MINUTES OF THE
ION COUNCIL MEETING
(June 27, 2011)

Subject to the approval of the ION Council, the following minutes are submitted. The Council Meeting was called to order on June 27, 2011 at the Crowne Plaza Hotel, Colorado Springs, Colorado at 6:30 p.m. Those present were:

VOTING COUNCIL MEMBERS:

<table>
<thead>
<tr>
<th>Name</th>
<th>Office Held</th>
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<tbody>
<tr>
<td>Todd Walter</td>
<td>President</td>
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<tr>
<td>Patricia Doherty</td>
<td>Executive VP/New England Sec Chair</td>
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<tr>
<td>Doug Taggart</td>
<td>Eastern VP</td>
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<tr>
<td>Mikel Miller</td>
<td>Immediate Past President</td>
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<tr>
<td>Jacob Campbell</td>
<td>Eastern Council M-at-L</td>
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<td>John Nielson</td>
<td>Western Council M-at-L</td>
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<tr>
<td>Chuck Schue</td>
<td>Marine Representative /DC Section Chair</td>
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<td>Joe Chop</td>
<td>Marine Representative</td>
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<tr>
<td>Neeraj Pujara</td>
<td>Air Representative</td>
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<tr>
<td>Jim Duckworth</td>
<td>Land Representative</td>
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<tr>
<td>Paul Benshoof</td>
<td>New Mexico Section Chair</td>
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<tr>
<td>Mark Smearcheck</td>
<td>Dayton Section Chair</td>
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<tr>
<td>Steve Rounds</td>
<td>Southern California Section Chair</td>
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<tr>
<td>Chuck Bye</td>
<td>Bylaws Chair</td>
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<tr>
<td>Jim Doherty</td>
<td>Past President</td>
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<tr>
<td>Phil Ward</td>
<td>Past President</td>
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NON-VOTING MEMBERS:

<table>
<thead>
<tr>
<th>Name</th>
<th>Position Held</th>
</tr>
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<tbody>
<tr>
<td>Clark Cohen</td>
<td>Government Fellows Chair</td>
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<tr>
<td>Frank Czopek</td>
<td></td>
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<tr>
<td>Lisa Beaty</td>
<td>Executive Director</td>
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A quorum was not achieved. It was reported that motions would be discussed by Council, but any motions requiring immediate action would need to be made and passed by members of the Executive Committee.

AGENDA

See Attached File: Agenda June 2011.doc

Approval of January 2011 Council Meeting Minutes: T. Walter

Motion: Council approves the January 2011 Council Meeting Minutes as submitted. This motion was deferred to January 2012 Council meeting as a quorum was not achieved.

President’s Remarks: T. Walter

Dr. Todd Walter, ION President, reported to Council on the Executive Committee meeting that had transpired just prior to Council to review the results of the FY 2010–’11 audit report and year-end
financial statements. It was reported that the Executive Committee had formally approved the audit report and that this report would be formally presented to Council in January 2012.

It was reported that in conjunction with the year-end financial statements, the Executive Committee had also had an extensive discussion on the current year funding for the Mini-Urban Challenge (MUC) and the effect of the same on the ION’s cash management and reserve fund formula. It was reported that ION had currently spent approximately $35,000 more for direct 2011 MUC expenses than ION had received in grant funding. It was reported that this was due to the delay in the passing of the federal budget that was not anticipated at the time the MUC program was beginning in 2011. It was reported that the Boston regional competition had been cancelled this past year as a consequence of delay in government funding. Additionally, it was reported that the 2011 MUC had conservatively cost an additional $52,000 in labor and $11,000 in overhead and it was doubtful that AFRL grant money would cover any of this, as AFRL was not likely to fund a program that had already concluded for the year.

Dr. Walter continued to report that the Executive Committee had also carefully reviewed MUC’s impact on ION’s cash management as amounts fronted this past year were equal to almost 1/3 of the ION’s operating fund. Beaty had recommended, and was supported by the ION’s auditors, that Council should formally accept the possibility that MUC may need to be funded through the Institute’s reserves during the budget process and any decisions made regarding MUC would need to be incorporated into the ION’s proposed reserve fund formula that was scheduled to be presented to the Council in January.

The Executive Committee had had considerable discussion as to the appropriate level of support ION should provide to the Mini-Urban Challenge in advance of government contracts, or in place of the same. Additional discussions included how MUC reserve funds should be managed in relation to ION’s operating funds; and the extent to which ION should support the labor and overhead costs associated with MUC.

Dr. Walter reported that the Executive Committee agreed on the following in relation to MUC:

1. MUC will continue to operate under the premise that it will be fully funded by government and corporate grants, including overhead expenses and direct labor costs.
2. MUC will be included in the proposed Reserve Fund Formula, funded at 100% of funding for one year, with the understanding that should government contracts be delayed or reduced, ION would manage MUC in such a way as to mitigate expenses however possible. (25% of annual MUC expenses should be allocated to liquid operating account and 75% of budgeted annual expenses shall be invested in a short term fund.)
3. ION shall not advance any funds for competition expansion. No new regions shall be added to the existing program until new regions are fully funded with a grant in place to fund the same. New regions should be added only if it was reasonable that multi-year funding could be secured to ensure sustainability.
4. The particulars of how the MUC operated within the confines of the established budget shall be delegated to the National Office staff and MUC Competition Chairs.

Dr. Walter reported that additional impacts of MUC would be reported to Council in conjunction with the Executive Committee’s proposed revisions to the ION’s Reserve Fund Formula which would be presented to Council for adoption in January 2012.
Annual Awards Selection Committee Approved: C. Hegarty

Dr. Todd Walter, ION President, reported that he had verified eligibility and approved proposed committee members submitted by Chris Hegarty, Annual Awards Committee Chair.

He also requested that all past ION presidents, and other members of Council, identify one worthy individual for an ION annual award, or fellow nomination, and asked that they formally submit a nomination for one worthy candidate by October 15.

Fellows Selection Committee Approved: P. Ward

Phil Ward, ION Fellows Selection Chair, proposed that the following be approved to serve on the 2012 Fellow Selection Committee: Phil Ward (Chair), Penny Axelrad, Jim Doherty, Dorota Grejner-Brzezinska, Richard Greenspan and Larry Hothem.

Motion: The Executive Committee approves the 2012 Fellow Selection Committee members as follows: Phil Ward (Chair), Penny Axelrad, Jim Doherty, Dorota Grejner-Brzezinska, Richard Greenspan and Larry Hothem. Motion made by Pat Doherty, seconded Doug Taggart and approved by the Executive Committee.

Government Fellow Committee Report: C. Cohen

Clark Cohen reported that no government fellow applications had been received this year but the committee and the national office would continue to advertise the government fellows program.

It was recommended that the local section chairs continue to publicize the Government Fellows Program at section activities.

Approval of Nominating Committee Membership: M. Miller

Mikel Miller, Nominations Chair, proposed the following to serve on the 2012 Nominating Committee:

Chair: Mikel Miller
Eastern Region: Karen Van Dyke, Jim Doherty & Chuck Schue
Western Region: Phil Ward, Ron Hatch & Steve Rounds

Motion: The Executive Committee approves Mikel Miller (Chair), Karen Van Dyke, Jim Doherty, Chuck Schue, Phil Ward, Ron Hatch and Steve Rounds as members of the 2012 Nominating Committee. Motion made by Mikel Miller, seconded by Doug Taggart and passed by the Executive Committee.

Publication Report: B. Pervan

See Attached File: Journal Report to Council June 2011.docx

It was reported that in March 2011 the Executive Committee and Editor of NAVIGATION had approved the following motion as a means to increase circulation and thus increase the citation rate of the journal’s technical content in order to be indexed in the Thomson Reuter’s Web of Science/ISI:
Motion: ION shall work in cooperation with Wiley in the publication and distribution of the ION’s journal, NAVIGATION. ION will retain editorial control and copyright. Motion made by Doug Taggart, seconded by Mikel Miller and passed by the Executive Committee.

In turn, the Council was asked to authorize Beaty to execute a formal agreement with Wiley that had been reviewed and approved by the Executive Committee and Editor of NAVIGATION. There was consensus from Council that ION should proceed.

Motion: The Executive Committee authorizes Beaty to execute the formal publisher contract with Wiley as provided. Motion made by Doug Taggart, seconded by Pat Doherty and passed by the Council.

Lightsquared: Update on Council January 2011 Efforts: D. Taggart & C. Bye

See Attached File: Lobbying Bylaws Report to Council June 2011.docx

Doug Taggart reported that during the January Council meeting, the issue was raised of the impact of Lightsquared’s waiver application to the FCC, which if granted, would modify its authority to operate a terrestrial wireless voice and data broadband service in the L-band frequencies and interfere with the use of the GPS L1 signal.

A preliminary letter to FCC was drafted by various members of Council and reviewed by the Executive Committee. There were several questions raised as to whether the ION could send a letter to the FCC within the guidelines of the ION’s current bylaws. The letter was sent to ION’s legal counsel for an opinion. Legal counsel agreed that the ION’s letter to the FCC posed absolutely no risk to ION’s charitable status. However, counsel noted that the ION’s bylaws are MORE restrictive than required to maintain IRS status.

As a precautionary measure, and to ensure that the ION was fully compliant with our current bylaws, the Executive Committee opted to revise its original letter to the FCC in such a way as to offer technical expertise to the issue without trying to influence the FCC’s final decision.

It was reported that this situation suggested that Council needed to interpret the intent and future desirability of the current restrictions in the ION bylaws related to lobbying and influencing regulatory policy etc. (reference Article XVI, Section 1, Political Activity of current bylaws). It was noted that the 501(c)(3) lobbying restrictions required for ION to maintain its tax exempt status only apply to legislative advocacy (for or against legislation), not regulatory advocacy. ION's own bylaws impose a tighter restriction, however -- prohibiting any "lobby[ing] for or against any legislation or ruling by a government agency". The reference to a "ruling by a government agency" is much broader than the 501(c)(3) lobbying limitation, and is a self-imposed restriction - not a potential risk to tax-exempt status.

There was considerable discussion regarding the degree of advocacy with which Council was comfortable. There was a general consensus that ION should craft its bylaws with the broadest language possible so that ION has the freedom to address actions in a timely manner, on a case by case basis. However, concern was expressed by members of Council who were also government employees as to whether or not they would be able to continue in their roles on Council if ION exercised any form of advocacy.
Action: Several civil servants agreed to provide opinions from their JAGs as to the level of advocacy that can be exercised by the ION without impacting government employees from continuing to participate on Council.

OTHER BUSINESS

Sustainable Development in Navigation, Science & Technology in Africa: P. Doherty

Pat Doherty reported on the activities of the Africa Outreach Program that is partially sponsored by the ION and the benefits the program is providing.

See Attached File: Africa Program Update June 2011.docx

Newsletter Article Reminder for Technical Area Reps

ION’s Technical Area Representatives were reminded that in January they were given the action to identify both new and expanding technologies and programs that have the potential for significant Institute involvement.

Technical Area Representatives were also given the action to write, or arrange for another to write, one article for the ION Newsletter per year that focused on their area of expertise that would be of general interest to the membership.

Action: Technical Area Representatives were also given the action to write, or arrange for another to write, one article for the ION Newsletter per year that focused on their area of expertise that would be of general interest to the membership.

The meeting adjourned at 8:30 p.m.