



Post Office Box 11933
Tampa, Florida 33680

January 15, 2018

Rick Roderick, K5UR, President
American Radio Relay League
225 Main Street
Newington, CT 06111-1494

Re: Proposed Structural Changes and Transparency Reductions to the
Functioning of the ARRL Board of Directors

Dear President Rick:

The Board of Directors of the Tampa Amateur Radio Club, Inc. ("TARC" established in 1922 and an ARRL Affiliated Club since 1935) is writing to express our concerns regarding recent actions by the ARRL Board of Directors ("BOD"), and to make recommendations about items that are to be considered at the upcoming January 19, 2018 meeting of the BOD. We shall distribute copies of this letter to all ARRL Board of Directors members, the President and Vice Presidents of the ARRL, the ARRL CEO, and the ARRL leadership in the West Central Florida Section. Our concern is the direction of the ARRL towards a concentration of power and a disregard for its membership in a series of actions and proposed structural changes that further reduces the transparency of the governance of our organization.

The following are our specific recommendations on proposals that will be going forward at the next meeting of the ARRL BOD:

RECOMMENDATIONS

- The Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors should be revised to clearly permit Directors and Vice Directors to state their opinion of Board of Directors policies and proposals to their constituency without regard to their supporting or opposing a planned decision or proposal of the majority of the Board of Directors.
- A proposal by Hudson Division Director Mike Lisenco, N2YBB to revise the Bylaws of the ARRL to extend voting privileges on the BOD to the President, First and Second Vice Presidents, and International Affairs Vice President should be voted down or withdrawn from consideration.
- A proposal by Hudson Division Director Mike Lisenco, N2YBB to revise the Bylaws of the ARRL giving the BOD power to “eject” any ARRL member, even a Life Member, from ARRL membership for some nebulous and undefined “cause” should be voted down or withdrawn.
- The censure of Southwestern Division Director Dick Norton N6AA should be formally rescinded by the Board of Directors.

DISCUSSION IN SUPPORT OF OUR RECOMMENDATIONS

- *The Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors should be revised to clearly permit Directors and Vice Directors to state their opinion of Board of Directors policies and proposals to their constituency without regard to their supporting or opposing a planned decision or proposal of the majority of the Board of Directors.*

Regarding the ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors, we understand the need for the ARRL Board of Directors to publish a code outlining expectations and standards for its Members. However, we believe that some provisions of the code adopted in January 2017 are much too rigid for a collegial organization such as the ARRL that elects the Board of Directors from the membership as a whole.

This proposed change inhibits free and necessary communications between the ARRL membership and their elected officials. This provision makes it difficult, if not impossible, to determine how individual Directors voted on specific issues, and in turn causes difficulty for members in deciding who should represent them on the ARRL Board of Directors. Additionally, this provision result in the appearance of an organizational structure, in which members who disagree are summarily ejected by secret ballot. This is unacceptable to us, and is antithetical to an organization that relies on the support of its membership and is designed to serve its membership. We will continue to speak out against this noxious proposal.

- *A proposal by Hudson Division Director Mike Lisenco, N2YBB to revise the Bylaws of the ARRL to extend voting privileges on the BOD to the President, First and Second Vice Presidents, and International Affairs Vice President should be voted down or withdrawn from consideration.*

Concerning the proposal by Hudson Division Director Mike Lisenco N2YBB to the Bylaws of the ARRL that would give voting privileges to the President, First and Second Vice Presidents, and the International Affairs Vice President, we voice our opposition, as this proposal will effectively dilute the vote of all individual ARRL members, as the President and Vice President positions are not directly elected by the membership. Additionally, this proposal has the potential to result in additional, unelected representation to a given Division, at the expense of all other Divisions. At present, two of the three Vice Presidents who would be given voting privileges under this proposal are from the Dakota Division. Already the smallest Division by population, this change would effectively give this Division three votes on the BOD and therefore would provide a greatly outsized influence on any proposal voted on. There is no compelling reason for such a change to the voting structure of the BOD, and as noted above, there are compelling reasons to rightfully reject such a proposal. Therefore, this motion should be rejected by the Board or withdrawn from consideration.

- *A proposal by Hudson Division Director Mike Lisenco, N2YBB to revise the Bylaws of the ARRL giving the BOD power to “eject” any ARRL member, even a Life Member, from ARRL membership for some nebulous and undefined “cause” should be voted down or withdrawn.*

A second proposal from Mr. Lisenco would empower the ARRL Board of Directors with the authority to eject an ARRL member, even a Life Member, from ARRL membership for “cause.” As such “cause” is not clearly defined in the draft revision of the Bylaws, it has the appearance of providing an avenue for the ARRL BOD to remove anyone who objects with any decision of the Majority of the Board. When combined with the above proposal to allow the President and Vice Presidents to possess voting privileges, it allows *unelected officials without a majority of the elected board to remove members*. We believe that this proposal unacceptably represents a significant shift in the balance of power from the membership to the Board or Directors calculated to reduce a free exchange of ideas, further reducing the transparency of the organization and placing the members who support the ARRL at a greater distance from its governance. It is directly counter to goal of increasing membership, and thus member revenues by current and new hams in ARRL activities. We believe that this ill-conceived change to the ARRL Bylaws should be rejected by the Board or withdrawn from consideration.

- *The censure of Southwestern Division Director Dick Norton N6AA should be formally rescinded by the Board of Directors.*

Recent actions of the Ethics and Elections Committee give the appearance of impropriety and censorship. By treating the disqualification of a sitting Director or candidate for Director as a personnel matter, the Ethics and Elections Committee has shielded their standards for what is acceptable and not acceptable from any future Directors or Director Candidates, and indeed from the membership in general. In so doing, the Ethics and Elections Committee retains the power to disqualify any candidate or sitting Director, or for that matter any ARRL member, from standing for election or reelection at any time for any reason, with oversight only from the remainder of the Board. By any commonly-understood standard, an elected officer of a non-profit corporation is not an employee of that organization. Mr. Lisenco, in his communication to his constituents regarding the censure of Mr. Norton, alludes to a “personnel matter” as the reason that he cannot elaborate on the details of the accusations. These

accusations, heard only by the Board in a closed session, were found to be more persuasive than the recollections, both published and unpublished, of a number of other attendees. This reliance on “personnel matters” to shield the Board’s decision-making process from view is being perceived as suspect at best, and as dictatorial at worst. This policy, assuming that there is a published formal policy, of treating the decisions of the Ethics and Elections Committee as personnel matters, is fraudulent and non-transparent, and should be changed to explicitly make the decision-making process of the BOD transparent to the membership.

The case of Mr. Norton’s censure has been widely discussed on several online forums, with comments and allegations from both sides of the issue. However, the ARRL BOD has chosen, under the guise of it being a “personnel matter”, to provide little if any relevant information. The resulting perception of bias and unexplained motives on the part of the BOD has brought the Board’s overall decision-making processes into question. This concern greatly exceeds the perceived damage caused by any statements attributed to or actually made by Mr. Norton at the 2017 Visalia ARRL Forum. Since only one side of the issue is being widely discussed, it is being taken as the most likely explanation of the actions of the Board. The failure of the Board to clearly enunciate their reasoning behind this decision, taken in secret, has resulted in a great deal of distrust or the Board’s motives and have damaged their reputation. When combined with the proposals listed above, we have the appearance of collusion among the Board membership to consolidate power among themselves.

Given the information available to the Tampa ARC Board (one of our members was present at Visalia so we have a firsthand account), we believe the censure of Mr. Norton was not supported by the weight of the evidence. Absent any additional evidence that contradicts the current eyewitness and earwitness accounts, which are unanimous in concluding that Mr. Norton did not violate the ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors, we believe the censure of Mr. Norton was an abuse of the powers of the ARRL Board of Directors, and this censure should be formally rescinded by the ARRL BOD.

The not-too-distant disqualification of K4AC to run as a Southeastern Division Director shows a similar lack of transparency as to Board of Director decisions. This issue has generated a significant amount of local concern and disenchantment with the ARRL, as it has emphasized this disturbing trend of the BOD to do things “their way.” As one of the larger

Divisions we are currently represented by a person who none of us had the opportunity to vote for. This is not a reflection on the opinion the SE Division has of Mr. Sarratt, but of the heavy-handed way in which the process was handled, with no reason being given for the disqualification of Mr. Rehman. Repeated requests over the last six months from one of our TARC Board Members to the League for more information on this confusing, back-room action has not gotten a response. This does not meet the transparency expectations of a membership organization, created by Amateurs, for Amateurs and is the symptom of an organization losing sight of its purpose.

SUMMARY

As the Board of Directors of one of the longest ARRL-affiliated clubs in the United States, we support the ability to freely discuss issues with our individual directors without fear of repercussions. We want all our Directors to tell us where they personally stand, not just where the BOD stands, and not just where the League President stands.

We support Directors having the freedom to express their individual opinions, and we need greater transparency on how they voted and understand why such votes were cast.

We support an organizational structure where Directors do not fear censure or ejection for having an opinion that may be in the minority or which may not reflect the party line. As members who elect them, we expect our Directors to represent us and the other members in the Division. We can only be sure of this if the Director is free to speak their mind.

We are opposed to the President and three Vice-Presidents being voting members of the BOD for several reasons. First, they are elected by the Board, not by the general membership so they do not represent nor are they accountable to the membership while, in theory, the Board members are. Second, it will dilute the elected Directors vote. The four officers considered to be granted voting power on the BOD combined with a minority of Directors could out vote the majority of elected Directors.

We feel that the actions and powers of the Ethics Committee should be reviewed by the BOD with the goal of providing transparency, so that due

process is afforded any league member, which provides greater transparency to membership.

Thank you for your consideration of our position that these proposed changes to League governance be withdrawn or voted down at your next Board meeting later this month.

73,

Bill Bode, N4WEB
President and Chairman
TARC Board of Directors

cc: ARRL Vice Presidents and Directors
Darryl Davis, KT4WX, Section Manager West Central Florida