

ORO VALLEY AMATEUR RADIO CLUB, INC.  
an Arizona Non-Profit Corporation

Minutes of Board of Directors Meeting  
October 3, 2015

A Regular Meeting of the Board of Directors of the Oro Valley Amateur Radio Club, Inc., was held on October 3, 2015 at 9:00 A.M. at the Oro Valley Police Department Emergency Operations Center, 1920 E Tangerine Road, Oro Valley, Arizona.

In attendance at said meeting were the following Board Officers and Directors:

Bob Molczan, KA7VPR -- President  
Scott Boone, K7ADX -- Treasurer  
Howard Chorost, KC7AC -- Secretary  
Dave Coccio, N7AKC  
Gary Schmitz, KT7AZ  
Carl Foster, KB7AZ  
Steve Wood, W1SR -- Program Manager

Members present:

Gary, AE7GP — ARCA Representative  
Lanny, KF7LV - Licensing Manager  
Jim, W5ZIT  
Quinton, NU7Y  
David, AF0H

The Meeting was called to Order by President Bob Molczan, KA7VPR.

The First Order of Business was approval of the following Minutes:

September 5, 2015 Directors Meeting;  
September 18, 2015 Members Meeting.

Upon Motion duly made by N7AKC, and seconded by KT7AZ, and carried, the Reading of said Minutes were waived and the Minutes were approved, without objection. The Minutes were signed and the President directed that the Minutes be posted to the Club Website. The Club Secretary will transmit the approved minutes to Webmaster Bob Stephens, AF9W.

- Continued Hamfest Discussions, including discussion on Raffle prizes for Hamfest— revisit budget; OVARC Sales Table needed. W1SR proposed color Flyers for distribution as advertising. The cost is approximately \$130.00 for 150. Steve will distribute. Motion approved without objections. W1SR proposed Budget for Raffle

increased from \$500.00 to \$650.00 to cover a DMR radio, Yaesu Fusion, and Antenna Tuner. Motion Seconded by KT7AZ. Approved without objection

- Ratification of and Signing of Conflict of Interest Policy. Upon Motion duly made, seconded, and carried, and without objections, the Conflict of Interest Policy was again ratified by the Board. A representative copy of the Policy as signed by each Board Member is attached as a appendix to the Minutes. The Secretary reminded the Board that Board Members should sign the policy following elections each year.
- Holiday Party. The party has been booked for Sunday December 20 — 2:00 - 5:30 PM.
- Nominations and Board Elections to take place in January. Bob will announce at the October Membership Meeting that we have five positions up for election in January for positions currently held by K7ADX, KT7AZ, KC7AC, N7AKC, and W7HD will be voted on at the January Membership Meeting. Board Members whose terms are expiring should let the President know by the next Meeting whether or not they will be running again.
- Progress on repeater call sign change (including progress on ARCA noting the change).
- Progress on ARCA coordination of UHF Pair for Marana. The repeater will be at the Marana Town Hall on the tower (monopole). AE7GP noted that ARCA's consideration of a frequency pair needs to take into account Phoenix traffic; Gary will work on obtaining coordination and will copy Bob with all correspondence. KT7AZ reported it will be at least a month before we have access to the repeater site in Marana. KT7AZ and AK2L met with the IT Director for Marana. They are abandoning the hard line and we can use that. We need a professional tower climber to install the antenna on the monopole. We can probably use the very top of the monopole. We need to install in accordance with commercial specifications. There is emergency power backup available and we will be on that system. Internet is on site with a static ip for our use. Details on access need to be worked out. Marana will not charge for use of their site. AE7GP offered to donate a fiberglass antenna but he will need to first inspect it to verify condition.
- Formation of Committee to propose and submit Silent Key equipment disposal procedure. KT7AZ stressed the importance of appearances to the Membership and we need to address that. W1SR, KT7AZ, KC7AC will work to prepare a Procedure for the Board to vote on.
- Donation of equipment from Ham in Oracle - List of Equipment donated has been placed in the records of the Club. The Treasurer acknowledged receipt of same and acknowledged the issuance of a Donation Receipt.
- KC7AC announced 14 new Techs licensed in Marana last week.

- Dues. K7ADX stressed the importance for a uniform and fair policy on new members and dues. Motion by KA7VPR: If a first time member joins the Club between July 1 and December 31, they will pay half the club rate which is \$12.50. If a first time family member joins within this time period dues will be half the family rate. This is a courtesy offered to first time members only. On January 1, full dues will then be due. Motion seconded by N7AKC, and was approved and carried without objections. The President directed that the Web Site should reflect this change clearly.
- Special Raffle. N7AKC brought up the awkwardness of a Board Member winning the Special Raffle prize. Recently, KA7VPR won the prize and declined to accept it, and instead allowed a re-drawing for the prize. Motion by KA7VPR regarding Board Members and the Special Raffle: If a Board Member purchases a Special Raffle ticket and wins, that Board Member shall forfeit the prize, which will be re-drawn. Motion seconded by W1SR, and approved without objection.
- Fusion repeater idea presented by KT7AZ. Gary stressed the importance of replacing some of the older equipment. Yaesu has a \$500.00 offer for clubs. It can be used on analog. Other ideas on Kenwood. A Motion was approved to allow KT7AZ and AE7GP to investigate these options.

There being no further business for the Board, upon by Motion duly made, seconded, and carried-- and without objections, the Meeting was adjourned.

An ARRL VE Session commenced at 10:30 A.M.

The Board Meeting continued in the hallway and concluded at 11:00 A.M.

Approved:

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Bob Molczan, KA7VPR  
President

Attest:

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Howard A. Chorost, KC7AC  
Secretary

# EXHIBIT “A”

**OVARC Conflict of Interest Policy**  
**Oro Valley Amateur Radio Club, Inc.**  
**An Arizona Non-Profit Corporation**

Article I. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II. Definitions

Section 2.01 Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2.02 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.02, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III. Procedures

### Section 3.01 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 3.02 Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### Section 3.03 Procedures for Addressing the Conflict of Interest

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### Section 3.04 Violations of the Conflicts of Interest Policy

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V. Compensation

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article VI. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,

- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The undersigned hereby acknowledges receipt of a copy of this Policy and agrees to abide by its terms.

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Board Member Signature

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Date

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Board Member Printed Name