needs to be transparency in the appointment process.

John further said" it is not good form to propose a person at an AGM without prior notification, it promotes ill will, and you can vote as you like when you see people's CV (Resume) & Credentials that makes perfect sense. You don't have to like who's put up and you can vote how you wish, but let there be transparency, and as a past President of this organisation I would absolutely and utterly urge transparency at meetings like this, and some of you have commented are quite correct that here have been meetings where there has not been any transparency and we are doing our best this year to ensure that there is some, maybe next year we will be shocked by the amount of transparency we have."

Joe Spears: Says that John was being inaccurate: he had attempted to contact Vernon and he has been totally unresponsive, it's been a disappointment and to blame on the members and those that are serving on board positions. They (in the US) tried their best to move things forward to propose candidates etc.

Discussion

Motion on Governance issues Document prepared by PP Dr John Moriarty PhD at the request of IPP Ed Tyler in 2020. This document has been previously circulated and sent to Ed Tyler prior to the 2021 AGM and was not tabled or discussed at the 2021 AGM. ROAR's current constitution is very thin, there is not a great deal in it, it doesn't have any job descriptions for VP's we don't have any statements of what VP's should be doing and we also don't have any clear pathways for action when

things aren't as we would expect them to be. For example, if there was no treasurer or nor secretary or VP or even no President we don't have rules that say how we should go about appointing somebody to do those jobs. So the Bylaws that have been put up for the last 7 days and also circulated to all VP's over the last 2 years attempt to fix that particular issue. They are not utterly comprehensive as By-Laws but they do address the various difficulties that have arisen.

The Motion & Document have been emailed to members and are also available on the IFROAR.org website and noted on the Facebook page.

David Smith ZL1WT moved the motion to accept the New Constitution & Bylaws

Doug Birt ZL1BFS Seconded the motion.

By-Laws then up for discussion

Noel McLaren VK2IWT/WD8QHT commented that as one of those who drafted the original Constitution they didn't want it to be too complicated but in usage it has turned out to be inadequate and therefore the additions to the By-laws are needed to flesh out the Constitution and seem to be well in order and needed. Noel recommended we move on the adoption of those By-Laws.

There were no comments opposing the By-Laws expressed at this time

Diane commented that the Bylaws were requested by IPP Ed and the circulated by John when he prepared them and have put in a lot of work to do and she knows that this is something that you do for work and your profession and she values the work you do and if they are defeated for any reason it would be a very sad day for ROAR as we are a Fellowship, a friendship group and all she was getting was a lot of negativity. This is a very positive document and she thought think that if it's not adopted it is a very short-sighted move

The Vote was taken and counted in the room by Ed N4EDT and the Chairman John on the ZOOM attendees

The motion passed 9 to 8 (note all 8 NO votes were in the room at Houston)

Chairman John commented that the Bylaws can always be modified at the next AGM. They are not permanent, but try them and you will find it fixes most of the problems.

General Business

10 points in the discussion area from Joe Spears AF1E to President Vernon previously that had been included at the Request of President Vernon were withdrawn by Joe. He stated they were operational items, not for general discussion.

NOTE: Vernon had asked for them to be included as he felt they were not items he should make a unilateral decision on.

Chairman John said he felt there were a lot of very good ideas in the list and that he hoped they would continue to be pursued.

Joe sated that he appreciated that.

Request from ROAR-Japan

Bill Main VK4ZD had an email from Tim Masuda JH1NVZ Past VP Japan the previous day>

Roar -J has expressed an intention to run an event for publicity to Hams and Rotarians to expand their membership.

The event has been published in JA Rotary magazine for an expedition to Mt Fuji; They are asking if ROAR can assist with funding. Past President Ed has suggested that various organisations within ROAR do is to have their costs supplemented, they are asking for \$1,000 USD

The proposal has been presented to President Vernon and he is supportive of the proposal as it is promoting ROAR.

IPP Ed commented he spoke to RI Fellowships and there was some discussion as to whether we can or can't pay for this activity and the result is we can but it needs to be co-ordinated through her office in order to do it properly.

Chairman John asked for a repeat of the first part of Ed's comment, as he missed part of it

Ed then stated to make what would be a charitable donation to another organisation technically from what we understand is not permissible for ROAR but that is incorrect Lisa has said we co ordinate such donations through her Office.

Question from Diane: isn't this just an internal ROAR item as it is ROAR members. ROAR-Japan it's not a separate organisation. Is there a difference as we could understand if we were going to give money to Disaster Aid or something, but seeing as these are ROAR-J members you (Ed) said we should be able to give money back to the regions if they were doing something to publicise ROAR. Is there a reason why there is a difference?

Ed replied: there is an issue giving money to ROAR Members, the group is situated in the US as a non profit organisation and there are restrictions about how you deal with this. Were this is a donation that would go to someone who is not an officer Ed believed it could be accommodated.

Chairman John: In his opinion the matter is easily solved what ROAR Japan is doing is in similar vein to what we do with the Reflector XLX299R. It is incumbent on the Japanese to put forward to President Vernon a proposal as to how they going to use their Amateur Radio / ROAR expertise & facilities to promote ROAR. If they can do that, put in writing and send to President Vernon it becomes a simple matter of ROAR members helping ROAR Members to promote the Fellowship.

How-ever there are rules, no member can benefit from it and the benefits that come from such a donation can benefit all members of ROAR.

In the case of the XLX299R reflector all ROAR members around the world can use it any time of the day or night.

If we send money to Japan they will have to explain how it will fit within the rules.

Approval for payment lies within President Vernon's delegation of Authority and are written in the BY-Laws and in any case were written up from the AGM in Toronto.

Ed commented that if the money was going to ROAR-Japan he felt we could do that at which point it would be the Japanese laws that would be the controlling item on how the money was disbursed and who received it. This would take The International Fellowship out of any legal issues.

Chairman John stated that he wouldn't accept that logic at all. If you know what is happening, then you know what is happening and you wouldn't get away with that one. We are a Fellowship of all regions and all regions are part of ROAR so if any region wishes to do something then the other

regions can expect total transparency on how that something is done. He doesn't accept that ROAR Japan, RIBI, USCBW or ANZO are all independent entities that can do what they like, they are not, they are part of a single Fellowship so there has to be universal transparency here and if the Japanese can provide that the case will likely advance. If they can't provide that, he would suggest that their case was difficult to advance.

IPP Ed said all he was trying to do was to stay clear of the US 501 c3 on Charitable contribution laws.

Chairman John stated we are not an incorporated entity. Jeff (spelling?) Brennan when he did his work simply set us up as a Not-for-Profit entity, we are not under any incorporation in the USA at all, but banks understand from the work that Jeff Brennan did that we are operating as an unincorporated entity and the liability still rests with the members. The risks of that are low, extremely low if we carry on in a highly transparent and straightforward manner.

Ed agreed we are not incorporated but thought we should be to isolate the officers from any liability associated with this.

Ed also said he did not see any problem supplying the funds to the Japanese group, it's no different to paying money for a ZOOM activity.

Diane: commented it is more the size of the donation, USD \$1,000 is a large sum and all that is being asked of the Japanese is to give us a breakdown of what the money is going to be used for.

Chairman John: to be clear, this is not a donation but an ex-gratia payment to ROAR J as members being re-imbursed for the publicity. We are not donating anything: it's members getting members' money back. It is the circle of membership, there is no charitable issue at all. Members money is circulating

Ed asked if this was a motion: the reply was no it has simply been brought up in General Business and in the interests of transparency it has been announce by Bill (VK4ZD) because he had an email from the Japanese folk.

Ed requested we get it into business or a discussion and deal with it due to lack of time in the room.

Chairman John ROAR will thrive when the different regions as being part and parcel of a different but united way that we can conduct our Fellowship with Amateur Radio. It's testing times for AR, John said that through his association with the IARU where many issues are besetting us around the world and it's good to see the ARRL and other organisations are joining with IARU Region 1 and trying to offset some of the assaults that are coming on AR frequencies. Bear in mind there are a lot of us working behind the scenes to make sure we have access to our frequencies and the noise that they would otherwise be throwing at us would otherwise happen. works harmoniously.

Thanks to all.

Meeting Closed at 1915 UTC

Addendum: It should be noted that at all times when a vote was taken Mr Tyler was out of view behind the camera. There were a number of visitors in the room who could have been tasked to control the camera and take the count of votes.

Addendum: The recording function on ZOOM was not turned off at the closure of the AGM and interestingly Howie Parish K2TWL was heard to say to Ed Tyler "I'm sorry about that motion, I was not aware what was planned, I thought they were just looking to get a motion from the floor, and no one seemed to be responding so I did. But then I recognised what was happening when you got 11

negative votes and Doug was in line to be the combined position, I would support the combined position. He apologised for jumping the gun.

Make of that what you will.

AGM Secretary

Diane Main

VK4DI/ AG5JI

List of Attendees Via ZOOM or in person

Joe Spears AF1E VP USCB East

Nate McClure N8TE

Peter More WA6LBY

Howie Parish K2TWL

Bill Main VK4ZD PP

Diane Main VK4DI Communicator Editor

John Moriarty ZL2JPM PP

William Cowell G0OPL

Alan Bennett AE6OH

Bob Frost G3SZF

V Ajoy VU2JHM (*honorary member as he is a Member Of Lions International not Rotary International as indicated by his use of Lion Ajoy*)

Nicholas Wilkinson G4HCK

David Smith ZL2WT

Doug Dersch KD2VQA

Douglas Birt ZL1BFS (sadly SK since the AGM)

Philip Byrne VK2MCB VP ANZO

Phil Fleming N9HWO Retiring Secretary

John Cannell G7OAJ

Noel McLaren WD8QHD /VA3

Ingo Werk KK6EWB retiring Treasurer

Bill Perkins KC4D

Ed Tyler N4EDT PP

Craig Bledsoe KL7H VP USCB West

Jim Brown K1VFY

Val Williams KC6PNF

Karl Koenig KD7HXJ

Donald Sharp KJ4YJZ

Kirk Brown KB7RV

Joe Miller K9OWU

Debbie Miller K9TIG

Raymond Warne: Not Licensed

Randy Rickleffs WA9YCB

Donald Fipps KJ9NQQ

Various visitors in the Houston meeting room who were not identified.

Apologies

President Vernon Readhead GOEGW as he was attending a specialist medical appointment that couldn't be re-scheduled

Peter Lowe VK3KCD