Provisional Minutes for * Meeting Book - AOG Board of Directors 15 October 2026
SPECIAL MEETING #1
October 15 2026

A meeting of the Board of Directors (the "Board") of USAFA Association and Foundation (the "Company"), was held on October 15 2026. Persons present in-person or telephonically were:

Directors Present: **Lt. Col. (Ret.) Catherine Almand '90, Chair; Dr. Lee Krauth '72, Vice Chair; Brig. Gen. (Ret.) Christopher "Mookie" Walker '88, Secretary; Col. (Ret.) Hank Hoffman '63, Director; Lt. Col. (Ret.) Garry Dudley '68, Director; Col. (Ret.) Dan Bohlin '71, Director; Col. (Ret.) Bob Lowe '71, Director; Col. (Ret.) William "Trapper" Carpenter '73, Director; Lt. Col. (Ret.) Denny Merideth '73, Director; Lt. Gen. (Ret.) Rod Bishop '74, Director; Gen. (Ret.) David "DT" Thompson '85, Director; Lt. Col. Nate Dial '10, Director; Maj. Jennifer Palicka '11, Director**

Directors Absent: **Christian Evans '08, Treasurer; Maj. Alexander Fogassy '12, Director; Col. (Ret.) John Cinnamon '91, CAS President**

Staff Present: **Mark Hille '97, President & CEO**

Guest: Skip Morgan '72, Of Counsel

Notes: Director Hoffman attended by telephone.

Correcting the Record of the 24 July 2026 Meeting

The special meeting of the AOG Board of Directors commenced at 8:01. Director Walker conducted the roll call and confirmed a quorum. The following directors were present: Director Almand, Director Krauth, Director Walker, Director Hoffman, Director Dudley, Director Bohlin, Director Lowe, Director Carpenter, Director Merideth, Director Bishop, Director Thompson, Director Dial, and Director Palicka. Also present was Mark Hille, CEO. Thirteen of sixteen directors attended, establishing a quorum. Notice of the meeting was sent by email to all directors and posted on the AOG website on September 14, 2026.

The chair called the special meeting under Article V, Section 7 b of the bylaws for a single purpose: to correct the record of the board's July 24th meeting, including an erroneous announcement made at that meeting. The chair stated that no other business would be conducted at this meeting, as required by Section 7 c.

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The chair explained that at the close of the July 24th meeting, an announcement was made in open session that a motion considered in executive session had carried. That announcement was incorrect. Article V, Section 10 d of the bylaws requires a simple majority of the directors present at a quorum. Sixteen directors were present, so nine affirmative votes were required. The motion received seven votes in favor, five against, and three abstentions. Director Bishop did not vote because the Chair refused to allow him to vote. It did not carry.

After notification and further review, the chair notified the board of the correction in writing. The chair made the correction in open session where the original announcement was made. Because the motion did not carry, the board took no action on it. The chair stated that no one should view the July 24th announcement as an action of the board.

The chair acknowledged that when the announcement was made, the motion was also read aloud. The chair took responsibility for these errors. The governance committee was reviewing a bylaws amendment to clarify how votes are counted. That amendment was not before the board at this meeting and would come to the board through the normal process.

Director Lowe moved that the board affirm that the motion considered in executive session at the July 24, 2026 meeting did not carry under Article V Section 10 d of the bylaws, that the chair's announcement in open session that the motion carried and the chair's reading of that motion aloud were made in error, and that the record of the July 24, 2026 meeting reflect this correction. Director Krauth seconded the motion.

Director Bohlin raised a point of order: "You're required to read the motion." The chair accepted the point of order and read the motion aloud: "That the board affirms that the motion considered in executive session at the July 24, 2026 meeting did not carry under Article V, Section 10 d of the bylaws, that the chair's announcement in open session that the motion carried and the chair's reading of that motion aloud were made in error, and that the record of the July 24, 2026 meeting reflect this correction."

Director Thompson inquired whether any written form or documentation would remain in the record showing evidence of the motion or associated matters, and whether anyone looking at the record in the future would be able to read the written transcripts of what was read in that session. The chair responded that the reading of the motion aloud was in the recording made by the Secretary's AI program. The chair stated that the minutes would be decided during the regular meeting under the regular process at the next regular meeting. The chair noted that although it was an open session, it was not being streamed and recorded at that point because it was after the ceremony. The open session was, however, recorded by the Secretary under the Otter.ai recording protocol agreed on April 25, 2025.

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Director Bishop commented that the motion had circulated widely and that several people had contacted him asking about the situation. He stated that three people were motivated to run for the next election based on what they perceived as an injustice and a total lack of due process.

The secretary called the roll for the vote. Director Almand voted yes, Director Krauth voted yes, Director Walker voted yes, Director Hoffman voted yes, Director Dudley voted yes, Director Bohlin voted no, Director Lowe voted yes, Director Carpenter voted yes, Director Merideth voted no, Director Bishop voted no, Director Thompson voted yes, Director Dial voted yes, and Director Palicka voted yes. The final tally was 10 in favor and 3 against, with 13 directors present. The motion carried.

The chair stated that the business for which the meeting was called was complete. The special meeting adjourned at 8:11.

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Respectfully submitted,

Secretary of the Meeting

Date signed: