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July 27, 2020

AMSAT Board Members
Clayton Coleman, President
clayton@w5pfg.us

Dear Sirs and Madam:

I am writing in my capacity as counsel to Michelle Thompson and Patrick Stoddard regarding the letter to members entitled “AMSAT Leadership Explains 2018-2020 Legal Expenses” posted on July 10, 2020 (“Letter”). Through the course of my representation of my clients, I know that information included in this letter is patently false and defamatory and has resulted in reputational harm to Ms. Thompson and Mr. Stoddard. On behalf of my clients, I demand that appropriate corrective action be taken to address these falsehoods and prevent further harm to their reputations.

The most egregious falsehood, among several, is the statement that AMSAT is “under attack” by my clients. Ms. Thompson and Mr. Stoddard have consistently worked to improve AMSAT – and have done nothing to attack or undermine the organization they support. It is true that my clients have worked diligently to evaluate the mission, activities, finances, and procedures of AMSAT. Specifically, they have taken steps to increase the financial transparency of AMSAT, enforce the provisions of its existing bylaws, and obtain access to corporate and financial documents. They have done all of this work as volunteers, deeply invested in the well-being and success of AMSAT as an organization. While I understand that certain AMSAT officials may interpret my clients’ actions to be critical of their personal actions, it is simply not true that AMSAT as an organization is “under attack.” The broad dissemination of a statement to the contrary is false, harms Ms. Thompson’s and Mr. Stoddard’s ability to serve AMSAT and calls into question their integrity.

As you know, Ms. Thompson and Mr. Stoddard were improperly denied access to AMSAT’s corporate records. They had to retain my firm just to be able to carry out their corporate responsibilities as Directors. They now are questioning the propriety of the legal expenditures as they have not been given any evidence that these expenses were ever approved by board action, much less in advance of the engagement, as is required by Article II, Section 1 of AMSAT’s bylaws. One of the principal fiduciary responsibilities of all board members is to obey the provisions of the organization’s governing documents. Rather than “disrupt and possibly defame” or “publicly attack the integrity and honor” of AMSAT Officers and Directors, Ms. Thompson and Mr. Stoddard have merely been trying to review whether the AMSAT board

has met this important fiduciary obligation.

You noted, “[t]he only powers that Directors have is when the Board is in session and Board members make their vote” – and yet, we are not aware of any Board meeting in which this Letter was discussed. The fact that five of the current Directors have decided to sign this letter without conferring as a Board is good evidence that Directors may choose to exercise his or her individual oversight role in the absence of a Board meeting.

In conclusion, my clients are doing their best to improve financial transparency and good governance in AMSAT. We agree that “a poisonous atmosphere makes it impossible for good ideas to be heard” and my clients both wish to create instead an “atmosphere of collaboration and common purpose.” They ran on a reform platform and were duly elected by the members to carry out that mandate.

With this letter, Ms. Thompson and Mr. Stoddard formally request that the Letter be retracted and removed from AMSAT’s public website. Alternatively, the Letter should, in consultation with my clients, be corrected to accurately reflect the reality of their interactions with AMSAT and its Board. Given that the unfounded accusations against my clients harm their reputation and question their integrity, we request action be taken no later than ten (10) days after the receipt of this demand.

We look forward to your prompt attention to this matter.

Sincerely,



Carolyn A. Klamp, Counsel

*cc: Dr. Tom Clark
Keith Baker,
Jerry Buxton,
Dr. Mark Hammon,
Paul Stoetzer,
Martha Saragovitz,
Robert Bankston,
Drew Glasbrenner,
Bruce Paige
Michelle Thompson
Patrick Stoddard*