

Respectfully Submitted to the Directors, Vice-Directors and Officers of the American Radio Relay League (ARRL)

INTRODUCTION

The membership of the First State Amateur Radio Club (FSARC), an Affiliated Society of American Radio Relay League (ARRL) since early in the last century, is profoundly concerned about the current state of ARRL governance. The FSARC Officers, with the support and urging of the membership, makes this public statement.

FSARC is one of the oldest radio sport organization in the world. Our members strongly support the ARRL's core mission of amateur radio advocacy. Most FSARC members are also ARRL members and a substantial proportion are Life Members. We are proud to have former and current ARRL Vice Directors and other ARRL Leaders as members. Many provide enhanced financial support to the ARRL as Diamond Club Members, Maxim Society Members, and Legacy Circle Members.

The FSARC membership is a very well-informed group on matters of ARRL governance.

News is routinely shared on a timely basis via our email reflector, on our web site, at monthly regular club meetings, and other forums. A sizable percentage of our members monitor and participate on social media daily and share items of interest with fellow club members. This heightened awareness contributes to the thoughtfulness and value of their opinions.

FSARC members have shared with the FSARC Officers their growing displeasure with ARRL governance. The substance of this letter reflects their concerns which fall under two broad themes: Issues of Transparency and Matters of Governance.

ISSUES OF TRANSPARENCY

The feeling that we are not being told the whole story in League reporting has long been a concern among our resident ARRL followers. Alternative versions of events offered by independent sources have confirmed the validity of this skepticism time and again. The ARRL "spin" on the late-hour changes to HR555 was proven false and deceptive. Antenna Zoning experts K1VR and N3JT credibly argue the bill leaves those of us in HOA limiting situations worse off with passage of this legislation. We thank Director Woolweaver for

blowing the whistle on the deception and the secrecy surrounding this action.

A more troubling trend has been the complete absence of information from ARRL HQ explaining governance decisions. We look at the K4AC and K3RF election petition disqualifications and wonder what was the Ethics and Elections Committee thinking? We are still waiting for an accounting of their reasoning in both cases.

It has become common knowledge that an attempt was made by the ARRL Board last July to eliminate the position of Vice Director. The apparent intent was to give the Board the authority to appoint replacement Directors without member balloting. No mention of this attempted dilution of member rights is found in the July Board Meeting minutes, since it is common practice to never record motions in the minutes that are withdrawn. The willful withholding news about this initiative is reason to question whatever trust we may still have in our leadership. Again, secret actions were taken by the ARRL leadership. Fortunately a sufficient number of Directors displayed good judgment which resulted in the motion being withdrawn.

The censure of Director Norton crystallized opinion in regard to ARRL governance for many of our members. The explanation for this Board action offered by ARRL HQ does not pass the smell test. Our FRC President attended the Visalia Forum and fully validates the account submitted by Mr. Duffy, K3LR. It is simply inconceivable the censure was based on Mr. Norton's actions at the forum, and our suspicions were recently confirmed by Hudson Division Director Lisenco who stated in an email to a constituent it was a "personnel matter." Director Frenaye's concurrence with Director Lisenco that it was a personnel issue and as such the Board's deliberations must remain confidential is equally deceptive, since Mr. Norton is not an employee of the ARRL. Only the ill-conceived Director Code of Conduct prevents full disclosure. We await a truthful accounting of this Special Board Meeting and real reasons for censure.

This brings us to the so-called "Director Code of Conduct." Having a Code of Ethics is normally good policy because it limits corporate liability – no argument. But the unique version of an ethics policy enacted by the ARRL Board (passed very quietly last January) goes far beyond what is normally considered appropriate for a not for profit membership organization like the ARRL. Any layman reading the document walks away with the impression that it is a "gag order" that will inhibit rather than encourage communications between members and their elected officials. A policy which says not once but twice "the

board member should consider voluntarily resigning his/her position on the Board” if they do not feel they can comply with the policy should be viewed with total skepticism. Without the ability for a Director to openly and freely discuss matters that come before the Board, even after the Board has acted, members are denied the ability to evaluate the performance of their elected officials. The permutations on this theme are many – the document as written is Orwellian and warrants withdrawal and replacement. It is simply a BAD POLICY statement and the ARRL can do much better.

We urge the ARRL Board to act upon the recommendations that follow:

1. We advocate the Board rescind the present Director Code of Conduct policy in its entirety.
2. We advocate the Board replace the Director Code of Conduct with a less onerous version appropriate for a membership organization such as the ARRL. Restrictions on Director communications pre and post Board action are to be removed to the degree considered acceptable by similar membership organizations. What constitutes an actionable infraction under the policy shall be clearly defined.
3. We advocate the Secretary publish on the ARRL website for member review the agenda for each Board Meeting, Executive Committee Meeting, and Special Meetings of the Board at least 15 days prior to the scheduled meeting date. Presently there is no firm requirement or deadline for issuance of agendas.
4. We advocate the Secretary publish on the ARRL website for member review the text of all proposed changes to the ARRL Governance Documents which may be acted upon during a Regular or Special Board meeting at least 15 days in advance of such meetings. There is presently no attempt made by the League to distribute or otherwise make these documents available to members prior to Board consideration. Members should be afforded adequate time to examine these documents and communicate their comments to their elected officials.
5. We advocate that Board Meetings, Executive Committee Meetings, and all Special Meetings of the Board be electronically recorded (as is the current practice) and copies of meeting audio recordings be made available to the membership following the

release of the Meeting Minutes. We believe open meetings (even if after the fact) will remove the aura of secrecy that has long been associated with these meetings.

6. We advocate that Meeting Minutes of Board Meetings, Executive Committee Meetings, and Special Meetings of the Board faithfully report ALL business that comes before the attendees of each meeting. This shall include reporting all motions made at each meeting, including all motions that are withdrawn before a vote is taken.
7. We advocate mandatory recording of Director voting on all motions that involve revisions to the ARRL Governance Documents (Articles of Association, Bylaws, and Rules and Regulations).

MATTERS OF GOVERNANCE

We believe the ARRL is moving unacceptably far afield of a governing principle that has stood the test of time: **The ARRL is a *representative democracy* – its members control its policies through the power of the ballot.**

Most troubling to us are proposed changes to the Articles of Association and Bylaws that would do the following:

- . Give the Board the authority to terminate an individual's membership
- . Give the Board the authority to remove a Director or Vice Director from office by revoking their membership
- . Give the Board the ability to remand and/or censure a Director or Vice Director without notice
- . Dilute the ability of the members to recall a Director or Vice Director
- . Extend voting privileges to Officers equal to those enjoyed by Directors

Our concerns are by no means limited to this list but we wanted to be sure the more onerous proposed changes were highlighted. It remains unclear how these changes contribute anything toward accomplishing the advocacy objectives of the ARRL or make it

possible for the League to better serve its membership. The reasoning behind these changes has not been explained by anyone. This communication void raises suspicion in regard to motive. We await clarification before these changes are moved forward for consideration and possible adoption.

We urge the ARRL Board to act upon the recommendations that follow:

1. We strongly advocate that the ARRL continue to be a representative democracy with decision making power firmly in the hands of elected Directors (and Vice Directors). No alteration of the Articles of Association or Bylaws shall diminish this form of governance or the ability of members to participate in elections.
2. We advocate that **NO CHANGES** be made to the Articles of Association, Bylaws and Rules and Regulations, **in whole or in part**, that may be proposed at the January 2018 ARRL Annual Meeting. In particular we want to see the K5UZ motion tabled or defeated in its entirety. Attempts to consider any portion of the K5UZ motion is unacceptable. There has been inadequate time for the membership to properly review the proposed changes so they might provide their Division leaders with thoughtful guidance on how to vote on each element of the proposals. The changes proposed by K5UZ do not appear to support or in any obvious way strengthen the broader objectives of the ARRL or improve the relationship of the League with its members. This is troubling.
3. We advocate for a change to the Articles of Association and Bylaws that would limit the term of an *appointed* Director or Vice Director to no more than one year. An election to replace the appointed Director or Vice Director must be scheduled within the one year period to ensure a Director's accountability and loyalty remains with his/her Division constituents and not with those who might have contributed to his/her administrative appointment.
4. We advocate for withdrawal of motions that would revise the Articles of Association and Bylaws in any way that awards Director level voting power to ARRL Officers or the CEO (the proposals put forward by N2YBB) that might be brought to the floor so League members have adequate time to review each proposed motion and provide appropriate feedback to their Directors and Vice Directors. **We do not find a compelling argument that justifies diluting the power presently vested in officials elected by the membership via balloting.**
5. We advocate revising the Articles and Bylaws to change how members are chosen and appointed to the Ethics and Elections Committee. We believe members of this committee should be nominated and voted upon by the full ARRL Board of Directors. The current practice of Presidential appointments to the Ethics and Elections Committee without oversight by the full Board provides an opportunity for political positioning which is not in the best interests of good governance.

Respectfully submitted on behalf of the First State Amateur Radio Club, its Officers, and its members.

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