

To: ARRL Officers and Directors  
From: Central Texas DX and Contest Club  
Date: January 16, 2018

The Central Texas DX and Contest Club (CTDXCC) has been an ARRL Affiliated Club since the 1970s, and has approximately 180 members. Most of our members are ARRL Members and many of them are ARRL Life Members.

CTDXCC includes many of the most active hams in Central Texas. Over the years, CTDXCC members have provided significant financial support to the ARRL, and have served the ARRL in representative and volunteer capacities. Currently, CTDXCC members serve as Vice Director of the West Gulf Division, ARRL QSL Card Checker and ARRL November Sweepstakes Chair.

In recent months, CTDXCC members have become concerned about the actions of the ARRL Officers, Board of Directors, CEO and Staff.

I. As a result, CTDXCC OBJECTS to adoption by the Board of ANY proposed amendments to the Articles of Incorporation or By-Laws at the ARRL Annual Meeting of the Board of Directors on January 19-20, 2018.

II. After having reviewed the recent proposals by N2YBB and K5UZ, CTDXCC STRONGLY RECOMMENDS that the Board of Directors vote AGAINST any such proposal.

III. CTDXCC OBJECTS to the current version of the “ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors (“Code of Conduct”)” and RECOMMENDS that it be REPEALED.

IV. CTDXCC asserts that any new proposed Code of Conduct should be released to the ARRL Membership at least 60 days before consideration of the proposal by the Board, and Members’ input to and discussion with the Directors and Vice Directors should be solicited and considered prior to any action on the proposal by the Board.

V. Any such Code of Conduct should not contain the numerous bad provisions contained in the current version of the Code of Conduct, or recent proposals by K5UZ and N2YBB.

VI. CTDXCC recommends the censure of Dick Norton, N6AA, be rescinded and expunged from the record.

The following items are of major concern to the CTDXCC:

1. Attempts to stifle dissent on the Board or to muzzle Directors or Vice Directors when discussing matters, their opinions or votes with ARRL Members. Stifling communications and sanctioning Board members, Vice Directors, Officers or ARRL Staff for expressing dissent, or candidly communicating with ARRL Members is antithetical to good governance and membership organizations with elected representation. See, Code of Conduct, Standards of Conduct 1.b.;

2. Transparency is fundamental to the ARRL remaining a membership organization and a representative democracy form of governance with its leaders elected by the membership. Anything that seeks to limit the transparency of the ARRL by restricting communications between the Board, Vice Directors, ARRL Staff and ARRL Members, including prohibiting Directors or Vice Directors from disagreeing publicly with the Board, Officers, CEO or Staff, or disclosing their vote on any issues before the Board of Directors that are not proprietary or properly confidential (such as personnel matters). See, Code of Conduct, Standards of Conduct 5 and 6; and

3. Any attempt to change the Board from one elected by the ARRL Membership into a Board appointed by the ARRL President, Officers, Board, or ARRL Staff.

4. Eliminating or reducing the role of Vice Directors should not be considered or adopted.

CTDXCC has objections and concerns with various provisions of, and proposals related to, the Articles of Incorporation, By-Laws and the Conflicts of Interest and Code of Conduct provisions, as follows:

### **Articles of Incorporation**

#### **Articles 5 and 7**

If a Director resigns, dies or the position is otherwise vacant, the automatic accession of the Vice Director to the Director position should be retained. The Vice Director position shall be filled by an election by the ARRL Members of the Division within 3 months. In no event, shall a presidential appointment to fill such a Vice Director vacancy extend beyond the lesser of the end of the unexpired term, or 6 months, without an election to fill the vacancy.

#### **Article 12**

Requiring compliance with the Code of Conduct for Directors as a condition of eligibility to seek election as a Director, Vice Director is draconian, as the Code of Conduct prohibits a number of things, including communications about ARRL matters with ARRL Members, as currently written.

#### **Article 16**

The indemnification provision should cover Vice Directors. This is a clear attempt to discourage anyone from serving as a Vice Director.

### **By-Laws**

#### **By-Law 14**

Vice Directors should be required to attend ARRL Board Meetings and Special Meetings, not excluded from them, or allowed to attend solely by invitation.

#### **By-Laws 2 and 47(a)**

The Board should not have the authority by a 2/3 vote to revoke the membership of an ARRL Member, especially to remove the ARRL Member's eligibility to be a candidate for the Board or Vice Director; or to remove a serving Board member, or Vice Director by stripping them of their eligibility. This is not

cured by saying it would be for “cause”, when “cause” is not defined in the Articles of Incorporation, By-Laws, or Code of Conduct.

**By-Law 47(b)**

The Board should not have the authority to issue reprimands or censures to ARRL Members without prior notice and without an opportunity to be heard. This is not cured by saying it would be for “cause”, when “cause” is not defined in the Articles of Incorporation, By-Laws, or Code of Conduct.

**By-Law 48**

Binding arbitration should not be adopted to prevent a Board member from suing the ARRL. As proposed by K5UZ, a Board member has to agree to binding arbitration, without a right of appeal, as a condition of being allowed to serve on the Board.

**By-Laws 19, 20, 41 and 47**

CTDXCC asserts that the Ethics and Elections Committee has too much authority without Board oversight. Decisions by the Ethics and Elections Committee should be automatically reviewable by the entire Board upon the request of any Board member, or Vice Director.

The Ethics and Elections Committee should not have the authority to disqualify a sitting Director from seeking reelection, remove a sitting Director, or disqualify a candidate for election as a Director without an automatic review and ratification by at least  $\frac{3}{4}$  of the Board members.

No disqualification shall be allowed without prior notice and an opportunity to be heard. No decision to remove or disqualify a Director, or a candidate for Director without written findings of fact and conclusions of law at the time of the Board’s ratification of the decision to remove or disqualify, which are fully disclosed to the Director, or candidate. The disqualification shall be disclosed to the ARRL Membership. The disqualified person shall not be prevented from appealing the decision by filing suit, or from making public the decision, findings of fact and conclusions of law.

**By-Laws 19, 20, 41, 45, 46, 47, Conflicts of Interest, c.(4), Code of Conduct, 6. Compliance With This Policy, subsection 4.**

Allowing the Ethics and Elections Committee to determine whether candidates for the Board, or Vice Directors, are in compliance with the Board’s Conflicts of Interest Policy and Code of Conduct provisions grants too much power to the Ethics and Elections Committee. The Ethics and Elections Committee should report to the Board and the Board should have the final decision-making authority. This contrasts with the current process whereby the Ethics and Elections Committee makes the decision and the Board determines the remedy.

**Code of Conduct**

**Standard of Conduct 7. Public Statements**

CTDXCC asserts the ARRL should allow Directors, Vice Directors and local Public Information Officers to speak to the media on routine and emergency matters.

**Standard of Conduct 8. Support of Board Decisions**

Requiring Board members to support actions taken by the Board even when the Board member personally did not or does not support the action taken, avoiding any adverse characterization of Board

decisions that might bring the organization into “disrepute” is objectionable as an attempt to muzzle those Board members who do not toe the party line.

### **Standard of Conduct 9.a. Relations With Staff**

Requiring Board members from intruding on administrative issues that are the responsibility of management, except to monitor the result and ensure that procedures are consistent with Board policy infringes upon the Board members’ requirement to exercise due diligence in fulfilling their fiduciary duty to the organization.

CTDXCC asserts that any proposal to extend voting rights at the Board or Board Committee level, such as proposed by N2YBB, should not be adopted. Specifically, voting rights should not be extended to the president (except as currently – to break tie votes). Packing the Board is inappropriate.

### **Conclusion**

The ARRL Board of Directors should:

1. Not adopt any changes to the Articles of Incorporation or By-Laws at the January 19-20, 2018 Annual Meeting of the Board of Directors;
2. Repeal the Code of Conduct;
3. Require a roll call vote on any and all matters at the January 19-20, 2018 ARRL Annual Meeting of the Board of Directors, and on any future Board votes to amend the Articles of Incorporation, By-Laws or after repeal of the current Code of Conduct, any new proposed Code of Conduct;
4. Not adopt a new Code of Conduct without notice to members and a 60 day comment period prior to any action on a proposed new Code of Conduct by the ARRL Board;
5. Rescind and expunge the censure of Dick Norton, N6AA;
6. Provide disqualified candidates for elected office (Director or Vice Director) with prior notice, an opportunity to be heard, and upon a recommendation, not a decision, by the Ethics and Elections Committee, an automatic review by the full Board. If the full Board ratifies the Ethics and Elections Committee recommendation, written findings of fact and conclusions of law shall be provided to the candidate. The same standard shall apply to an attempt to remove a sitting Director or Vice Director;
7. All decisions by the Ethics and Elections Committee should instead be recommendations to the Board of Directors, who shall then adopt, ratify, table or reject those recommendations;
8. Vote against and not adopt the K5UZ proposal;
9. Vote against and not adopt the N2YBB proposal;
10. Not extend Board voting rights to the President or the three Vice Presidents beyond what they currently are, (i.e., the president may vote in the event of a tie vote);

11. Not change the Board of Directors from a Board elected by the ARRL Membership to an appointed Board; and

12. The Board of Directors should be allowed to fulfill its fiduciary duty by being able to question or investigate any matters related to the functions or duties of the Officers, Executive Committee, Standing Committees, the CEO or ARRL Staff.

CTDXCC agrees with and supports the recommendations of other organizations which have commented on these issues. Specifically, that includes the Boca Raton Amateur Radio Association, Florida Contest Club, Frankford Radio Club, Grand Mesa Contesters of Colorado, Majors Field Amateur Radio Club, North Jersey DX Association, Northern California Contest Club, Potomac Valley Radio Club, Prairie Dog Amateur Radio Club, Tampa Amateur Radio Club, U Penn Amateur Radio Club, Western Washington DX Club and Yankee Clipper Contest Club.

Very truly yours,

Frank L. Widmann, WA2VYA  
President, Central Texas DX and Contest Club

Robert Farmer, W9BF  
Vice President, Central Texas DX and Contest Club

Tom Nevue, W2MN  
Treasurer, Central Texas DX and Contest Club

Madison Jones, W5MJ  
Secretary, Central Texas DX and Contest Club