

## Minutes of the 2006 Second Meeting ARRL Board of Directors

July 21-22, 2006

### Summary Agenda

1. Roll Call
2. Moment of Silence
3. Courtesies
4. Consideration of the Agenda for the meeting
5. Consent Agenda
6. Proposals for amendments to Articles of Association and Bylaws
7. Consideration of 2007 ARRL National Convention
8. Consideration of recommendations of Standing Committees
9. Consideration of additional recommendations as contained in reports
10. Directors' motions
11. Review and revision of ARRL Strategic Plan and selection of strategies for 2007

1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc., met in second session at the Hartford/Windsor Airport Marriott in Windsor, Connecticut, on Friday, July 21, and Saturday, July 22, 2006. The meeting was called to order at 8:30 AM EDT July 21 with President Joel Harrison, W5ZN, in the Chair and the following Directors present:

Bill Edgar, N3LLR, Atlantic Division  
George R. Isely, W9GIG, Central Division  
Jay Bellows, KØQB, Dakota Division  
Henry Leggette, WD4Q, Delta Division  
Jim Weaver, K8JE, Great Lakes Division  
Frank Fallon, N2FF, Hudson Division  
Wade Walstrom, WØEJ, Midwest Division  
Tom Frenaye, K1KI, New England Division  
Jim Fenstermaker, K9JF, Northwestern Division  
Bob Vallio, W6RGG, Pacific Division  
Dennis Bodson, W4PWF, Roanoke Division  
Warren G. "Rev" Morton, WS7W, Rocky Mountain Division  
Frank M. Butler, W4RH, Southeastern Division  
Dick Norton, N6AA, Southwestern Division  
Coy Day, N5OK, West Gulf Division

Also present without vote were, Kay C. Craigie, N3KN First Vice President; Rick Roderick, K5UR, Vice President; Rod Stafford, W6ROD, International Affairs Vice President; David Sumner, K1ZZ, Executive Vice President/Chief Executive Officer and Secretary; Chief Technology Officer Paul Rinaldo, W4RI; Chief Operating Officer Harold Kramer, WJ1B; Chief Financial Officer Barry J. Shelley, N1VXY, and Chief Development Officer Mary M. Hobart, K1MMH.

Also in attendance at the invitation of the Board as observers were Radio Amateurs of Canada President Earle W. Smith, VE6NM, and the following Vice Directors: Tom Abernethy, W3TOM, Atlantic Division; Twila Greenheck, NØJPH, Dakota Division; Karl Bullock, WA5TMC, Delta Division; Joyce Birmingham, KA2ANF, Hudson Division; Bruce Frahm, KØBJ, Midwest Division; Mike Raisbeck, K1TWF, New England Division; William J. “Bill” Sawders, K7ZM, Northwestern Division; Les Shattuck, K4NK, Roanoke Division; Brian P. Milesosky, N5ZGT, Rocky Mountain Division; Nelson E. “Sandy” Donahue, W4RU, Southeastern Division; Edward “Ned” Stearns, AA7A, Southwestern Division; and Dr. David Woolweaver, K5RAV, West Gulf Division. Also present were General Counsel Christopher D. Imlay, W3KD; John Chwat, of Chwat and Co., ARRL’s Washington D.C. legislative consultant; Field and Educational Services Manager David Patton, NN1N; Membership Services Manager Wayne Mills, N7NG; Sales and Marketing Manager Dennis Motschenbacher, K7BV; Membership Manager Katie Breen, W1KRB; and Marketing Manager Bob Inderbitzen, NQ1R.

James McCobb, K1LU, Treasurer; and Vice Directors Howard Huntington, K9KM, Central Division; Gary L. Johnston, KI4LA, Great Lakes Division; and Andy Oppel, N6AJO, Pacific Division, sent their regrets at being unable to attend.

2. The assembly observed a moment of silence in recollection of Radio Amateurs who have passed away since the previous Board meeting, especially Forrest “Bart” Bartlett, W6OWP; John Case, GW4HWR; Bev Cavender, W4ZD; Tim Chen, BV2A; William E. “Bill” Denk, W3IGU; Michael F. Elliott, W8KRR; Paul Flaherty, N9FZX; Jules L. Freundlich, W2JGR; David A. Gordon-Ross, N1IDF; John C. Hennessee, N1KB; Rex Kiser, W0GLU; David F. Mangels, AC6WO; Charles Mellen, W1FH; Michael G. Obermeier, K6SNE; Alfred “Al” Pacheco, KH6IAA; Randell “Rod” Roderique, WA0QII; José "Joe" Manuel Valdés Rodriguez, YV5LIX; Ralph Saroyan, W6JPU; Ron J. Spears, W7IX; Jimmie D. Stewart; WA4MVI; Richard N. “Dick” Thompson, K3IIN; Hugh Tinley, K0GHK; and Robert L. “Larry” Warren, KF7TJ.

3. The President of the Radio Amateurs of Canada, Mr. Earle Smith, VE6NM, delivered his greetings from RAC. He noted his appreciation for bi-lateral attendance at each Society’s meetings, and pointed out the value in sharing information both orally and in print on each organization’s website. At this point the Chair yielded the floor to Mr. Sumner, who on behalf of ARRL, offered congratulations to President Smith to be conveyed to RAC, and Canadian amateurs in general, on the victory earned at WRTC 2006 in Brazil by the Canadian team of John Sluymer, VE3EJ and Jim Roberts, VE7ZO (Applause).

4. Mr. Frenaye, as President, reported on the activities of the ARRL Foundation. Over the past six months, the ARRL Foundation added one new scholarship fund and one new non-scholarship fund designed to support the Herb S. Brier Instructor of the Year award. The Foundation awarded 49 scholarships in 2006 totaling more than \$57,000—up 35 percent over those awarded in 2005.

5. On motion of Mr. Vallio, seconded by Mr. Bodson, the Board APPROVED the following items listed on the Consent Agenda:

- ? Approval of Minutes of 2006 Annual Meeting
- ? Receipt of officers' reports
- ? Receipt of General Counsel's report
- ? Receipt of Legislative Relations report
- ? Receipt of committee and coordinator reports

6. Mr. Kramer presented his report to the Board as Chief Operating Officer. As a supplement to his report he asked Mr. Motschenbacher, Mr. Inderbitzen, and Ms. Breen to give a presentation about the status of ARRL membership programs and initiatives. Following the presentation, Mr. Motschenbacher, Mr. Inderbitzen and Ms. Breen left the meeting.

7. By request, Mr. Imlay expanded upon the written report of the General Counsel, with an update on the status of pending FCC actions and work surrounding BPL interference and possible legislation of same. The Board was in recess from 9:30 AM until 9:52 AM.

8. Mr. Chwat presented his report regarding Chwat and Co.'s work on Capitol Hill. He reported that the letter writing from the membership to targeted legislators was done well and had value. He recounted how in the past ARRL had been able to ask its membership to act quickly on a letter writing campaign with strong and overwhelming response, and he would like to see that again. He added that in 2006 there will be opportunities for work with NOAA and NWS issues as well as pandemic preparation initiatives.

9. By request, Dr. Weaver reiterated the importance of following through with appointments and preparation for work under the Legislative Action Program. The Legislative Action Committee prepared an operating manual to help understand and implement this program.

10. By request, Mr. Bodson expanded upon the written report of the Electromagnetic Compatibility Committee. He emphasized the value of the ARRL Laboratory staff's ability to isolate noise sources on power lines. Two cases on which the lab staff have worked have resulted in FCC action—one being an FCC citation of an electric utility for interfering with an amateur station. The Board was in recess from 10:57 AM until 11:08 AM.

11. It was MOVED by Mr. Morton, seconded by Mr. Bodson, that in order to provide for a new section of the Bylaws pertaining to conflicts of interest, the following resolution be considered: WHEREAS, the affairs of the ARRL have been governed by its Board of Directors since incorporation in 1915, (AABL Article 4); and WHEREAS, Directors represent the ARRL members within their respective territorial Divisions and are elected by a vote of those members (AABL Article 4); and WHEREAS, the eligibility for candidates for the ARRL office of Director are set forth in Article 11 of the ARRL Articles of Association (AABL Article 11); and WHEREAS, the current Articles of Association and Bylaws exclude otherwise eligible candidates if the potential exists, that the candidate or his or her employer could benefit through the shaping of policy by the ARRL Board (AABL Article 11); and WHEREAS, the current Articles of Association and Bylaws do not distinguish between actual

present conflict of interest and a merely potential conflict of interest that could arise in the future; and

WHEREAS, the current Articles of Association do not provide a process for reviewing conflicts should they occur during a Director' s or Officer' s term of office; and

WHEREAS, at present the determination of candidate eligibility is made by the Ethics and Elections Committee of the Board of Directors without written or objective standards beyond the language of Article 11; and

WHEREAS, the Articles already provide each Division shall have an elected Vice-Director who could represent the interests of the members of the Division if a Director were to recuse himself or herself from participating in or voting on an isolated instance where he or she had a potential conflict of interest;

NOW THEREFORE, the ByLaws are amended to add a new section as follows:

## **Conflicts of Interest**

### **a. Purpose**

The purpose of the Conflict of Interest policy is to ensure that the deliberations and decisions of the Board are made in the sole interests of the Association. A Board Member may not disclose confidential information obtained by him or her relating to the Association nor use his or her position with respect to the Association in order to achieve a financial benefit for himself, herself or a third person or other entity, including another nonprofit or for profit organization. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest in nonprofit and charitable corporations.

### **b. Definitions**

i. Board Member. For purposes of this bylaw Board Members shall include the ARRL President, all Vice-Presidents, the Treasurer, all Directors and all Vice-Directors.

ii. Financial Benefit. A Board Member achieves a "financial benefit" if the person has, directly or indirectly, through business, employment, investment, contract or family:

(a) An employment, contractual, compensation, material ownership, investment interest or other financial arrangement with, any entity whose business or operation has been or will be directly affected by a decision, action, or activities of the Association.

(b) For purposes of this Bylaw a material ownership or investment interest shall be an interest that is five (5% ) or more of the value of the entity.

### **c. Administration of Conflict of Interest Policy**

The Ethics and Elections Committee shall administer and monitor compliance with this Policy

### **d. Duty to Recuse**

i. A Board Member shall promptly disclose the existence of any conflict of interest and shall recuse himself or herself from being present for discussion or voting on any matter in which he or she has a material financial interest, as defined above, or is an officer or director of an entity that may reasonably be affected by the outcome of the vote. Upon recusal of a Director, the Division Vice-Director shall fulfill the duties of the recused Director in discussion and voting on such matter.

ii. The Board Member shall state the reason for the recusal, which shall be noted in the minutes of the Board of Directors.

### **e. Pervasive and Continuing Conflict**

i. In the event the entity, in which the Board Member or a prospective candidate for the

Association Board has such a financial interest, is engaged in an ongoing business or activity that directly competes with a material business or activity of the Association, the person shall be deemed to have a pervasive and continuing conflict that would render him or her ineligible to be a Board Member.

**f. Disclosure by Directors and Officers**

i. When requested by the Ethics and Elections Committee and not less frequently than once a year, each Board Member shall promptly submit a statement to the Committee identifying all business and other affiliations in which the Board Member has a Financial Interest as defined in the Bylaw.

ii. A Board Member shall promptly disclose to the Ethics and Elections Committee any matter that could reasonably be considered to a “financial benefit” to such Board Member, as defined above, whether or not the Board Member believes a conflict exists.

**g. Determining Whether a Conflict of Interest Exists**

i. After disclosure of the potential conflict of interest, the disinterested members of the Ethics and Elections Committee shall determine whether a conflict of interest exists or continuing and pervasive conflict of interest exists. Neither the Board nor any Committee of the Board shall vote upon any proposed matter, transaction, contract, or arrangement in connection with which an actual or possible conflict of interest has been disclosed by a Board Member until such time as the Ethics and Elections Committee has addressed the actual or possible conflict of interest.

ii. Except in the instance of a continuing and pervasive conflict, a referral to the Ethics and Elections Committee will not be required where the Board Member fully discloses to the Board his or her financial interest and abstains from participation in the Board's consideration of the proposed transaction, contract, or arrangement.

iii. Decisions of the Ethics and Elections Committee may be reviewed by the Board of Directors upon the written request of five or more Directors. Review shall be limited to the materials submitted to the Ethics and Elections Committee. A majority of the Board of Directors, excluding the Board Member who is the subject of the vote, is required to change any decision of the Ethics and Elections Committee.

**h. Annual Statements**

Each Board Member shall annually sign a statement which affirms that such person:

(i) Has received a copy of the current conflict of interest policy;

(ii) Has read and understands the policy;

(iii) Has agreed to comply with the policy; and

(iv) Understands that the Association is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**i. Periodic Reviews**

The Ethics and Elections Committee shall periodically consider whether and how this Conflicts of Interest Policy should be revised or amended to better meet its objectives and shall report to the Board on its recommendations and the matters referred to it and their resolution.

After discussion, and with a roll call vote being required, the resolution was ADOPTED with all 15 Directors voting in favor.

12. It was MOVED by Mr. Edgar, seconded by Dr. Weaver, that in order to provide for an amendment to Article 11 to include a section on conflicts of interest, the following resolution be considered:

WHEREAS, the affairs of the ARRL have been governed by its Board of Directors since incorporation in 1915; and  
WHEREAS, Directors represent the ARRL members within their respective territorial Divisions and are elected by a vote of those members; and  
WHEREAS, the eligibility for candidates for the ARRL office of Director are set forth in Article 11 of the ARRL Articles of Association; and  
WHEREAS, the current Articles of Association and Bylaws exclude otherwise eligible candidates if the potential exists, that the candidate or his or her employer could benefit through the shaping of policy by the ARRL Board; and  
WHEREAS, the current Articles of Association and Bylaws do not distinguish between actual present conflict of interest and a merely potential conflict of interest that could arise in the future; and  
WHEREAS, the current Articles of Association do not provide a process for reviewing conflicts should they occur during a Director's or Officer's term of office; and  
WHEREAS, at present the determination of candidate eligibility is made by an Ethics and Elections Committee of the Board of Directors without written or objective standards beyond the language of Article 11; and  
WHEREAS, the Articles already provide each Division shall have an elected Vice-Director who could represent the interests of the members of the Division if a Director were to recuse himself or herself from participating in or voting on an isolated instance where he or she had a potential conflict of interest;  
NOW THEREFORE, Article 11 of the Articles of Association is amended to read as follows:

**Article 11**

No person shall be eligible for the office of Director, Vice Director, President, Vice President, or Treasurer who has not been a Full member of the League for at least four continuous years immediately preceding nomination and throughout the subsequent term of office, nor shall any person be eligible who has not held continuously during that period a valid authorization as a radio amateur in accordance with the applicable laws and regulations of the United States.

No person shall be eligible for, or hold, the office of Director, Vice Director, President or Vice President whose business connections are of such nature that his or her influence in the affairs of the League could be used for his or her private benefit or would materially conflict with the activities or affairs of the League. The primary test of eligibility under this portion of the Article shall be full compliance with the Articles, Bylaws and Rules and Regulations of the League relating to ethics, elections and conflicts of interest.

After discussion, and with a roll call vote being required, the resolution was ADOPTED with all 15 Directors voting in favor.

13. On motion of Mr. Bellows, seconded by Mr. Vallio, it was MOVED that in order to provide for an amendment to Bylaws paragraph 42 to include a section on conflicts of interest, the following resolution be considered:

WHEREAS, since incorporation in 1915 the affairs of the ARRL have been governed by its Board of Directors, each representing one of the territorial Divisions of ARRL (AABL Article 4); and  
WHEREAS, Directors are elected by the vote of ARRL members within their respective territorial Divisions (AABL Article 4); and  
WHEREAS, the eligibility for candidates for the ARRL office of Director are set forth in Article

11 of the ARRL Articles of Association (AABL Article 11); and  
WHEREAS, the current Articles of Association and Bylaws exclude otherwise eligible candidates if the potential exists, that the candidate or his or her employer could benefit through the shaping of policy by the ARRL Board (AABL Article 11); and  
WHEREAS, the current Articles of Association and Bylaws do not distinguish between real and merely potential conflicts of interest, nor do they provide a process for reviewing conflicts should they occur during a Director's term of office; and  
WHEREAS, at present the determination of candidate eligibility is made by an Election and Ethics Committee of the Board of Directors without written or objective standards beyond the language of Article 11; and  
WHEREAS, the Articles already provide each Division shall have an elected Vice-Director who could represent the interests of the members of the Division if a Director were to recuse himself or herself from participating in or voting on an isolated instance where he or she had a potential conflict of interest; and  
WHEREAS, the ARRL Articles of Association provide the members of a Division should elect their Director, and those same members are the individuals best able to determine the best person to represent their interests on the ARRL Board of Directors;  
AND BE IT FURTHER MOVED, that references to this committee that appear elsewhere in the Bylaws are aligned accordingly;  
NOW THEREFORE, Bylaw 42 is amended as follows:

**Ethics and Elections Committee**

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

- ? ~~[strike]~~ {establish and } apply guidelines for ethical conduct by ARRL officials adopted by the Board
- ? ~~[add]~~{determine}~~[strike]~~ {review } eligibility of candidates for Director and Vice Director, including but not limited to receipt and review of petitions and certification of eligible candidates
- ? certify a nominee's eligibility under Article 11 to fill a Vice Director vacancy under Article 7
- ? ~~[strike]~~{be responsible for }~~[add]~~ {supervise the } balloting for Director and Vice Director, including but not limited to receipt of all campaign statements and materials, printing ballots, appointing tellers in accordance with Bylaw 20, counting ballots, and distributing/publicizing results
- ? advise the Chief Executive Officer on, and ~~[add]~~ {recommend to the Board } ~~[strike]~~ ] {set}standards for, Section Manager elections

**[add]**

- ? Decisions of the Ethics and Elections Committee may be reviewed by the Board of Directors upon the written request of the candidate or five or more Directors. Review shall be limited to the materials submitted to the Ethics and Elections Committee. A majority of the Board of Directors is required to change any decision of the Ethics and Elections Committee.

The members of the 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 Committee.

After discussion, and with a roll call vote being required, the resolution was ADOPTED with all 15 Directors voting in favor.

The Board was in recess for luncheon from 11:55 AM until 1:08 PM, when the Board reconvened with all persons hereinbefore mentioned except Mr. Chwat, who left the meeting.

14. On motion of Mr. Butler, seconded by Mr. Leggette, it was unanimously VOTED to award the 2007 ARRL National Convention to Huntsville, Alabama, on August 18-19, 2007.

15. Mr. Frenaye, as Chairman, presented the report of the Administration and Finance Committee. He highlighted the committee's work which included a review of the 2005 audit and of ARRL's employee pension plan.

On motion of Dr. Weaver, seconded by Mr. Edgar, the following resolution was ADOPTED:

WHEREAS the Grassroots Legislative Action Program offers great potential to increase the effectiveness of ARRL to influence legislative effort; and

WHEREAS the program relies in its most basic aspect upon direct contact between Federal legislators and their Amateur Radio constituents; and

WHEREAS travel expenses and administrative expenses are often required to recruit and train ARRL volunteers to perform required duties; therefore

IT IS MOVED that the money budgeted (\$5,000) to the ad-hoc Legislative Action Committee be available to use for funding travel and administrative costs to develop and train legislative action volunteers in several divisions on a trial basis.

16. Mr. Bellows, as Chairman, discussed the written report of the Programs and Services Committee. He noted the progress made with the Ham Aid grant-funded program and touched on rules changes in DXCC.

17. On motion of Mr. Bodson, seconded by Mr. Isely, it was unanimously VOTED that the ARRL Board of Directors selects Jimmy Carter, KG4SGP, of Burke, Virginia, as the recipient of the *2005 ARRL Hiram Percy Maxim Award*.

Over the past year Jimmy, age 13, has earned his Extra Class License. He initiated, planned and organized a ham radio club at his school, including finding a teacher who would sponsor the club. Jimmy personally recruited and taught four new members of the club. Jimmy contacted and convinced VEs from the Alexandria, Virginia radio club to come to the school during work hours to give the kids the amateur radio exam. Only one of the new members passed the first time, but Jimmy continued to work with the other three club members. At the next session, a Saturday, less than a month later, all three of the other club members earned their licenses. Jimmy continues to recruit young people into the school club and there are now a total of ten club members.

Jimmy realized that his club needed to be ARRL affiliated. He assembled the necessary documents and applied for and was granted affiliation.

Jimmy was instrumental in applying for an ARRL Education and Technology Program grant for his club. Based on Jimmy's outstanding work, his club was awarded a grant and is now

anxiously awaiting the arrival of the equipment. In the middle of all of this activity the school sponsor decided that the supervisory role he had taken on was too cumbersome. Not fazed, Jimmy went in search of a new sponsor, which was not an easy task with several days when it looked like the club would fold. Jimmy, ever the optimist, would not allow his club to fold and was successful in persuading another teacher to take on the role.

In his free time, he regularly participates in the Alexandria radio club's weekly nets and monthly meetings. Jimmy is a volunteer radio responder for disaster relief in the local area and a tremendous advocate of ARES. Jimmy also participates in contests and has received an award for his participation in the Virginia QSO Party. He has also built a web page for the school club.

School and Amateur Radio are just parts of Jimmy's life. He is also a varsity athlete and taking many honors classes. As a freshman in high school he earned his varsity letter. In his academics, he recently won third place at the Virginia regional science fair with his project "How Q affects bandwidth and signal strength." Jimmy is a member of the Boy Scouts of America, holding the rank of Life Scout while working to complete his Eagle Scout requirements. He is a member of the Order of the Arrow (Applause).

18. On motion of Mr. Fenstermaker, seconded by Mr. Fallon, it was unanimously VOTED that the ARRL Board of Directors has selected Roger Hayward, KA7EXM, as the winner of the 2005 Doug DeMaw, W1FB, Technical Excellence Award for his article "A PIC-based HF/VHF Power Meter" which appeared in the May/June 2005 issue of *QEX* (Applause). The Board was in recess from 2:40 PM until 3:06 PM.

19. On motion of Mrs. Craigie, seconded by Mr. Morton, it was VOTED that the instruction at Minute 47, July 2001 Board Meeting to request FCC authority for unattended beacons in narrow segments of the 160 meter band is rescinded as recommended by the Executive Committee.

20. The Chair led discussion outlining the remaining portion of the meeting involving strategic planning and updating ARRL's existing plan. The Board was in recess from 3:36 PM until 8:30 AM, Saturday, July 22, 2006, reconvening with all persons hereinbefore mentioned except Messrs Mills and Patton.

21. The Chair commented briefly and answered questions relating to the previous evening's informal presentation by officers of AMSAT-NA on AMSAT's history and future plans.

22. The Chair then led the group in a review of the ARRL strategic plan, the objective being to revise and update the plan that was adopted by the Board in January 2004. The review process included breakout sessions to develop possible strategies to address each of five goals to guide the organization for the next three to five years. The results of the breakout sessions were reported back to the full group. The Chair explained that the complete output of the planning session would be reported back to the participants for email discussion and then would be considered by the Executive Committee at its next meeting, scheduled for October 7. The Executive Committee is to complete the refinement of the document and recommend it for Board approval.

23. On motion of Mr. Leggette, seconded by the entire body, the Board thanked staff, especially Lisa Kustosik, KA1UFZ, for their hard work to ensure the success of this meeting (Applause).

24. All present were given the opportunity to offer closing comments. The Chair declared the meeting adjourned *sine die* at 4:20 PM. (Time in session as a Board: 11 hours, 54 minutes.)

Respectfully,

David Sumner, K1ZZ  
Secretary