

ARRL Board of Directors Annual Meeting January 18-19, 2019

AGENDA

1. Roll Call (**Friday, January 18, 2019, 9:00 A.M.**) and announcement that meeting is being recorded
2. Moment of Silence
3. Courtesies
 - a) Introduction and welcome of first-time participants and guests
 - b) Remarks/greetings from IARU
 - c) Remarks/greetings from Radio Amateurs of Canada
 - d) Remarks/greetings from ARRL Foundation
- [Doc. #1A] 4. Consideration of the agenda of the meeting
5. Election of Secretary
6. Legal Matters
 - a) Termination and Replacement of Counsel
 - b) Formation of committee to recommend structure of future legal representation
7. Disposition of ARPA
8. Existing Lobbying Contracts
 - a) Termination of Existing Contracts
9. Emergency Preparedness & Response Manager
 - a) Formation of Committee to Establish Requirements
10. Repeal of *ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors*
11. Receipt and consideration of financial reports
 - [Doc. #6] a) Treasurer's report, Mr. Niswander
 - [Doc. #8] b) Chief Financial Officer's report, Ms. Middleton
12. Motion to Adopt Consent Agenda

(Any Board member may request that any item on the Consent Agenda be removed and discussed separately. Otherwise, the listed items will be considered as a whole without debate or amendment. Receipt of a report does not include approval of any recommendations contained in the report. Consideration of such recommendations comes later in the agenda. Listed reports that are not received and distributed prior to the meeting will be removed from the Consent Agenda.)

- a) Receipt of other officers' reports
 - [Doc. #2] (i) President Roderick
 - [Doc. #3] (ii) First Vice President Widin
 - [Doc. #4] (iii) Second Vice President Vallio
 - [Doc. #5] (iv) International Affairs Vice President Bellows
 - [Doc. #7] (v) Chief Executive Officer Michel
- [Doc. #9] b) Receipt of General Counsel's report, Mr. Imlay
- c) Receipt of committee and coordinator reports
 - [Doc. #10] (i) Executive Committee, Mr. Roderick, Chairman
 - [Doc. #11] (ii) Administration & Finance Committee, Mr. Widin
 - [Doc. #12] (iii) Programs & Services Committee, Mr. Blocksome, Chairman
 - [Doc. #13] (iv) Ethics & Elections Committee, Mr. Norris, Chairman
 - [Doc. #14] (v) Amateur Radio Legal Defense & Assistance Committee, Mr. Tiemstra, Chairman
 - [Doc. #15] (vi) RF Safety Committee, Mr. Zygielbaum, Liaison
 - [Doc. #16] (vii) EMC Committee, Mr. Carlson, Chairman
 - [Doc. #17] (viii) Public Relations Committee, Mr. Morine, Liaison
 - [Doc. #18] (ix) Historical Committee, Mr. Blocksome, Chairman
 - Doc. #19] (x) Ad Hoc LoTW Committee, Mr. Widin, Chairman
 - [Doc. #20] (xi) ARDF, Mr. Joe Moell, KØOV, Coordinator
 - [Doc. #21] (xii) Contest Advisory Committee, Mr. Sarratt, Liaison
 - [Doc. #22] (xiii) DX Advisory Committee, Mr. Tiemstra, Liaison
 - [Doc #23] (xiv) *Intentionally Left Blank*
 - [Doc. #24] (xv) P&S Committee Public Service Enhancement Working Group, Mr. Williams, Chairman
 - [Doc. #25] (xvi) *Intentionally Left Blank*
 - [Doc. #26] (xvii) Entry Level Licensing Committee
 - [Doc. #27] (xviii) Proposed Rules and Procedures For Ethics and Elections Committee
 - [Doc. #28] (xix) Technical Relations Office, Jon Siverling, Technical Relations Specialist

[END OF CONSENT AGENDA]

13. Consideration of items removed from Consent Agenda

14. Consider recommendations of the Standing Committees

(Additional recommendations as contained in the reports will be added to this agenda item as the reports are received.)

- a) Executive Committee
- b) Administration & Finance Committee
- c) Programs & Services Committee

15. Proposals for amendments to Articles of Association and Bylaws. (In accordance with the AA/BL formal resolutions must be submitted to the Board 30-days prior to the meeting in order to qualify to be approved by the 10-vote majority)

16. Consider additional recommendations as contained in reports:

17. ARRL vote for IARU President and IARU Vice-President

18. Directors' motions:

- | | |
|--------------------|-------------------------|
| a. Mr. Tiemstra | Pacific Division |
| b. Mr. Hippisley | Roanoke Division |
| c. Mr. Ryan | Rocky Mountain Division |
| d. Mr. Sarratt | Southeastern Division |
| e. Mr. Norton | Southwestern Division |
| f. Dr. Woolweaver | West Gulf Division |
| g. Mr. Abernethy | Atlantic Division |
| h. Mr. Carlson | Central Division |
| i. Mr. Holden | Dakota Division |
| j. Mr. Norris | Delta Division |
| k. Mr. Williams | Great Lakes Division |
| l. Ms. Jairam | Hudson Division |
| m. Mr. Blocksome | Midwest Division |
| n. Mr. Hopengarten | New England Division |
| o. Mr. Ritz | Northwestern Division |

19. Election of Executive Committee

20. Election of ARRL Foundation Directors

21. Final Director Motions

22. Appointment of Standing Committees and Committee Chairs

23. Other business

24. Closing courtesies

25. Adjournment

Roll Call

1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in annual session at the Hartford/Windsor Airport Marriott in Windsor, Connecticut. The meeting was called to order at 9:03 AM EST Friday, January 18, 2019 with President Rick Roderick, K5UR, in the Chair and the following Directors present:

Tom Abernethy, W3TOM, Atlantic Division
Kermit Carlson, W9XA, Central Division
Matt Holden, KØBBC, Dakota Division
David Norris, K5UZ, Delta Division
Dale Williams, WA8EFK, Great Lakes Division
Ria Jairam, N2RJ, Hudson Division
Rod Blocksom, KØDAS, Midwest Division
Fred Hopengarten, K1VR, New England Division
Mike Ritz, W7VO, Northwestern Division
Jim Tiemstra, K6JAT, Pacific Division
George “Bud” Hippisley, W2RU, Roanoke Division
Jeff Ryan, KØRM, Rocky Mountain Division
Greg Sarratt, W4OZK, Southeastern Division
Dick Norton, N6AA, Southwestern Division
David Woolweaver, K5RAV, West Gulf Division Director

Also present without vote were:

Greg Widin, KØGW, First Vice President;
Bob Vallio, W6RGG, Second Vice President;
Jay Bellows, KØQB, International Affairs Vice President;
Howard Michel, WB2ITX, Chief Executive Officer;
Barry J. Shelley, N1VXY, Secretary;
Diane Middleton, K2DLM, Chief Financial Officer;
Frederick Niswander, K7GM, Treasurer.

In attendance were the following Vice Directors:

Riley Hollingsworth, K4ZDH, Atlantic Division;

Carl Luetzelschwab, K9LA, Central Division;
 Lynn Nelson WØND, Dakota Division;
 Thomas Delaney, W8WTD, Great Lakes Division;
 Bill Hudzik, W2UDT, Hudson Division;
 Mike Raisbeck, K1TWF, New England Division;
 Mark Tharp, KB7HDX, Northwestern Division;
 Kristen McIntyre, K6WX, Pacific Division;
 Bill Morine, N2COP, Roanoke Division;
 Robert Wareham, NØESQ Rocky Mountain Division;
 Joseph Tiritilli, N4ZUW, Southeastern Division;
 John Robert Stratton, N5AUS, West Gulf.

Vice Directors Ed Hudgens, WB4RHQ, Delta Division; Art Zygielbaum, KØAIZ, Midwest Division; and Ned Stearns AA7A Southwestern Division; were unable to attend.

Also present were:

David Sumner, K1ZZ, International Amateur Radio Union Secretary;
 Glenn MacDonell, VE3XRA, President of the Radio Amateurs of Canada;
 Norm Fusaro, W3IZ, Radiosport & Field Services Department Manager;
 Edward Spinella, Esq., of the Murtha Cullina law firm, Hartford, CT
 Dan Henderson, N1ND, Assistant Secretary / Regulatory Information Manager.

Former New England Director Tom Frenaye, K1KI, attended the meeting as an observer.

Moment of Silence

2. A moment of silence was offered in memory of Amateurs who have passed away since the last meeting, especially: Rev. Paul Bittner, WØAIH; Chuck Brydges, W4WXZ; Harry Bush, WB9NAK; Betty Byrd, KB5CSQ; R. Jan Carman, K5MA; Jack Curtis, K6KU; Terry Gerdes, AB5K; Peggy Sue Gerron, ex-K5PSG; Shozo Hara, JA1AN; John Hurdelbrink, N2MED; Ralph Javins, N7KGA; Don Michalski, W9IXG; Robert S. "Bob" Morris, W4MYA; Tom Parsons, W4TEP; Melissa Reinhardt, KD6BIT; Grady Robinson, AK4N; Bill Tynan, W3XO; Sukwan Widajat, VA3WID / YBØSWI / AB1XM; Rick Wilson, WØKT; and Larry Zimmer W4LWZ.

As a point of personal privilege, Director Blocksome made the following statement and requested it be included in the minutes:

It is with profound sadness that the ARRL Board learned of the death of the daughter of Midwest Division Vice-Director Art Zygielbaum, K0AIZ. The ARRL, through its Board of Directors, expresses its sympathy to Art and his family and hopes they are able to find the strength to cope with the unimaginable sorrow that must accompany such a tragedy.

Courtesies

3. President Roderick welcomed the new members of the Board and presented a Director's Certificate to Director Ryan and Director's certificate and pin to Directors Jairam, Hopengarten, Ritz and Hippisley, and a Vice-Director's Certificate and pin to Vice-Directors Tharp and Wareham.
4. Mr. Sumner brought greetings on behalf of the IARU President Tim Ellam, VE6SH. A report from the IARU has been distributed and he is available to discuss it during the meeting.
5. Mr. MacDonell brought the greetings from the Radio Amateurs of Canada and expressed his thanks for being able to discuss common concerns between the RAC and ARRL. Approximately 90% of all Canadians live within 100-miles of the US/Canadian border, so more than just radio-magnetic waves cross that border – which strengthens both organizations. RAC will have a presence at the upcoming WRC, with an organizational member also serving on the Canadian delegation to the conference. He briefly outlined the RAC's interaction with universities in Canada that are involved in the development and deployment of small satellites.
6. Dr. Woolweaver brought greetings from the ARRL Foundation Board. A total of over \$132,000 in scholarships was awarded by the Foundation in 2018.

Consideration of the Agenda

7. On the motion of Mr. Williams, seconded by Mr. Ryan, the agenda was moved. Mr. Tiemstra moved, seconded by Mr. Hippisley to amend the agenda by substitution. After discussion, the motion to amend was adopted. The agenda, as amended, was then **adopted**.

Election of ARRL Secretary

8. The Board moved to the election of Secretary. Mr. Norris nominated Dr. Michel. On the motion of Mr. Carlson, seconded by Mr. Hopengarten, nominations were closed and Dr. Michel was **elected** Secretary.

The Board was on break from 9:37 AM until 9:51 AM.

Legal Matters

9. Mr. Tiemstra moved and Dr. Woolweaver seconded that:

Whereas Christopher Imlay resigned as ARRL General Counsel on December 31, 2018 with his resignation immediately effective as of December 31, 2018;

Whereas by law, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, its Board of Directors and in accordance with ARRL Bylaw 35, the Chief Executive Officer shall manage the affairs of the League under the direction of the Board of Directors;

Whereas Howard Michel, the Chief Executive Officer, has advised the Board of Directors that he entered into a contract with Christopher Imlay to provide continuing legal services to the ARRL despite Christopher Imlay's resignation;

Whereas the choice of Counsel to represent the ARRL lies within the authority of the Board of Directors of the ARRL;

Whereas it is the desire of the Board of Directors at this time to sever all contractual relationships with Mr. Imlay;

It is accordingly resolved that: The ARRL Board of Directors accepts Christopher Imlay's resignation and expresses its appreciation for his many years of service to the League;

The Chief Executive Officer is directed to immediately terminate, and provide notice of termination of, all existing contracts executed by and between the ARRL and Christopher Imlay;

The terms of the contract executed by the Chief Executive Officer with Christopher Imlay regarding compensation for his legal services are to be honored.

After discussion, a roll call vote being requested, the motion was **Adopted** by a vote of 12-3 with Directors Abernethy, Norris, Williams, Jairam, Hopengarten, Ritz, Tiemstra, Hippisley, Ryan, Sarratt, Norton and Woolweaver voting aye and Directors Carlson, Holden, and Blocksome voting nay.

10. Mr. Hopengarten moved, seconded by Mr. Abernethy that:

Whereas Christopher Imlay resigned as ARRL General Counsel on December 31, 2018 without prior notice to the ARRL Board of Directors, with his resignation immediately effective as of December 31, 2018;

Whereas by law, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, its Board of Directors;

Whereas in accordance with ARRL Bylaw 35, The Chief Executive Officer shall manage the affairs of the League under the direction of the Board of Directors;

Whereas the choice of counsel to represent the ARRL lies within the authority of the Board of Directors of the ARRL and such counsel is to report to the Board of Directors;

Whereas The Board of Directors has directed Howard Michel, the Chief Executive Officer, to immediately terminate and provide notice of termination of all contracts executed by and between the ARRL and Christopher Imlay for legal services in any capacity;

Whereas quality, competent and effective representation in Washington, D.C. before federal government agencies, and in particular before the Federal Communications Commission is of the utmost importance to the advancement and protection of the interests of Amateur Radio;

Whereas The Board of Directors desires to ensure that such quality, competent and effective representation before the Federal Communications Commission is available to the ARRL;

It is accordingly resolved that:

(1)The Board of Directors hereby retains David R. Siddall, DS Law, P.L.L.C., 1629 K Street N.W., Suite 300, Washington, D.C. 20006 to provide representation on behalf of the ARRL before the Federal Communications Commission and other federal agencies on all matters, present or

future, until further decision of the Board of Directors;

(2)The Chief Executive Officer and the President are directed to enter into such engagement agreements and on such terms as are necessary to immediately retain David R. Siddall to represent the ARRL before the Federal Communications Commission and other federal agencies on all matters;

(3)That David R. Siddall is authorized to appear on behalf of the ARRL in all matters presently pending before the Federal Communications Commission and other federal agencies.

After discussion, a roll call vote being requested, the motion was **adopted** 13-2 with Directors Abernethy, Carlson, Holden, Norris, Williams, Jairam, Hopengarten, Ritz, Tiemstra, Hippisley, Ryan, Norton and Woolweaver voting aye and Directors Blocksome and Sarratt voting nay.

11. Mr. Ritz moved, and Mr. Abernethy seconded that:

Whereas the legal and regulatory environment in which the ARRL operates is substantially different that it was when the current legal representation structure was created;

Whereas Howard Michel, the current Chief Executive Officer, has expressed an interest in reorganizing the ARRL's legal structure;

Whereas by law, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, its Board of Directors and in accordance with ARRL Bylaw 35, the Chief Executive Officer shall manage the affairs of the League under the direction of the Board of Directors;

Whereas the design and establishment of the ARRL's legal structure lies within the authority of the Board of Directors of the ARRL;

Whereas the structure set for in the Director's Workbook, Section 3.9 is no longer consistent with the legal and regulatory environment in which the ARRL operates and needs to be updated to reflect the current operational needs of the ARRL;

It is accordingly resolved that:

- 1) The Board hereby establishes a committee, to be known as the Legal Structure Review Committee, that is charged with studying the current legal structure of the ARRL, and with recommending such changes in that structure as is consistent with the ARRL's current and future needs;
- 2) The Committee is charged with submitting recommended changes and improvements, if any, to the Board of Directors two weeks prior to its July 2019 meeting;
- 3) The Committee is authorized to consult with qualified individuals and firms that in the opinion of the Committee will assist it in its deliberations and the formulation of its recommendations to the Board;
- 4) Pending the Committee's final recommendation and the Board's decision on such recommendations, no contracts or engagement agreements with law firms, other than those with Counsel retained for representation before the Federal Communications Commission and other federal agencies, may be entered into without prior approval of the Board of Directors;
- 5) Pending the Committee's final recommendation and the Board's decision on such recommendations, the retention, by the Chief Executive Officer, for the limited purposes set forth in Section 3.9 of the Director's Workbook is permitted;
- 6) The members of the Committee are to be:
 - Jim Tiemstra;
 - Fred Hopengarten;
 - Michael Raisbeck;
 - John Robert Stratton;
 - Jay Bellows;
 - ARRL President (non-voting);
 - ARRL Chief Executive Officer (non-voting Chairman)

After discussion, and roll call being requested the motion was **adopted** with all fifteen directors voting aye.

The board was on break from 11:00 until 11:10 AM.

12. Dr. Michel introduced Attorney Spinella and briefly explained how the CEO has been using Attorney Spinella's services.

Disposition of ARPA

13. Mr. Tiemstra moved, seconded by Mr. Hippisley that:

Whereas The ARRL filed a Petition for Rule Making for Amendment of Part 97 of the Commission's Rules Governing the Amateur Radio Service; Private Land Use Regulations Restricting Amateur Radio Communications, with the Federal Communications Commission, on or about December 17, 2018, prior to review by the Board of Directors at its January 2019 Meeting;

Whereas The ARRL has been advised that our Congressional sponsors subsequent to December 17, 2018, and without prior notification to the management or Board of Directors of the ARRL, re-filed the legislation formerly known as the Amateur Radio Parity Act; and

Whereas The Board of Directors desires to review, reexamine and reappraise the ARRL's regulatory and legislative policy with regard to private land use restrictions, with the intent to renew, continue and strengthen the ARRL's effort to achieve relief from such restrictions.

It is hereby decided That the ARRL immediately and formally withdraw, without prejudice to re-filing, the aforesaid Petition for Rule Making as being inconsistent and at cross purposes with the recent re-filing of the Amateur Radio Parity Act, and that our Congressional sponsors be consulted with and requested to refrain from seeking to advance the Amateur Radio Parity Act until they receive further input on this subject from the ARRL.

The meeting was on break for lunch from 12:18 PM until 1:30 PM with all persons previously noted in attendance.

The Board, after further discussion of the Tiemstra motion, and a roll call vote being requested, **adopted** the motion by a vote of 10 aye votes and 5 nay votes, with Directors Abernethy, Carlson, Williams, Jairam, Hopengarten, Ritz, Tiemstra, Hippisley, Norton and Woolweaver voting aye and Directors Holden, Norris, Blocksome, Ryan and Sarratt voting nay.

Existing Lobbying Contracts

14. Dr. Woolweaver moved, seconded by Mr. Abernethy, that:

Whereas ARRL contracted with Frank McCarthy for lobbying services for calendar year 2018 and until cancelled; and,

Whereas said contract is cancellable upon thirty days' notice by either party; and,

Whereas The ARRL Board of Directors wishes to reevaluate its legislative strategy;

It is accordingly resolved that: The Chief Executive Officer is directed to immediately terminate, and provide notice of termination of, all existing contracts executed by and between the ARRL and Frank McCarthy.

After discussion, a roll call being requested, the motion was **adopted** with all fifteen directors voting aye.

Formation of Committee to Establish Requirements

15. Dr. Woolweaver moved, seconded by Mr. Ritz, that:

Whereas The Board of Directors desires to review and establish the requirements for the position of Emergency Preparedness and Response Manager;

Whereas The Board of Directors desires to create and appoint a committee to establish the requirements for the ARRL's Emergency Preparedness & Response Manager function;

Now, Therefore, it is Resolved that:

- (1) The Board hereby establishes a committee, to be known as the EmComm Manager Requirements Committee, that is charged with establishing the requirements for the ARRL's Emergency Preparedness & Response Manager function, with a final report due fourteen days before the July 2019 Board meeting;
- (2) The members of the Committee are to be:
 - a. The 2019-2020 Chairman of the Programs & Services Committee;
 - b. Director David Norris;
 - c. Director Bud Hippisley;
 - d. Director Michael Ritz;
 - e. Director Ria Jairam;

- f. Director Greg Sarratt;
- g. The West Gulf Division Director;
- h. ARRL President (non-voting);
- i. ARRL Chief Executive Officer (non-voting chairman);
- j. ARRL Staff Liaison (non-voting).

After discussion, a roll call being requested, the motion was **adopted** with all fifteen directors voting aye.

Repeal of ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors

16. Mr. Abernethy moved and Dr. Woolweaver seconded that:

Whereas The Board of Directors desires to repeal the *ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors*;

It is accordingly resolved that: That the *ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors*, adopted on or about January 20-21, 2017 and amended on or about January 19-20, 2018 by the Board of Directors is hereby **RESCINDED** effective immediately upon adoption by the Board of Directors of The American Radio Relay League, Incorporated.

After discussion, and a roll call being requested the motion was **adopted** by a vote 11 aye, 3 nay, and 1 abstention, with Directors Abernethy, Carlson, Norris, Williams, Jairam, Hopengarten, Ritz, Tiemstra, Hippisley, Ryan, and Woolweaver voting aye, Directors Holden, Blocksome and Sarratt voting nay, and Director Norton abstaining.

The board was on break from 2:33 PM until 2:45 PM.

Receipt and consideration of financial reports

17. The Board moved to consideration of the financial reports. Mr. Niswander reported on the ARRL investments for 2018. Equity markets across the world were down for the year, predominately a result of fourth quarter results. Over the year, interest rates rose for all-but the longest-term maturities. The portfolio recorded a small loss for the year, consistent with market-derived expectations.

18. Ms. Middleton presented the report of the Chief Financial Officer. She reported that the League continues to have a financially strong balance sheet and generated a larger than expected gain from operations for 2018. Total revenues were greater than forecast while expenses were lower than forecast. Cash flow also continued to be good in 2018. She then entertained questions on her report.

Consideration of the Consent Agenda

19. The following reports were lifted from the Consent Agenda: Chief Executive Office; General Counsel; Ethics and Elections; EMC; and Public Service Enhancement Working Group. On the motion of Mr. Carlson, seconded by Mr. Abernethy, the consent agenda was **adopted**.

Consideration of Items Removed from the Consent Agenda

20. As part of his CEO report, Dr. Michel presented a PowerPoint outlining of his plans to reorganize and refocus the activities at ARRL Headquarters. He has identified providing better value to membership as a top priority. He sees value creation and value delivery as a key component to long-term membership retention and growth.
21. Discussion moved to report of the General Counsel. Management will work with the President on two immediate upcoming actions: comments on the NTIA's Docket 181130999-8999-01, Developing a Sustainable Spectrum Strategy for America's Future, due January 21, 2019; and the FCC's Orbital Debris NPRM and Order on Reconsideration, Docket 18-313, due 45-days after publication in the Federal Register (after the government reopens).
22. Mr. Norris entertained questions on the report of the Ethics and Elections Committee. The scope of the Committee's decisions and lack of specific guidelines for standards to be used in evaluating issues based on precedents was a major concern.
23. Mr. Carlson spoke to the work on the EMC Committee. They are currently working on a series of articles to raise awareness of a variety of issues from major technological advances such as wireless power transfer systems designed to charge electric vehicles. While new systems need spectrum, protection of other bands for other services needs to be strongly watched. Board members need to be vigilant in providing potential concerns to the EMC Committee.

24. Mr. Williams opened the discussion on the work of the Public Service Enhancement Working Group and entertained questions. He updated the Board on how the committee had incorporated comments gathered from last fall's survey into the report. After finishing the ARES portion of this area, they will move to work on the National Traffic System.

The Board was recessed at 4:49 PM until 9:03AM Saturday January 19, 2019 with all persons previously noted in attendance except Mr. Shelley.

Consideration of Recommendations from Standing Committees

25. On behalf of the Executive Committee, Mr. Norris moved, seconded by Mr. Holden the following:

To bring Article 1 of the Articles of Association of the ARRL into alignment with Connecticut state statutes and per the instructions of the Secretary of the State of Connecticut to Connecticut counsel for ARRL, Article 1 is amended to add the following sentence to the end thereof:

The Corporation is nonprofit and shall not have or issue shares of stock of make distributions.

The Article would then read:

Article 1: The name of our corporation shall be the American Radio Relay League, Incorporated. It may be informally referred to as ARRL, the national association for Amateur Radio. Our corporation commenced its corporate existence as the American Radio Relay League, Incorporated, when its Articles of Association were approved by the Secretary of the State of Connecticut on January 29, 2015. The original Articles of Association were subscribed by Hiram Percy Maxim, Clarence D. Tuska, and Lawrence A. Howard. The affairs of the corporation have since that time have been continuously governed by a Board of Directors selected by the Membership. The Corporation is nonprofit and shall not have or issue shares of stock of make distributions.

Dr. Michel explained to the Board that none of the changes to the Articles of Association approved by the Board since July 2011 had been accepted by the Connecticut Secretary of State. These approved but not effective changes would need to be submitted to the Secretary of State for them to become effective. It was the consensus of the Board to not submit those previously approved changes at this time.

A roll call vote being required, the motion was **adopted** with all fifteen directors voting aye.

26. The Board next considered recommendations of the Administration and Finance Committee. Dr. Widin moved, seconded by Mr. Carlson, “That the ARRL 2019-2020 Plan, as recommended by the Administration and Finance Committee, be adopted. “After discussion, the motion was approved by voice vote.

27. Dr. Woolweaver moved, seconded by Mr. Carlson, that:

Whereas the ARISS program is an international consortium of Amateur Radio organizations and space agencies including NASA, and

Whereas ARISS has been supported by 13 IARU societies including RAC, JARL, SRR and the ARRL since its inception, and

Whereas the ARISS program sponsors voice contacts between astronauts in space and school children typically in a school assembly, bringing together STEM program objectives and local Amateur Radio groups such as ARRL Affiliated Clubs bringing the equipment, technology and operating know-how, and

Whereas ARISS has demonstrated very positive public relations benefits to the ARRL, and

Whereas it is in the best interests of the ARRL to support the ARISS program and to provide assistance and guidance to Amateur Radio groups providing ARISS support;

Be it therefore resolved: A permanent ARISS committee is created by the Board to develop an interactive relationship with ARISS. Said committee should consist of three members of the Board, with assistance of the ARRL Lifelong Learning Manager and the ARRL Communications Manager as consultants, all to be appointed by the ARRL President. The committee will recommend the framework under which the ARRL will support ARISS to include recommendation of the ARRL representative to ARISS, standardized mission support, operational needs, ongoing mentoring and assistance to local Amateur Radio clubs in support of ARISS contacts, and a standardized set of Public Relations messages to ensure consistency of the ARRL message to ARISS, local Amateur Radio groups and the public at large.

After discussion the motion was **adopted** by voice vote.

28. Mr. Ryan moved, seconded by Mr. Carlson, that:

Since 2013 the Ad Hoc LoTW Study Committee has provided splendid direction in the improvement of Logbook of the World, and

The LoTW Study Committee has proven to be an invaluable resource in improving the functionality and usability of the LoTW system, and

It is expected LoTW product will continue to be enhanced by the oversight by a committee of experts;

Be it therefore resolved that the Ad Hoc LoTW Committee be evolved into a permanent LoTW Committee reporting to the ARRL Administration and Finance Committee with membership appointed by the ARRL President.

After discussion, the motion was **adopted** by voice vote.

29. Mr. Ryan moved, seconded by Mr. Widin, that: “The Funding for the Mintz & Hoke project is authorized in the amount of \$485,000.” After discussion of the project, which is the development of life-long learning strategies and programs designed to attract and retain members, especially newly licensed Amateurs, the motion was **adopted** by voice vote.

The board was on break 10:02 AM until 10:32 AM.

30. On the motion of Mr. Carlson, seconded by Mr. Abernethy the Board resolved into a Committee of the Whole to discuss personnel matters at 10:33 AM. At 11:32 AM the Committee of the Whole rose, and on the motion of Mr. Ryan, seconded by Ms. Jairam, the report of the Committee was accepted.

31. On behalf of the Programs and Services Committee Mr. Tiemstra moved, seconded by Mr. Abernethy, that “The ARRL Board of Directors adopt the ARES Plan as recommended by the Programs and Services Committee.” After discussion the motion was **adopted** by voice vote.

32. On the motion of Mr. Abernethy and second of Mr. Tiemstra, the Board **adopted (with applause)** that:

Whereas Field Day is recognized in North America as the premier public event during which to showcase Amateur Radio to the general public as well as inactive and prospective Ham Radio operators, and

Whereas hundreds of media outlets across the country cover Field Day every year, focusing on the purpose of the event, the methods used, the successes and challenges faced by teams of operators, the skill sets learned and mastered, and the camaraderie and fellowship of the weekend, and

Whereas every year several stories published or aired stand out, but Tom Knapp of lancasteronline.com and the LNP Media Group, Inc. of Lancaster, Pennsylvania went above and beyond to capture the workings of Field Day of W3RRR, the Red Rose Repeater Association, for its 2018 Field Day on the campus of the Thaddeus Stevens College of Technology,

Therefore, the ARRL Board of Directors, with the recommendation of the Public Relations Committee and the concurrence of the Programs and Services Committee, does hereby bestow the 2018 Bill Leonard W2SKE Professional Media Award for Print Reporting to Tom Knapp, lancasteronline.com and LNP Media Group, Inc., for its coverage of the operations of the W3RRR and the Red Rose Repeater Association at Field Day, 2018.

33. On the motion of Ms. Jairam and second Mr. Sarratt, the Board **adopted (with applause)** that:

Whereas the solar eclipse over North America and the United States on August 21, 2017 offered a unique opportunity to measure the impact of the eclipse on propagation, and

Whereas Dr. Nathaniel Frissell, W2NAF, co-founder of HamSCI and the Solar QSO Party, was instrumental in enlisting the Amateur Radio community globally to help measure the effects of the eclipse on propagation, and

Whereas Dr. Frissell spearheaded a conference to discuss his findings at the New Jersey Institute of Technology (NJIT) where Dr. Frissell is an Assistant Research Professor, and

Whereas New Jersey Television (NJTV), New Jersey's public television network, which brings quality arts, education and public affairs programming to all 21 counties in New Jersey and its tri-state neighbors, covered the conference, and

Whereas NJTV correspondent Andrew Schertz interviewed Dr. Frissell, numerous faculty members, attendees and members of NJIT's Amateur Radio station, K2MFF, all with an eye to explain clearly to the public the significance of measuring the effects of solar activity on communications,

Therefore, The ARRL Board of Directors, with the recommendation of the Public Relations Committee and the concurrence of the Programs and Services Committee, does hereby bestow the 2018 Bill Leonard W2SKE Professional Media Award for Video Reporting to Andrew Schmertz and NJTV for its outstanding coverage of the February 23-24, 2018 HamSCI conference at NJIT.

34. On the motion of Mr. Holden and second of Mr. Norris, it was **voted** that:

Whereas Timothy Ellam, VE6SH, has expressed a willingness to serve an additional five-year term as IARU President, and

Whereas the ARRL recognizes the excellent work of Mr. Ellam as IARU President, and

Whereas Ole Garpestad, LA2RR, has expressed a willingness to serve an additional five-year term as IARU Vice President, and

Whereas the ARRL recognizes the excellent work of Mr. Garpestad as IARU Vice President,

Now therefore, the ARRL Board directs the ARRL Secretary to cast a ballot in support of Timothy Ellam, VE6SH, as IARU President for an additional five-year term and further directs the ARRL Secretary to cast a ballot in support of Ole Garpestad, LA2RR, as IARU Vice President for an additional five-year term.

Directors' Motions

35. The Board next moved to consideration of motions from Directors. Mr. Tiemstra moved, seconded by Mr. Norris that:

Whereas ARRL Vice Directors have the power of succession to the office of ARRL Director;

Whereas by law, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, its Board of Directors;

Whereas Vice Directors serve, as do Directors, as fiduciaries of the ARRL's resources and are accountable to the members for prudent management of the ARRL's financial and business affairs;

Whereas Vice Directors are subject to the same obligations of confidentiality and the same conflict of interest policies as Directors;

Whereas without access to ARRL corporate information, including financial, operational and legal information equal to that of a Director, a Vice Director is unable and unprepared to fulfill the fiduciary duty to prudently manage the ARRL's financial and business affairs, if called upon to do so;

Whereas without access to ARRL corporate information, a Vice Director cannot reasonably be expected to demonstrate due diligence in preparation for and attendance at Board of Director meetings, committee meetings and other activities in fulfillment of a Vice Director's statutory and fiduciary duties;

It is Resolved,

1. Vice Directors shall be considered as and treated as a class of Directors, subject to such limitations as detailed in the Articles of Association; *and*
2. All ARRL corporate information, including communications, financial, operational and legal information available and accessible to Directors, shall be made equally available and accessible to Vice Directors. This includes, but is not limited to, committee listservers, written materials, internal reports and general corporate information, including information available by right to Directors under state or federal law; *and*,
3. The President shall appoint a committee with the responsibility to determine whether or not amendments to the Articles of Association or Bylaws are necessary or advisable to enforce or solidify this policy. The committee shall report at the July 2019 meeting of the Board of Directors, and shall, if it determines such to be advisable, present at least 60 days before that Board meeting any proposed amendments to the Articles and Bylaws to effect this policy.

After discussion, the motion was **adopted** by voice vote.

36. On the motion of Mr. Hippisley and second of Mr. Williams, it was **voted** that:

Whereas the National Traffic System (NTS) is active 365 days a year; and

Whereas the NTS provides a large corps of operators experienced in formal 3rd party message handling

and routing procedures and dedicated to providing emergency communications via radio; and

Whereas the NTS uses all modes – including “traditional”, digital, and yet-to-be developed modes – as appropriate and needed;

Therefore, be it resolved that:

1. The PSWEG is commended for their work in bringing the ARES Plan this far.
2. The ARRL affirms its support for the National Traffic System and all amateurs involved in traffic handling, and their role as partners to ARES in ARRL’s public service toolkit.
3. The Board recognizes the role and value of ARES and NTS in directly serving the public in addition to partnering with served agencies.

37. Mr. Sarratt moved, seconded Mr. Norris, that:

Whereas the Orlando Amateur Radio Club, affiliated as an ARRL Special Service Club supports and promotes opportunities to advance and grow Amateur Radio and ARRL, the national association for Amateur Radio ®; and

Whereas the Orlando Amateur Radio Club, with additional support from radio clubs throughout Central Florida, organizes Orlando HamCation® as one of the largest annual Amateur Radio gatherings; and

Whereas the Orlando Amateur Radio Club recorded holding its first hamfest at Rock Springs, Florida on August 15, 1947; and

Whereas the Orlando Amateur Radio Club will celebrate their 75th Anniversary show at Orlando HamCation® in February 2021;

Be it resolved that on this day January 18th, 2019, the Board of Directors of the ARRL authorizes the headquarters staff to enter negotiations with the Orlando Amateur Radio Club to host the ARRL National Convention in conjunction with Orlando HamCation® in February 2021.

After discussion the motion was **adopted** by voice vote.

The Board was on break for lunch from 12:24 until 1:00. All previously noted were present except Mr. Hollingsworth and Mr. Hudzik, who departed the meeting during lunch.

38. On behalf of the Public Relations committee, Mr. Morine brought to the Board's attention the committee's paper "Social Media Guide for ARRL Officials – January 2019" which was distributed to all present.
39. Dr. Woolweaver moved, seconded by Mr. Abernethy, that

Whereas the affairs of the American Radio Relay League, Incorporated are to be governed by the Board of Directors;

Whereas by law, all corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the corporation managed by or under the direction of, its Board of Directors;

Whereas the adoption of policies that affect the rights and obligations of Directors or Vice Directors are, by law, properly the province of the Board of Directors;

It is accordingly resolved that no alteration or modification of any policy, procedure, requirement or precondition to service as a Director or Vice Director or to access to ARRL resources, facilities, corporate information, whether such information is financial, operational or legal in nature, may be adopted or applied to an elected but not yet seated Director or Vice Director or to serving Directors or Vice Directors, except and unless such policy, procedure, requirement or precondition is in accordance with state and federal law governing the ARRL, and such policy has been previously approved by the ARRL Board of Directors.

It is further resolved that no alteration or modification of any policy, procedure, requirement or precondition to being qualified as a candidate for Director, Vice Director or Section Manager may be adopted or applied, except and unless such policy, procedure, requirement or precondition is in accordance with state and federal law governing the ARRL and such policy has been previously approved by the ARRL Board of Directors.

It is further resolved that this resolution is effective immediately upon its adoption by the Board of Directors of The American Radio Relay League, Incorporated.

After discussion, the Board delayed final consideration of the motion pending some clarification of the language.

40. Mr. Carlson moved, and Mr. Holden seconded that:

Whereas Tom Frenaye, K1KI, is commended for over 30 years of service to Amateur Radio as a leader in his community, ARRL division, and nationwide, and

Whereas Tom Frenaye, K1KI, has tirelessly served since 1975 as an ARRL employee, director, and Vice President of the ARRL Board of Directors and President of the ARRL Foundation,

Be it therefore resolved that Mr. Thomas Frenaye, K1KI, is elevated to the position of Director Emeritus.

The motion was unanimously **adopted (with a standing ovation)**.

41. Mr. Bellows moved, seconded by Mr. Tiemstra, that:

Whereas the ARRL Board established the Ad Hoc Committee to Prepare and Propose Rules and Procedures for the Ethics and Elections Committee at Minute 32 of the 2018 ARRL Second Board Meeting; and

Whereas the committee has completed its task and has submitted and presented its Proposed Rules and Procedures for the Ethics and Elections Committee to the ARRL Board of Directors; and

Whereas the Proposed Rules and Procedures for the Ethics and Elections Committee are attached to this motion as Attachment A,

Therefore, be it resolved that the ARRL Board of Directors:

1. Accepts the report of the Ad Hoc Committee to Prepare and Propose Rules and Procedures for the Ethics and Elections Committee.

2. Adopts the Proposed Rules and Procedures for the Ethics and Elections Committee attached to this motion as Attachment A and directs that those Rules and Procedures for the Ethics be incorporated as part of Bylaw 41.

3. Directs the Ad Hoc Committee to continue with consideration of the composition and makeup of the Ethics & Elections Committee, with a report to be presented at the July 2019 Board Meeting.

The motion was **adopted** by a roll call vote with all fifteen directors voting aye.

42. On the motion of Mr. Blocksome, seconded by Mr. Norton it was **voted (with applause)** that:

Whereas the preservation and presentation of the history and legacy of ARRL and amateur radio is important for the understanding and inspiration of future generations and

Whereas this task has been and currently is carried out by a dedicated team of volunteers at ARRL headquarters

Be it resolved that the Historical Committee and the entire Board of Directors acknowledge the outstanding work of:

Michael Marinaro, WN1M;
Jonathan Allen, K2KKH/1;
Pete Turbide, W1PT;
Bob Allison, WB1GCM;

and extends grateful appreciation.

43. The Board returned to the Woolweaver motion in Minute 39. After further discussion, the motion was **adopted** by a 14-1 voice vote.

44. Mr. Hopengarten moved, seconded by Mr. Ritz that:

Whereas George W. Hippisley was a candidate for the office of Director of the Roanoke Division, subsequently elected by the members to serve on the ARRL Board of Directors for a term beginning

January 1, 2019;

Whereas During the election, the Ethics and Election (“E&E”) Committee ruled that Director Hippisley had a potential conflict of interest because he had been a co-author of a book on practical antennas that is sold by the ARRL;

Whereas The Ethics and Election committee required George W. Hippisley to respond to the Committee’s finding of a potential conflict of interest, and agree to the conditions presented in its letter dated August 17, 2018 limiting Director Hippisley from participating in certain Board activity;

Whereas The Board finds that such limitation and the corresponding required agreement by Director Hippisley was inappropriate;

Now, therefore, it is Resolved: The restrictions and agreement imposed on Director Hippisley by E&E’s letter of August 17, 2018, and Director Hippisley’s required response of August 22, 2018, are expunged.

The Board was on break from 2:06 until 2:13 PM at which time, after further discussion, the motion was **adopted** by voice vote.

45. Dr. Woolweaver requested a point of personal privilege and read a statement announcing his retirement as West Gulf Division Director effective immediately. Dr. Woolweaver’s statement was met with extended applause and standing ovation. The Secretary declared the West Gulf Division Director’s seat vacant and at 2:33 PM West Gulf Vice-Director Stratton assumed the position as new West Gulf Division Director.

Elections for Executive Committee and ARRL Foundation Board

46. The Board next moved to elections. President Roderick opened the floor for nominations to the ARRL Executive Committee. Mr. Stratton nominated Mr. Abernethy, Mr. Tiemstra, Mr. Stratton, Mr. Hopengarten and Mr. Hippisley. Mr. Ryan nominated Mr. Holden. Mr. Carlson nominated Mr. Norris.

On the motion of Mr. Abernethy, seconded by Mr. Carlson, nominations were closed. President Roderick appointed Vice-Directors Raisbeck, McIntyre and Luetzelschwab as tellers, who distributed ballots. The ballots were collected and counted with the following results: Mr. Abernethy 11, Mr. Tiemstra 13, Mr. Stratton 12, Mr. Hopengarten 8, Mr. Hippisley 9, Mr. Holden 7 Mr. Norris 7. Directors Abernethy, Tiemstra, Stratton, Hopengarten and Hippisley were declared **elected** to the ARRL Executive Committee.

47. President Roderick opened the floor for nominations to the ARRL Foundation. Mr. Stratton made the following nominations: Directors for the specified terms: Mr. Abernethy 3 years, Mr. Norton 3 years, Mr. Tiemstra 1 year, Mr. Ritz 2 years. Non- director for specified terms: Tim Duffy K3LR, 1 year, Dr. David Woolweaver, K5RAV, 3 years. Mr. Blocksome nominated Tom Frenaye, K1KI for a 1-year term.

On the motion of Mr. Stratton seconded by Mr. Carlson, the four nominated Directors were **elected** by acclamation. Mr. Stratton moved, seconded Mr. Norris, Dr. Woolweaver be **elected** by acclamation for a 3-year slot on the ARRL Foundation. Ballots were distributed for the 1-year term on the ARRL Foundation. Mr. Duffy received 9 votes, Mr. Frenaye received 6 votes. Mr. Duffy was **elected** to a one-year term on the ARRL Foundation.

Final Director Motions

48. On the motion of Mr. Stratton and second of Mr. Abernethy, it was **voted** that:

Whereas pursuant to Standing Order 69 at Minute 38 of the 2002 Annual Meeting of the ARRL Board of Directors distinguished Members of the League may be elected as Honorary Vice Presidents of the League for the purpose of recognizing their outstanding contributions to the ARRL and Amateur Radio;

Whereas there is an upper limit of 10 Honorary Vice Presidents;

Whereas there are, at the date of this Motion seven (7) Honorary Vice Presidents;

Whereas Standing Order 69 requires 60-days' notice before the election of an Honorary Vice President;

Whereas the Board of Directors may waive the requirement for 60-days prior notice;

Whereas the Board desires to waive the requirement for 60-days prior notice for electing an Honorary Vice President at the January 2019 Annual Meeting;

It is hereby voted that the ARRL Board of Directors at its January 2019 Annual Meeting hereby waives the 60-day notice requirement of Standing Order 69 for bestowing the honor of Honorary Vice President on the Honorable Dr. David Allen Woolweaver at its January 2019 Annual Meeting.

49. Mr. Stratton moved, seconded by Mr. Abernethy, that:

Whereas pursuant to Standing Order 69 at Minute 38 of the 2002 Annual Meeting of the ARRL Board of Directors distinguished Members of the League may be elected as Honorary Vice Presidents of the League for the purpose of recognizing their outstanding contributions to the ARRL and Amateur Radio;

Whereas there is an upper limit of 10 Honorary Vice Presidents;

Whereas there are, at the date of this Motion seven (7) Honorary Vice Presidents;

Whereas Dr. David A. Woolweaver, K5RAV, has served the American Radio Relay League (ARRL), Inc. for nineteen continuous years as both Vice Director (2000-2009) and Director (2009-2019), providing outstanding leadership during such service;

Whereas Dr. David A. Woolweaver has made, during his nineteen years of service, exceptionally notable contributions to the health and strength of the ARRL which contributions are clearly and demonstrably above and beyond the call of duty. Those contributions include demonstrated leadership.

Whereas Dr. David A. Woolweaver has also served diligently as a member of the Executive Committee (2009-2017), a member of two CEO Search Committees, a member of the Administration & Finance Committee, a member of the Strategic Planning Working Group, a member of the Programs and Services committee, PR Committee Liaison as Vice Director, Chair of the Program & Services Subcommittee on Education for five years, and was serving immediately prior to his retirement as an Administrative & Finance Committee member and as the Chair of the Administrative & Finance Subcommittee on ARISS.

Whereas Dr. David A. Woolweaver has been an active Radio Amateur and has promoted goodwill within the Amateur Radio community;

Whereas Dr. David A. Woolweaver's leadership and devotion to duty have earned him the respect of the ARRL Board of Directors and the admiration of the ARRL membership;

Whereas since becoming a Radio Amateur in 1957, he has endeavored to live by the Amateur's Code;

It is hereby moved that in recognition of his outstanding contributions to the League and Amateur Radio, Dr. David A. Woolweaver, K5RAV, is nominated as ARRL Honorary Vice-President.

ARRL Board Rules requiring a secret ballot, the committee of tellers reported Dr. David A. Woolweaver, K5RAV was **elected** as an Honorary Vice-President (with an extended standing ovation).

50. Due to moving elections to the end of the meeting, President Roderick was unable to finalize all committee assignments. He announced the following committee appointments:

Administration & Finance Committee: Mr. Ryan (chair), Mr. Norton, Mr. Carlson, Mr. Holden, Mr. Blocksome, Vice-Director Delaney

Programs and Services Committee: Mr. Williams (chair), Mr. Norris, Ms. Jairam, Mr. Ritz, Mr. Sarratt, Ms. McIntyre

Ethics & Elections Committee: Mr. Blocksome (chair), Mr. Hopengarten, Mr. Hippisley

Legal Defense and Assistance Committee: Mr. Raisbeck (chair), Mr. Tharp, Vice-President Bellows

Legislative Advocacy Committee: Mr. Tiemstra (chair), Mr. Stratton, Mr. Hopengarten, Mr. Wareham, President Roderick, Dr. Michel

Other appointments to the various committees will be shared with the Board once they have been finalized.

Closing Courtesies

51. Mr. Hippisley moved, seconded by the entire board and **adopted (with applause)** that:

Whereas the January 2019 annual meeting of the ARRL Board of Directors is in its closing minutes; and,

Whereas the arrangements for this Board meeting and its associated committee and orientation meetings have proceeded with precision; and

Whereas arrangements for such a successful event require great wisdom, understanding, persistence, energy, patience, and an abundance of good humor to successfully herd, feed, house, and support Directors, Vice-Directors, officers and guests;

Therefore, be it resolved that the ARRL Board family recognizes and gratefully thanks Carla Pereira, KC1HSX, assisted by other members of the ARRL staff, for her and their very important roles in making this a most successful Board meeting.

Adjournment

52. There being no further business, on the motion of Mr. Ryan, seconded by Mr. Carlson, the meeting was **adjourned** at 3:08 PM. (Time in session as a Board: 10 hours 51 minutes; Time in session as a Committee of the Whole: 59 minutes)

Respectfully submitted,

Daniel Henderson, N1ND
Assistant Secretary, ARRL