



Rich Adamy <ka4gfy@gmail.com>

Re: Allegations By Email

comms <comms@gallagher.us.com>

Tue, Sep 12, 2023 at 10:38 PM

To: Ian <iann8ik@gmail.com>, ARC Leadership Group <arc-leadership-group@googlegroups.com>

Ian,

I'm a little surprised by your responses to efforts by many in the club to improve our current standing. As a member here now for several years, I have listened to the many versions of the history of this club and its personalities. I have also taken stock of the strengths and weaknesses of our club and those of our members individually. We have quite a cast of characters to be sure and most bring substantial backgrounds and talent to the table. I also recognize that we are a volunteer organization but one that fulfills a very professional role with the city. It's a conundrum not unlike a volunteer fire department and we just have to work a little harder to prepare for and execute the requests for support that we receive from the city to insure a fully satisfactory outcome.

Our distribution of the draft Articles of Incorporation on Friday night was done for two reasons; one is to advise the membership of the work underway to move the club to a more favorable tax framework and two, to allow the membership to think about the topic for a little longer than just springing it on them with a short verbal explanation and asking for their vote to approve. As a draft I believe it conveyed the basic ideas behind the change but will also admit that it still needed work and that we are having some issues with software and version control.

As you've chosen to call out many recent leadership actions as personal attacks on Rich Adamy, let's examine the facts and leave the emotional attachment for a different [forum.as](#) emotions have no real place in a business process. We must deal in facts and realistic projections to ensure the club is solvent through the next several decades.

As lead for the trailer, Rich was responsible for the trailer's condition and operation. The visual appearance of the trailer in the fall of 22 was a visual embarrassment despite Rich's monthly reporting indicating otherwise. It was covered in algae/moss and unburned carbon from diesel fuel and other contaminants. This condition is due largely to its parking location being in such close proximity to the Wilson Bridge and the Beltway. This unabated buildup of dirt, algae and unburnt fuel on the trailer gave it the "abandoned" look, unfit for public presentation representing our club. In addition to the dirt and grime, there were also dents in the trailer fenders and all of the logos and lettering were cracked and faded. In an attempt to get the trailer cleaned up and ready for public presentation, we located another member that was familiar with trailers and the materials that would be required to restore the trailer to like- new condition. As we needed the trailer by the Feb / March timeframe and the work would be completed in an outside environment and subject to weather, work on this project began immediately. There was no point in coordinating further with Rich as he thought it "looked ok" and wasn't going to do anything about it. In fact, Rich wanted to withhold the key to the trailer tongue lock until I advised him that I had a schedule for the work with no wiggle room and that I would remove the lock by other means if the key wasn't available. Rich left the key for the trailer tongue lock in his mailbox and said I could go by and get it. Work started later that same day.

Work was completed and photos were shared with the club members. They were amazed how well trailer looked and the member responsible for the physical work received a standing ovation from members present at the meeting. The only response received from Rich was an accusation that we had broken into the trailer (He'd only given us only the tongue lock key to remove the lock and move the trailer) and that accusation was based on a photo that had been pushed out online showing the side door of the trailer open, for which we had no key. Unfortunately for Rich, that photo had been taken 16 years previously and its sole purpose of being used recently was to compare the refurbishment to the original condition of the trailer in 2006. The accusation spoke volumes about Rich's state of mind relative to his perceived individual control of a club asset.

Then we have the VEC session conflict with the membership chair's efforts to gain contact information and meet potential new members while they were exiting the exam site. Instead of trying to accommodate the Membership Chair and finding a way get him exposure to the very people and data he was seeking, Rich straight-armed the whole effort citing some sort of ARRL privacy issues. A call to ARRL on the issue resolved the true facts and restrictions but it was yet another case of having to work around Rich. It was determined that there was no conflict in what the Membership Chair was trying to do and in fact the approach was encouraged by ARRL. All Rich succeeded in doing was derailing the Membership Chairs effort to gain new members and crush his spirit to build membership in any meaningful way. Once again, another control issue.

Moving on to the club's tax filing basis, a lot of work, in terms of time and research have gone into this topic. Rich has been approached at least annually for more than three years and encouraged to move the club to a 501(c)(3) status and

in each dialog, Rich fabricated or distorted the facts to support all the reasons that we should absolutely not shift to a 501(c)(3) standing. Realizing that once again, we would get no support or clear facts from Rich, a group of us began looking at the issue over the past three months. While none of us looking at this problem were CPAs, many had fiscal management backgrounds and Rich's previous responses on 501(c)(3) status didn't really pass the smell test. At this point, we began searching outside in nonprofit accounting circles until we identified what we considered the best of breed locally. We shared recent tax history of the club and its projected financial depth. We were advised that we were a small club that shouldn't really be paying any taxes based on our mission statement and scope of funds moving through our books. We were advised that setting up as a 501(c)(3) would provide immediate benefit to the current tax picture and more significant benefit once we started to receive grant money and other donations.

The notion to change the Club's tax filing status has been socialized with members over the past couple of months and the most common response I received from many members was that they really didn't want to ask but couldn't understand why we hadn't done this drill already. I didn't have a good answer for them.

An examination of other radio clubs in the region indicates that most of the clubs of our size and larger are already 501(c)(3) entities.

Now, in order to accomplish this task, we needed to rewrite the Articles of Incorporation to strengthen the language describing the roles that the Club fills for the City and the local citizens. Heath volunteered to help us start this task. He drafted the updated Articles of Incorporation using the template for Virginia nonprofits and modifying internal organization details as a result of our reviews. The last paragraph which lists the registered agent is generally an attorney but it certainly doesn't have to be that way. I'm an RA for a Rod and Gun Club and I'm not an attorney. In reality, the RA is basically an admin clerks' job. Heath could have put anyone's name in there but as he authored, why not him? It's an administrative POC for the VA SCC. So, again, no attempt to slight Rich but when he looked at it, I'm sure he saw only a directed action written exclusively to disrespect him. Again, a control issue.

Ian, while I admire your loyalty, I'm beginning to question your ability to think independently without emotion. You seem to think this is all part of some larger conspiracy, but that concept escapes me because I can't answer the basic question of "why" or what would be gained from an action of that type? You inferred that there is some attempt to bring issues to the board, gain a vote for the action in the affirmative and jam the issue through the membership as some sort of "pre-approved" item. Nothing could be further from the truth, and I know that you know that. The Board is the body that "makes that sausage" and not the final authority for membership approval. They dive deep and ask the appropriate questions, hopefully surfacing any issues that need to be resolved before delivering the topic to membership for a vote. The outcome of their work should deliver decision issues to the membership that have already been reviewed and that have board consensus. The membership can vote the issue up or down in a more informed manner, but it is the membership doing the voting and we hope to make them an informed membership.

In closing, I do hope that we can get by all of this unnecessary noise. You have a lot of experience and a lot of talent so let's just keep to the issues and move forward.

For my efforts, I work for the club and thus the membership and anything I undertake is focused on supporting what makes sense and what the member's desires are for the current and future state of their club. I have no other interests or agenda and I detest those that throw up artificial roadblocks that are based on personal fantasy and a series of half-truths. We simply have no room for that behavior.

73,
Sean

On 09/11/2023 7:16 AM EDT Ian <iann8ik@gmail.com> wrote:

Don,

You are welcome to enter any of my emails into the club's official record. I'm not going to waste our time, or mine, with an in-person meeting to read my email to intelligent people. I'll assume by the title of your email that you're referring to my point #2 and Rich KA4GFY. In each of these matters it would have been so simple to approach Rich prior to the public announcement and ask if he'd like some help in a particular area. All of us are very busy, some like myself and Rich are still working full-time in demanding jobs with not a lot of bandwidth to spare. And I never said or suggested anything about a "conspiracy" - those are your words. As to an "allegation" - I'm not sure how it's an allegation to read in the draft document that another individual is proposed as the club's Registered Agent to replace Rich who is fully qualified under Virginia Statute to act as our RA. As to the matter of VE Team

leadership, the ARRL was somewhat confused after a recent exam session as to who was in charge - Rich can provide additional detail if you feel it necessary.

73, Ian N8IK

On Sun, Sep 10, 2023 at 5:58 PM <don.ki4d@gmail.com> wrote:

Ian – if you are available any night this coming week for an in-person board meeting, I think your allegations should be made at an in-person board meeting so that they may be addressed on the record. If there is a conspiracy against Rich, or any member of this club, as you suggest, I believe it is in the best interest of the board, as well as, the club that you be heard in full and on the record. Allegations of this sort by email is not a credible process. An in-person board meeting is a forum of record for the club and is credible process.

If you can commit to a night this week, we will try to get a quorum from other board members and secure a location for a meeting.

73

Don,

From: arc-leadership-group@googlegroups.com <arc-leadership-group@googlegroups.com> **On Behalf Of** Ian
Sent: Sunday, September 10, 2023 3:51 PM
To: ARC Leadership Group <arc-leadership-group@googlegroups.com>
Subject: proposed Articles of Incorporation

I have read, what I hope is still a draft, the “Amendment and Restatement of the Articles of Incorporation” distributed at last Friday’s club meeting. I could not be more disappointed in this document and the underlying issues the document brings to our attention.

1. There was no prior notice to board members that this distribution to attending members, and a number of visitors and potential new members, was to occur.
2. The continued disrespect shown to a very senior club member, Rich KA4GFY, continues unabated. First there was the relieving/firing (whatever you’d like to call it) from trailer responsibilities, followed by near relief from VE Team leadership, and now proposed relief from the role as our corporate Registered Agent. Was Rich ever asked if he minded turning this responsibility over to someone else? Of course not! It was simply publicized leaving the uninformed to wonder if there is some fiduciary issue to correct which, of course, there is not. This practice must stop.
3. There was much recent discussion among board members regarding applying for 501(c)(3) status, with a hint that the existing Articles should be brought current. Now we find in proposed Article III what appears to be the explicit consolidation of power

solely with the Board. The language appears to disenfranchise the general club membership and permit the Board to change the articles of incorporation and bylaws as it sees fit, or possibly with a quorum of ten members. Perhaps this is perfectly acceptable under the Code of Virginia. While the Code of Virginia § 13.1-889 permits a corporation's board of directors to "restate its articles of incorporation at any time with *or without* member approval" I would urge a membership vote on this matter.

4. Currently, I will not be counted as one of the two-thirds of the directors in office required to duly approve under the Code of Virginia § 13.1-888.A.4 if our Board decides to take unilateral action.

73, Ian N8IK

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