

Draft February 13, 2023 KARS Board of Directors Special Meeting Minutes

The meeting was called to order by KARS President Ben Koerner at 7:00 PM at the Pioneer House at the Agricultural Museum in Boerne. A quorum of the directors was present: Ben Koerner, Don Udell, Jim Nelson, Mark Rosier, and Marsh Pronneke.

Motion considered and passed: After discussion, Don Udell moved that

“The Board of Directors appoints Fred Wolf to fill the vacant position of Treasurer for the remainder of the unexpired term.”

The motion was seconded by Jim Nelson. The motion passed.

Motion considered and passed: After discussion, Don Udell moved that

“The Board asks Dave Moore to send a letter to the Texas Heritage Bank in Boerne instructing them to (1) convert the KARS checking account to a Heritage Community Checking or equivalent account, and, (2) provide Fred Wolf full access to the checking account with privileges to manage the account and associated debit/charge cards.”

The motion was seconded by Marsh Pronneke. The motion passed.

Motion considered and passed: After discussion, Don Udell moved that

“The Board adopts the following resolution:

‘Resolution – The Board of Directors recommends that the Kendall Amateur Radio Society’s Articles of Incorporation be amended as follows:

Article Eleven – Amendments

The Certificate of Formation may be amended in accordance with the Texas Business Organizations Code as it applies to nonprofit corporations, except that it may not be amended in a manner inconsistent with 26 U.S. Code § 501(c)(3). The corporation’s bylaws may be amended by the voting members in accordance with the manner specified in the bylaws.’ ”

The motion was seconded by Jim Nelson. The motion passed.

Motion considered and passed: After discussion, Don Udell moved that

a. The Board of Directors hereby calls a special member meeting for March 2, 2023, at 6:40 PM at the Pioneer House at the Agricultural Museum in Boerne for the voting members to consider and vote on adopting the proposed amendment to the KARS’ Certificate of Formation.

b. The Secretary is directed to send the notice of the meeting to those voting members who have given email addresses to the Secretary. The Secretary may delegate to

another KARS voting member the sending of the notification email. The notification email shall be sent no later than Thursday, February 16, 2023.”

The motion was seconded by _Fred Wolf. The motion passed.

Motion considered and passed: After discussion, Don Udel moved that

“Marsh Pronneke is authorized to spend up to \$300 for

- a. Repair parts for the KARS repeater equipment damaged by the winter ice storm during the week of February 6, 2023, and,
- b. Parts needed to put the repeater back-up batteries into service.”

The motion was seconded by Mark Rosier. The motion passed.

There was further discussion on KARS Financial Affairs. One item is that Fred Wolf and others will check into alternate services to the current “Square” online payment service for KARS member’s dues payments and other funds being given to KARS. This item will be discussed further at the March 2, 2023 regular Board meeting. There was also discussion on perhaps having a third person with authority to access the account in case someone is out of town.

There was discussion on identifying a member to back up Al Walters in managing the KARS KB5TX.org website so that there will be a person prepared when Al wishes to transition the management to another person. Al Walters will check into alternate ways to host the KARS website on the internet.

At 7:06 PM, Jim Nelson made a motion to adjourn the meeting. It was seconded by Don Udel and passed.

Signed: _____

Jim Nelson W6TIR

KARS Secretary