

**ARRL Current Governance Issues:  
Background and Timeline  
As of January, 2018**

# **Background: Role of Directors**

- Make policy decisions
- Elect ARRL officers
- Oversee management processes
- Approve budget and major projects
- Appoint advisory committee reps

# Background: Board Structure

Fifteen Divisions

Each contains multiple ARRL Sections

Fifteen Directors

Elected by Division members

Fifteen Vice Directors

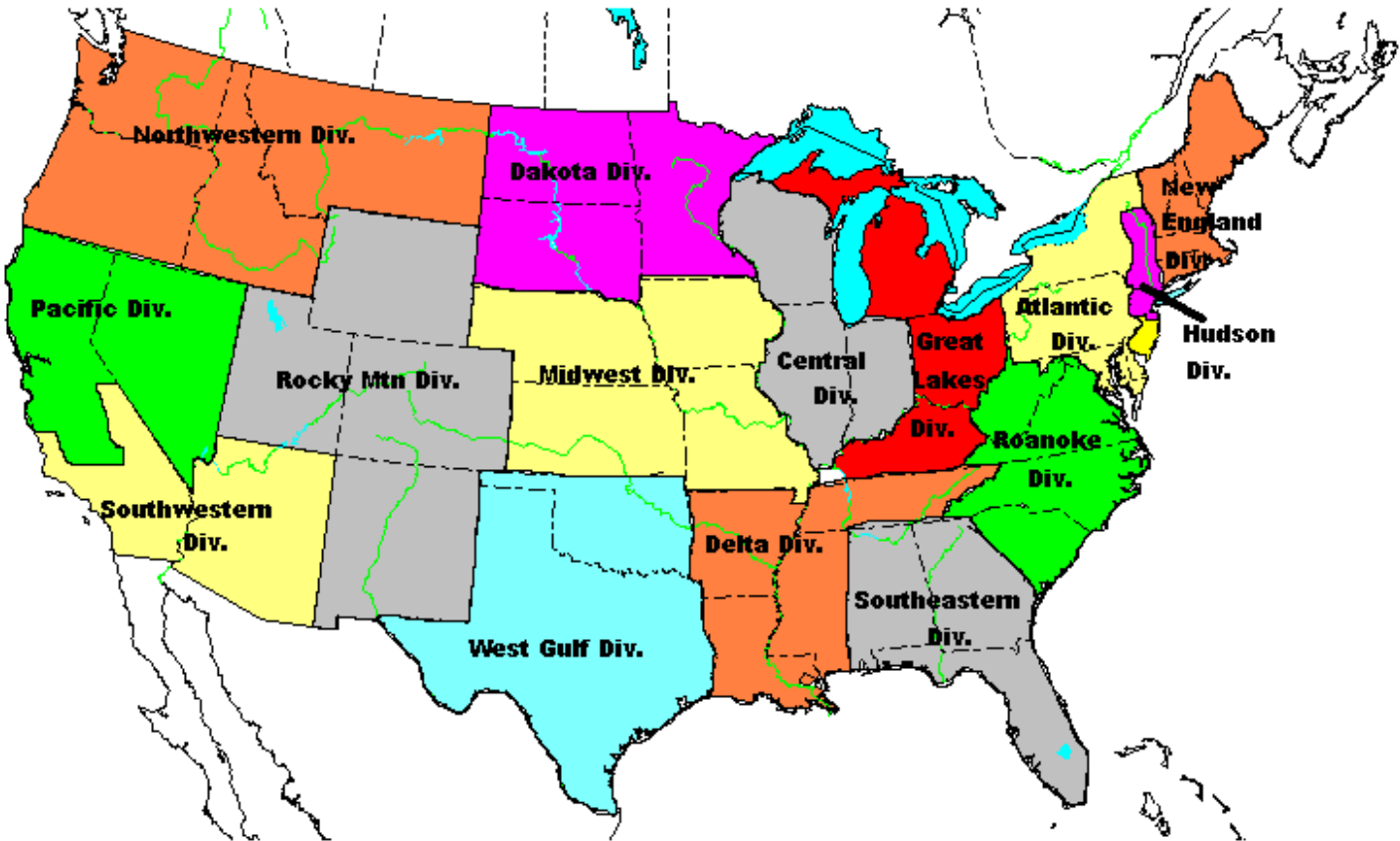
Elected by Division members

May vote in place of absent Director

Replaces a Director unable to serve

**Alaska**

# ARRL Divisions



**Hawaii**

Prepared by Marty Woll N6VI

**Puerto Rico**

**Virgin Islands**

# Background: Board Committees

- Executive
- Administration & Finance (appointed)
- Programs & Services (appointed)
- Ethics & Elections (appointed)
- Other (Legal Defense, PR, etc.)

# **July 2016: DQ of K4AC as candidate**

- Incumbent K4AC criticized League processes
- K4AC received and complied with E&E order to remove certain campaign statements
- E&E received a separate ethics complaint and made final decision on it with no notice to K4AC
- K4AC was not allowed to make his case
- E&E DQ'd K4AC & declared his opponent elected

# January 2017: Code of Conduct

- Specified duty of loyalty to the Corporation
- Prohibited adverse characterization of Board decisions; must accept & publicly support
- No disclosure of votes allowed unless published
- No independent investigations by directors
- E&E may reprimand or seek removal of director

# **April 2017: Executive Committee proposal to eliminate vice director rights of succession**

- Vice directors would become “assistants” under proposed revised Articles and Bylaws
- Director’s mid-term replacement would be decided by Board vote, not by member vote
- Promised disclosure to members never happened
- Motion withdrawn in July after strong opposition



# August 2017: DQ of K3RF

- E&E rejected candidacy of incumbent Vice Director K3RF for Atlantic Division Director due to “undisclosed conflict of interest.”
- Despite multiple written requests by K3RF, no details or support of the charges were provided
- Observers believe it involved the flawed Parity Act and its impact on K3RF’s tower case client

# **November 2017: Censure of N6AA**

- E&E initiated a censure of Director N6AA based on the report of a convention attendee four months after the fact
- N6AA produced written testimony from multiple credible eyewitnesses disputing the core charges
- The censure vote by the Board was 11 for, 3 against, one abstention
- The censure action was published, but details of the charges were not

# **December 2017: N2YBB Proposes Amendments to Articles & Bylaws**

- Would give President & three VPs director-like votes, thus diluting the votes of elected directors
- Would add one VP as a voting member of the Executive Committee
- If passed, six directors plus President and VPs could out-vote nine member-elected directors

# **December 2017: N5UZ Proposes Amendments to Articles & Bylaws on behalf of Executive Committee**

- Would allow Board to terminate a membership (enables removal of a Director or Vice Director)
- Would allow censures and DQs with no advance notice or opportunity to respond or defend
- Would give E&E more discretion on recall efforts
- Would require use of binding arbitration

# **ARRL Current Governance Issues: Background and Timeline**

**End**