

December 30, 2017

To ARRL Officers and Directors:

As a member of ARRL for nearly 60 years, as a life member, and as a Maxim Society member, I am deeply distressed, and I'd appreciate a personal response from at least one officer or director.

We all know that a Code of Conduct is an appropriate vehicle for establishing good governance for an organization, including a 501(c)(3) non-profit such as ARRL. Board members should be held to their statutory duties. Since inception, ARRL has required duties of care, loyalty and good faith. But until this past January, I had never heard of a Director being prohibited from expounding on his opposition to a Board vote, what he expressed in the Board meetings, the issues that were discussed, etc. But now we hear again and again of obdurate responses from our elected representatives when asked about matters such as legislative proposals, cherry-picking directors, or disciplining directors.

The level of confidentiality (misabeled loyalty) now imposed on Directors transcends the reasonable level one would expect from a *membership organization* such as ARRL, and is inconsistent with ARRL's historical openness. In balancing transparency and an appropriate need to maintain confidentiality associated with some policy decisions, the proposals now before the Board are inimical to the interests of the ARRL membership, as are certain Code of Conduct provisions as they have been applied.

It is frightening to see that a Director can be "fired" if what he expresses outside a Board meeting could conceivably "bring the organization into disrepute." What is the standard of this "disrepute"? Does disagreeing with a Board vote, and explaining why, deserve punishment? What is the standard to determine what constitutes "disrepute"? This is reminiscent of Star Chamber proceedings, where a secret set of values are imposed and a verdict announced without further disclosure. It is a gag order. Too much said and the Director is subject to removal. What kind of good governance requires this Draconian approach? Is this something an unenlightened lawyer somewhere has advised you? Is this misguided misapplication of protective measures imported from the corporate world? A rational examination of the proposed Bylaw changes and the Code of Conduct as it currently reads would lead most any reasonable person to conclude that the ARRL has brought itself into disrepute.

Even worse, there is a proposal to eject an ARRL member (even a Life Member?) for "cause" - without specifics. Will I be the first to be summarily expelled for authoring this letter? That is the fear the extant proposals and Code of Conduct evince. ARRL Directors need to stop this slide into the Dark Side before it is too late.

Along with the concept of Star Chamber proceedings, the Ethics and Elections Committee treat disqualification of a candidate for Director or Vice Director as a personnel matter, and confidential. This is wrong for several reasons. First, an elected official is not an employee. Personnel policies do not apply. Second, disqualification should be a 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

I am also profoundly concerned about the proposal to allow the President and certain Vice Presidents to vote as though they were Directors. This would reduce elected Directors' voting power. 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?

Someone is endeavoring to dupe the ARRL Board into believing that its proposed Bylaw changes and provisions of the Code of Conduct are fitting and appropriate for a membership representative organization. These changes are wrong.

There is nobody in ARRL membership who has been a more stalwart supporter over the years than I – until now. I contributed \$10,000 recently to ARRL, I have been a life-member since I was 15 years old, I have written multiple articles for QST, and I have engaged in personal conversations with regulatory and Congressional staff where they needed insight into what ham radio is all about. Going even further, my personal will contains a provision that would allocate a substantial portion of my net worth to ARRL when the will matures. I wrote that provision because I believed that ARRL was a membership organization dedicated to supporting Amateur Radio through the fair, member-based decision-making of its Directors. Never had I heard of Directors being removed for not agreeing with “management,” with others being removed from the ballot under deeply troubling circumstances and without fair opportunity to object; nor have I ever heard of disqualification of Directors for *de minimus* ownership in private companies doing business with or through ARRL. And now the threat of membership termination?

In short, the collegial concept of governance at ARRL has been undermined by what appears to be an effort to consolidate power in a management team that is opposed to open, membership-based decision-making. Directors’ fiduciary duties will not be at the minimum level necessary to achieve good governance. Moreover, it eschews the notion of implementing its Bylaws in a transparent and fair fashion.

It is rumored that Connecticut corporate counsel was retained to provide guidance that suggests that the more Draconian elements of the Code of Conduct are required by Connecticut law. I think the League should waive the lawyer-client privilege so that I, and lawyers familiar with corporate governance matters, could review it. I ask that opinion of counsel on this matter be released.

On a related matter, I never would have expected the unpleasant response I received to my expression of opposition to ARRL’s sadly misguided support of HR-555 and its Senate counterpart. Those who advised ARRL management on this project may believe they supported Amateur Radio in their negotiations with the real estate industry, but as many experts more qualified and experienced than ARRL have offered, the result has brought ARRL into disrepute among its membership – and properly so.

In sum, I no longer feel that ARRL is worthy of my future donations. Absent withdrawal of the proposed Bylaw amendments at the January meeting, and reversal of questionable actions against certain Directors and Vice-Directors, I intend to remove ARRL from my will. I know there are others similarly inclined.

I hope the Directors who read this message will demonstrate their strength and commitment to Amateur Radio by rejecting the proposed Bylaw changes, revise the Code of Conduct and reverse actions against certain Board members. The next step would seem to be changes in management team members and advisors.

Yours truly,

James M. Talens, N3JT