



BOCA RATON AMATEUR RADIO ASSOCIATION

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January 14, 2018

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Gentlemen and Ladies:

This letter is from the directors, officers and 125 members of the Boca Raton Amateur Radio Association (BRARA), an ARRL Special Service Club in the Southeast Division. Many of us have been reading websites, blogs, letters and responses regarding the current governance of ARRL. We want to express our serious disappointment in ARRL, and in particular its Directors who have voted for the Code of Conduct and who are behind a variety of ill-advised proposals that would further diminish the transparency of the League to its members.

Many non-profit organizations have codes of conduct. In Connecticut, as in most other states, there are many examples of codes adopted by well-known organizations. See for example the applicable section of the website <https://www.myarrlvoice.org>. The essential purpose of these codes is to assure the integrity of the individuals who represent the organization. The typical concern is conflict of interest, usually in the form of position or financial interest.

We have looked at the Code of Conduct that ARRL adopted in January 2017. It contains myriad provisions that mandate absolute loyalty, secrecy and preservation of the appearances of the executives. Since its inception, ARRL has required duties of care, loyalty and good faith of its officers and directors. But until the Code of Conduct was adopted, the notion that a Director is prohibited from expounding on his opposition to a Board vote, what he expressed in the Board meetings, the issues that were discussed, etc., had never, as far as we know, led to ouster, censure or disqualification. Moreover, we are hearing of myriad examples of our elected ARRL representatives who



are now afraid or unwilling to respond to questions about decisions that they participated in making, such as legislative proposals (like H.R.555), disciplining directors directly or indirectly, and more.

A membership organization such as ARRL should be far more transparent than the current Code of Conduct permits. ARRL for 100 years had no Code of Conduct, yet seems to have functioned virtually flawlessly. Only in the last year or two, with the introduction of a CEO from the corporate world and support of several Directors, has the notion of “loyalty by silence” become the new guiding principle at ARRL. There are also a variety of proposals that have been raised and may be presented at the upcoming Board meeting later this month. In balancing transparency and an appropriate need to maintain confidentiality associated with some policy decisions, those proposals are simply inconsistent with the interests of the ARRL membership, as are certain existing Code of Conduct provisions as they have been applied.

It is outrageous to see that a Director can be removed if what he expresses outside a Board meeting could potentially “bring the organization into disrepute.” There is no definition of what constitutes “disrepute,” nor do we see why disagreeing with a Board vote, and explaining why in public, should deserve punishment. Only a deeply insecure management team would require that level of protection from the prying eyes of its members. The ARRL General Counsel has failed to explain why all of these restrictions are not tantamount to a an unreasonable gag order on Directors, and why they are suddenly needed to protect what has been a well-functioning organization for over a century. One Director recently wrote to the effect that ARRL’s IRS status may be at risk without these Draconian secrecy requirements. This is nonsense, especially when the exact opposite is likely to be true! In any event, we wonder what kind of good governance requires such strict controls when so many other non-profit corporations, in Connecticut and elsewhere, function perfectly well without them. This misguided application of protective measures imported from the corporate world does not suit a membership organization like ARRL. The Code of Conduct needs to be summarily vanquished and replaced with a version that is more befitting the ARRL we have all known for the last 100 years. If nothing else, the Code of Conduct and the various proposals coming before the Board will soon constitute no less than disreputable conduct by the current Board and its General Counsel.

One of the proposals for the January 19 Board meeting appears to provide for ejection of an ARRL member (even a Life Member!) for “cause” - without any further showing. What in the world is current ARRL management thinking? An even more recent proposal is motion EC-4 that expands Article 2 with regard to “undesirable” members and applies it to Director or Vice-Director eligibility. This apparently is intended to enable the removal of a candidate for Director or Vice-Director who at any time in his or her life disparaged the ARRL. Any application of Article 2 necessitates full disclosure to the membership, defines good cause shown, and provides procedures of due process (meaning an open hearing with an opportunity to be heard).

The current approach at ARRL is inquisitorial. The Ethics and Elections Committee treats disqualification of a candidate for Director or Vice Director as a “personnel” matter, and entirely confidential. The membership cannot be told anything other than the result. This is wrong for several reasons. First, an elected ARRL official is a volunteer, not an employee. Therefore personnel policies do not apply. Second, disqualification should be rare and imposed only if, for



example, a conflict is “continuous and pervasive.” No one-topic conflict can meet the “pervasive” test. The more appropriate remedy would be recusal, which is precisely what most other corporations provide for, not disqualification.

BRARA is extremely concerned about the proposal to allow the President and certain Vice Presidents to vote as though they were Directors. This would dilute the elected Directors’ voting power so that when combined with appointed directors, and the power of incumbency, the representative membership democracy ARRL has enjoyed for over a century will be destroyed. Is there a *compelling* justification for this proposal? We don’t think so. We insist that it be tabled or rejected, and never raised again.

It is apparent that the historically democratic and participatory governance of the ARRL has been undermined by an effort to consolidate power in a management team that is opposed to open, membership-based decision-making. Directors’ fiduciary duties will not be set at the minimum level necessary to achieve good governance. Rather, they will be set at a level that most readily assures management’s self-preservation.

I note that in response to a CQ Magazine inquiry with regard to proposals or motions to the Board, NY2RF himself stated that “[T]he members should never have seen the proposals prior to board consideration and action.” He added, “At all times in the past, such proposals have been treated as board-confidential, transmitted only to board members for their consideration before any public discussion.” This is absolutely outrageous and Mr. Gallagher should be publicly reprimanded for suggesting such an attitude. These are matters that ARRL members have an absolute right to know about and comment to their elected representatives about. Shame on Mr. Gallagher.

Our understanding is that ARRL hired outside counsel to assist it in developing the Code of Conduct, and it may have even had a hand in suggesting some of the anti-democratic proposals now being considered for inclusion at the January 19 Board meeting. It would be helpful were ARRL to waive its attorney-client privilege so that the membership can better understand why ARRL is adopting a kind of governance that is so antithetical to the wishes and benefit of its membership.

Most BRARA members are long-time or life ARRL members. They wish to remain so, as ARRL supporters in concept, participation and financially. However, absent withdrawal of the referenced proposed amendments at the January meeting, plans for full revision of the Code of Conduct and reversal of questionable actions against certain Directors and Vice-Directors, we as a club, and I as its president, will support opposition candidates in future Director elections. It is also likely that individual financial support of ARRL by our members (who include a number of significant donors) will decline.

On behalf of BRARA, I ask that you reject the various proposed bylaw changes noted above, plan on totally revising the Code of Conduct, and reverse actions against certain Board members.



Sincerely,



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