

ARRL Executive Committee
April 21, 2018
Windsor CT

1. The Executive Committee of the ARRL met on Saturday April 21, 2018 at the Hartford/Windsor Airport Marriott in Windsor, Connecticut. President Rick Roderick, K5UR called the meeting to order at 8:30 AM EDT with committee members Directors David Norris, K5UZ; Jim Boehner, N2ZZ; Dale Williams, WA8EFK; Tom Frenaye, K1KI; Matt Holden, KØBBC; First Vice-President Greg Widin, KØGW; and Chief Executive Officer Barry Shelley, N1VXY present. Also in attendance were Second Vice-President Bob Vallio, W6RGG; International Affairs Vice-President Jay Bellows KØQB; General Counsel Chris Imlay, W3KD; and Assistant Secretary Dan Henderson, N1ND, in the capacity of recording secretary. New England Vice-Director Mike Raisbeck, K1TWF was present as an observer.
2. On the motion of Dr. Boehner, seconded by Mr. Frenaye, the agenda of the meeting was adopted.
3. Mr. Roderick presented the President's report. He stated that while he welcomes the continued civil exchange of ideas over these past months, we need to continue to keep the discourse civil. He noted that the projections on the impact of the dues increase on League membership continues to remain on target and if that continues, and in line with previous dues increases in the past, that the League should see an anticipated increase in membership during 2019.
4. Mr. Shelley presented the Chief Executive Officer's report and entertained questions. The budget projections appear to be holding course. Cash flow is good, while headquarters spending is less than projected in the first quarter of the year. The new Lifelong Learning Manager and new Controller will begin work on Monday April 23, 2018. The Worked All Zones (WAZ) component for LoTW has been successfully tested and launched.
5. The Committee next considered the topic of amendments to the Articles of Association and Bylaws, pursuant to Minute 42 of the January 2018 Board Meeting and Minute 25 of the July 2017 Board Meeting. Discussion followed on a wide-range of options on how to most effectively update Articles of Association and By-Laws. Our goal is to improve the channels of communication with the membership while also providing Board members opportunity to evaluate the proposed changes.

On the motion of Mr. Norris, seconded by Dr. Boehner, the Committee unanimously voted to bring the following Article of Association change to the full Board for consideration:

To make the language of the Articles of Association consistent with Connecticut nonprofit corporation statutory language; New Articles 15 and 16 will be added to the Articles of Association of ARRL to read as follows:

Article 15:

No volunteer or staff officer, director or vice director will have personal liability to the Corporation or its members for monetary damages for breach of duty in their respective roles if such breach did not (a) involve a knowing and culpable violation of law by the officer, director or vice director, (b) enable the volunteer or staff officer, director or vice director, or an associate of the volunteer or staff officer, director or vice director, as defined in subdivision (2) of Section 33-840 of the Connecticut Business Corporation Act, as amended (the “Act”), to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the officer, director or vice director to the Corporation under circumstances in which the officer, director or vice director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the officer’s, director’s or vice director’s duty to the Corporation. This provision shall not limit or preclude the liability of an officer, director or vice director for any act or omission occurring prior to the effective date hereof. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director existing at or prior to the time of such repeal or modification.

Article 16:

1. The Corporation shall, to the fullest extent permitted by law, indemnify its volunteer and staff officers, directors and vice directors for liability (including any obligation to pay a judgment, settlement, penalty, fine or excise tax, or reasonable expenses incurred with respect to any proceeding) to any person for any action taken, or any failure to take any action, as a director, vice director or volunteer or staff officer, except liability that (a) involved a knowing and culpable violation of law by the director, vice director or volunteer or staff officer, (b) enabled the director, vice director or volunteer or staff officer or an associate, as defined in subdivision (2) of Section 33-840 of the Act, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director, vice director or volunteer or officer to the Corporation under circumstances in which the director, vice director or volunteer or staff officer was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director’s or officer’s duty to the Corporation. For purposes of this Article 16, a “proceeding” shall include any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative and whether formal or informal. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director, vice director or volunteer or staff officer existing at or prior to the time of such repeal or modification. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of disinterested directors, administrative decision of the Chief Executive Officer, or otherwise.

2. The indemnification rights provided in this Article shall inure to the benefit of the heirs, executors and administrators of the director, vice director or officer.

3. Expenses incurred by a director, vice director or volunteer or staff officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director, vice director or volunteer or staff officer to repay such amount if it shall be ultimately determined that such director, vice director or volunteer or staff officer is not entitled to be indemnified by the Corporation as authorized by the Act.

4. For purposes of Articles 15 and 16, references to directors, vice directors and volunteer or staff officers shall include former directors and volunteer or staff officers relative to actions taken by them during their respective tenures as directors, vice directors and volunteer or staff officers, and references to sections of the Act shall include any amendments to such sections or any successors to such sections of the Act.

Mr. Shelley, Mr. Henderson and Mr. Imlay will work with Headquarters staff to prepare and post an explanatory memo on this proposal on the ARRLWeb before the July 2018 Board meeting.

6. On the motion of Dr. Boehner, seconded by Mr. Williams the Committee unanimously voted to bring the following Article of Association change to the full Board for consideration:

To add an informal name of the organization, Article 1 of the Articles of Association of ARRL, which presently reads as follows:

The name of our corporation shall be The American Radio Relay League, Incorporated. Our corporation commenced its corporate existence as the American Radio Relay League, Incorporated, when its Articles of Association were approved by the Secretary of the State of Connecticut on

January 29, 1915. The original Articles of Association were subscribed by Hiram Percy Maxim, Clarence D. Tuska and Lawrence A. Howard. The affairs of the corporation have since that time been continuously governed by a Board of Directors selected by the membership.

Is amended to read as follows:

The name of our corporation shall be The American Radio Relay League, Incorporated. It may be informally referred to as ARRL, the national association for Amateur Radio. Our corporation commenced its corporate existence as The American Radio Relay League, Incorporated, when its Articles of Association were approved by the Secretary of the State of Connecticut on January 29, 1915. The original Articles of Association were subscribed by Hiram Percy Maxim, Clarence D. Tuska and Lawrence A. Howard. The affairs of the corporation have since that time been continuously governed by a Board of Directors selected by the membership.

Mr. Shelley, Mr. Henderson and Mr. Imlay will work with Headquarters staff to prepare and post an explanatory memo on this proposal on the ARRLWeb before the July 2018 Board meeting.

7. On the motion of Mr. Holden seconded by Dr. Bohner, the Committee voted to bring the following By-Law change to the full Board for consideration:

To clarify the Director election cycle schedule found in Bylaw 23 of the Bylaws of ARRL, which presently reads as follows:

23. In the year 2003 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Central, Hudson, New England, Northwestern, and Roanoke. In the year 2004 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Pacific, Rocky Mountain, Southeastern, Southwestern, and West Gulf. In the year 2005 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Atlantic, Dakota, Delta, Great Lakes, and Midwest. The terms of Directors and Vice Directors shall begin at noon on the first day of January of the year after that in which they are elected.

Bylaw 23 is amended to read as follows:

23. Elections for Directors and Vice Directors shall take place according to the following schedule:

In the year 2018 and every third year thereafter there shall be elections in the Central, Hudson, New England, Northwestern, and Roanoke Divisions.

In the year 2019 and every third year thereafter there shall be elections in the Pacific, Rocky Mountain, Southeastern, Southwestern, and West Gulf Divisions.

In the year 2020 and every third year thereafter there shall be elections in the Atlantic, Dakota, Delta, Great Lakes, and Midwest Divisions.

The terms of Directors and Vice Directors shall begin at noon on the first day of January of the year after that in which they are elected.

Mr. Shelley, Mr. Henderson and Mr. Imlay will work with Headquarters staff to prepare and post an explanatory memo on this proposal on the ARRLWeb before the July 2018 Board meeting.

8. The Committee next moved to a discussion of the Board's direction from January 2018 to review the ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors. Discussion focused on a redline draft of edits of the current policy provided by Mr. Imlay, and a template of a Code of Conduct from the National Council of Non-profits brought to the Executive Committee by International Affairs Vice-President Bellows in mid-April 2018. It was the consensus of the Executive Committee that a combination of these documents could be appropriate for use by ARRL. However, the Executive Committee noted this would require additional time to properly prepare, review and circulate, and for the Executive Committee to properly discuss and approve beyond that which is available pursuant to Minute 47 of the January Board meeting. It was therefore decided that an ad hoc committee consisting of Mr. Norris, Mr. Bellows, Mr. Imlay and Mr. Raisbeck would draft a proposal, to be presented at the fall Executive Committee meeting and thereafter to the Board of Directors.
9. The Executive Committee next moved to discussion of the report of the General Counsel. Mr. Imlay first discussed a potential threat to the 3450 – 3500 MHz portion of the 9 mm Amateur band (3300-3500 MHz). NTIA is beginning a study of the use of 3450-3550 MHz for mobile wireless applications. That band is a portion of the large segment between about 2.7 GHz to 4 GHz which is on the list of federal frequencies for possible use for broadband systems pursuant to the National Broadband Plan. Mr. Imlay was instructed to share our concerns with NTIA.

10. The next item discussed was FCC Docket 18-21, Spectrum Horizons Rulemaking, Opening of Spectrum above 95 GHz. Mr. Imlay next asked for a determination of ARRL policy on a plan to make the spectrum above 95 GHz more readily accessible for new innovative services and technologies. This could impact the Amateur primary allocations in the 134-136 GHz and 248-250 GHz bands. After discussion, he was instructed to prepare comments and circulate them to the Executive Committee for review. The comments should include a request for prior coordination of Spectrum Horizons experimental licenses in the Amateur millimeter wave bands with ARRL prior to commencement of experimental operation.
11. Discussion next turned to IB Docket 18-86, Streamlining of licensing procedures for small satellites. This docket proposes changes in FCC policies for small satellite (“cubesat”) development and deployment by colleges and universities and commercial entities under experimental licenses using Amateur spectrum. The IARU has changed its previous policy with respect to coordination of these facilities. FCC policy is overly restrictive in some respects and insufficiently protective against commercial exploitation of Amateur spectrum in other respects. AMSAT has requested input from the ARRL on our position on the NPRM.

After a 30-minute break for lunch, discussion returned to the small satellite NPRM. The Committee agreed that ARRL comments should reflect our support for ITU Resolution 659 and IARU policies. ARRL will support and encourage college and university Amateur Radio experiments where the sponsor of the experiment is a licensed radio amateur and all operation is in Amateur spectrum, in compliance with all Part 97 rules. Conversely, we will discourage commercial use or Part 5 experimental operations using Amateur Radio spectrum. The Committee directed the General Counsel to draft comments reflecting those positions.

12. The Executive Committee decided to file ex parte comments in support of RM-11775, relating to frequent changing of vanity call signs.
13. The Executive Committee instructed Mr. Imlay to support a request by specific ARRL members for an STA or experimental license grant for higher terrestrial and EME power levels in the 76-81 GHz band, to permit Amateur Radio experimentation on those frequencies.
14. Mr. Imlay was authorized to file ex parte comments on ARRL’s Petition for Rule Making, RM-11785 noting that the Canadian government has implemented the new, contiguous 5 MHz band at power levels with power level the same as we have now and are requesting for the expanded segment in excess of those recommended at WRC-15.
15. An update of the status of the Amateur Radio Parity Act was given by Mr. Imlay. We continue to work multiple avenues for securing passage and implementation of the Act. We continue to have good support from Congressional leadership in the

House, most notably from Representative Adam Kinzinger of Illinois, who has worked tirelessly for the Amateur Radio Service on the Parity Act. Amateur Radio operators are greatly indebted to Representative Kinzinger for his leadership in this critical project.

16. Vice Director Riley Hollingsworth, K4ZDH, as chairman of the Amateur Auxiliary Study Working Group, joined the meeting by teleconference. He reported that he recently met with FCC Special Counsel Laura Smith concerning implementation of an updated and improved Official Observer program. The ARRL's draft Memorandum of Understanding and the new manual for Volunteer Monitors had been reviewed by several attorneys at the Commission and they will be providing feedback on the proposal. Once the FCC's comments are received and addressed by the Working Group, the Working Group's final report, with recommendations, can be presented to the Executive Committee for consideration. After answering questions, Mr. Hollingsworth left the meeting.

After significant discussion, and on the motion of Dr. Boehner, seconded by Mr. Norris it was decided that Mr. Shelley will work with the OO study group and headquarters staff to provide an update to the full Board and the membership on the status of the Amateur Auxiliary program and potential changes. In addition, the field organization may resume making a limited number of new appointments to the OO program where needed geographically, with the understanding that since changes to the program are to be recommended to the Board imminently, any appointments made under the existing guidelines, including those made henceforth, may change once the new program is implemented.

17. Mr. Imlay briefly discussed the Status of FAA Reauthorization Bills – H.R. 4, H.R. 2997 and S. 1405. These bills contain a modification of the 2016 FAA Reauthorization Act to permit registering the location and height of towers between 50 and 200 feet in an FAA-maintained database and obviating Amateur tower painting and lighting. Neither of these bills has yet passed the House or Senate, but we are told that they are on track and unopposed

Mr. Imlay and Mr. Raisbeck left the meeting at 3:05 PM.

18. Mr. Bellows, as International Affairs Vice-President briefly discussed several issues the IARU is considering. The first is a harmonization of the 6-meter band globally. The IARU is evaluating the potential for disruption of amateur frequencies by low-frequency remote power charging systems. They are also looking at band plan issues as they relate to the new FT8 mode.
19. Mr. Norris updated the Executive Committee on the work of the working group reviewing Advisory Committees. He expressed concern that, over the years, the chairmen of the various advisory committees have not been providing feedback

evaluations to each Division Director on the activity and participation of their appointees. The ad hoc committee is exploring several options of how to improve how the Advisory Committees are structured and their procedures, but have not had sufficient time to complete their work and present recommendations for the Executive Committee consideration. It was agreed to allow the working group more time to continue their evaluations and develop specific recommendations.

20. On the motion of Mr. Norris seconded by Mr. Holden. the Committee approved (with applause) 192 new life members as submitted.

21. On the motion of Dr. Boehner seconded by Mr. Holden the meeting was adjourned at 4:07 PM.

Respectfully submitted

Dan Henderson, N1ND
ARRL Assistant Secretary