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To the members of the ARRL Board of Directors:

I've followed with misgivings the controversy over the proposed changes in ARRL governance that have culminated in the agenda of the upcoming board meeting. I've reviewed the extensive new wording presented for your vote. If approved, I see this as an ill-advised abdication of authority from you, ostensibly our good-faith fiduciaries and direct representatives, to those we have not elected.

What's the rush? I strongly recommend that you postpone any action until this whole issue has received the thoughtful and transparent discussion and analysis it deserves. Placing too much unchecked power in the hands of new, unproven management and allowing it to handpick the board may seem appealing now as a way to preserve the finances and influence of our organization in a time of great changes. But history strongly suggests that this is more often a recipe for failure.

I have to say that, like many others, I'm put off by what seem to be prickly, demeaning and defensive editorial pronouncements in response to reasoned concerns about the direction of our institution. I interpret the proposed changes in articles and bylaws as a move to consolidate the grip of an authoritarian management. Good governance demands that all board members must be fairly elected directly by the vote of ARRL members. Stacking the deck in secrecy doesn't pass the smell test.

This is how organizations die. We've seen this before. It's a dangerous bet. Structuring ARRL as a fiefdom empowered to suppress and ignore reasoned criticism may seem effective now, but it carries extreme risks.

The Annual Report and Form 990 both show that ARRL is half publishing house, an employer supported by authors, sales and advertisers, and half membership club supported by dues and donations. Damage to either of these revenue streams can lead to bankruptcy. You should carefully consider that the publishing sector is dependent on the continuing good will of the members who buy the products, and especially of influential managers of key advertisers that today have alternative avenues to their customers. At the same time, any loss of the support of members and donors who think of ARRL as our organization can fatally weaken that leg of the financial structure. Raising dues to compensate will only make things worse.

The organizational and financial future of ARRL may not withstand a strategic mistake on your part. I counsel caution, not unquestioning deferral to a new administration. I'm surprised you would even consider voting to expose yourself both to the known pitfalls of mandatory arbitration and to the imposition by others of unrestricted limits on what you can discuss. A membership organization has far less claim to confidentiality than a business or college. Please think deeply about what can go wrong, and explore the fate of other organizations that have failed through foreseeable strategic errors.

So who am I to offer this advice? I spent 25 years as CEO of a public Silicon Valley company that grew from nothing to revenues of hundreds of millions when I retired to join a university faculty. As a board member of both the American Electronic Association (AEA) and the Electronic Industries Association (EIA), I saw first-hand how a structure that lets the management handpick its overseers can sow the seeds of its own demise. Both of these once-influential bodies are gone now. As a donor and supporter, I had a front-row seat as the former San Jose Symphony placed all its hopes on a new director, only to find that his self-centered approach lost the support of stakeholders and led to bankruptcy.

I've been an active radio amateur, ARRL member and author over the past 65 years. I've been a director and sponsor of such successful amateur-radio activities as WRTC and the NCDXF. I hope you will listen to the reasoned voices urging you to resist being swept up in the same moves that have proven mistaken in so many other examples. Please take the time to think through what could come next. You're beholden to the members who elected you, not to whoever prepares your board books.

Thanks for your interest and service. We count on you to represent us fairly. Amateur radio is watching.

73 de Dave Leeson, W6NL

