

**Steve Agee / N5ZUA**  
14419 Briarhills Parkway  
Houston, TX 77077 - 1009  
Home Phone (281) 236 - 3514  
Email n5zua@arri.net

March 22, 2005

Mr. Joseph C. Makeever,  
Registered Agent,  
Texas VHF - FM Society  
8609 Tallwood Drive  
Austin, Texas 78759-8126  
via certified mail, return receipt requested

Mr. Makeever,

This letter shall serve as my notice that the Board of Directors of the Texas VHF FM Society have defaulted on their legal obligation to the General Membership of the Society. A copy of this letter is being delivered to you as well as all members of the Board of Directors, upon advice and consent from my legal counsel, as the first step in attempting to avoid further legal action and settle this matter in good faith. At the January General Membership Meeting, I introduced a By-Laws Amendment that was voted on by the membership present. The motion to initiate vote-by-mail passed. To date, these new By-Laws do not appear on the Society's web site, and have not been posted as required by the Society's own rules. The Board has failed to ensure these new By-Laws Amendments have been posted in a timely manner as required. I am demanding that this situation be rectified in good faith by posting the new amendments on the web site within 5 calendar days of receipt of this letter.

The President has called a Special Meeting. In particular, items number two (2) six (6) and seven (7) of his agenda are unconstitutional, and not permitted under the current By-Laws. Had the membership not voted the changes in at the Winter Meeting, then there would indeed be room for discussion of the issues. The Board is neglecting the fact that the

membership HAS voted on these issues and therefore any further action, including a vote to rescind, is illegal. A vote to rescind (agenda number 2), change section 6.6.3 of the By-Laws, which no longer even exists (agenda 6), or amend section 10.2 of the By-Laws (agenda 7) as of right now, must be voted on my mail out ballots sent to the entire membership under the new By-Laws. There can be no vote at the Special Meeting on any of these items under the changes passed in January. It is my understanding that the motion to rescind is based on the fact that Director Hudgins called the question to vote under Robert's Rules of Order. When Director Hudgins appealed the decision of the Chair, the President turned to the Parliamentarian and inquired how to proceed. The Parliamentarian instructed the President to let the membership vote on the question. Your issue here should be with the Parliamentarian, and not with Director Hudgins or the membership.

Upon my own further questioning of the Parliamentarian, he did not have readily available for reference a copy of Robert's Rules of Order while presiding as Parliamentarian at the meeting. Furthermore, the Parliamentarian blatantly violated Robert's Rules by both offering advice and consent to the President, as well as voting on all questions. Robert's Rules clearly state that the only way a Parliamentarian can vote, as well as offer advice and consent, is if the vote is by paper. Since there was no paper voting at the meeting, he was out of order. In the future, I am demanding that the Parliamentarian not vote if he is offering advice to the President, or stating his opinions to the membership. In the future, I will openly object at any meeting where the Parliamentarian is voting by hand if he is also offering advice, consent, or opinion to the group on any issue being voted upon. If Director Hudgin's action of calling the question was out of order per 6.6.3, then the Parliamentarian should have said so at that time and should have counseled the President accordingly. Instead, he instructed the President to let the question be voted on, which it was. I am sorry that 5 of the 9 Directors did not personally like the outcome of the vote. The membership has spoken.

As for the issues themselves, issue one was whether or not the By-Laws Amendment fell under the (now removed) provisions of 6.6.3 as adversely affecting trustees within the state. Requiring trustees to drive to Austin from all over the state in order to vote would adversely affect them. Allowing them to vote by mail is the opposite, and would not. The membership agreed by voting that this Amendment would not adversely affect trustees. The membership has spoken, the issue is not open for interpretation or

