

Minutes of the AllStarLink (ASL) Members Meeting  
Feb 14, 2021 - 1000 Pacific / 1300 Eastern

Present via WebEx:

- Ben Cranston - KE8CGS
- JJ Cummings - N0PKT
- Bryan Fields - W9CR
- Nathan Hardman - N8THN
- Tom Hayward - KD7LXL
- Jason Kendall - VE3YCA
- Jeremy Lincicome - W0JRL
- Fred Moses - W8FSM
- Stacy Olivas - KG7QIN
- and 7 other members

AllStarLink, Inc. Board Notification:

Sent via First Class Certified Mail to Registered Agent on record per Florida Statute ("FS") 617.

USPS Tracking number: 70171000000089567759

Sent on 2/8/21; Attempted Delivery on 2/10/21; Picked up at Post Office on 2/11/21.

All times listed are Eastern Standard Time (EST).

13:00: Call Opened - First 16 Participants arrived.

13:10: Meeting locked, no additional members permitted - No AllStarLink, Inc. board representation. Note, no other members attempted to join after this either.

13:13: Motion to call Stacy Olivas as Chair Pro-Term:

Second by Fred Moses.

0 Nays, 16 Ayes, 0 Abstains - Ayes have it, Motion Carried.

13:15: Motion for Jason Kendall to act as Secretary Pro-Term:

Second by Fred Moses.

0 Nays, 16 Ayes, 0 Abstains - Ayes have it, Motion Carried.

13:16: Official roll call, noted above.

13:19: Point of order - Request to accept proxy votes - Bryan Fields:

Second by Fred Moses.

Bryan Fields: 14 -- Valid and Accepted by the Chair.

JJ Cummings : Assign Proxy to Jason Kendall should JJ need to leave -- Accepted by the Chair.

13:23: Identified actions of the board in violation of Florida State Law FS617:

- Conducting business without holding meetings;
- Conspiring against the members of the Admin Committee;
- Failure to invite the members to meetings as agreed to;
- Failure to communicate with the members;
- Failure to update financial statements to the members;
- Conducting meetings without a quorum present (FS 617.0824);
- Removal of members in violation of FS 617.0607;
- Violation of FS 617.0701 in failure to hold annual member meetings;

13:26: Motion to Censure and remove the board for these actions:

Second by Fred Moses.

13:27: Noted board is not available to defend themselves.

13:28: Motion amended to only censure:

Seconded by Fred Moses.

0 Nays, 16 Ayes, 0 Abstains - Ayes have it, Motion Carried.

13:29: Noted that due to the number of people, only Nays are counted, all others assumed Ayes.

13:30: Point of order, Proxy votes should be counted:

0 Nays, 16 Online, 14 Proxy Ayes, 0 Abstains - Ayes have it, Motion Carried.

13:32: Nathan Hardman requests Fred Moses to act as Proxy and leaves the call, accepted by the Chair.

13:33: Review Charges proposed against the board:

Pete Elke - WI6H – President – For conspiring to divide the ASL community, working against the community and its developers, conducting meetings in secret, not conducting meetings as agreed with members present, allowing censorship to go unchecked on ASL forums, and lying to the community regarding the nature of the ASL system cutover.

Tim Sawyer - WD6AWP – VP – Working against the community, scraping all data and configurations from the ASL servers, participating in secret meetings without notice to the members, lying to the community regarding the system cutover, hostile conduct in the developer community and misuse of the club station.

Todd Lesser - KM6RPT – Secretary – Working against the community, failing to give notice as required for meetings, failure to take minutes of meetings, lying in public releases relating to actions of the ASL admin team, misuse of ASL funds, attacking donors of ASL in public, failure to attend at least 2/3 of board meetings.

David Shaw - WB6WTM – Treasurer – Working against the community, spending monies without votes of the board, failure to account for missing funds from the PayPal and bank accounts, and failure to work or respond to inquiries of the members.

Kevin Custer - W3KKC – Director – Working against the community, failure to engage with the admins, failure to attend at least 2/3 of board meetings, and failure to act in a manner fitting a Director with duties to the members.

13:42: Motion to remove the board - Bryan Fields:

Seconded by Fred Moses.

Request by Chair for any questions, or comments:

Comments By: Tom Hayward.

13:43: Point of order, Bryan Fields - Amend that this is for removal, not censure.

13:44: Point of order, a member requests motion be re-raised, and seconded due to the misunderstanding of the motion.

13:45: Motion to remove the board - Bryan Fields:

Seconded by Fred Moses.

0 Nays, 15 Online, 15 Proxy Ayes, 0 Abstains - Ayes have it, Motion Carried.

13:46: Nomination by Bryan Fields for the Following:

Stacy Olivas as Chair;

Bryan Fields as Secretary;

Jeremy Lincicome as Treasurer.

Seconded by Fred Moses.

0 Nays, 15 Online, 15 Proxy Ayes, 0 Abstains - Ayes have it, Motion Carried.

13:48: Motion to enact new bylaws as submitted - Bryan Fields.

There is currently no bylaws for the corporation, These proposed have been reviewed and are open to amendment later as well. Bylaws are necessary for the operation of the corporation. Floor open to discussions.

13:52: Seconded by Fred Moses.

0 Nays, 15 Online, 15 Proxy, 0 Abstains - Ayes have it, Motion Carried.

13:53: Point of order by Bryan Fields - Jason is Secretary Pro-Term for this meeting, and as such meeting minutes will be passed to Bryan for posting and any action referenced to the Secretary role.

13:55: Point of order - a member requests Jeremy Lincicome become proxy and left call -- Accepted by the Chair.

13:56: Motion to send formal notices to the former board members instructing them on how to transition their responsibilities and record to the new board - Bryan Fields:

Seconded by Fred Moses.

0 Nays, 14 Online, 16 Proxy, 0 Abstains - Ayes have it, Motion Carried.

13:58: Motion to appoint a new trustee to the club station WB6NIL - Bryan Fields:  
Seconded by Fred Moses.  
New bylaws indicate this is a decision of the Chair:  
Chair has appointed Jeremy Lincicome for the WB6NIL club station.

14:02: Motion to remove the following members from the technical committee and any administration function with ASL and send formal notices to them instructing them on how to transition their responsibilities and record to the new board - Bryan Fields:

- Andrew Lauppe - NB8P
- Adam Paul - KC1KKC
- Rob Vella - KK9ROB
- Mike Wolthuis - KB8ZGL

Seconded by Fred Moses.  
0 Nays, 14 Online, 16 Proxy, 0 Abstains - Ayes have it, Motion Carried.

14:04: Motion to permit the Board to take the following actions as they deem necessary - Stacy Olivas:

- Demand from the registrar (Gandi) to restore access to the DNS names
- Demand to the hosts and former technical committee members for access to Google/Amazon and any other services (NFO Servers/etc.)
- Demand to former treasurer and the bank used by AllStarLink, Inc. to transition to the new treasurer
- Notice to the insurance agent that the board has changed and a copy of the policy
- Begin planning for the next meeting under the new bylaws
- Any other issues to transition from the prior board members

Seconded by Fred Moses.  
0 Nays, 14 Online, 16 Proxy, 0 Abstains - Ayes have it, Motion Carried.

14:05: Point of order - Bryan Fields - Bylaws do not require members' votes for the above, but good to note for transparency.

14:06: Motion to adjourn:  
Second by Fred Moses.  
Motion Carried.