

ARRL 2025 SECOND BOARD OF DIRECTORS MEETING

July 18-19, 2025

Minutes

Summary Agenda

- 1) Roll Call*
 - 2) Moment of Silence*
 - 3) Courtesies*
 - 4) Consideration of the agenda of the meeting*
 - 5) Receipt and consideration of financial reports*
 - 6) Motion to Adopt Consent Agenda*
 - 7) Receipt of Officer's reports*
 - 8) Consideration of items removed from Consent Agenda*
 - 9) Consider recommendations of the Standing Committees*
 - 10) Proposals for amendments to Articles of Association and By-Laws*
 - 11) Consider additional recommendations as contained in reports*
 - 12) Directors' motions*
 - 13) Other business*
 - 14) Closing courtesies*
 - 15) Adjournment*
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1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in session. The meeting was called to order at 9:00 AM, Friday, July 18, 2025, with President Rick Roderick, K5UR, in the Chair and the following Directors, constituting a quorum, present:

Bob Famiglio, K3RF, Atlantic Division
Brent Walls, N9BA, Central Division
Vernon "Bill" Lippert, ACØW, Dakota Division
David Norris, K5UZ, Delta Division
Scott Yonally, N8SY, Great Lakes Division
Ed Wilson, N2XDD, Hudson Division
Tom Frenaye, K1KI, New England Division
Mark Tharp, KB7HDX, Northwestern Division
John Litz, NZ6Q, Pacific Division

James Boehner, N2ZZ, Roanoke Division
Jeff Ryan, KØRM, Rocky Mountain Division
Mickey Baker, N4MB, Southeastern Division
Richard Norton, N6AA, Southwestern Division
John Stratton, N5AUS, West Gulf Division

Director Art Zygielbaum, KØAIZ, of the Midwest Division was unable to attend. Midwest Division Vice Director David Propper, K2DP, served as Director during the meeting pursuant to Article 7 of the Articles of Association.

Also present without vote were:

Kristin McIntyre, K6WX, First Vice President
Mike Ritz, W7VO, Second Vice President
Rod Stafford, W6ROD, International Affairs Vice President
John Sager, WJ7S, Treasurer
David Minster, NA2AA, Chief Executive Officer and Secretary
Diane Middleton, W2DLM, Chief Financial Officer

The following Vice Directors were also in attendance:

Lynn Nelson WØND, Dakota Division
Ed Hudgens WB4RHQ, Delta Division
Roy Hook, W8REH, Great Lakes Division
David Galletly, KM2O, Hudson Division
Dave Propper, K2DP, Midwest Division
Phil Temples, K9HI, New England Division
Michael Sterba, KG7HQ, Northwestern Division
Bill Morine, N2COP, Roanoke Division
Andy Milluzzi, KK4LWR, Southeastern Division

Also present were:

Joel Harrison, W5ZN, Secretary of the International Amateur Radio Union
Brent Taylor, VY2HF, Vice President of the Radio Amateurs of Canada
David Siddall, Esq., K3ZJ, FCC Communications Counsel
Fred Hopengarten, K1VR, former New England Division Director
Danielle LaFleur, KC1UKS, Executive Assistant
Cathleen Curry, Recording Secretary

Not present at the meeting were:

Art Zygielbaum, KØAIZ, Director, Midwest Division
Marty Newingham, AG3I, Vice Director, Atlantic Division
Joshua Long, W9HT, Vice Director, Central Division
Carol Milazzo, KP4MD, Vice Director, Pacific Division

Dan Grady, N2SRK, Vice Director, Rocky Mountain Division
Ned Stearns, AA7A, Vice Director, Southwestern Division
Lee Cooper, W5LHC, Vice Director, West Gulf Division

Moment of Silence

2. A moment of silence was observed in memory of Amateurs who have passed away since the last meeting, especially: Alfred Haberman, W1TDO; Andrew Reuter, WA1FNM; Edmond Cellini, N1KGN; Dick Isely, W9GIG; David Arthur Fox, NN4DF; Gerald "Gerry" Murphy, K8YUW; Richard Lane, III, W4OQG; Donald "Don" Cooper, KC7DC; Mario Karcich, K2ZD; Masayoshi "Masa" Ebisawa, JA1DM; Michael Dean, K5MFD; Ambrose "Tripp" Owens, III, N4NTO; Roger Smallwood, N8EKG; Tom Taormina, K5RC; Ted Randall Klimlowski, WB8PUM; Bob Naumann, W5OV; Alanson "Hap" Holly, KC9RP; Dennis Motschenbacher, K7BV; Dr. Emil Pocock, W3EP; Robert "Bob" Buus, W2OD; Nick Winter, K7MO; Tad Cook, K7RA; Wayne Overbeck, N6NB; Eric Mauney, W4ENC; Bennie Tomlinson, W5MQ; George Town, KF7VKW; Eugene "Gene" Pajerski, KY4S; Bernard Fineberg, AB7HB; Del Morissette, WA7AQH; Jack W. Hartinger, KB0JKO; Mert Nellis, W0UFO; and Charles "Chip" Johnson, KD0UST.

Courtesies

3. President Roderick greeted the board and guests. He noted that he expected a productive meeting with all the appropriate courtesies while the meeting was in session. President Roderick presented an ARRL Director certificate to the new Director John Litz, NZ6Q. In addition, President Roderick acknowledged visitors, Joel Harrison of IARU, Brent Taylor of RAC, and Fred Hopengarten, K1VR, former New England Division Director.

4. Mr. Harrison brought greetings on behalf of Tim Ellam and the IARU officers. Mr. Ellam recently attended a meeting in China, and one item discussed that could have an impact on amateur radio at the WRC 27 was a wireless power transfer for electric vehicles. This will cause noise for amateur radio. Mr. Harrison wanted to thank the ARRL as he confirmed that IARU would not be successful without the support of ARRL. As Secretary of IARU, he wanted to thank the Board and ARRL for their support. He received an original copy of the 1927 radio regulations at the IARU Centennial Celebration in Paris, France. He presented the document to CEO Minster to display at ARRL headquarters.

5. Mr. Taylor, Vice President of the Radio Amateurs of Canada (RAC), brought greetings on behalf of President Allan Boyd, VE3EM, who had a conflict. Mr. Taylor expressed his appreciation for the opportunity to meet with ARRL Board members. He reported that during their annual meeting in September, they will be holding the grand opening of the headquarters radio station, VE3RHQ. RAC will be receiving a donation of an 8000 Series Flex Radio, which will be the flagship rig at the station. At the executive level, RAC is looking at a constitutional change which

would allow the Board, by unanimous vote, to extend the term of some executive members. Currently, there is a three-term limit in place. If the amendment is passed, certain positions such as Treasurer or Honorary Legal Counsel, will be extended. RAC is also creating a new position, a social media officer, who will sit on the executive board for regular meetings. Effective July 1st, 2025, RAC added a new Yukon Section, created by separating Yukon Territory from the Territory Section. The Territory Section now consists of only Northwest Territory and Nunavut Territory.

RAC has seen a 2% increase in membership.

6. As President of the ARRL Foundation, Director Norris brought greetings on behalf of the ARRL Foundation board and volunteers. A meeting was held on January 23, 2025, via Zoom, where officers were elected and priorities and goals were established for the year. Director Norris provided a recap of the past six months. The Grants Committee, chaired by Mr. Minster, reviewed 31 grant applications during the February 2025 cycle and funded ten grants totaling \$17,947. For the June 2025 cycle, 32 grant applications are currently being reviewed. On June 5, 2025, a six-month report was requested from 37 Club Grant recipients, with 28 responding to date.

The Scholarship Committee, chaired by Mr. Carlson, W9XA, reported that five scholarship funds that were previously administered through the Foundation for Amateur Radio have requested the ARRL Foundation manage their scholarships, adding twenty-five scholarships to the program. Scholarship program applications were open from October 30, 2024, through January 23, 2025. Following a comprehensive review of all 254 applications received, 171 scholarships are being awarded to 155 students, totaling \$815,750. This represents an increase of 45 scholarships and \$106,250 compared to the previous year. ARRLF President Norris acknowledged and thanked all the volunteers who committed their time in making another scholarship year so successful.

Mr. Norris concluded his remarks by reporting that the Foundation is the recipient of an estimated \$2.1 million estate gift from Brian J. Baden. An endowment has been established to fund the Brian J. Baddon, K0OAAQ Memorial Scholarship with the estate gift.

Consideration of the Agenda of the Meeting

7. On the motion of Director Norris, seconded by Director Ryan and seeing no objections, the Meeting Agenda was **ADOPTED**.

Receipt and Consideration of Financial Reports

8. Treasurer Sager reviewed the second quarter and first half of 2025 investment results. He referred to the chart in the Treasurer's Report showing asset totals, contributions to the portfolio, withdrawals from the portfolio, and the historical levels of the S&P 500 Index from 2015 through 2025. Mr. Sager also referred to the chart showing the amount of unrestricted and board endowed funds held by the ARRL from 2015 through 2023 and noted the 2024 unrestricted and board endowed fund numbers will be updated when the 2024 ARRL annual financial statements are released.

The ARRL investment portfolio had a value of \$40,769,229 as of June 30, 2025. The investment return for the second quarter was \$2.88 million, or 7.5%, and the investment return for the first half of 2025 was \$3.545 million, or 9.2%. The ARRL investment portfolio also contributed \$800,000 to support operations in the first half of 2025. Mr. Sager reported that the Investment Management Committee met three times in 2025, most recently on July 2, 2025, where there was a review of the ARRL Investment Policy Statement and portfolio positioning. Mr. Sager then answered questions about the merits of active investment management versus passive management, and ARRL investment performance as compared to index returns.

9. CFO Middleton presented the Chief Financial Officer's Report. She stated that while the financial statements were preliminary and unaudited, ARRL had a net income from operations of approximately \$440,000 in 2024. She continued by noting that realized revenues had increased by \$500,000 while expenses decreased \$1.1 million from the prior year. The balance sheet remained healthy with liabilities remaining flat and growth in the investment portfolio. As noted in January, the delay in completing the financial statements for the audit will delay the issuance of the annual report.

Although financial statements have not yet been completed through June 30, 2024, significant progress has been made in bringing data current, making a high-level projection possible. It was estimated that through June 30, 2025, ARRL had a deficit spending of \$232,000 from operations, including realized gains on investments allocated to operations.

Ms. Middleton entertained questions.

Consideration of the Consent Agenda

The following reports were removed from the Consent Agenda: President's Report; Chief Executive Officer Report; FCC Counsel's Report; Administration & Finance Committee Report, Programs & Services Committee Report, Emergency Management & Field Services Committee Report; RF Safety Committee Report; Historical Committee Report; DX Advisory Committee Report; and Governance and Field Organization Study Group Report.

10. On the motion of Director Boehner, seconded by Director Wilson, and seeing no objections, the Consent Agenda was **ADOPTED**.

The Board was on break from 10:40 AM to 11:00 AM, with all members previously noted present.

11. President Roderick entertained questions. He emphasized that the board, as a whole, must remain focused on what is best for the organization and stressed he wants everyone to work cooperatively for the betterment of amateur radio.

12. Chief Executive Officer Minster entertained questions. He first addressed a question about ARRL's database as it pertains to the ages of its members. CEO Minster stated that since the FCC no longer provides date of birth information, ARRL only obtains that information if the member provides it.

CEO Minster opined on the state of ARES. He noted that the number one area of negative feedback he receives from the field is that ARES is broken. He expressed his desire for ARES to be rebuilt from the ground up.

Director Baker took the opportunity to congratulate CEO Minster on the operations side, turning a profit and making everything happen for the staff and the members coming out of 2024. CEO Minster thanked Director Baker but noted that while he was negotiating with the threat actors, CFO Middleton and Director of Innovations and Public Relations, Bob Inderbitzen, partnered to keep staff calm and ensure that the staff had everything they needed to operate on a manual basis. He continued by stating that while he appreciates the kind words, there is a whole team behind him that deserves the recognition.

Director Norton moved, seconded by Director Walls, that the Board move into a Committee of the Whole to discuss legal matters. Seeing no objection, the motion was APPROVED by unanimous vote. All the visitors left the room.

The Board was in the Committee of the Whole from 11:31 AM to 11:41 AM.

Director Boehner moved, seconded by Director Norris, to adopt the report of the Committee of the Whole. The motion was **APPROVED** by unanimous vote.

The Board was on break for lunch from 12:15 AM to 1:15 PM, with all members previously noted present.

Attorney Taruna Garg of Harris Beach Murtha joined the meeting to address questions related to the next motion.

13. The ARRL Special Committee on By-Law 46 moved that:

WHEREAS, the ARRL Board of Directors created a Special Committee on By-Law 46 during the January 2024 Board Meeting as specified in Minute 48; and

WHEREAS, the Special Committee, after due deliberation, including extensive consultation with Connecticut Corporate Counsel, has issued a report including its findings and recommendations, which include:

- Revision of ARRL By-Law 46 to assure that the By-Law is concise, easily comprehended, soundly based in Connecticut State Statute and ARRL Governing Documents, and includes appropriate, legal, and effective remediation to protect the organization and further the interests of ARRL members.
- Revision of By-Law 42, the chartering section for the Ethics and Elections Committee, to define an independent neutral third party to whom ethical inquiries and candidate appeals of E&E decisions could be delegated for investigation.
- Revision of Articles of Association Article 7, which contains an incomplete description of the conditions creating a vacancy on the ARRL Board; and

WHEREAS, the recommendations of the Special Committee are designed to:

- Assure that ARRL Board Officers, Directors, and Vice Directors do their utmost to represent the interests of ARRL members.
- Establishes a primary emphasis on the fiduciary responsibilities and legal obligations that Board Members have to the ARRL to support its mission, to do no harm to the organization, and to care for its long-term health and performance.
- Satisfies the concern expressed by Connecticut counsel that it is not in the best interests of the organization or membership to be operating without an established set of ethical standards and guidelines for the board to be held to.
- Replaces inadequately worded and incomplete language in By-Law 46 with respect to remediation in case of a finding of ethical violation.
- Resolves concerns that ethics investigations by the Ethics and Elections (E&E) Committee of the ARRL board, may have been conducted improperly, swayed by personal or political bias, and/or conducted without appropriate transparency.

THEREFORE, it is hereby moved to accept the report and implement the recommendations of the Special Committee. Those recommendations are:

1. Replace the current By-Law 46 "Conflict of Interest Policy" with a new section, "Board Member Statement on Authority, Responsibility, and Expectations" (see Addendum 1). This By-Law incorporates, by reference, such a statement describing the duties of Board Members, a revised Conflict of Interest Policy, and the use of an independent neutral third party to investigate allegations of and, if appropriate, suggest remediation for violations of any ethical, fiduciary, or legal duties by a Board Member.
2. Adds a section to By-Law 42 (see Addendum 2) to define an independent neutral Third Party within the structure of the Ethics and Elections Committee.
3. Clarifies the description of vacancy in Articles of Association Article 7 (see Addendum 3) as shown in the attached proposed Article.

The proposed By-Law revisions, including the Board Member Statement on Authority, Responsibility, and Expectations, are attached to this motion. As indicated in the proposed By-Law, the new By-Law 46 and its referenced statement will take effect immediately upon passage by the ARRL Board Members.

Director Norris moved, seconded by Director Walls, that the Board move into the Committee of the Whole to discuss legal issues. The motion was **APPROVED** 14 Aye and 1 Nay. All the visitors left the room except for Attorney Garg.

The Board was in the Committee of the Whole from 1:25 PM until 2:53 PM.

Director Tharp moved, seconded by Director Wilson, to adopt the report of the Committee of the Whole. The motion was unanimously **APPROVED**.

The Board was on break from 2:54 PM to 3:01 PM, with all members previously noted present except for Attorney Garg who left the meeting.

The Board discussed the proposed motion.

Director Norris moved, seconded by Director Yonally to Call for the Question. Receiving the required two-thirds vote, a roll call vote was taken:

Director Wilson	Aye
Acting Director Propper	Aye
Director Frenaye	Requested to come back to him.
Director Tharp	Aye
Director Litz	Aye
Director Boehner	Aye
Director Ryan	Aye
Director Baker	Nay
Director Norton	Nay
Director Stratton	Nay
Director Famiglio	Nay
Director Walls	Aye
Director Lippert	Aye
Director Norris	Aye
Director Yonally	Aye
Director Frenaye	Nay

The motion was **APPROVED**, 10 Aye and 5 Nay.

14. International Affairs Vice President Stafford moved, seconded by Director Ryan, that:

The Chief Executive Officer shall maintain a list of neutral independent third parties to carry out factual determinations as specified in By-Law 42 and By-Law 46. The list of neutral independent third parties is individuals or firms who will, upon the request of the subject candidate or a Board member, review any E&E decisions that determine a candidate ineligible for office or if there has been a violation of fiduciary, ethical, or legal duty by a Board member.

The neutral independent third parties shall be individuals or firms, such as attorneys or retired judicial officers, who have expertise in handling alternative dispute resolution matters and who must have no working, advisory, or financial relationship with the ARRL, except as acting in the capacity of a neutral independent third party.

The list of neutral independent third parties shall rotate. If the need arises for the use of a third party the CEO shall select the person or firm at the top of the list. When the selected neutral independent third party completes the matter and renders a decision, that third party's name shall rotate to the bottom of the list. The subject of any alleged violation of a fiduciary, ethical, or legal duty, or a candidate who has been declared ineligible by the E&E, has the right to object to the initial neutral independent third party selected by the CEO within five days of being notified of the name of the neutral independent third party. In that case, the CEO shall select the next neutral independent third party on the list.

The Board discussed the proposed motion.

A roll call vote was taken:

Acting Director Propper	Aye
Director Frenaye	Aye
Director Tharp	Aye
Director Litz	Aye
Director Boehner	Aye
Director Ryan	Aye
Director Baker	Aye
Director Norton	Aye
Director Stratton	Nay
Director Famiglio	Nay
Director Walls	Aye
Director Lippert	Aye
Director Norris	Aye
Director Yonally	Aye
Director Wilson	Aye

The motion was **APPROVED**, 13 Aye and 2 Nay.

15. FCC Counsel Siddall was asked to provide his thoughts on the possibility for lifetime licenses and how the current fee of \$35 might be handled as related to the FCC’s “Delete, Delete, Delete” proceeding. Mr. Siddall responded that it was too early to predict the prospects of such a license and how fees would be handled by the FCC. He added that he will be providing additional written proposals to the FCC as recently discussed by email with the Executive Committee and Board members.

Mr. Siddall was asked to speak to the Forest Services’ proposed \$1,400 fee for certain repeaters located on Forest Service lands. He responded that there appears to be a hold on the proposal until the Farm Bill is passed by Congress. There is substantial opposition to such a fee by members of the oversight committees in both the House and Senate. The ARRL’s legislative group continues to actively follow this legislation and express ARRL’s opposition as appropriate to any such fee.

It was noted that there has been a lot of negative feedback in the record on NextNav’s Petition to reallocate the 902-928 MHz band. Mr. Siddall noted that in the spring the FCC opened a proceeding to look more broadly at the many options for improving location capabilities that compete with the NextNav proposal and that these matters remain pending. NextNav continues to actively lobby for their particular proposal and he continues to monitor it, but to date there is no clear indication of timing or the likely outcome.

Mr. Siddall also was asked about the Shortwave Modernization Coalition (SMC) petition. Mr. Siddall responded that experimental licenses continue to be issued and renewed for high frequency trading. He receives reports that the stations continue to transmit and at times cause interference to amateurs, but that there has been no action by the FCC on SMC’s request.

Mr. Siddall was asked about Docket 25-201, the AST Satellite Application for five channels in the 430-440 MHz Band for Telemetry, Tracking & Command. He stated that ARRL filed a strong opposition to AST’s application to use this band. There has been an outpouring of comments filed

by radio amateurs in opposition, including by multiple amateur radio societies in other countries. There is no allocation for such use in this band anywhere in the world, and there are serious questions whether the ITU Radio Regulations treaty permits such licensing given the clear capability to interfere with communications in many other countries.

16. Director Ryan provided a summary of the previous day's committee meeting. The Administrative and Finance Committee had two recommendations for the Board.

1) In accordance with By-Law 38, the A&F Committee reviewed the current dues and fee structure and recommends no changes at this time.

2) In accordance with Minute 25 of the January 2025 Board meeting, the A&F Committee recommends to the Board that the CEO, with the able assistance of Director Stratton, continue working with the Washington lobbyists to advance ARRL's legislation in Congress.

17. Director Lippert provided a summary of the previous day's Program and Services Committee meeting. He noted that much of the meeting was dedicated to the upcoming motions from the committee. A subcommittee was formed to review all the ARRL awards and recommend standardizations to develop new awards and the possible retirement of others.

18. Director Yonally provided a summary of the previous day's Emergency Management and Field Services Committee meeting, noting that a complete rewrite of the ARES Training program has been undertaken. These new programs follow along with AuxComm and FEMA Incident Command System programs. He stated that the Basic and Intermediate courses have been completed along with their related Task Books. The Advanced and Leadership courses are still a work in progress. He continued by noting that Form 2 and Form 4 have been fully implemented, enabling ECs, DEC's, and SECs to complete their monthly reporting duties efficiently. Work continues to obtain reporting from all sections. Director Yonally also reported that ARRL has partnered with Radio Relay International and now has a signed MOU with them.

19. Acting Director Proper discussed the work of the RF Safety Committee and expressed appreciation for the Committee's dedicated work. He stated that the Committee is still waiting for the release of the FCC publication, *OET Bulletin 65 Supplement B, Evaluating Compliance with FCC guidelines for Human exposure to Radiofrequency Electromagnetic Fields, Additional Information for Amateur Radio Stations* so that updated information can be disseminated to the amateur radio community. He also noted that the Committee is monitoring the activities of Robert F. Kennedy, Jr., Secretary of Health and Human Services, including his advocacy for removing cell phones from schools based on his allegations that they produce *harmful levels of* electromagnetic radiation.

The Committee is monitoring whether he will have any influence on the FCC regarding these issues.

20. Acting Director Propper thanked headquarters for their work to bring the virtual museum, “Radio Alpha”, online. To date, more than 4,000 entries have been uploaded into the virtual museum. The Committee’s next area of focus will be on an archive of various films and video artifacts.

21. Director Norris reviewed the activities of the DX Advisory Committee, noting that they have been busy and are working on a recommendations report that is expected to be issued in October 2025. It was pointed out that there are members across the organization who are very unhappy and feel that the DXAC is not listening to the membership. It was suggested that there should be more communication with the membership on the activities of the DXAC to help create a more positive perception of the work being done.

22. Director Ryan, chair of the Governance and Field Organization Study Group, summarized the Study Group’s Report.

The Board recessed for the day at 5:18 PM, Friday, July 18, 2025, and returned on Saturday, July 19, 2025, at 9:00 AM. All members and guests previously noted were present.

Consider Recommendations of the Standing Committees

23. The Programs & Services Committee moved that:

WHEREAS, The Philip J. McGan Silver Antenna Award is given to a licensed radio amateur for their volunteer public relations efforts on behalf of amateur radio who best exemplifies the public relations efforts of Philip J. McGan, WA2MBQ (SK), and

WHEREAS, the ARRL’s Public Relations Committee serves as the award panel, reviews the nominations received from members, and along with ARRL’s PSC Committee, recommends the winner(s) of this award to the Board of Directors, and

WHEREAS, ARRL The National Association for Amateur Radio® recognizes and values the work done by local volunteers to spread the word of amateur radio, and

WHEREAS, Micah Martin, KN6VUT, has been recognized by his peers for his exemplary service in the Tehachapi Amateur Radio Association (TARA) as the club’s Public Information Officer (PIO), leading to a 59% increase in club membership and nearly tripling the number of license applicants in the area, and

WHEREAS, the work done by Micah Martin, KN6VUT, as PIO, TARA club activities frequently earn news media coverage in Kern County, California, and beyond, and

WHEREAS, Micah Martin, KN6VUT, has established amateur radio as a hobby, an education tool, and a service for public safety within the Bakersfield and Tehachapi communities, and has led successful projects to further engage these communities with amateur radio.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Public Relations Committee and of the Programs and Services Committee, hereby bestows the 2025 ARRL Philip J. McGan Memorial Silver Antenna Award to Micah Martin, KN6VUT.

The motion was unanimously **APPROVED** (with applause).

24. The Programs & Services Committee moved that:

WHEREAS, The Bill Leonard Professional Media Award pays tribute to late CBS News President Bill Leonard, W2SKE, by recognizing professional journalists whose outstanding coverage highlights the enjoyment, importance, and public service value the amateur radio service has to offer, and

WHEREAS, the ARRL's Public Relations Committee serves as the award panel, selecting winner(s) from nominations received and recommending to the Program and Services Committee, and

WHEREAS, ARRL The National Association for Amateur Radio® recognizes the work professional journalists do to research topics to ensure accurate reporting of issues with a strong technical subject, and

WHEREAS, amateur radio provides a pathway for the next generation of technical leaders to get hands on with science, technology, engineering, and mathematics (STEM), and

WHEREAS, the student members of the Advanced Technologies Group at Harborcreek Senior High School in Harborcreek, Pennsylvania, learned from the training provided through ARRL Teachers Institute on Wireless Technology, and

WHEREAS, the story of these young leaders building an amateur radio station to conduct two-way communications with astronauts aboard the International Space Station is a story worthy of telling a broad audience, and

WHEREAS, *TODAY* airs on NBC affiliate television stations across the United States, with an average of 2,500,000 viewers daily, and

WHEREAS, *TODAY* invested the time and resources to send NBC News correspondent Harry Smith and a crew to share the story of Amateur Radio STEM education with their viewers, and

WHEREAS, NBC *TODAY* correspondent Harry Smith broadcasted a story nationally on January 5, 2024, covering the students at Harborcreek Senior High School's amateur station construction and eventual contact with astronauts aboard the International Space Station, generating widespread awareness of the work of these teenage amateur radio operators and future technical innovators and leaders.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Public Relations Committee and the Programs and Services Committee, hereby bestows the 2025 ARRL Bill Leonard Professional Media Award for Video Reporting to NBC *TODAY* Correspondent Harry Smith for his report “Meet the students using radio waves to contact the ISS” published on January 5, 2024.

The motion was unanimously **APPROVED** (with applause).

25. The Programs & Services Committee moved that:

WHEREAS, The Bill Leonard Professional Media Award pays tribute to late CBS News President Bill Leonard, W2SKE, by recognizing professional journalists whose outstanding coverage highlights the enjoyment, importance, and public service value the amateur radio Service has to offer, and

WHEREAS, the ARRL’s Public Relations Committee serves as the award panel, selecting winner(s) from nominations received and recommending to the Program and Services Committee, and

WHEREAS, ARRL The National Association of Amateur Radio® recognizes the work professional journalists do to research topics to ensure accurate reporting of issues with a strong technical subject, and

WHEREAS, the 2024 hurricane season saw widespread devastation across areas far inland, showing the value and necessity of the amateur radio service, and

WHEREAS, Hurricanes Helene and Milton wiped out communications infrastructure across the Southeastern United States, causing individual amateur radio operators to serve as vital lifelines for health and welfare traffic regarding those affected, and

WHEREAS, the stories of these valiant volunteers using amateur radio for emergency preparedness are worthy of telling a broad audience; and

WHEREAS, Makena Kelly and Dell Cameron, writers for *WIRED* generated widespread awareness of the work of ham radio to serve communities When All Else Fails® and has helped *WIRED*, a digital and print magazine, play a crucial role in highlighting the importance of the amateur radio service during critical times.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Public Relations Committee and the Programs and Services Committee, hereby bestows the 2025 ARRL Bill Leonard Professional Media Award for print reporting to Makena Kelly and Dell Cameron, of *WIRED* for their article – “Through Hurricanes Helen and Milton, Amateur Radio Triumphs When All Else Fails®,” published on October 8, 2024.

The motion was unanimously **APPROVED** (with applause).

26. The Programs & Services Committee moved that:

WHEREAS, the ARRL Herb S. Brier Instructor of the Year Award recognizes the very best in amateur radio instruction and recruitment in the memory of Herb S. Brier, W9AD (SK), long-time CQ Novice Editor, who represented the spirit of effective, caring amateur radio instruction, and

WHEREAS, the ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner(s) of this award, and

WHEREAS, Dennis Simon, KB7UTC, is an ARRL Registered Volunteer Instructor, and

WHEREAS, he has conducted at least six classes per year since 1994, and

WHEREAS, Dennis uses student feedback and review to continually improve and add to his instruction and class, and

WHEREAS, Dennis conducts VE exam sessions at the completion of the class, and the vast majority of students pass and earn their amateur radio license or license upgrade, and

WHEREAS, Dennis has helped the amateur radio service and hobby grow through his classes and test sessions.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee, hereby bestows the 2025 ARRL Herb S. Brier Instructor of the Year Award to Dennis Simon, KB7UTV.

The motion was unanimously **APPROVED** (with applause).

27. The Programs & Services Committee moved that:

WHEREAS, the ARRL Hiram Percy Maxim Memorial Award is given annually to a licensed radio amateur under the age of 21. The nominee must be a current ARRL member. The nominee's accomplishments and contributions to both the community of amateur radio and the local community should be of the most exemplary nature, and

WHEREAS, the ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner(s) of this award, and

WHEREAS, Alexia Snethen, KM6LGG, has contributed significantly to the amateur radio community by establishing a net for youth in 2017, by helping establish amateur radio clubs in three high schools, and by giving presentations on amateur radio to various high schools about amateur radio, and

WHEREAS, Alexia serves as the East Bay Section Youth Coordinator since 2019, and

WHEREAS, Alexia has contributed to her community through conducting three Kid's Day events in a local park, and hosting a STEM workshop for Girl Scouts that was attended by over 50 Girl Scouts, and

WHEREAS, Alexia has worked with Sea Scouts to educate them about ham radio, marine radio, and to train them on emergency communications, and

WHEREAS, Alexia has several accomplishments and awards, including achieving Girl Scouts Gold Award, their highest award; earning Advanced Marksmanship Award for rifle; and has achieved Sea Scouts' most senior rate as Boatswain since 2023.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs Services Committee, hereby bestows the 2025 ARRL Hiram Percy Maxim Memorial Award to Alexia Snethen, KM6LGG.

The motion was unanimously **APPROVED** (with applause).

28. The Programs & Services Committee moved that:

WHEREAS, the ARRL Technical Innovation Award is granted annually to individuals who are licensed radio amateurs with accomplishments and contributions which are of the most exemplary nature within the framework of technical research, development, and application of new ideas and future systems in the context of amateur radio activities, and

WHEREAS, The ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner(s) of this award, and

WHEREAS, Matthew Wishek, NBOX, development of Opulent Voice Minimum Shift Keying transceiver implementation, and "modem module" architecture is innovative and groundbreaking in digital communications, and

WHEREAS, Opulent Voice is an open-source high-bitrate digital voice communications protocol designed to deliver high-quality audio and data over radio frequencies, and

WHEREAS, Matthew's contributions to amateur radio digital communications represents a significant advancement in both accessibility and performance for operators interested in building field programmable gate array (FPGA) based transceivers.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee, hereby bestows the 2025 ARRL Technical Innovation Award to Matthew Wishek, NBOX.

The motion was unanimously **APPROVED** (with applause).

29. The Programs & Services Committee moved that:

WHEREAS, the ARRL Technical Service Award is given annually to individuals who are licensed radio amateurs whose service to the amateur community and/or society at large is of the most exemplary nature within the framework of amateur radio technical activities, and

WHEREAS, the ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner of this award, and

WHEREAS, Bill Meara, N2CQR, and Dean Souleles, KK4DAS, have developed and facilitated the "SolderSmoke Direct Conversion Receiver Challenge" education project, which has enabled high school students and many amateur radio operators to construct a working HF receiver, and

WHEREAS, Bill and Dean education project has resulted in many mentoring hours to participants, and

WHEREAS, Bill and Dean's education project has resulted in participants learning many new technical skills.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee, hereby bestows the 2025 ARRL Technical Service Award to Bill Meara, N2CQR, and Dean Souleles, KK4DAS.

The motion was unanimously **APPROVED** (with applause).

30. The Programs & Services Committee moved that:

WHEREAS, July 4, 2026, is the Semi-quincentennial or 250th anniversary of the United States of America, and

WHEREAS, an event of this magnitude should include a special operating event for amateur radio and the ARRL, similar to the ARRL Centennial.

THEREFORE, be it resolved that the ARRL Board of Directors hereby authorizes the CEO, requisite staff, and other volunteers, as deemed appropriate, to establish a year-long Semi-quincentennial USA operating event for 2026.

The motion was unanimously **APPROVED**.

31. The Programs & Services Committee moved that:

WHEREAS, the ARRL DX Century Club program is internationally a very respected program, and

WHEREAS, the ARRL DXCC Award is an award many amateurs work towards achieving, and

WHEREAS, the ARRL 5-band DXCC award has long recognized amateurs who have achieved DXCC on 5-bands, 80, 40, 20, 15, and 10 meters, and

WHEREAS, over time, band expansion and technological improvements have made achieving DXCC on several bands possible.

THEREFORE, the ARRL Board of Directors authorizes the CEO to develop and implement a 10 Band DXCC Award. The award shall exclude 60 meters as one of the possible bands.

The motion was unanimously **APPROVED**.

32. The Emergency Communications and Field Services Committee moved that:

WHEREAS, amateur radio thrives on community and collaboration, and at the heart of this are the ARRL affiliated clubs. These clubs, ranging from local enthusiast groups to specialized organizations, play a crucial role in promoting amateur radio, fostering technical expertise, and serving the public, and

WHEREAS, becoming an ARRL affiliated club unlocks a wealth of resources and opportunities. Affiliation signifies a commitment to the principles of amateur radio and offers access to programs designed to bolster club activities and membership, and

WHEREAS, to ensure the ARRL database remains accurate and up-to-date, affiliated clubs are required to submit annual club updates, which include the requirement that at least 51% of a club's members must also be ARRL members, and

WHEREAS, Special Service Clubs (SSCs) represent the highest level of ARRL affiliation. These clubs demonstrate a strong commitment to service, education, and community involvement. Special Service Clubs are also required to apply for renewal of their special status annually, and

WHEREAS, the longevity of many ARRL affiliated clubs is a testament to their endearing value and the dedication of their members. Celebrating club anniversary dates, some even achieving the milestone of over 100 years of ARRL affiliation, provides an opportunity to reflect on the club's history, recognize its accomplishments, and reaffirm its commitment to the future of amateur radio, and

WHEREAS, Many ARRL affiliated clubs offer a wide range of resources and services to their members. These may include access to club equipment, such as remote stations, antennas, and test equipment. Some clubs also offer classes to not only obtain your amateur license, but to also assist in upgrading all the way to Amateur Extra, project building, and mentoring programs which provide guidance and support as you learn the ropes.

THEREFORE, be it resolved that the ARRL Board of Directors recognize 2026 as "The Year of the Club". During 2026, ARRL affiliated clubs will continue to serve as an essential resource for ham radio enthusiasts. As the hobby evolves and incorporates new technologies and addresses emerging challenges, these clubs remain a reliable source of education, community, and support. Whether one is an experienced operator or a beginner, joining an ARRL affiliated club can enhance one's engagement with the hobby and facilitate connections with others who share an interest in amateur radio.

The motion was unanimously **APPROVED**.

33. The Emergency Communications and Field Services Committee moved that:

WHEREAS, it has been a well-established fact that clubs are the backbone for the existence of the ARRL since the beginning, and

WHEREAS, there are 2,888 Affiliated Clubs and over 120 Special Service Clubs within the ARRL that rely on being able to apply for Affiliation and Special Service recognition, as well as being able to update their club records conveniently, and

WHEREAS, the current process for ARRL affiliated clubs to apply for or renew their affiliation and Special Service Club status can be cumbersome. Limitations with the current renewal process and the lack of user-friendly online forms are potentially deterring clubs from engaging in these important processes. These limitations are causing some new and existing clubs to be reluctant to apply for or renew their Annual Club updates and Special Service Club applications.

THEREFORE, be it resolved that this situation has prompted the ARRL Emergency Communications and Field Services Committee to identify five key areas for improvement, which they believe are essential for the continued growth of clubs and ARRL, and advises the ARRL CEO to take the following actions:

1. Online Club Affiliation Application: Develop an online application form for club affiliation, complete with an autoresponder to confirm submission to both the applicant and the Field Services Manager.
2. Online Special Service Club Application: Develop an online application form similar to Club Affiliation for clubs seeking Special Service Club designation, again with automated confirmations for the applicant and Field Services Manager. This will streamline the application process for ARRL Special Service Club.
3. Application Dashboard: Develop an application dashboard to be utilized by ARRL staff to show when clubs have applied for Affiliation or Special Service Club recognition and the stage at which the application is in-process at.
4. Online ARRL Membership Verification for Clubs: This feature enables clubs to independently verify the proportion of ARRL members within their organization in a secure manner. To ensure member privacy, the system will generate a report that displays only the aggregate percentage of ARRL membership based on submitted data. This functionality allows clubs to confirm compliance with the requirement to maintain at least 51% ARRL membership while safeguarding individual member privacy.
5. Enhanced Club Finder with Mapping Integration: Augment the existing Club Finder tool with a mapping feature, such as Google Maps. This will allow individuals to easily locate clubs in their vicinity, similar to the functionality available in the Field Day Locator.

The implementation of these digital enhancements should begin immediately, with a target completion date of no later than December 31, 2025. By addressing items and providing clubs with more efficient and user-friendly online tools, the ARRL aims to strengthen its relationship with its affiliated clubs and support their continued success.

These improvements promise to reduce administrative burdens, promote greater engagement, and ultimately contribute to the vitality of the amateur radio community.

The motion was unanimously **APPROVED**.

34. The Emergency Communications and Field Services Committee moved that:

WHEREAS, for many years, amateur radio clubs have played an integral role within the ham community, promoting collaboration, knowledge sharing, and the pursuit of innovation. The ARRL recognizes these contributions and acknowledges their significant impact in engaging amateur radio operators nationwide. While ARRL affiliation stipulates that at least 51% of a club's voting members must also hold ARRL membership, this new initiative aims to recognize clubs that significantly exceed this requirement throughout 2026.

WHEREAS, this program has been developed in conjunction with the "Year of the Club" and is to recognize clubs that obtain 70% or higher ARRL membership within their organization. The initiative aims to highlight exemplary achievement and encourage unified efforts towards fostering a more robust and collaborative amateur radio community.

WHEREAS, the very essence of this program is to foster a culture of profound engagement and mutual support. Clubs reaching these prestigious membership levels are not just meeting a requirement; they are actively investing in the advocacy, resources, and future of amateur radio that the ARRL champions.

WHEREAS, by aligning a vast majority of their membership with the ARRL, these clubs amplify their collective voice, enhance their members' access to invaluable educational materials, and contribute significantly to the preservation and growth of the ARRL and the amateur radio service.

THEREFORE, this program represents more than an award; it constitutes a strategic investment in the future. By recognizing affiliated clubs that display an outstanding dedication to ARRL membership, the initiative aims to set new benchmarks for excellence throughout the amateur radio community. As part of the "Year of the Club" initiative for 2026, clubs achieving greater than 70% but less than 90% membership may apply for special recognition and will receive a digital badge. This badge can be utilized on their correspondence, social media pages, as well as their website to showcase their accomplishments. Clubs will be prominently featured across all ARRL digital news platforms and newsletters, ensuring extensive visibility within the community. Clubs achieving an ARRL membership level of 90% or higher will receive a special digital badge recognizing this exceptional achievement.

The motion was unanimously **APPROVED**.

35. The Emergency Communications and Field Services Committee moved that:

WHEREAS, the American Radio Relay League (ARRL) has a fundamental interest in fostering and maintaining a robust National Traffic System (NTS). The NTS serves as a vital, organized network of amateur radio operators capable of efficiently relaying messages throughout the United States and Canada. This capability is particularly crucial in times of emergency, where reliable communication is paramount. The NTS is designed to work in close collaboration with the Amateur Radio Emergency Service (ARES), ensuring a coordinated and effective response to disasters and other urgent situations; and

WHEREAS, Radio Relay International (RRI), while operating independently, shares a common goal with the NTS in modernizing and enhancing the National Traffic System and to promote and develop effective programs that ensure basic, survivable connectivity in times of emergency. This collaborative partnership strengthens the overall effectiveness and resilience of amateur radio emergency communications capabilities, and

WHEREAS, a close collaboration between the NTS and RRI is significantly strengthening amateur radio's ability to provide essential communication services during emergencies and other critical situations, and

WHEREAS, the top-level leadership structure of the NTS, specifically the Area Staff Chairs for the Eastern, Central, and Pacific Areas, was disbanded approximately a decade ago. This decision has arguably weakened the NTS's overall effectiveness and coordination, and

WHEREAS, the Area Staff Chairs played a critical role within the NTS, charged with the following key responsibilities:

1. Oversight and Guidance: Overseeing the performance and operations of NTS officials within their respective areas, ensuring adherence to established protocols and promoting efficient message handling.
2. Advisory Role: Providing expert advice and guidance to Transcontinental Corps (TCC) Directors, Area Net Managers, and Region Net Managers, facilitating informed decision-making and strategic planning.
3. Traffic Management: Establishing guidelines and best practices for managing high volumes of traffic within the NTS. This included optimizing message routing, prioritizing emergency communications, and maintaining the overall health and efficiency of the system.
4. Emergency Preparedness: Maintaining a heightened awareness of potential disasters and other emergencies, proactively preparing the NTS to respond effectively, and ensuring seamless integration with ARES operations when needed.

THEREFORE, be it resolved by the Board of Directors of the ARRL that Minute 33 from the July 2016 Board meeting is hereby rescinded, and that the Area Staff Chairs for the NTS Eastern, Central, and Pacific (Western) Areas are to be reinstated. These Chairs shall be elected by their respective Area Staff Members, guaranteeing a democratic and

representative selection process, with each term lasting two years. Additionally, each Area Staff Chair shall have the authority to appoint active and knowledgeable NTS members with their respective Area to form a Staff to provide advice and assistance, as needed, in fulfilling the duties of the Area Staff Chair position.

The motion was unanimously **APPROVED**.

The Board was on break from 9:29 AM to 9:49 AM, with all members previously noted present.

36. First Vice President McIntyre moved, and seconded by Director Lippert, that:

WHEREAS, amateur radio club websites are in many respects the “face” of a club, and

WHEREAS, a club website is often the first encounter with the club for a new potential member, and

WHEREAS, club websites can be an information hub for club members, and

WHEREAS, a well designed, attractive, and informative presentation on a website can add excitement and motivation to a visitor, and

WHEREAS, some clubs have made extraordinary efforts to author a compelling experience on their website.

THEREFORE, be it resolved that the ARRL Board of Directors requests that the CEO directs staff to create a program to promote and recognize ARRL Affiliated or Special Service club websites. This program would have two aspects. The first aspect is to offer a website “makeover” to a small number chosen clubs to feature in ARRL publications. The second aspect is to seek out and choose exceptional club websites to be featured throughout 2026.

The motion was unanimously **APPROVED**.

37. International Affairs Vice President Stafford moved, seconded by Director Yonally, that:

WHEREAS, the job description for the Public Information Coordinator provides that the ARRL Public Information Coordinator (PIC) is a section-level official appointed by and reports to the Section Manager (SM) as the section’s expert on public information and public relations matters. The PIC is responsible for organizing, training, guiding, and coordinating the activities of the Public Information Officers (PIOs) within the section. The overall goal of the PIC is to promote interest in amateur radio to the non-ham population within their section, and

WHEREAS, one of the responsibilities of the PIC is to be the contact person for information about knowledgeable and effective local speakers and representatives who are available to address community groups on the topic of amateur radio, and shall work with PIOs to promote interest among those groups, and

WHEREAS, there are many opportunities to present informational programs about amateur radio to community groups such as local service clubs, general interest groups, and other types of groups of non-amateur radio persons.

THEREFORE, the ARRL Emergency Communications and Field Services Committee shall undertake a study to enhance the operation and effectiveness of the public information program at the section level, particularly providing speakers about amateur radio to non-amateur radio groups.

The motion was unanimously **APPROVED**.

Consider Additional Recommendations as Contained in Reports

38. The IT Advisory Committee moved that:

WHEREAS, Logbook of The World (LoTW) is the second most popular ARRL member benefit, and

WHEREAS, LoTW was in need of significant performance and security upgrades after the cyberattack of 2024, and

WHEREAS, Jon Bloom was one of the principal developers of LoTW, and

WHEREAS, Jon Bloom used his intimate knowledge of LoTW to swiftly and completely upgrade system performance and scalability, and

WHEREAS, all of amateur radio will benefit from his stellar and dedicated work on LoTW for years to come.

THEREFORE, be it resolved that the ARRL Board of Directors recognizes and commends the incredible dedication, achievement, and success of Jon Bloom in stabilizing and upgrading the Logbook of The World system.

The motion was unanimously **APPROVED** (with applause).

The Board was on break from 10:48 AM to 11:02 AM, with all members present, except for Director Boehner, who had to leave the meeting.

Pursuant to Article 7 of the Articles of Association, Vice Director Bill Morine, N2COP, served as Director for the remainder of the meeting.

Proposals For Amendments to Articles of Association and By-Laws

39. There were no further amendments for consideration.

Directors' Motions

40. Director Norton moved, seconded by Director Stratton, that:

WHEREAS, the popularity of certain communication modes, such as FT-4 and FT-8, has resulted in use that exceeds the capability of normal mode operating frequencies during certain ARRL activities such as Field Day, and

WHEREAS, the ARRL has established and successfully implemented suggested bands for the modes in the Digital Contest that significantly permits access by more participants.

THEREFORE, staff are directed to apply these Digital Contest suggested frequency bands for the modes to all ARRL operating activities including Field Day.

After some discussion, Director Lippert moved, seconded by Director Norris that this matter be referred to the Programs & Services Committee.

The subsidiary motion was **APPROVED** by a majority vote – 13 Aye and 2 Nay to refer this matter to the Programs & Services Committee.

41. Director Norris moved, seconded by Acting Director Morine, that:

WHEREAS, Hurricane Helen caused devastating flooding in Eastern TN and Western North Carolina in the fall of 2024; and

WHEREAS, ARES Members of East TN and the ARRL TN Section provided lifesaving communications services and support to the local governments, victims, and citizens impacted by the flooding, and

WHEREAS, the East TN ARES, ARRL TN Section members and volunteers provided worthy ongoing support efforts to the victims in East TN and West North Carolina and provided ongoing communications support during the rescue and recovery phase.

THEREFORE, be it resolved that the ARRL Board of Directors recognizes the work of the TN ARES members, TN ARRL Section Leadership, TN ARRL members, clubs, and volunteers, and extends our gratitude for their lifesaving efforts in support of the rescue and recovery phases of the Hurricane Helene flooding disaster. A special recognition ceremony will be conducted at the 2026 TN State Convention in Knoxville, TN in June 2026.

The motion was unanimously **APPROVED** (with applause).

42. Director Yonally moved, seconded by Director Tharp, that:

WHEREAS, the Mahoning Valley Amateur Radio Association, designated by the callsign W8QLY, was officially registered as an ARRL Affiliated Club on February 6, 1925. For more than a century, this organization has steadfastly supported both the mission of ARRL and its local community, and

WHEREAS, the Mahoning Valley Amateur Radio Association is committed to empowering its members in their amateur radio pursuits by providing a range of programs that explore various facets of the hobby, with a particular focus on mentoring newcomers, and

WHEREAS, the organization actively participates in community engagement and education through its informative website, award-winning newsletters, and outreach initiatives.

THEREFORE, be it resolved that the ARRL Board of Directors formally recognizes and expresses its sincerest appreciation to the Mahoning Valley Amateur Radio Association for

their 100 years of dedicated service in promoting the ARRL's mission of "Advancing the art, science, and enjoyment of amateur radio," as an ARRL Affiliated Club and wishes them continued success in the years ahead.

The motion was unanimously **APPROVED** (with applause).

43. Moved by Director Yonally, seconded by Director Tharp, that:

WHEREAS, the Findlay Radio Club, operating under the callsign W8FT, was officially designated as an affiliated ARRL Affiliated Club on June 5, 1925. Over the past 100 years, it has consistently supported the mission of the ARRL while diligently serving its local community, and

WHEREAS, the Findlay Radio Club is committed to empowering its members in their amateur radio activities. The club provides a diverse range of programs that explore various facets of ham radio, placing a strong emphasis on mentoring newcomers to the hobby, and

WHEREAS, the club actively engaged in community outreach and educational programs, utilizing its informative website and participating in numerous events and classes organized by its members.

THEREFORE, be it resolved that the ARRL Board of Directors conveys its heartfelt gratitude to the Findlay Radio Club for its century-long dedication as an ARRL Affiliated Club. The Board recognizes the club's efforts in advancing ARRL's mission of "Promoting the art, science, and enjoyment of amateur radio," and extends its best wishes for continued success in the years ahead.

The motion was unanimously **APPROVED** (with applause).

44. Acting Director Proper moved, seconded by Directors Lippert and Norris that:

WHEREAS, Tom Brooks, KE1R, has served in a volunteer capacity in the support of the ARRL Historical Committee for the past ten years, and

WHEREAS, in the estimate of the ARRL Staff Liaison to Historical Committee, Tom Brooks, KE1R, has contributed and donated more than 5,000 hours of his time towards the goals and objectives of the ARRL Historical Committee, and

WHEREAS, Tom Brooks, KE1R, has brought focus and on site leadership to the volunteers supporting the ARRL Historical Committee in the areas of on-site efforts to reduce the surplus and non-relevant inventory of the ARRL Historical Collection by arranging for a number of collectible items to be sold through the October 2024 ARRL Auction to the benefit of the ARRL General Fund and / or arranging for the transfer, loan or donation to the Connecticut Wireless Museum, of other artifacts deemed excess to the Historical Collection, and

WHEREAS, Tom Brooks, KE1R, has provided guidance and direction to the development of the Historical Collection "Lobby Displays", and

WHEREAS, Tom's knowledge of the history of the ARRL, its founders, and the development of radio communication technology has been invaluable to the ARRL Historical Committee.

THEREFORE, the ARRL Board of Directors, ARRL staff, and members of the ARRL Historical Committee extend their most sincere appreciation to Tom Brooks, KE1R, for his contributions to the ARRL and wish him a very Happy Retirement from his weekly "volunteer" position at ARRL.

The motion was unanimously **APPROVED** (with applause).

45. Acting Director Morine, seconded by Director Litz, that:

WHEREAS, ARRL's mission to promote and protect the art, science, and enjoyment of amateur radio, and to develop the next generation of radio amateurs, is advanced through active member recruitment and engagement, and

WHEREAS, ARRL launched a yearlong membership drive in January 2025 to encourage new memberships and renew support from current members, and

WHEREAS, Icom America, Inc. generously donated an amateur radio station, valued at over \$17,000, as a membership recruitment incentive for the 2025 ARRL membership drive, and

WHEREAS, Ray Novak, N9JA, Senior Sales Manager for Icom America, Inc. and an ARRL Life Member, was instrumental in making this contribution possible and has long supported ARRL initiatives.

THEREFORE, the ARRL Board of Directors expresses its sincere gratitude to Icom America, Inc., and Ray Novak, N9JA, for their outstanding support of the 2025 ARRL membership drive, recognizing that their generosity and ongoing partnership strengthen ARRL's mission and help to ensure a vibrant future for amateur radio.

The motion was unanimously **APPROVED** (with applause).

46. Director Norton moved, seconded by Director Stratton, that:

WHEREAS, conventions and hamfests provide important opportunities for radio amateurs to gather, get to know each other, learn technical and organizational information, and even connect with ARRL leaders to function in ARRL activity volunteer roles, and

WHEREAS, societal changes have occurred in such things as venue costs and insurance requirements, as well as some areas experiencing a diminishing number of self-motivated volunteers to organize and run such events.

THEREFORE, the ARRL Board wishes to undertake action to expand its current role of only helping promote these events to one of actively encouraging and possibly assisting with their establishment.

Staff are directed to collect quantitative financial and attendance information from existing events wherever possible, organize it into useful statistics, and have it available for both the ARRL Board to review for possible ARRL action, as well as have some of it available for potential event organizers. Some organizers may not wish to share financial or other information.

Staff are directed to produce a yearly quantitative report on ham radio conventions and hamfests showing statistics on the number of events, attendance, commercial exhibitors, finances, trends, and facts of note.

Questions that should be addressed with the data include: 1) changes in the number of events per year, 2) changes in attendance, 3) percentage of events with free venues, 4) percentage of events with technical talks, and 5) percentage of events that yielded financial profit.

The quantitative data will serve as the basis for possible future ARRL action, which might include providing financial assistance or providing assistance with venue negotiations.

After some discussion, Director Tharp moved, seconded by Director Litz, that this matter be referred to the Administration & Finance Committee.

The subsidiary motion was **APPROVED** by a majority vote – 12 Aye and 3 Nay to refer this matter to the Administration & Finance Committee.

47. Acting Director Propper moved, seconded by Director Lippert, that:

WHEREAS, Chuck Penson, WA7ZZE, has served in a volunteer capacity in support of the ARRL Historical Committee for the past four years, and

WHEREAS, Chuck Penson, WA7ZZE, has contributed and donated more than 2,000 hours of his time to the development of the ARRL Museum and Research Library, known as “Radio Alpha”, and

WHEREAS, Chuck Penson, WA7ZZE, has provided his professional expertise in the area of virtual museum related software platform products, greatly assisting in the selection of a software package for this project, and

WHEREAS, Chuck Penson, WA7ZZE, has provided his professional expertise as a Museum Director to lead the curation of the contents of the ARRL Museum and Research Library, known as “Radio Alpha”, and

WHEREAS, Chuck Penson, WA7ZZE, has created the database for the ARRL Museum and Research Library, which now includes more than 4,000 individual entries.

THEREFORE, the ARRL Board of Directors, ARRL staff, and members of the ARRL Historical Committee extend their most sincere appreciation to Chuck Penson, WA7ZZE, for his dedication and contributions to the development of the ARRL Museum and Research Library, “Radio Alpha”.

The motion was unanimously **APPROVED** (with applause).

48. Moved by Acting Director Morine, seconded by Acting Director Propper that:

WHEREAS, amateur radio Clubs are the backbone of amateur radio sustainability, and

WHEREAS, many high-performance clubs in the amateur radio community have established continuous and growing membership and have created and maintained activities that attract and engage members, and

WHEREAS, many clubs, including new clubs, are anxious to build and maintain membership and provide activities, and

WHEREAS, the ARRL has found great success with “lifestyle books” which combine definition and instruction with exciting accomplishments and experiences.

THEREFORE, the ARRL Board hereby requests that the ARRL CEO pursue the creation of a lifestyle book on establishing and maintaining new high-performance clubs, as well as upgrading and maintaining current Clubs to high performance status. It is suggested that the example clubs chosen to be highlighted in the book be awarded plaques and recognition in QST. It is further suggested that examples of such clubs be highlighted annually in QST or in later editions of the book and given recognition plaques.

It is requested that the ARRL CEO provide a report on progress in establishing the book and the award process at each Board meeting until the book is published, and in subsequent meetings on the appointment of Clubs to be recognized.

After some discussion, Director Stratton moved, seconded by Director Baker, that this matter be referred to the Emergency Communications & Field Services Committee.

The subsidiary motion **FAILED** by a majority vote – 4 Aye and 11 Nay to refer this matter to the Emergency Communications & Field Services Committee.

Returning to the original motion, the original motion was unanimously **APPROVED**.

49. Director Norton moved, seconded by Director Famiglio, that:

WHEREAS, the Teacher’s Institute program has been in effect for approximately 25 years with the order of 500 graduates, and no quantitative measures of its effectiveness are available, and

WHEREAS, the program now occupies a significant portion of ARRL’s activity and resources, and

WHEREAS, it is incumbent that the Board have a quantitative evaluation of the program’s effectiveness.

THEREFORE, be it resolved that the staff is directed to collect quantitative data on activity of TI graduates that actually benefits amateur radio, assemble it into an organized presentation, and provide yearly reports to the Board. Reports should include the number of teachers actually conducting amateur radio courses, number of school radio-clubs started and/or continued, and number of licensed hams resulting.

Reports should present immediate results of the training and activity after each of 1, 2, 5, and 10 years. This will require once-a-year communication with past TI graduates to collect the information.

After some discussion, Director Baker moved, seconded by Director Wilson, that this matter be referred to the Administration & Finance Committee.

The subsidiary motion was **APPROVED** by a majority vote – 12 Aye and 3 Nay to refer this matter to the Administration & Finance Committee.

The Board was on break for lunch from 12:12 PM to 1:01 PM, with all members previously noted present except for Directors Boehner and Baker, who had left the meeting.

Pursuant to Article 7 of the Articles of Association, Vice Director Andy Milluzzi, KK4LWR, served as Director for the remainder of the meeting.

50. Director Norton moved, seconded by Director Stratton, that:

WHEREAS, significant ARRL resources are being spent on staff participation at conventions, it is incumbent on the Board to have a quantitative assessment of the cost and results of those activities to assure that the results justify the costs and that League resources are equitably distributed to members in all ARRL Divisions.

THEREFORE, staff are directed to deliver quantitative staff participation, cost, detailed membership acquisition and renewal activity data, and event attendance of all employee-staffed events such as conventions. For any event attended by three or more staff members, a report should be sent to the Board through the Director's email reflector within the month after the event. Details of each and every event in the six-month period prior to the meeting should be covered in a report to the Board at both the January and the July Board meetings.

After much discussion, Director Norris moved, seconded by Acting Director Milluzzi to Call the Question. Having received the two-thirds required vote, 13 Aye and 2 Nay, the vote was taken.

The Board voted on the motion, with 3 Aye and 12 Nay, motion **FAILED**.

51. Director Norton moved, seconded by Director Famiglio, that:

WHEREAS, membership numbers are a prime indicator of ARRL health, and ARRL membership has been recently declining at a rate of approximately 1,000 per month, it is prudent that Board members understand who is joining the ARRL, how long their interest in ham radio lasts, how long their membership in ARRL lasts, why they join, why they leave, and have quantitative statistics of movement between sections and divisions.

THEREFORE, staff are directed to modify the existing membership data page to include statistics that cover membership movement in and out of sections and divisions.

Staff are directed to collect quantitative data on new licensees, their license class, what percentage join the ARRL, what percentage of those renew after one year, what

percentage remain after five years, and find reasons for joining and departing. Staff should also collect and report similar data for all membership additions and departures.

Reports summarizing this data are to be provided to the Board one week before the January Board meeting, and one week before the July meeting.

After some discussion, Director Ryan moved, seconded by Director Norris, that this matter be referred to the Administration & Finance Committee.

The subsidiary motion was **APPROVED** by a majority vote – 12 Aye and 3 Nay to refer this matter to the Administration & Finance Committee.

Other Business

None presented.

Closing Courtesies

52. President Roderick thanked Ms. LaFleur and Ms. Curry for their hard work. He also thanked the Board members and visitors for their attendance and participation.

53. There being no additional business, on a motion by Director Ryan, seconded by Director Walls, the meeting was **ADJOURNED** AT 1:35 PM.

Respectfully submitted,
Cathleen Curry
Recording Secretary

Addendum 1

Revised By-Law 46

46. Board Member Statement on Authority, Responsibility, and Expectations

- (a) The ARRL Board Member Statement on Authority, Responsibility, and Expectations, herein referred to as the “Board Member Statement”, is by this reference, incorporated in these By-Laws.
- (b) With the provision of explicit exceptions stated within the Board Member Statement, the Board Member Statement may be amended only by following the process defined in the Articles of Association for amendment of these By-Laws.
- (c) All candidates for Director and Vice Director positions must certify through their signature at the end of the Board Member Statement that they have read, understood, and agree to comply with the provisions of the Board Member Statement to be considered for election eligibility by the Ethics and Elections Committee. Certification must be delivered in writing to the ARRL Board Secretary. No candidate’s application shall be complete without such certification and no candidate shall be nominated or presented to the Membership as part of any election in the absence of such certification.
- (d) All Officers, Directors, and Vice Directors, herein referred to in this By-Law as “Board Members”, must annually recertify through their signature at the end of the Board

Member Statement that they have read, understand, and agree to comply with the ARRL Board Member Statement. Certification must be delivered in writing or electronically signed document to the ARRL Board Secretary. Except as otherwise approved by the Ethics and Elections Committee (E&E), the certification shall be delivered before, at, or within 5 days after the Annual Meeting of the Board or within 5 days of a request for recertification from E&E. In no case shall E&E extend the time for recertification for more than 30 days unless so authorized by simple majority vote of the Board.

1. Failure of a Board Member to recertify the Board Member Statement within the time period specified above will render that Board Member ineligible to serve or continue to serve on the ARRL Board. Such ineligibility shall be automatically effective without further action of the Ethics and Elections Committee or the Board.
- (e) The Ethics and Elections Committee has sole authority and responsibility to review allegations of any Board Member violation of ethical, fiduciary, or legal duty, including an improperly disclosed "Conflict of Interest", as defined and further described in the Board Member Statement.
1. If a majority of the E&E agree that a violation of ethical, fiduciary, or legal duty by a Board Member exists, the Ethics and Elections Committee will present relevant findings and evidence to an independent neutral Third Party, as described in By-Law 42 Section 1(e).
 2. If a majority of the E&E does not agree that a violation exists, upon petition by five or more Directors, the President of the Board will direct E&E to present relevant findings and evidence to an independent neutral Third Party, as described in By-Law 42 Section 1(e).
 3. The subject of the investigation may also present relevant evidence to the Third Party.
 4. The Third Party will investigate and determine whether any violations occurred and submit its findings to E&E. If the findings are that no violation occurred, E&E and the Board will terminate any action on the matter. If the Third Party finds that a violation of any ethical, fiduciary, or legal duty has occurred, the Third Party will advise E&E and present a suggested remediation. After considering the Third-Party remediation, E&E may choose to identify and propose an alternative remedial action. E&E will present the Third Party's findings and recommend remediations along with any E&E recommended remediations to the ARRL Board. The ARRL Board may accept E&E or Third Party recommended remediation or impose a different remedial action as it finds appropriate. A recommendation that the Board Member is ineligible to serve is appropriate if the violation is determined to be of a substantial nature.
 5. Within 30 days of the Ethics and Election Committee's notice of findings and recommendations to the Board, the Board will meet to consider the findings and recommendations.
 6. After considering the findings and recommendations the Board may choose to accept the recommendations for remediation or impose other remediation as deemed appropriate.

- i. A 2/3 majority vote of the Board shall be required to affirm or otherwise impose a recommendation of ineligibility or full recusal (level 1 recusal defined in the ARRL Conflict of Interest Policy).
 - ii. A simple majority vote of the Board shall be required to affirm or otherwise impose a recommendation of less than ineligibility or full recusal at level 2 and 3 as defined in the ARRL Conflict of Interest Policy.
- (f) Any Board Member determined to be ineligible under either section (d) or (e) above shall immediately vacate their Board position. The vacant Board position will then be filled as provided in these By-Laws and the Articles of Association.
- (g) Any individual determined to be ineligible to serve because of a violation of an ethical, fiduciary, or legal duty shall be ineligible to run for or continue to serve as a Board Member in perpetuity.
- (h) This By-Law and its provisions shall take effect immediately upon passage by the Board of Directors.

ARRL Board Member Statement on Authority, Responsibility, and Expectations

It is important that ARRL Board Officers, Directors, and Vice Directors, referred to as Board Members in this document, do their utmost to represent the interests of ARRL members. Doing this requires a primary emphasis on the fiduciary responsibilities that Board Members have to the ARRL to support its mission, *do no harm* to the organization, and to care for its long-term health and performance.

The ARRL Board represents the highest level of corporate governance of the ARRL. The Board Member's authority and responsibility are defined in the following governing documents (collectively, the "Governing Documents"): Connecticut Revised Nonstock Corporation Act, ARRL Articles of Association*, ARRL By-Laws*, ARRL Rules & Regulations*, ARRL Standing Orders*, and ARRL Director Workbook*. In addition, Board Members are subject to considerations of best corporate practice.

This document, herein referred to as the *Board Member Statement*, is organized to present Board Members with a convenient and comprehensive summary and description of their respective responsibilities and authority as well as expectations placed upon them by Governing Documents. This Statement includes the ARRL Conflict of Interest Policy and description of the process for investigating alleged violations of fiduciary responsibility.

This Board Member Statement does not replace the obligation of each Board Member to fully review the "Governing Documents" themselves.

Upon declaration of intent to run for a Director or Vice Director position, potential candidates will be required to read and to certify that they have read and understand the Board Member Statement and abide by the provisions it contains. Upon receipt of their declaration of intent to run for a Director or Vice Director position, the candidate will be given information to download the Statement for printing or be sent a paper copy of the Statement at their option. Certification by signature at the end of the Board Member Statement must be delivered in writing or by electronically signed document, to the ARRL Board Secretary. Failure to so certify will result in a determination of ineligibility and denial of their nominating petitions by the ARRL Board Ethics and Elections Committee (hereafter referred to as "E&E") consistent with Article 12 of the ARRL Articles of Association.

Every Board Member will be required to annually recertify that they have read and understand the Board Member Statement and will abide by the provisions it contains. Such certification will take place at or before the January Board meeting. Certification by signature at the end of the Board Member Statement must be delivered in writing or by electronically signed document, to the ARRL Board Secretary. Except as otherwise approved by the Ethics and Elections Committee, the failure of a Board Member to sign the Board Member Statement before, at, or within 5 days after the annual meeting or within 5 days of a request for recertification from E&E will render that Board Member ineligible to serve or continue to serve consistent with Article 12 of the ARRL

* All ARRL Governing Documents are publicly available on the ARRL Website:
<https://www.arrl.org/general-information>

Articles of Association. In no case shall the E&E extend the time for recertification for more than 30 days unless so authorized by simple majority vote of the ARRL Board.

If a violation of any ethical, fiduciary, or legal duty by a Board Member is alleged, an investigation as described in the "Investigations of Violations of Board Member Fiduciary Duties and Other Duties and Recommendations of Remediation" section below may ensue. If a preliminary investigation by E&E indicates that a violation may have occurred, an independent neutral Third Party selected by the ARRL will be engaged to investigate the allegation. If the Third Party finds that a violation has occurred, the Third Party will so advise E&E and present a suggested remediation. After considering the Third Party remediation, E&E may choose to identify and propose an alternative remedial action. E&E will present the Third Party's findings and recommend remediations to the ARRL Board. The ARRL Board may accept the E&E or Third Party recommended remediation or impose a different remedial action as it finds appropriate. In severe cases, this could be a recommendation that the Board Member is ineligible to serve or continue to serve on the Board. A 2/3 majority vote of the whole Board is required to affirm such a recommendation.

This Board Member Statement is incorporated by reference into the ARRL By-Laws. As such, amendments to the Board Member Statement require the same process and rigor required of amendments to the By-Laws themselves.

Duties of a Board Member Overview

Fiduciary Duties:

As Directors of a non-stock, non-profit corporation operating within the framework of the Connecticut Revised Nonstock Corporation Act (hereafter referred to as "the Act"):

Section 33-1104 of the Act specifies the expectations of a member of a Board of Directors:

"Sec. 33-1104. General standards for directors. (a) A director shall discharge his duties as a director, including his duties as a member of a committee: (1) In good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner he reasonably believes to be in the best interests of the corporation."

This statute is interpreted as requiring a Board Member to exercise fiduciary responsibility including *doing no harm* to the organization and working for the benefit of the organization.

Directors have three overarching duties.

- Duty of Care – Directors must take care of the ARRL by ensuring prudent and effective use of all assets, including facility, people, and goodwill.¹ The Act specifies the expectations of a member of a Board of Directors.

¹ National Council of Nonprofits

- Duty of Loyalty – Directors must ensure that ARRL activities are advancing its mission. They must recognize and disclose conflicts of interest. In furtherance of this duty of loyalty, directors must make decisions that are in the best interests of the ARRL and not in the best interest of a board member or any other individual or entity.² Directors have a fiduciary duty to maintain confidentiality to ensure candid deliberations and effective strategic and tactical planning.³
- Duty of Obedience – Directors must ensure that the ARRL obeys applicable laws and regulations, follows its own governing documents (such as By-Laws, Articles of Association, and Standing Orders), and that it adheres to its stated corporate purposes and mission.⁴

Additional Duties:

Beyond Fiduciary Duties, Board Members, by common practice and expectation, also provide guidance and support to the ARRL including:

- Contributing to the corporate culture, strategic focus, effectiveness, and financial sustainability
- Acting as ambassadors and advocates furthering the goals and mission of the ARRL
- Ensuring that interactions among Board Members and between Board Members and staff are respectful and professional. Actions that constitute harassment (sexual or otherwise) are violations of the standard of conduct expected of Board Members and will not be tolerated.

ARRL Conflict of Interest Policy

(a) Purposes

The purposes of this Conflict of Interest Policy are threefold: (1) to preserve the confidentiality of business, financial, strategic, or other information, data or plans not intended for public dissemination which, if disclosed, could in the view of the Board harm the ARRL; (2) to protect the integrity of the decision-making process of the Board so that the deliberations, contributions and decisions of the Board are made in the sole interest of the ARRL and its members collectively; and (3) to ensure that no one will be eligible for, or hold, a Board position including a Board Officer, Director, or Vice Director whose business connections are of such nature that his or her influence in the affairs of the ARRL could be used for his or her private benefit or materially conflict with the activities or affairs of the ARRL. The Board shall effectuate the following policies in order to further these three purposes and to fulfill the fiduciary obligations that Board Members have to the ARRL. This policy is intended to supplement but not supersede any applicable laws governing conflicts of interest in Connecticut nonprofit and charitable corporations.

(b) Conflicts of Interest

² National Council of Nonprofits

³ Harvard Law School Forum on Corporate Governance

⁴ National Council of Nonprofits

- 1) A conflict of interest arises when a Board Member has a business, personal, professional, financial, or familial interest, affiliation or relationship that could materially conflict with the obligation of the Board Member to the ARRL.
- 2) A financial conflict of interest of a Board Member exists if the Board Member (or his or her parents, spouse or partner, children, siblings, or the spouses of children or siblings) has, directly or indirectly, through material equity ownership or voting control, a management position, employment, investment or contract, an interest in or other arrangement with any entity whose business or operation (i) competes with the business or programs of ARRL, or (ii) may be materially affected (positively or negatively) by a decision or action of the Board or by any program, policy, strategy or activity of the League. For purposes of this By-Law, a material ownership or investment interest shall include an equity or voting interest of five percent (5%) or more of the value of the entity.
- 3) A finding that a conflict of interest exists does not indicate that any unethical or improper action on the part of a Board Member has been taken. Acknowledgement of conflicts through voluntary disclosure, and mitigation of the effects of conflicts, through some level of recusal, avoids the appearance of impropriety that otherwise might undermine confidence in the Board's policies.

(c) Duty to Disclose

- 1) A Board Member and any candidate for election as a Board Member shall promptly disclose to the E&E the existence of any potential or actual conflict of interest without delay at the time that the conflict arises during the tenure of the Board Member or during the candidacy of the Candidate for election. Candidates for election as a Director or Vice Director shall disclose to the E&E any potential or actual conflict of interest that exists at the time of the submission of their nominating petition.
- 2) When requested by the E&E and not less frequently than once a year, each Board Member shall promptly submit a statement to that Committee identifying all business, personal, professional, financial, familial and other affiliations of the Board Member or his or her family members (i.e. parents, spouse or partner, children, siblings, or the spouses of children or siblings) that could reasonably be considered to be a conflict of interest as defined above, whether or not the Board Member believes that a conflict exists.
- 3) The failure of a Board Member to voluntarily and timely disclose facts that may result in a finding of a potential or actual conflict of interest, whether or not the disclosure is requested by the E&E, will be considered a breach of the Board Member's fiduciary obligation to the League and the Board of Directors will determine an appropriate sanction therefor, even if no harm to the League results from the nondisclosure.
- 4) After disclosure of an actual or potential conflict of interest by a Board Member or Vice Director or candidate for election as a Director, the disinterested members of the E&E shall determine whether a conflict of interest exists. A finding of an actual or potential conflict involving a Board Member shall be referred to the Board for determination of an appropriate remedy unless the Committee determines that the conflict is *de minimis* and

recusal is unnecessary. The interested Board Member shall recuse himself or herself from any vote upon any proposed matter, transaction, contract, or arrangement in connection with which an actual or potential conflict of interest has been disclosed by that Board Member until such time as the E&E and/or the Board has addressed the actual or potential conflict of interest.

(d) Remediation of conflicts of interest

(1) Recusal

One possible method of resolving conflicts of interest involving Board Members or Vice Directors will be by recusal of that Board Member. Upon a factual finding, as provided in By-Law 46 and through the process described in the section below entitled “Investigations of Violations of Fiduciary Responsibility and Recommendations of Remediation,” that a Board Member has an actual conflict of interest and that the conflict is not *de minimis*, the E&E Committee will make a recommendation to the Board as to the level of recusal determined to be appropriate on a case-by-case basis. The Board of Directors will then decide by majority vote which level of recusal (if any) is appropriate in that case. There are three levels of recusal:

- 1) The interested Board Member will be asked to leave the meeting room so that the Board can freely discuss and vote on the issue about which the conflict exists. Once the vote is taken, the recused Board Member may return to the meeting.
- 2) The interested Board Member may be allowed to remain in the room but not participate in the discussions or vote on the issue about which the conflict exists.
- 3) The interested Board Member may be allowed to remain in the room and participate in the discussions but not vote.

(2) Ineligibility

Pursuant to Bylaw 46, E&E may recommend to the full Board that an incumbent Board Member is ineligible to serve or continue to serve if that incumbent Board Member (or his or her parents, spouse or partner, children, siblings, or the spouses of children or siblings) (1) is engaged in an ongoing business or activity that directly, materially and consistently competes with an active program, business interest or activity of the League on a continuing basis, or which engages regularly or periodically in commercial business transactions with the League; and (2) that application of any of the three levels of recusal would be inadequate or insufficient to accomplish the purposes of this Conflict of Interest policy; and (3) that the nature of the conflict of interest is so pervasive and continuous as to render the Board Member ineligible to serve or continue to serve.

Investigations of Violations of Board Member Fiduciary Duties and Other Duties and Recommendations of Remediation

Violation of any ethical, fiduciary, or legal duties, as set forth herein or otherwise imposed by the Governing Documents by a Board Member may result in a preliminary investigation by

the E&E. If a majority of the E&E agree that a violation by a Board Member exists, E&E will present all relevant evidence and the results of the preliminary investigation to an independent neutral Third Party as defined in ARRL By-Law 42. The subject of the investigation may also present relevant evidence to the Third Party. The Third Party will investigate and determine whether any violations occurred and submit its findings to the E&E. If the findings are that no violation occurred, E&E will terminate any action on the matter. If the Third Party finds that a violation has occurred, the Third Party will so advise E&E and present a suggested remediation. After considering the Third Party remediation, E&E may choose to identify and propose an alternative remedial action. E&E will present the Third Party's findings and recommend remediations to the ARRL Board. The ARRL Board may accept the E&E or Third Party recommended remediation or impose a different remedial action as it finds appropriate.

Findings of a violation by the independent Third Party shall be based on a preponderance of evidence. Remediation shall be based upon taking appropriate action to protect the interests of the ARRL and its members.

By my signature, I hereby certify that I have read, understand, and will comply with the ARRL Board Member Statement on Authority, Responsibility, and Expectations. I further attest that I have no conflict of interest as defined in the ARRL Conflict of Interest Policy and will notify the Ethics and Elections Committee if conditions for a potential conflict of interest occur.

Name_____

Signature_____

Date_____

Revised By-Law 42

42. There shall be an Ethics and Elections Committee composed of three Directors, who may also serve on other committees without restriction. The Ethics and Elections Committee shall:

1) Ethics

Apply guidelines adopted by the Board concerning ethical conduct by Board Members and make recommendations to the Board in specific cases to address noncompliance. These guidelines are contained in the Board Member Statement as defined in By-Law 46, and all governing documents (Articles of Association, By-Laws, Rules and Regulations) and guidance as set forth in the Director Workbook.

(a) Advise the Chief Executive Officer on and recommend to the Board standards for Section Manager elections.

(b) Receive and evaluate disclosures by Board Members, and candidates for the office of Director or Vice Director of actual or potential Conflicts of Interest as defined and further described in the Board Member Statement and report its findings to the Board of Directors.

(c) Make factual findings regarding the presence or absence of Conflicts of Interest and report those findings to the Board of Directors together with any recommendations to address such ascertained conflicts.

(d) If a member of the E&E Committee is under investigation for a violation of ethical, fiduciary, or legal duty, that E&E member will be recused from the E&E and will be replaced by a temporary President appointee for the duration of the investigation.

(e) Pursuant to By-Law 46, if a majority of the E&E agrees that a violation of ethical, fiduciary, or legal duty by a Board Member might exist, the Committee will refer any relevant findings and evidence to an independent neutral Third Party selected by the ARRL Chief Executive Officer. Examples of acceptable independent Third Parties include retired judges and law firms experienced in dispute resolution. The Third Party must have no working, advisory, or financial relationship with the ARRL, except for acting in the capacity of a neutral independent Third Party. The Third Party, Ethics and Elections Committee and Board Member will thereafter follow the process set forth in By-Law 46 Section (e).

(f) Periodically consider whether and how the ARRL Conflict of Interest Policy should be revised or amended to better meet its objectives and report to the Board on its recommendations.

2) Elections

- (a) Determine eligibility of candidates for Director and Vice Director, including but not limited to receipt and review of petitions and certification of eligible candidates.
- (b) Certify a nominee's eligibility under Article 12 to fill a Vice Director vacancy under Article 7.
- (c) Supervise the balloting for Director and Vice Director, including but not limited to review of all campaign statements and materials, oversight of the balloting process in accordance with Bylaw 20, and releasing the election results.
- (d) Decisions of the Ethics and Elections Committee which specifically deny candidacy to an applicant may be reviewed upon the written request of any candidate for that office. Review shall be limited to the materials submitted to the Ethics and Elections Committee. The requested review will be conducted by an independent neutral Third Party selected as described in Section 1(e). The Third Party may confirm or overturn the decision of E&E.
- (e) With respect to the eligibility of candidates for Director and Vice Director, the Ethics and Elections Committee shall apply the applicable procedural and substantive provisions of the ARRL Conflict of Interest Policy set forth in these Bylaws.

3) Appointment of Committee Members

The members of the Ethics and Elections Committee shall be annually appointed by the President at the Annual Meeting from among those Directors not subject to election during the year of service. The President shall designate the chairman of the Ethics and Election Committee.

Revised Article 7

A vacancy in the Board of Directors shall be deemed to occur upon the death, resignation, recall, move of permanent residence outside the Division from which elected, an inability to hold an amateur radio license, failure to maintain membership in the ARRL, an affirmation of ineligibility to serve rendered by the Board as prescribed in the ARRL By-Laws, or refusal to act of any Director. Upon the occurrence of such vacancy, the Secretary shall proclaim it and thereafter the duties of the Director shall be assumed by the Vice Director, and the Vice Director shall hold office of Director for the remainder of the term. Should the office of Vice Director be vacant, the vacancy shall be filled by appointment by the President. The Vice Director shall also serve as Director at any meeting of the Board of Directors which the Director is unable to attend, and during such period of service, the Vice Director shall be considered to have all of the duties, responsibilities, authority and obligations of a member of the Board of Directors.