Disney Emergency Amateur Radio Services

D. E. A. R. S.

BOARD MEETING MINUTES

PO Box 690905, Orlando, Florida 32869-0905 <https://wd4wdw.org>

Type meeting: Board Meeting February 26, 2020

Meeting Location: Disney’s All-Star Cast Services Building, Box Office conference room

Attendees:

|  |  |  |  |
| --- | --- | --- | --- |
| Steve Martin | Ian Ward | Andy Milluzzi | Angel Hernandez |
| David Venable | Katie Venable | Penni Nichols |

Call to order at 6:01pm by Andy Milluzzi

Introductions were held

**Secretary’s Report**

* Minutes from previous meeting made available on the club’s website, <https://wd4wdw.org>
* The secretary read a summary of the previous club meeting minutes
* Previous meeting minutes were accepted by the attendees

**Treasurer's Report**

* The club’s current balance is $10,090.18
* The withdrawal from SunTrust to BB&T cleared
* $231.00 was deposited from HamCation volunteering
* $59.00 was deposited from Brenda Davis
* $27.89 was deposited from Amazon Smile donations
* A brief description of Amazon Smile was provided for new members

**Old Business**

* Shack Antenna Work
  + The club is still soliciting permits for a general contractor to provide the permits
  + The actual antenna tower work may be subcontracted out by that contractor
  + The antenna tower is near a substation
  + Google Maps was used to provide overview pictures of the location
  + We would like to hold a Shack Workday on March 15th from 1pm-4pm.
    - Resolve issues from fire inspection
    - Clean up and organize
* March meeting topic
  + The next general meeting will take place on March 11th
  + Might reach out to ARRL’s Bob Inderbitzen (NQ1R) for a video call
  + Might reach out to the Lea family and discuss youth on the air
  + Might discuss weather topics
  + Could potentially do another antenna build if no speaker is available
* Bylaws Proposals
  + The bylaws Article 4 to be amended to read: "The fiscal year starts on One (1) **July** and ends on **Thirty (30) June**."
    - Carlos Fernandes (KC4FER) approved by email
    - No other comments were brought forward
  + The bylaws Article 3, Section 4 to be amended as follows:

From: "Member-In -Good Standing. A Regular or Associate member who shall be certified by the club secretary as one who has attended one regular meeting or DEARS event during the previous 12 months is thus eligible to vote and hold elective or appointive office."

To: "Member-In-Good Standing. A Regular or Associate member who shall be certified by the club secretary as one who has **completed a "membership" or "continuing membership" form for the current fiscal year** is thus eligible to vote and hold elective or appointive office. **Members-In-Good Standing may complete the "continuing membership" form up to 30 days before or 30 days after the start of the fiscal year to maintain their membership. After the 30 day grace window has ended, a new "membership" form must be submitted.**"

* Ian suggested adding a time period, such as “must have attended a meeting or event in the last six months”
* Carlos Fernandes (KC4FER) suggested by email “Having the membership application updated every year makes perfect sense, even if it's just to keep contact information updated and current. The only note I would make, is maybe define a retention period for the record keeping by the secretary. I'm helping with website maintenance for another HAM club and they have archives all the way back to 2015 and it gets rather ungainly to maintain.”
* No other comments were brought forward
  + The bylaws Article 3, Section 10 to be amended as follows:

From: "Inactive Members. The DEARS executive officers shall be authorized to remove inactive members from the roster of DEARS membership at their discretion. An inactive member is defined as a member not in good standing who has not attended a club event or activity for a period of 18 months. Communications with a DEARS net shall be considered a DEARS activity."

To: "Inactive Members. The DEARS executive officers shall be authorized to remove inactive members from the roster of DEARS membership at their discretion. An inactive member is defined as a member not in good standing **who has not completed a "membership" or "continuing membership" form during for current fiscal year.**"

* Carlos Fernandes (KC4FER) approved by email
* Ian requested to know who an active member is
* No other comments were brought forward
  + The bylaws Article 6, Section 10 be added to read: "**All club officers shall use club-provided email and cloud storage for all club business and documents.**"
    - Carlos Fernandes (KC4FER) approved by email
    - Ian asked if it should include the Trustee and Webmaster
    - Andy suggested that it include all club officers and members acting in an official club capacity
    - No other comments were brought forward
  + The bylaws Article 6, Section 8 to be amended as follows:

From: "Duties of Secretary. The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of DEARS or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation.

“Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of DEARS a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors."

To: "Duties of Secretary. The secretary shall:

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Keep at the principal office of DEARS or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation.

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Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

**Maintain the digital copy of official club documents. Official club documents are defined as all documents held by the Secretary or surrendered by the membership to the Secretary by April 10th, 2020 at 12:00 am. Any documents not held by the Secretary after this date are considered non-binding.**

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In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors."

* Carlos Fernandes (KC4FER) approved by email
* Steve Martin proposed allowing the keeping of electronic documents rather than requiring a physical copy at the “principle office of DEARS”
* No other comments were brought forward
  + Andy may propose that the Bylaws document supersede all other club documents such as the Constitution
  + Ian may propose that we get rid of the Constitution, leaving only the Bylaws
    - Angel – if we get rid of the Constitution then the Bylaws become the Constitution
  + There may be a proposal to make the Trustee position a Cast Member position
  + There may be a proposal to require that a budget be created and ratified at a particular time of the year
  + There may be a proposal to require an annual audit of club finances at a particular time of the year
  + There may be a proposal to require club dues

**New Business**

* Club Officer Nominations and Elections Planning
  + At the next meeting we will have the call for nominations
  + We will have four officers and a Member at Large (who is not required to be a Cast Member)
* Kickoff Field Day Planning
  + Ricardo Galarza has posted a good checklist on Slack
  + Andy will see who is interested in assisting at the next meeting
  + Need to secure the field near Fire Station #4
  + We might be able to borrow the Disney trailer that has the tower on it
  + We need to begin purchasing items soon
  + Ian to sticker/label the fans and other new items purchased
  + We should attempt to make it easier for any future officers should they change in April
  + Andy to pick up free tarp(s) from Harbor Freight
  + We should try for another organized competitive field day event this year and make it abundantly clear to the club membership
  + Potentially purchase an inverter generator
  + Potentially purchase the 10x20 screened-in tent that was budgeted for
  + We may want to rent the field in April or May to try out antennas
  + How many participants? We had 9 operators last year
  + Are we doing 24 hours? Yes
  + At least three shifts, if not more
  + Family dinner? We can bring small propane grills but still need more coordination here
* VE Testing
  + Angel will assist with the VE test session at the next general meeting.
  + All testing materials are in the club shack. We can bring them to the next meeting.
  + We need at least two more VE’s in addition to Angel in order to hold a testing session
  + Sean would typically list our testing dates on the ARRL website
  + Ian can provision an email alias for the VE Testing Coordinator

**Open Discussion**

* We would like to switch to the new Outlook generic club email addresses at this time
  + Ian will make the switch and flip the DNS records accordingly
  + Club officers should begin using the new emails going forward

Closure - 7:28pm