



January 15, 2018

1868 Trotters Lane  
Stone Mountain, GA 30087

To ARRL Officers and Directors:

This letter is from the directors, officers and to approximately 1500 active members of the CW Operators' Club (CWops) located throughout the United States, and internationally. I am hearing from many CWops members who have been reading websites, CQ Magazine blog posts, letters and comments by so many ARRL members, and from clubs – all regarding ARRL's current policies and practices. On behalf of CWops I feel compelled to voice my concern and disappointment in how ARRL has been conducting its governance, with particular focus on its emphasis on secrecy and control by current management, contrary to the essential nature of ARRL as an open, democratic organization.

Several of us have examined the Code of Conduct that ARRL adopted in January 2017. It is remarkable in how strongly it provides for 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 now afraid or unwilling to respond to questions about decisions that they participated in making, such as legislative proposals (like ill-conceived H.R.555), disciplining directors directly or indirectly, and more.

While there have been recent proposed changes to the Code of Conduct, the current Board Policy on Director Governance continues to “prohibit any director, officer or vice director from making any adverse statements concerning a past Board decision”; “prohibit disclosing any other director's vote unless voting details appear in the minutes or are otherwise made public”; and “prohibits a board member from conducting independent investigations.” Terms such as gag-order, secrecy, and loyalty-mandate all apply accurately to describe this absolutely unacceptable level of muzzling, directly contrary to the democratic principles on which ARRL is founded.

ARRL is not the only organization with a code of conduct. In most states, including Connecticut, there are many examples of codes adopted by well-regarded organizations. See, for example <https://www.myarrrlvoice.org/the-issues/example-of-bylaws-of-ct-non-profit-organizations/>. The

underlying purpose of these codes is to assure the integrity of the organization by giving guidance to the individuals who represent the organization. The typical concern is conflict of interest, usually in the form of position or financial interest. Revealing a vote is hardly a concern that should invoke violation of a Code of Conduct in a membership organization like ARRL.

**A membership organization such as ARRL should be far more transparent than the current Code of Conduct permits.** For over 100 years ARRL has had no Code of Conduct, and yet it 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” been 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 Code of Conduct provisions as they have been applied.

It is simply unacceptable to see that a Director can be “removed” if what he or she expresses outside a Board meeting could conceivably “bring the organization into disrepute.” There is no definition of what constitutes “disrepute.” Even the ARRL General Counsel has failed to explain why all of these restrictions are not tantamount to a huge gag order on Directors, and why they are 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 secrecy requirements! That is patently ridiculous. In any event, we wonder why good governance requires 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 overhauled, 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 remove 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, must define good cause shown, and must provide procedures for due process (meaning an open hearing with an opportunity to be heard).

The overall approach to management at ARRL appears just short of inquisitorial. As an example, 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 official is not an employee. Personnel policies do not apply. Second, disqualification should be rare, imposed only if, for example, a conflict is “continuous and pervasive.” No one-topic conflict meets the “pervasive” test. The more appropriate remedy would be recusal, which is precisely what most other corporations provide for, not disqualification.

CWops is also concerned about a reported proposal by an ARRL Director 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.

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.

As a final matter, my understanding is that ARRL hired outside counsel to assist in developing the Code of Conduct. In conjunction with ARRL's General Counsel, 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 of its membership.

Many CWops members are long-time or life ARRL members. They wish to remain so. But absent withdrawal of the referenced proposed amendments at the January meeting, plans for overhaul 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.

Thank you.

Yours truly,

Vaden A. McDonald  
President, CWops