

**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 proviso 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 Incorporation 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 the 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 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 along with any E&E recommended 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. 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.