Special Board Meeting 3905 Century Club
Minutes-UnApproved 27-August-2026

Local Thursday, August 27, 2026,
5 PM Alaska /6pm Pacific /7pm Mountain /8pm Central /9pm Eastern /10pm Atlantic
(August 28, 2026,01:00 UTC)

Zoom meeting to be held at:
https://us02web.zoom.us/j/82083810825?pwd=cnhZMkU4blB6OFVjcmFGNFlrOGpZUT09

Visitors are welcome to attend on Zoom. Visitors, please mute your video and audio. It is very helpful for the record if everyone uses the Zoom "rename" feature to add your callsign to your name. To do so, click the three dots in the top right corner of your picture block.

Board Meeting Minutes:

1. Call to Order and Attendance roll call by KL7OR at 0100Z. He then immediately called for the selection of a temporary chairman to conduct this meeting up until the election is complete. VE3CMB was elected as temporary chairman, and he proceeded with the roll call:

3905 Century Club, Inc.
Board of Directors

AREA	Director	Assistant Area Director
1st	**KB1XP** – Michael Samulenas	AA1NZ – Tom Bates
2nd	**N2XTT** – Peter Summers	**AC2MT** – Rich Walbert
3rd	**KE3HAY** – Keon Hayes	KE3UY – Mark Holloway
4th	Vacant	**AI4K** – David A. Yarbrough
5th	WA6LBU – Clay Mayrose	KM5MS – Dale Casterline
6th	**WY6N** – Wayne Harris	KJ8O – Joe Miller
7th	**KF7HNC** -- Joseph Bevier	K7PGL – Randy Hanrahan
8th	**W8NET** – Gene Marsh	W8JCS– Dan Gallmeyer
9th	W9ROG – Roger Callewaert	**W9WWG** – Virgil Warren
10th	**W6PNY** - Mac McCracken, Jr	N8BF - Byron J Fiedler
DX	**VE3CMB** – Craig McLoughlin	VA3YKT – John Gadoua
	President	**KL7OR** – Dean Davis
	Vice President	**AA1NA** – Kirk Frazier
	Secretary	**N3VEJ** – Doug Wittich
	Treasurer	K9GWS – Gary Slagle

All votes will be conducted by area number beginning with DX, then 10, down to 1, then officers.

Proxy Voters: *Submit all proxy appointments, using a member within your call area, to both: Dean <dean@alpinesoft.com>; "Doug N3VEJ" wittich@comcast.net. See bylaws for complete details.*

Visitor Attendance: K9TPT, AE4NT, KB3ONN, K4JEL, KI4WCQ

PROXY: None registered

NEW Business –

2. Appoint a temporary chair to conduct the following election.
W8NET nominated VE3CMB. Second W6PNY

KL7OR handed off the chair to VE3CMB. VE3CMB then conducted the roll call for attendance and declared that a quorum was present.

3. Pronouncement of a vacancy for Chairman. Completed via reference to letter from the President.

4. Temporary chair calls for nominations.
W8NET nominated VE3CMB. Second KF7HNC

There being no additional nominations, the Board proceeded to a roll-call vote by call area.

Craig and the participating Area Directors voted in favor. During the vote, a question arose concerning whether Dave (AI4K), representing the Fourth Area, was authorized to vote because the Fourth Area Director position was vacant.

After discussion, Craig ruled that the Constitution takes precedence over the Bylaws where the two appear to conflict and permitted Dave to cast the Fourth Area vote.

Dave (AI4K) voted yes.

The motion/election passed unanimously among the directors present, and Craig (VE3CMB) was elected Chairman of the Board for the remainder of the current fiscal year.

Votes for VE3CMB as Chairman:

DX - VE3CMB - Yes 10 - W6PNY - Yes 9 – W9WWG - Yes	8 - W8NET - Yes 7 - KF7HNC - Yes 6 - WY6N - Yes 5 - WA6LBU - Absent	4 - AI4K – Yes 3 - KE3HAY - Yes 2 - N2XTT - Yes 1 - KB1XP - Yes

Temporary Chair tallies the votes and announces results.
Votes: 10 votes FOR VE3CMB

5. New Chairman assumes the Chair and affirms the next BOD meeting to be Sept 19 at 14:30 CDT in person at the Eyeball gathering. The next meeting date has been confirmed.

6. Discussion Regarding Assistant Area Directors and Vacant Area Director Positions

A substantial discussion followed concerning the effect of a vacant Area Director position on the authority of the Assistant Area Director and other individuals appointed by an Area Director.

The discussion focused particularly on the Fourth Area.

Craig noted that the Bylaws appear to permit an Assistant Area Director to vote when the Area Director is unavailable, but do not clearly provide for an Assistant Area Director to vote when the Area Director's position itself is vacant following resignation. He characterized this as an apparent defect requiring review.

Dave (AI4K) pointed out that the Constitution states that an Assistant Area Director may vote in place of the Area Director and does not distinguish between temporary and permanent absence. He expressed the view that the Constitution therefore takes precedence over the Bylaws.

Doug (N3VEJ), reading from the Constitution, noted that the applicable language states that an Area Director may appoint an Assistant Area Director to serve in the absence of the Area Director, and that the Assistant Area Director may vote in place of the Area Director. He emphasized that the Constitution uses the word "absence" rather than "vacancy."

The Board discussed the hierarchy of governing documents. Craig stated that the order of precedence is:

1. Corporate documents,
2. Constitution, and
3. Bylaws.

The participants generally agreed that the Constitution controls where a conflict exists.

Mac (W6PNY) stated that, although the existing language may be in need of correction, the Board should follow the documents as they currently read until they are formally changed. He suggested that the issue be referred to the Bylaws Committee for review.

Kirk Frazier (AA1NA) expressed the view that the spirit of the Constitution is to ensure that the Fourth Area is represented and suggested that Dave's vote be recorded.

The Board ultimately permitted Dave's vote in the Chairman election.

7. Need for Bylaws Review

The newly elected Chairman stated that the Club's recent Bylaws revision had been a substantial and valuable undertaking but that additional "tweaks" were needed.

Particular concern was expressed about provisions that may conflict with the Constitution or create unintended results when an Area Director resigns or otherwise becomes unavailable.

The discussion favored making the Bylaws clearer and more flexible, rather than simply more restrictive.

Doug (N3VEJ) also cautioned the Board about terminology, noting that the governing documents use the term "Assistant Area Director", not "alternate area director." He urged the Board to use the terminology contained in the governing documents consistently.

Doug further suggested that the Bylaws should be written with sufficient flexibility to accommodate circumstances that may not have been anticipated when the documents were drafted.

No formal motion to amend the Bylaws was made at this meeting. The matter was identified for future consideration and referral to the Bylaws Committee.

8. Fourth Area Awards Manager

Dave (AI4K) asked whether the Fourth Area's Area Awards Manager remained authorized to continue performing that function following the resignation of the Fourth Area Director. He indicated that, if the answer were no, he would need to advise Johnny not to issue Fourth Area awards.

Kirk Frazier stated that the Area Awards Manager could continue serving in that capacity. The discussion distinguished the Awards Manager's continuing duties from the question of voting representation on the Board.

Craig indicated that the Awards Manager should continue processing Fourth Area awards.

Mac (W6PNY) provided an example from the Tenth Area in which he had continued serving as Area Awards Manager while the area was temporarily without an Area Director. He expressed the opinion that the Awards Manager is an important Club function and should not be interrupted merely because an Area Director position is vacant.

9. **Motion for Adjournment** by N2XTT Second W8NET

No rollcall vote taken.		

Adjourned by VE3CMB at 01:29 Z