

International Comanche Society, Inc.
Minutes from TeamSpeak Meeting – September 30, 2017
By LaVerne Stroh, Secretary

Note: Motions and voting are in **bold black** font
Action items are in **bold blue** font

1. Pat Donovan, President, called the meeting to order at 6:03 PM CDT

2. Roll Call by LaVerne Stroh

Officers:

President	Pat Donovan	Present
Vice President	Bob Williams	Present
Treasurer	Bob Berry	Present
Secretary	LaVerne Stroh	Present
Past-President	Av Shiloh	Present

Voting Tribe Chief/Tribe Representatives

Tribe Rep SW	Scott Myers	Present
Tribe Chief/Rep SC	Bob Cretney	Present
Tribe Chief/Rep SE	Jeff Munford	Absent
Tribe Rep Mid States	Doug Linville	Present
Tribe Rep NW	Bill Case	Present
Tribe Rep NC	Hank Spellman	Present
Tribe Chief/Rep NE	C J Stumpf	Present
Tribe Chief/Rep W Canada	William Hughes	Present
Tribe Chief/Rep E Canada	Bryan McDougall	Absent
Tribe Chief/Rep Europe	Kate Burrows	Present
Tribe Chief/Rep S. Africa	Russell Knowles	Absent
Tribe Chief/Rep Australia	Nigel Wettenhall	Present

Non-voting Board Member

CFF President	Mike Foster	Present
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Non-Voting Guests

ICS Tribe Chief SC	Ron Franks
ICS Member NC	Dave Fitzgerald
ICS Member SC	Chuck Stroh
ICS Member SW	Mark Sullivan

Quorum: There were fourteen (14) voting members present.

3. Acceptance of Agenda by Board of Directors

Pat asked if there were any proposed changes to the agenda.

Bob Williams moved to accept the agenda. Bob Cretney seconded. There were no objections to the motion.

4. President's Opening Remarks by Pat Donovan

Pat asked Bill to start with the opening remarks since Bill, LaVerne, and Bob Williams called for the meeting.

Bill stated that a special board meeting is provided for in our bylaws. A meeting can be called by three board members, in this instance the Vice President, the Secretary, and himself as Tribe Rep for the NW tribe.

We have only two agenda items on the agenda that was just accepted. The first one is conflict of interest. That is on there since there were some malus ions made on the subject. Our bylaws provide that directors are to self-declare a conflict of interest. He is hoping the conflict of interest section will be short. It was put on there so we can address our bylaw that says people should self-declare and now would be a good time for anyone to bring to the attention of the board any conflict of interest concerns.

Bill stated the second and primary purpose is to review recent actions by the president. There has been a lot of concern and frustration on the board as to things that have been happening. Since this is a special board meeting and since the issues involve the president, Bill suggested Vice President Bob Williams chair the meeting and asked if Pat would agree to that.

Pat stated that was not necessary.

5. Conflict of Interest by Board of Directors

Pat stated he would read what the bylaws specifically state and then he would prefer Hank to elaborate on that with regards to what the regulations are.

Article 2, Section 6, Article B says, "All members of the Board shall individually disclose to the Board any potential conflict of interest, of themselves and of other Board members, as is reasonably determinable according to rules of the Internal Revenue Service."

Pat asked Hank to elaborate beyond that as to our requirements.

Hank stated the rules of the Internal Revenue Service (IRS) are found in the instructions for Form 1023.

Av called point of order. He asked in what capacity Hank was advising us. Hank stated he was advising on the capacity that he researched it and was asked to comment so he is commenting.

Av stated that was good enough for him.

Hank stated the information was on Page 25, Appendix A, a sample conflict of interest policy. Information from that form is listed below.

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.

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 aren't insubstantial.

A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, 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.

Hank stated there are also a number of procedures.

1. 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.

2. 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.

Hank stated there is a section for Procedures for Addressing the Conflict of Interest. The next section is 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

Hank stated there is a section on Records of Proceedings. There are a number of other housekeeping things that need to be done. Many states have additional statutes providing this but Hank was not aware of any that apply in this case.

Past thanked Hank and stated that was pretty long and involved. Pat asked if anybody on the board believes they had a conflict of interest with regards to the session at hand where this was brought up and more specifically we are talking about the policy with regards to mentioning CPTP in our publications.

Pat call on each person to see if they had a conflict. Pat asked Scott if he believed he had a conflict of interest.

Scott stated he did not.

Pat asked if he had a conflict at the time this policy was implemented.

Scott asked if this was an interrogation of the entire board.

Bob Berry called for Point of Order. He wanted to know what this has to do with our rule and what was signed in the past.

Pat stated he was not sure what Bob's question was and asked him to elaborate.

Bob Berry stated Pat signed tax returns for about three or four years that said anybody before the meeting that has a conflict of whatever the issue is has to self-announce.

CJ asked to have the relevant section of the bylaws re-read and asked Hank to specify the source he was reading from.

Hank stated his source was from was the instructions for Internal Revenue Service Form 1023, which he downloaded from the forms site.

Pat stated we would go about this a different way and asked if anybody believed they have a conflict of interest at this time.

Av stated he did not believe he has any conflict of interest; but in the form of personal disclosure he was briefly an officer of the Comanche Flyer Foundation in a

position where there was no compensation and a position from which he resigned some time ago. Av is a Comanche Flyer Foundation CPPP instructor but he was never compensated and does not expect to be compensated. He expends personal funds every time he instructs. He pays his own travel expenses, meals, etc. He does this as a personal contribution to Comanche pilots and owners. As such he does not believe he has any conflicts, pecuniary or otherwise. This is his way of avoiding an interrogation.

Hank asked Av if he was a trustee of CFF.

Av stated he was not.

Pat asked Av if he resigned that position.

Av stated he had never been a trustee. He was the Vice President; a position from which he resigned and a position that was unpaid. From what Hank stated related to the IRS was financial related; but there has been so financial exchange whatsoever as Vice President or CPPP instructor; so there is no conflict of interest.

Pat stated that Av was incorrect solely in regard to Av being a trustee. To be an officer of CFF you had to first be elected as a trustee. Pat's assumption was that when Av resigned as Vice President, he resigned as a trustee. Pat stated he is stating that only as a point of completeness; the fact that Av is no longer a trustee and no longer a vice president is all that is important at this point.

Av stated he was not aware that he was a trustee but that may be the procedure that is used. He was no aware of it and will make sure he resigns his position of trustee if it exists.

Dave stated Av is not a trustee.

Pat stated that was so recorded on the June minutes (for CFF) as such.

Pat asked if there was anybody else that felt they had a conflict of interest.

CJ stated she had a question on conflict of interest. CJ asked Hank if you can have a conflict other than financial.

Hank stated it could be possible. As an officer or trustee you could direct policy that could be harmful to other organizations in the area of competition.

Bob Berry stated he had the IRS information on his computer and Hank had omitted part of it. Bob stated it says the recommended conflict of interest policy is a strategy they encourage organizations to adopt. It is not required.

William stated our bylaws say that conflict of interest will be measured as per those guidelines; therefore it would seem we have adopted them.

Pat asked if there was anybody else that felt they had a potential conflict. Seeing nothing he believes we have resolved that issue. He asked Bob Williams, LaVerne, and Bill if they are satisfied with the completion of that agenda item.

Bob Cretney stated he took exception to lack of conflict of interest for anyone who has any affiliation with CFF for the reason per Hank's last statement anybody affiliated with CFF by default is related to CPPP. Due to that they have a conflict of interest for protecting CPPP.

Pat asked Mike if he would like to respond.

Mike Foster stated before he responded he wanted to know if Mark was attending the meeting as Pat's counsel or as a spectator.

Pat stated Mark was not his counsel. For this agenda item he is an ICS member. With regards to another hat he might wear, we can discuss it at the next item.

Mike stated his understanding of what Pat said was Mark was not performing a duty as counsel to Pat or ICS.

Pat stated that was not what he said. Mark is not counsel to Pat as an individual he is not counsel to ICS on this particular topic at this precise moment. There are issues of which the board is not aware of that do impact the discussion on the next item. We can cover it at that point. Rest assured nothing he can imagine Mike could say at this point would cause any issue.

CJ stated Av stated he was not to his knowledge or has never been a trustee.

Av stated to the best of his knowledge he was not but Pat informed him that if he is an officer he is a trustee. He doubted that but it was possible and would be taken care of. According to our rules and Roberts rules, even someone who has a conflict of interest can discuss and vote. He didn't think we should make a big fuss about it.

Hank stated he had a further question which is if a conflict of interest extends to family, particularly spouses. He believes someone has a spouse who is an officer of CFF.

Pat stated we could address that later.

Pat asked CJ if she was satisfied.

CJ stated she is not. She does not mean implied. She means explicit and asked Av to answer her question.

Av stated he did not know what CJ was asking.

CJ stated not an implied trustee but an explicit trustee.

Av stated he did not know what an implied or explicit trustee is. Av stated he believes there is a position of trustee in CFF and he did not believe that he is a trustee.

Pat asked Mike if he could elaborate as to whether Pat was correct when he stated in order to be a CFF officer you must first have been elected by the other trustees to be a CFF trustee.

Mike stated that was correct.

Pat stated therefore Av was a CFF trustee; but it is irrelevant at this point and we need to press on.

CJ stated at cffpilot.com in the section on meeting minutes, annual board meeting Cleveland, OH meeting minutes from June 21, 2017, then new trustees.

Av stated he was not aware he was a trustee of CFF; but these are the published meeting minutes from the CFF meeting.

Av stated that was done simultaneously with being elected Vice President. When he resigned, he resigned from CFF completely.

CJ stated in the main minutes on the cffpilot.com website.

Pat stated if he understands correctly, CJ is suggesting that even though Av has accepted no financial reimbursement for expenses or any other remuneration if he continues to be a CPPP pilot that would be a conflict. Pat asked CJ if that is what she is suggesting.

CJ stated she would come back to Pat's question but she is going after something more specific. In the published May minutes on the cffpilot.com website, it states, "Peggy announced that she has four enthusiastic people willing to serve as CFF trustees Av Shiloh NE Tribe, Kate Burrows European tribe, John McKnight Australian tribe, and Ken Mori West Canadian Tribe." Therefore, given that Av has just stated he was not aware he was a CFF trustee, she is wondering if Av has misspoken.

Av stated as he has said before, he may have misspoken. He was not aware he was a trustee, and in any case he has already resigned from any position he had in CFF which can be confirmed by the CFF president and felt CJ was being impertinent in continuing this line of questioning.

Pat stated that was enough on that particular topic and asked Mike if he had any comments at this point

Mike stated no comment.

Pat asked Bob Williams if he was satisfied with this agenda item.

Bob Williams stated that regarding the conflict, we can vote to say there is no conflict even if there was money to be transferred. We can pass motion that says none of the potentially conflicted people are conflicted with regard to this meeting.

Bill stated he wasn't sure he understood Bob William's question and asked Bob to state it again.

Bob Williams stated this board has opportunity in the case of all of the business tonight to say no member has a conflict with a motion, second, vote and a majority.

Av stated he would like to make a motion

Bill Case stated he had nothing to add.

Pat asked LaVerne if she was satisfied with this agenda item.

LaVerne stated she was and as another reference she spoke with a member of the IRS who is a revenue agent to get an interpretation on this conflict of interest. As far as the IRS is concerned, it is financial.

Av moved that whereas ICS board of directors has heard any self-disclosures from its voting members regarding potential conflicts of interest and whereas the ICS board of directors deems none of those conflicts of interest to be of consequence, the ICS board of directors resolves that no conflicts of interest exist at this time.

Scott seconded the motion.

Hank stated we had not heard any undeclared conflicts of interest yet.

Pat asked Hank to elaborate where there may be an undeclared conflict.

Hank stated he believed we have a member of this board whose spouse is an officer of CFF.

Pat asked it that was an accurate statement.

Scott stated his wife is the secretary of CFF.

Bill Case stated he felt everyone was aware of Denise being married to Scott and being an officer and can take that into account when we vote on this motion.

Bob Cretney stated that goes back to Hank's statement that you could have a conflict of interest outside of financial, anybody who is on the CFF trustees has a

conflict of interest due to CPPP. It is just as important as financial and ultimately it is financial because they are saying don't want completion. That is a financial issue for our members since the more completion there is the better the prices and the better the product.

Pat stated if he understood Bob Cretney correctly he is stating the financial interest might not be as an individual but as to the organization they are a member of and asked Bob if that was an accurate statement.

Bob Cretney stated that was correct.

Mike stated based on Bob Cretney's statement that CFF does not want competition that is false. CFF has never said anything about not wanting competition. Based on an accusation, Mike does not believe Bob's statement can be given credence to disallow someone to participate in this meeting.

Bob Cretney stated evidence of what he is saying is the CFF trustees on our board have prohibited any mention of competition in any of our publications outside of paid ads.

Pat stated he would add one additional item of which some of the board may not be aware. Av specifically stated in an email he wanted CPTP to go away because it was reducing the student population for CFF and the CPPP program.

Av stated he never stated he wanted it to go away. He stated he did not want to support, advertise, promote, or in any other way enhance theirs other than through paid ads. He believed Pat wrote something about that as well when Pat wrote in one of his emails that CPTP should be the exclusive entity for training Comanche pilots. Av stated he does not believe there is a conflict of interest. He does not believe we should do away with CPTP. We have no way to do that or no right to do that; but we have no obligation to support them with free promotion, advertising, listings, ads, etc.

Pat stated Av was incorrect in regard to the suggestion that he proposed CPTP be the exclusive training organization. That was proposed to ICS by the CPTP folks and rejected.

Bob Williams stated the sooner we quit talking CPTP, CFF, and CPPP, the better. That is not what this is about. That was part of what happened in the past and the sooner we get over that and let the other groups take care of themselves; then ICS can get about the business of making ICS better. CPPP and CPTP can handle themselves. We need to get out of their business. Bob called the question.

Pat asked LaVerne to take the vote.

William called for point of order.

Hank called for point of order and asked for the motion to be restated.

Av reread the motion which was: "whereas ICS board of directors has heard any self-disclosures from its voting members regarding potential conflicts of interest and whereas the ICS board of directors deems none of those conflicts of interest to be of consequence, the ICS board of directors resolves that no conflicts of interest exist at this time."

The vote was taken. There were eight yes votes and six no votes.

Hank requested the roll call of the vote be published in the minutes.

Yes votes: Scott, Av, Bill, Bob Berry, Bob Williams, Kate, Nigel, LaVerne

No votes: CJ, Bob Cretney, Doug, Hank, William, Pat

CJ also wanted noted that along with her no vote she wanted it on record that Av stated he is not paid or compensated by CFF and has no financial interest.

Pat asked Bill if he would like to begin the discussion.

CJ called for point of order. She wanted to know in a special meeting what percentage of the vote is required to carry.

Hank stated it was a simple majority but the motion had not been called yet.

Pat asked if Hank meant he wanted the wording that the motion had passed.

Hank stated that was what he was looking for.

Pat thanked Hank for the nudge and we could go back to the second item, President's Actions.

Scott asked Pat if he was going to call the previous vote

Pat stated he thought he had. The motion passed.

Hank stated he is unclear whether or not people who were involved in the discussion and thought to potentially have a conflict of interest are allowed to vote.

Pat stated that was a good point. Only the disinterested people are allowed to vote. Is that an accurate statement?

Bill Case stated he found in Roberts Rules of Order "no member can be compelled from voting simply because it is perceived he or she may have some conflict of interest." Roberts Rules of Order provides some guidance on this matter.

William stated in any matter where passions are strong and people's emotions are thoroughly engaged, people will feel strongly about things. When they do, they are

going to vote as their conscience dictates, which we just did. The fact that some may perceive there is a conflict of interest on an emotional level, it seems to be irrelevant to the matter. If that was the case, than anybody who was perceived to be emotionally engaged or have an emotional connection to a matter would be asked to not vote which would be absurd. We had a vote; everybody who was on the board called their votes. One side one and we should let it go at that.

Pat stated he agreed and asked to move on.

6. President's Recent Actions by Board of Directors

Pat asked Bill to proceed.

Bill stated he agreed with Bob Williams regarding the comments about CPTP, CFF, etc. we need to move on. This has gone on for five years. A couple of years ago under Av's tenure, we had fairly smooth sailing. He stated that the president's (Pats) first acts reignited it and it has become emotional. We need to put it behind us but he fears we are so fractured at this point and the board is so concerned about his actions where the president has acted independently that he wished to submit a motion.

Pat stated Bill was not in a position to make a motion at this point. This is a discussion about the president's recent actions. Pat asked for introductory comments and we could go from there. Pat stated when he talked to Bill on the phone, the big issue that everyone wanted to discuss was the hiring of the lawyer and wanted to know if that was still an accurate statement or did Bill want to expand beyond that.

Bill stated that was still an accurate statement.

Pat stated before Bill makes the motion, if that is the big issue, he wanted to make it clear that some directors are upset that he hired a lawyer to represent and provide guidance to the ICS board on matters that most of us have no prior knowledge of or experience with. Pat state he knew several directors that he would be so presumptuous. He did that so the board could discuss in confidence actions that may have placed ICS in a libelous position and our tax status at risk. Pat did not do this for his personal or individual need. If the board does not want to support this action, he wants it stated explicitly in the minutes that the board has rejected the retainer agreement Pat signed, that Mark Sullivan is not representing as ICS and is attending this meeting as a regular member. If you want to go beyond that Pat has receive emails that gravely concern him, not from the directors or those listening right now, but from other individuals. The specifics of their request for information Pat believes is a prelude to a lawsuit. If we continue discussing this kind of stuff in a public forum what we are going to be doing is opening this discussion to potential discovery. If we accept the fact that Mark is an attorney representing ICS what we discuss will be in confidence, lawyer/client privileged

confidence, and we can continue this discussion. If the board rejects that then we are what we are.

Bill stated his reaction to the statement is that Bill for one is adamantly prepared to reject Pat's selection of attorney. The reasons for selecting one are still unstated and clearly an organization such as ours a matter of potential litigation Pat appears to be afraid of should be discussed openly with the board. To do that publicly does not scare Bill. Bill stated he is prepared and gladly sign on to any motion that this board could take right now to reject Pat's choice of attorney and cancel the retainer agreement.

Pat stated it is not a rejection of Mark Sullivan but a rejection of any attorney. Pat stated he understood that but he had a question for Mark. Pat asked Mark if the email Pat read to Mark earlier in the afternoon - is he free in Mark's opinion to repeat it now to this group.

Mark stated the group should understand the whole reason Pat talked to him initially is Pat thought the matters might lead to liability and Mark suggested if it was discussed if it was discussed in an executive session with counsel as to how the society should proceed, that was the best way to make an informed decision without airing laundry that could make the case if somebody brought a lawsuit. Mark stated it sounds like everybody wants to go into it publicly, if that is what the majority wants, as long as they understand the consequences and he would most notably note that the kind of liability he is concerned about there is no indemnity from the society if there is individual liability and there is no insurance. Mark thought Pat was acting to protect the society. Mark stated we might note he has not billed the society a penny at this point in time. His interest is in protecting the society as he believes Pat is.

Bob Cretney stated he cannot believe anybody with any common sense would not accept at least the information in an executive session so it is protected. If it turns out it doesn't matter, you can open it up to the public; but you can't do it the other way around. Bob pleaded with the board to go into executive session to find out what this is about.

Bob Williams asked if we are back to CPTP and CFF because if we are, we are done with that. Bob wanted to know if there was some other group that is threatening to sue us or are we looking at action within the board with one board member against another. This whole special meeting was called in order to get our board moving forward with ICS. Bob stated Mr. Cretney keeps talking about we are going to be sued and wanted to know if Mr. Cretney knows somebody who is going to sue the ICS board for its actions when indeed individual discussion during a board session doesn't mean much until a motion passes and action is taken.

Pat stated he would read the email and yes it pertains to our favorite subject much to his chagrin and dismay. The email stated, "I am asking for any and all ICS/CFF correspondence that references, mentions, alludes to, etc. either me or CPTP and ICS/CFF for example emails about me, other CPTP instructors, and CFF/ICS and

Comanche training that was supposedly sent to CFF and ICS board members or correspondence that might for example direct the deletion of a CPTP event from an ICS related newsletter, article, or magazine.”

Pat asked if there will be a potential lawsuit. He didn't know but he hoped not but this is certainly the first step of a fishing expedition that could lead to a lawsuit. We're not talking about Pat against somebody else or Hank against Doug or anything like that. This is outside to ICS and a threat to ICS. Pat wanted to go to Mark and get his opinion of what that email would mean to him as an attorney.

Av objected.

Scott objected.

Pat stated they could object all they wanted but he is recognizing Mark Sullivan because Pat wants his as an attorney's opinion made available to all the board members. Mark is not the ICS attorney. He is just a member who happens to be an attorney because you are rejecting him as the ICS attorney. Pat just wants his opinion.

Bob Berry stated that Pat stated in his comment that he (Mark) was representing the ICS board. His retainer agreement does not exactly say that, but Bob would like to know if Mark Sullivan has, as an attorney, any possible conflict of interest with ICS or any ICS board members himself as a result of his retainer agreement.

Mark Sullivan stated he knows of none. He has not taken any money from anybody, and has no interest in flight training at all. He has no interest in CFF. He is just a member of ICS. The issues of concern to him were first broached at the Oshkosh tent with a question from CJ where she asked if there was a potential for the society and she gave him a thumbnail sketch. Mark stated he told her there might be in that if it discussed any further it should be done in a confidential or privileged setting to protect the society. Mark noted that he added to that, and at that point in time he had not seen any emails or not seen any discussions, claims or assertions. He discussed these at length in about an hour telephone call with Bob Williams and then with Bob Berry when Mark was on vacation in the Seattle area. Mark expressed he thought there was concern with individual liability and he thought everybody should look at this carefully and handle it carefully because there is exposure. If there are specific questions you think are a conflict, he'd be happy to answer them but Mark is not aware of anything he would consider a conflict.

Bob Berry asked if Mark has a bill to date for hours to this minute we're talking about that he is planning to submit to ICS and how much.

Mark stated he saw an email about a week ago a very sharply worded email. He admits he did take affront at it since he has essentially been doing this, as he told Bob Williams in a telephone call, that he hadn't charged a penny up to that time. He was doing this as a service to the society. At this point in time he has not billed

a penny to anybody, but as a member he is concerned and of course if we get involved in something where he starts doing some work, then possibly in the future he can't do this for free; but at this point in time there is no bill. Mark stated as it was he quoted a rate that was half of what he normally charges his clients. Mark wanted to make it very clear that nobody is claiming now, since he has been rejected in every way from Sunday as counsel for the society, that nobody in the future tries to have it both ways and say there is an attorney/client relationship with the society if there is litigation because he wants to leave himself open to defend individual members who might get embroiled in that litigation.

Bob Berry stated so noted.

Pat asked Scott if he had any comments now.

Scott states some of this is missing the point. We are not here to discuss the attorney as such but since it was brought up our objection is not to learning about what might be happening. Our objection is to the retainer agreement. He may not have billed any money, but the Treasurer was asked to send a check to the attorney to retain him for \$1500, which sounds like a penny in a sense. That is the argument. That is the issue. It is not what the attorney may know. It is about Pat's refusal to discuss this with the board prior to taking unilateral action. That is the essence of this. Pat has learned several of the board are not in favor of his agenda and has taken it upon himself to do what he wants without any regard for what the board may think or say about it. That is the main issue.

Mark stated he wanted to add one point to that since he was in part responsible for that because if there is litigation and Pat discussed with Mark, they really needed to have attorney/client relationship or at least something we can show on paper that it is an attorney/client relationship since Pat might be telling him stuff about the potential liability and Mark wanted to be able to say under oath that there was a relationship that would create the privilege in any number of states where there might be an issue. So, to the extent that Mark told Pat that we needed to have an attorney/client relationship that was the reason. That was the only reason.

Bill Case thanked Mark for all of his comments and he is taking Mark at his word that he is acting in the interests of the society and thinks he understands the attorney/client privilege point Mark made. It is unfortunate we couldn't have a discussion like this. Bill stated he remains unconcerned about things from everything he knows. The light of day will reveal no one on this board has a liability.

CJ asked if anybody would like to indemnify her since she believed what she heard was that our directors and officers insurance would not apply in this case.

Pat stated he could not answer the question and asked Mark to answer.

Mark asked CJ to repeat the question since she was breaking up.

CJ stated the question was for Bill. She wanted to know if Bill or any of the members would like to indemnify her in case something did turn out to have happened that would be a problem for the board of directors. CJ stated she believed Mark Sullivan stated our directors and officers insurance would not apply in which case we would all be exposed.

Mark stated he had not read the policy in a while but it basically only covers acts of negligence and he understands some of the claims that we are afraid of, they have not been made, but the claims we are afraid of are ones that would be of intentional acts. Please note he is not talking just about the competition issue. He understands that. That is not his major concern. He understands there could be some litigation and a big fight over unfair competition. That is not grabbed his attention.

Pat asked for if LaVerne had any thoughts or comments. We'll start from the bottom up instead of top down this time.

LaVerne stated she would pass for now.

William stated after having read a number of emails, listening to this meeting, and having been a part of this for some time now, he would like to know the heck is going on. He has no opinion about whether or not Pat asked properly or appropriately in collecting the attorney in that if Pat thought it was going to be necessary, he is good with that. However, this all seems to be groping around in the dark. How can we pick a direction without knowing what is going on?

Pat asked Ron if he had any comment.

Ron stated he did not.

Pat asked Doug if he had any comment.

Doug stated he did not have anything to add at this time. He is listening to all of what is going on and is trying to decide as others are where we are going with this.

Pat asked Bob Cretney for comments.

Mark asked if he could speak since based on the last comments he might be able to add a little bit of light on this. Part of the reason for the retainer agreement when we did that was it gave him leeway because he could establish now that he thought we had an attorney/client relationship when he spoke with Bob Williams and Bob Berry so they know what his area of concern was and Mark could just tell the other board members the emails he saw there were some fairly inflammatory statements made in there which unless they are substantially true or privileged, and they might be privileged, he did not see the society being in a position to spend tens of thousands of dollars litigating to prove privilege because that is very difficult and

expensive to get a summary judgement on it. That is what caused Mark the concern.

Pat asked Dave for his comments.

Dave stated to him the whole issue is that he has a lot of respect for Pat, but as a member and past president, Dave doesn't feel Pat works in harmony with the board. Dave stated he attends most meetings and Pat is always at odds, acts independently, and will not follow the leadership and vote of the board on various issues. You need to work in harmony with the board.

Pat asked Mike for comments.

Mike stated he would agree with what Dave just said. He has to reserve comment since he was off the internet long enough where he did not hear any of the email Pat quoted from so he doesn't know what the subject matter of that is.

Pat stated he would cover that separately with Mike if he wishes. He didn't want to break the running total here. Basically we have someone requesting all communications that talk about ICS, CFF, CPTP, CPPP and specifically any elimination of CPTP from our publications.

Pat asked Nigel for comments.

Nigel stated he had no comment at this point.

Pat asked Kate for comments.

Kate stated she had nothing to say.

Pat asked CJ for comments.

CJ stated she would reiterate her comments of William. In addition, the reasons Pat provided for doing this appears to be protective of the society and to be intended to protect us individually as directors. She appreciates that and wanted to reiterate her question that if we reject Pat's attempt to protect the society and the society's assets which are supposed to be used for the benefit of our members and our communities and instead choose to move forward in public, she wanted to know which of you is going to indemnify her.

Pat asked Bob Williams for comments.

Bob Williams stated we have been talking CFF, CPTP, and CPPP all night and again he wanted to say we are beyond that. He doesn't think there is one person here whoever wants to bring it up again. As far as Bob is concerned we can sell every ad we want to whoever we want. That is beyond us. Regarding some emails that were on the ICS computer, there were actions going on a few years back where there were some interesting negotiations between people who quit one place and

set up another. All of that was subject to discussion. It appears we are over that. Regarding the whole business on how the board gets along, it seems that last session Pat stated none of the board meetings have been legal due to improper notification. That is a pretty bold statement. You (Pat) basically saying you guys screwed yourselves and anything you did doesn't count. I am king. I am god; but by Pat's presence at those meetings, Pat waved right of notification because you knew there was a meeting, you came, and just because it wasn't fully notified according to standing rules, you were there and therefore you waived notification. It is that kind of stuff that has us a little bit frustrated. It doesn't make any difference what the board wants. It makes a difference what Pat wants and that has disrupted the board to the point where we're just going nowhere. That's the reason for this meeting; not CFF, not CPTP, not CPPP or the other things.

Pat stated he understands everyone's frustration and surprise. He was surprised too when he got a review of the bylaws for meeting notifications. The meeting notifications were not just intended to notify the board members. The notifications were intended to be on the ICS website so other general members could attend should they so choose. In a sense, we created, and yes he was part of it and was wrong, we were wrong, that we have for lack of a better term, a secret society. We're doing things without telling our membership we're going to have a meeting to decide what to do and we don't care about them. Has anybody complained? No, not that Pat is aware of. We need to correct that now that we realize we have been making a mistake, and we're going to correct that. The meetings that have been held that were illegal according to the bylaws. We can and will at the October 14 fall board meeting; we will go back and legally enact all those things that need to be taken care of to correct our mistake. Pat apologized but he thought he explained it in the email he sent out to everyone if you failed to pick up on that very important aspect. Pat stated some will say he should never have been elected because he shouldn't have been nominated since it was illegal activity but we were working under what we thought were the correct rules at the time. We were wrong. We need to go back and correct that. Things will continue as normal but it is more than just posting the fact that we're going to have a meeting on our website. We need to create an environment where our members can attend should they choose. Pat stated he loves TeamSpeak. It is terrific, but it creates issues since we don't have enough slots available for a large number of people to join us should they so choose. We can deal with those kinds of issues; but we need to put the instructions out there so people can download this software so they can log on and have a real opportunity to join us in opposed to finding out afterwards when we publish minutes.

Pat asked Bob Berry for his comments.

Bob Berry stated he agreed with Hughes, Fitzgerald, and Williams. Bob stated he appreciated Mark Sullivan's comments; but when Bob Williams three months ago asked Bob Berry about CFF, CPTP, etc. Bob Berry stated he had no idea what it all was, which was which, etc. He asked Pat many times what is the story because it was like a long saga. When Bob found all of the emails on the computer that went

between everybody, including ICS presidents in the past, and all of the private meetings, and all the midnight rest of the board had, and looked at the minutes of the meeting and nothing was being discussed with anybody. There were private agendas that were being worked on without the benefit of anything else. The emails showed that. After Bob Berry read it, he was disgusted with it so much that he was concerned about himself and called his attorney and read him a couple of the emails. The attorney is an expert in this area. The attorney told Bob Berry that at the minimum it was a major ethical problem, and that was with reading him just a few of the emails. As far as CJ goes, there are so many emails transpired between her where she analyzing this stuff and parliamentarian Spellman has analyzed this stuff, they ought to know what they are into. It is their liability, whatever happened. Bob stated he had no idea until he saw those emails and actually was so shocked at past presidents, treasurers, and so on of doing what they wanted to; that sort of changed things for Bob. He was having a good time and then having a bad time because he felt emotionally disconnected because of the ethics he thought was going on or thinks is going on whatever it may be. If somebody has defamed somebody, let them stand on their own. Paper lies still for anybody and these threats should not move the board in any way at all.

Pat stated he wanted to remind Bob that the board at that period of time did not meet like it does today in a monthly scenario. It only met at the spring, fall, and annual convention; so there was no communication. There was no opportunity to communicate with the board, at least on a regular basis like there is today.

Bill stated we need to concentrate on the recent actions of the president. He thinks Bob Williams spoke to that. We have seen a number of occasions where our president has acted unilaterally without consulting the board. It's really unfortunate we could not have had this type of discussion a long time ago. Bill stated that the trust of the board and the fracturing of the board is so serious that he still intends to make a motion on this subject.

Pat asked Av to comment.

Av stated he agreed with Dave, Bob Williams, and Bill Case. He would like to speak as a board member and a very recent past president. Av stated he had several threats while he was president, of course none of them materialized because all of the doom and gloom and the boggy man may bit us usually turns out to be nothing but it is used very effectively by the opposition to scare you into action or lack of action. Frankly, Av is not afraid of that at all. If anybody on the board has a liability it would be Av because if we are speaking about CPTP, which we still have not disclosed, then he is the one who rejected their free advertisements and so forth so he would be most liable. Av stated he did absolutely nothing wrong. He acted absolutely consistently with our bylaws, our standing rules, and with conventional wisdom within the community of non-profit organizations. Av stated he kind of resented being threatened. What Bob Williams says is true. This has little to do with CPTP or CPPP or any of that. This has to do with Pat's actions as president. There has been a pattern of not including the board. This discussion, as it has been

pointed out, could have been done before. Even if Pat didn't disclose it, he could have disclosed to the board that there is a potential problem and sixteen heads are better than one; but Pat has been very exclusionary. Pat discussed this obviously sometime in July or August, certainly by Oshkosh since that is when CJ got involved and started this whole thing. Then, Pat immediately signed a contract with a lawyer without advising a board, which was around September 4. Even then, Pat failed to apprise the board of it until ten days later, and then waited to tell the board that he is going to say nothing for another month because of disclosure and so forth. All of this could have been avoided had Pat used the board to his advantage, to discuss it with the board as we have always done, and we always should have done. The board is wise enough to make the proper decision; yet Pat disregards the board. We are here as volunteers. We do this for free. We give our time and advice. Av stated when Pat disregards us; he disrespects us; especially when Pat takes steps such as signing contracts that are beyond the scope of his authority on the bylaws. That is simply wrong; and after doing it you don't even let the board know about it. That's wrong and that has been a pattern. This is not the first thing. This has been a pattern with Pat. Av personally rejects it. Av stated personally he had many opportunities as president to act as a lone wolf but in every case, even in cases where he didn't have to consult the board, he still did. The board was a good sounding board and valuable resource to help guide Av's way to make good decisions and to make the society thrive. To take things and do them unilaterally, and not only unilaterally but without consulting the board, and not only without consulting the board but not advising the board or informing them is totally contrary to the culture we should be developing within our board.

Pat asked Scott for comments.

Scott stated he has already spoken.

CJ asked Av if he stated he never acted unilaterally as the president and wanted to know if that was correct.

Av stated he did not believe he never acted unilaterally. What he said is he attempted in every case to consult the board; even in those situations he didn't need to. Av stated he did not believe this was a cross examining session.

CJ stated she was not cross examining but making a comment. It has to do with something Av said and something Pat said which is that Av is not aware of any members complaining. CJ stated during Av's presidency she discovered at least one member sent a request for how to attend the board meeting; one of them in writing more than once. CJ stated Av never responded to those requests other than at one time something along the lines of good idea.

Av stated he was not aware of any email to which he did not respond unless they did not arrive in his mailbox; however, Av stated he would like to add to that not only did he not do that to the best of his knowledge; but he actually printed several times in the President's letter in the Flyer invitations to all our ICS members to

attend. He gave them his personal email and his personal phone number should they want to participate in our meetings. Av stated he is not sure what CJ is getting at but he is a very big proponent and always has been of being an inclusive and democratic society.

Pat asked Bill if he would like to make his motion.

Bill tried to make the motion but was having internet issues so Pat asked Bill to type the information into the chat window so everyone could get it clearly.

Hank stated he was skipped in the order and had something he would like to say. Hank stated when the subject of an attorney came up, Pat called Hank. Hank stated he guess Pat had some faith in his powers of observations and logic and asked Hank what to do. Hank stated Pat struck him as a man who had reached the limit of his experience and wanted some expert help because he didn't know what the next move was. As Pat explained the situation to Hank, Hank saw some legal liability. Hank stated while he went to law school, he didn't finish law school and is not a lawyer, but he knows from bitter experience when it's time to seek one. Sometimes the lawyer said you have no problems; sometimes he says you've got problems. Hank stated it's the same thing when he gets sick. He doesn't ask the neighbor what he thinks is wrong. Hank goes to an expert. They're called doctors. Pat sought expert opinion. Hank thought that was the proper thing to do. There have been some charges that Pat does what he wants to do. Hank stated he does not buy that all. Hank can't find, looking back on the record of Pat's tenure, a single place where he did something against the direction of the board. A lot of time the board has given him mixed up directions. Hank stated he watches the minutes very closely; although he just recently noticed something he missed, which isn't pertinent now. Going back to the old stuff, Hank stated he has been in meetings and business negotiations virtually his entire adult life. Some people say he is pretty good at it. One of the things he learned is when you are having negotiations that were going on several years ago regarding the training is that you can't control what the other people do. You can only control what you do. The negotiations were long and involved. There were a number of things that were proposed by the other side, not by ICS people that Hank thinks were not to swift. Hank stated he did not want to characterize them more negatively than that, but Hank certainly would not have made them because they knew they would be rejected. The point is the negotiations were long, they were involved, they were touchy; but nothing ever came to the board because there was nothing to come to the board. Everybody seems to want in on absolutely everything, yet they are not willing to put in the time to do it. Hank stated he has noted this with ICS. Everybody wants to talk about every nitty gritty detail, every proposal that comes up. The result is the people who do it just say "Oh heck with it" or something stronger and we never see them again. Hank stated he has watched year after year this board and its predecessors picking well thought out programs piece by piece in front of the people that know more about it than they ever will. The people that put in all of the work just go off into the sunset. On the subject of following directions, Hank stated he can't find a single place where Pat has done something against the board. When the brouhaha started

or came to a head about advertising in the Flyer for CFF; advertising or announcing however you want to put it, Pat did exactly what he said he would do. Pat did exactly what the board said he would do. The point is when the board finally speaks with something that has some direction Pat has done it every single time. The board said don't hire the lawyer. He didn't hire the lawyer. The lawyer is not employed in any way with ICS. That was the boards' decision. Pat followed the decision. Hank stated he just can't see where the guys are coming from. The other thing is there have been a lot of serious charges as most of the board has seen or should have seen since he sent it to everyone he could think of Hank's analysis of the negotiations several years ago. Hank stated he would have conducted it in the same way except in the one place where Pat made a slight mistake and promised something he couldn't deliver. That had to do with putting up a motion where he would not accept an amendment. Hank stated he explained why that was bad. First of all, Pat did not have that power. Hank stated his final thought is that we all work for the ICS membership. The ICS membership has bylaws. While we propose amendments to the bylaws, the membership votes on them. We are constrained to live with the bylaws, including Roberts Rules of Order, which Hank thinks most don't really understand very well. It is not our choice. You don't have to like it. You just have to do it.

Pat asked Bill if he was ready to go with his motion.

Bill stated the motion was below. He differed with several of Hank's comments. They were his opinions. Bill asked if someone could read the motion since his internet is unreliable.

Pat read the motion. **Bill moved that "whereas the president has repeatedly and consistently refused to consult with and apprise the ICS board of directors in a timely manner, and the president has failed to execute the orders and resolutions of the board of directors, as well as the ICS bylaws and standing rules, I move that the President be removed from his position as ICS president, effective immediately, per Article III, Section 5 of the ICS bylaws."**

LaVerne seconded the motion.

Pat asked for any discussion.

Av stated some of the things Hank said touch on this specifically in that Hank said Pat has never done anything contrary to the board. Av stated he respected Hank's knowledge of Robert's Rules but what Hank said is not factual. It just doesn't wash. Av said Hank stated the board asked Pat not to hire a lawyer and he didn't. Of course the board didn't ask Pat to refrain from hiring the lawyer until two or four weeks later. Av wasn't exactly sure of the time frame but by that time the lawyer had already been hired and the contract had been signed and no one on the board knew because the president never advised us. On another occasion, by the president's own statement and the recent board meeting, Pat began by reading his

own statement that Av could not quote exactly but we could look it up. It said something to the effect that Pat knew he was going against the board's will, but Pat decided his idea was better so Pat executed it his way. The reason why the president felt he had to follow the mission statement the way he interpreted it. The president never bothered to discuss it with the board. He never bothered to say why is that you're doing this. This is what I intend to do. I know it is against your will. Pat simply did it and we found out after the fact. This is not the type of governance that Av wants to see at the ICS as a board member and as a regular ICS member for a long time. This is not what Av wants to see. This is not the divisiveness of the board that helps us to achieve our goals to better our members.

Bob Cretney moved to adjourn the meeting.

Bob Berry called for a vote.

Bob Williams appealed to the decision of the chair.

Pat stated he had made no decision at this point and would like to continue the conversation.

Hank stated there is a priority motion on the floor and there is no discussion allowed.

Pat asked what the priority motion was.

Hank stated it was for the motion to adjourn.

Bob Berry stated he called for a vote at the same time.

Pat asked about the motion to adjourn.

Hank stated Bob Cretney made the motion.

Av stated this is just another way of getting away with things.

Pat stated he hears this and would like to proceed. He asked the motion to adjourn be set aside.

Bob Cretney withdrew the motion.

Hank concurred.

Pat stated he sent LaVerne an email awhile back to specifically review board meetings. Pat has not been able to find anything anywhere going back through January 2014 where there is a description, discussion, or motion with regard to the policy statement that was put in where CPTP would not be mentioned in any portion

of a publication except for paid advertisement. Pat asked LaVerne if she was able to find anything to contradict what Pat was not able to find.

LaVerne stated where she has looked so far she has not found it. She has been out of pocket due to some family members in the hospital. LaVerne stated she did not think it was in the minutes but in an email chain between the board, she believes.

Pat stated he asked Av in an email yesterday if Av could find any such discussion or motion and approval by the board. Pat asked Av if he found anything.

Av stated he had not, but as Av answered Pat yesterday Pat was aware of what the board wanted and what the board direction was; otherwise Pat would not have admitted in Pat's statement that Pat was aware but decided otherwise. Av stated he did not know if it was minutes or not; but this is precisely the point Av is trying to make. This has nothing to do with minutes or lawyers or anything like that. It has to do the cooperative attitude with the board. Pat knew he was going against the board whether it was in the minutes or not and that has consistently been Pat's action.

Pat stated he understands what Av is saying is that Av unilaterally put that policy in place and the board went along with it at some point. Pat says that strictly because there is no accurate recording apparently of such activity or policy. While Pat understands what Av is saying it was done and the board obviously went along with it for whatever reason, the fact that Pat chose to do what Av did means nothing apparently.

Pat called the question.

William asked to say a few words. William stated what he has heard to date he would support our president. William came to the board a year ago and was not privy to any of these previous conversations. He only learned about it a few weeks ago. In the time William has been involved and that Pat has been president, William hasn't seen anything that would indicate to William that Pat is acting not in the best interests of ICS. On top of that, there are a lot of questions about the board feels this, the board feels that, and the other. Obviously this board is not united and William would like to point out that a number of people have been presuming to speak for him and a number of other people when actually that is not the case. William stated this all seems strange to him. We have our ICS bylaws. We have our ICS procedures. Pat was duly elected president. That means his policies are going to change. They are going to be different from the previous president's policies and the previous president needs to get over that. So, in William's point of view, he does not support this motion and would hope the rest of the board also does not support this motion and that we can proceed to move forward to the future as opposed to dwelling on the past.

Pat asked LaVerne to call the vote roll.

Av asked if he could say a final word since he was addressed in Pat's and Mr. Hughes statements.

Pat stated Av could not and asked again for the vote call.

Bob Berry asked if this was the vote on Bill Case's motion.

Pat stated it was.

The vote was eight yes and six no.

Pat stated Mr. Williams had the floor.

Bob Williams stated what he wanted to do at this point is not lose a single sole and the issues. Bob stopped talking and asked Hank if he was trying to speak.

Hank stated he was. Hank stated if he recalls, the bylaws removal of president requires 60%. Hank asked if that is 60% - 8 out of 14.

Av stated that was 56%.

Bob Williams stated he is not president, Pat is.

Hank stated the motion fails. It has not been called yet by the president.

Pat thanked Hank. Motion fails and we will continue.

William called for point of order.

Pat stated he will do his best to try and improve the communication to all of the board.

7. Adjournment of Meeting by Board of Directors

William moved to adjourn. CJ seconded.

Scott asked Bob Williams if he was through since he was interrupted.

Bob Williams stated a motion to adjourn – you may not interrupt the speaker, a second is needed, it is not debatable, is not amendable and requires the majority. What it came down to is Bob was interrupted in order to actual clarify the vote. Bob stated he has long been a proponent of open meetings. Tonight, regardless of the outcome and everything else, Bob stated he thinks he can speak for 90% of the people here that we had great hope for moving forward this year with Pat as president. Bob stated he felt depth charged along the way. At one point, Mr. Cretney near the end of the meeting said "Pat, you don't have to abide by the vote of the board. You are the president". Bob Williams stated that if Bob Cretney did

not remember saying that to please correct him, because at that point he said we are in trouble now. Bob Williams stated tonight with what came out we must absolutely forget CFF, CPTP, and CPPP. Those organizations will take care of themselves. We have done an okay job of running ICS and he thinks we can only do a better job. He is looking forward to it and hopes we have not burned any bridges but pulls us closer together.

Bob Cretney asked Bob Williams when he made that statement. Bob Williams stated it was at the end of the first meeting he believed.

Bob Cretney asked the first meeting of what.

Bob Williams stated the first meeting of the illegal board where we didn't have the notice; a TeamSpeak meeting.

Bob Cretney asked roughly what date, month, whatever. Bob stated he had no idea what Bob was talking about.

Pat stated that won't be a conversation that will do what we all want which is to get on with ICS.

Bob Berry asked LaVerne how many voting members we had. He counted thirteen.

LaVerne stated there were fourteen.

Bill Case stated he counted that as well. It was 57%. The motion did fail. Bill Case stated he would like to tag onto Bob Williams comments. He had similar sentiments and he just posted his comments he was going to make in the discussion. Bill has comments of regard for Pat and is encouraged by his assurances he will improve communications. So, perhaps it is probably best we continue on with the motion to adjourn.

Pat asked for all in favor of adjourning. There were no objections. The meeting was adjourned. Meeting was adjourned.