

**Minutes of 2015 Annual Meeting
ARRL Board of Directors
January 16-17, 2015**

Summary Agenda

- 1. Roll call*
- 2. Moment of silence*
- 3. Courtesies*
- 4. Consideration of the agenda of the meeting*
- 5. Elections*
- 6. Receipt and consideration of financial reports*
- 7. Motion to adopt Consent Agenda*
- 8. Consideration of items removed from Consent Agenda*
- 9. Consider recommendations of the standing committees*
- 10. Consider additional recommendations as contained in reports*
- 11. Proposals for amendments to Articles of Association and Bylaws*
- 12. Directors' motions*
- 13. Any other business*
- 14. Adjournment*

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 9:01 AM EST Friday, January 16, 2015 with President Kay Craigie, N3KN, in the Chair and the following Directors present:

Tom Abernethy, W3TOM, Atlantic Division
George R. Isely, W9GIG, Central Division
Greg Widin, KØGW, Dakota Division
David Norris, K5UZ, Delta Division
Dale Williams, WA8EFK, Great Lakes Division
Mike Lisenco, N2YBB, Hudson Division
Rod Blocksome, KØDAS, Midwest Division
Tom Frenaye, K1KI, New England Division
Jim Pace, K7CEX, Northwestern Division
Bob Vallio, W6RGG, Pacific Division
Dennis Bodson, W4PWF, Roanoke Division
Brian Mileschosky, N5ZGT, Rocky Mountain Division
Douglas Rehman, K4AC, Southeastern Division
Dick Norton, N6AA, Southwestern Division
David Woolweaver, K5RAV, West Gulf Division

Also present without vote were Rick Roderick, K5UR, First Vice President; Jim Fenstermaker, K9JF, Second Vice President; Jay Bellows, KØQB, International Affairs Vice President; Frederick Niswander, K7GM, Treasurer; David Sumner, K1ZZ, Chief Executive Officer and Secretary; Chief Technology Officer Brennan Price, N4QX; Chief Operating Officer Harold Kramer, WJ1B; and Chief Financial Officer Barry J. Shelley, N1VXY.

Also in attendance were the following Vice Directors: Robert Famiglio, K3RF, Atlantic Division; Kermit A. Carlson, W9XA, Central Division; Kent Olson, KAØLDG, Dakota Division; Thomas Delaney, W8WTD, Great Lakes Division; Bill Hudzik, W2UDT, Hudson Division; Art Zygielbaum, KØAIZ, Midwest Division; Mike Raisbeck, K1TWF, New England Division; Bonnie Altus, AB7ZQ, Northwestern Division; James A. Tiemstra, K6JAT, Pacific Division; James Boehner, N2ZZ, Roanoke Division; Dwayne Allen, WY7FD, Rocky Mountain Division; Martin Woll, N6VI, Southwestern Division; and John Robert Stratton, N5AUS, West Gulf Division. Vice Directors Ed Hudgens, WB4RHQ, Delta Division and Michael Lee, AA6ML, Southeastern Division sent regrets at being unable to attend.

Also present were General Counsel Christopher D. Imlay, W3KD; International Amateur Radio Union (IARU) Secretary Rod Stafford, W6ROD; Glenn MacDonell, VE3XRA, Vice President of the Radio Amateurs of Canada (RAC); Matt Keelen of The Keelen Group, ARRL's legislative consultant; and Dan Henderson, N1ND, Regulatory Information Manager, in the capacity of Recording Secretary.

2. The assembly observed a moment of silence in recollection of radio amateurs who had passed away since the previous Board meeting, especially Wayne Abernethy, WB3AEQ, Walter "Lew" Baker, K5LEW, Keith Collins, WB1GGJ, Carl Cook, AI6V/P49V, Victor L. Crawford, W1TYQ, James G. Dean, VE3IQ, Landis "Dee" Dietrich, KC5JBO, Brother J. Patrick Dowd, W2GK, Fred Gissoni, K4JLX, Richard Hassler, K7RWH, Jettie B. Hill, W6RFF, Kenneth E. Holladay, K6HCP, Flav Jankauskas, K3JA, Allan Koenigsberg, AE2J, Mary Lau, N1VH, James G. Linstedt, W9ZUC, Rick Lutzinger, KD6ZR, Royal V. "Roy" Mackey, N4ADI, Tony McClenny, N3ME, Robert W. "Bob" McDow, W4KOG, George T. Mitchell, K6ZE, Joe Mitchell, K4AW, Les Mitchell, G3BHK, Bob Mueller, K6ASK, Rosanne Mueller, WB6ANN, Steven R. Nagel, N5RAW, Isaac Novoa, KP4MS, Horace Ory, K7ORY, Bud Panco, KA7CDH, Bill Pond, AE4IE, Stuart "Stu" Press, KC8HQT, Steve Putman, N8ZR, Mac Reynolds, W9EVI, Tom Richmond, NI7W, Stephen "Steve" Ryan, N2ITF, William E. "Bill" Sabin, WØIYH, Harry R. "Bob" Schroeder, N2HX, Keith Studdard, KR4IP, George Thomas, K7BDU, Jim Triple, AB9NH, William Wadsworth, W2ZKE, Lindy Watkins, K4ASF, Sheldon "Shelly" Weil, K2BS, Marte Wessel, KØEPE, Walter A. "Pete" Wessel, WØCM, and Marion A. "Jim" Wise, W4PRO.

3. President Craigie welcomed Mr. Stafford and Mr. MacDonell. She then welcomed new Atlantic Division Director Mr. Abernethy to the Board table, who introduced Vice Director Famiglio. She next welcomed new Midwest Division Director Blocksome, who introduced Vice Director Zygielbaum.

4. Mr. Stafford brought greetings from IARU President Tim Ellam, VE6SH and Vice President Ole Garpestad, LA2RR and noted that 2015 is the 90th anniversary of the IARU. The IARU is preparing for the November 2015 World Radiocommunication Conference of the International Telecommunication Union.

5. Mr. MacDonnell, Vice President of the Radio Amateurs of Canada, brought the greetings of RAC president Geoff Bawden, VE4BAW.

6. Mr. Frenaye, as ARRL Foundation President, noted that ARRL Past Director Cliff Ahrens, KØCA, has resigned from the Foundation Board, creating a vacancy to be filled at this meeting. He reported that approximately 80 scholarships were funded by the Foundation in 2014 and that two new scholarships are in the process of being established.

7. President Craigie presented certificates of office to Mr. Blocksome and Mr. Abernethy as new Directors and to Mr. Zygielbaum and Mr. Famiglio as new Vice Directors. Mr. Sumner presented Mr. Bodson with his ARRL 60-year membership certificate and pin.

8. On motion of Mr. Isely, seconded by Mr. Vallio, the agenda was ADOPTED.

9. The Chair opened the floor for nominations for the Executive Committee. Mr. Widin nominated Mr. Frenaye. Dr. Woolweaver nominated Mr. Isely, Mr. Vallio, Mr. Williams, Mr. Lisenco, and Dr. Woolweaver. Mr. Rehman nominated Mr. Norris, Mr. Norton, Mr. Pace and Mr. Abernethy.

On motion of Mr. Vallio, seconded by Mr. Bodson, it was VOTED to close nominations.

Mr. Norton moved, seconded by Mr. Rehman, that candidates for the Executive Committee be asked to make statements as to why they should be elected. The motion was DEFEATED.

Mr. Norton withdrew his name from consideration for election to the Executive Committee.

President Craigie appointed Mr. Woll, Mr. Allen and Mr. Olson to serve as tellers. On the first ballot there were 11 votes for Mr. Lisenco and Dr. Woolweaver, 10 votes for Mr. Vallio, 8 votes for Mr. Frenaye, 7 votes for Mr. Williams, 6 votes for Mr. Isely, 5 votes for Mr. Pace, 4 votes for Mr. Abernethy, and 3 votes for Mr. Norris. Mr. Lisenco, Dr. Woolweaver, Mr. Vallio, and Mr. Frenaye were declared ELECTED.

Mr. Pace and Mr. Abernethy withdrew their names from further consideration.

On the second ballot among the three remaining candidates there were 8 votes for Mr. Williams, 4 votes for Mr. Norris, and 3 votes for Mr. Isely. Mr. Williams was declared ELECTED.

10. The Chair opened nominations for two seats on the CEO Candidate Screening Committee. Mr. Isely nominated Mr. Norris and Mr. Lisenco. Mr. Frenaye nominated Mr. Pace. Mr. Pace nominated Mr. Frenaye. On motion of Mr. Bodson, seconded by Mr. Vallio, it was VOTED to close nominations.

President Craigie appointed Mr. Famiglio, Mr. Tiemstra and Mr. Delaney to serve as tellers. On the first ballot there were 8 votes for Mr. Norris, 7 votes for Mr. Lisenco and Mr. Pace, and 5 votes for Mr. Frenaye. Mr. Norris was declared ELECTED.

On the second ballot there were 8 votes for Mr. Pace, 5 votes for Mr. Lisenco and 2 votes for Mr. Frenaye. Mr. Pace was declared ELECTED.

11. The floor was opened for nominations for Directors of the ARRL Foundation. Mr. Frenaye nominated Mr. Pace to fill the unexpired term of Cliff Ahrens, KØCA. Mr. Isely nominated Mr. Frenaye, Mr. Milesosky and Mr. Martin Green, K2PLF, for full three-year terms. On the motion of Mr. Vallio, seconded by Mr. Bodson, it was VOTED that nominations are closed and Mr. Pace, Mr. Frenaye, Mr. Milesosky and Mr. Green are ELECTED.

12. Mr. Niswander presented the Treasurer's report and entertained questions. He observed that market volatility does not affect the ARRL's long-term investment strategy for its portfolio.

13. Mr. Shelley presented the report of the Chief Financial Officer and entertained questions. Discussion centered on the need for better tracking of IT projects and an improved reporting mechanism on the status of projects to the full Board.

Just prior to the morning break, Mr. Bodson announced his retirement from the Board effective immediately. He was recognized with a standing ovation for his long service as Vice Director and Director.

The Board was on break from 10:44 until 11:04 AM, at which time Dr. Boehner assumed the seat as Director of the Roanoke Division. Discussion of the report of the Chief Financial Officer was concluded.

14. The following reports were lifted from the consent agenda: Chief Operating Officer; Chief Technology Officer; General Counsel; Legislative Relations; Administration and Finance Committee; Programs and Services Committee; Public Relations Committee; and Ad Hoc HF Band Planning Committee. On the motion of Mr. Pace, seconded by Dr. Boehner, the remainder of the consent agenda was ADOPTED.

15. Mr. Keelen entertained questions on the Legislative Relations report. Discussion focused on strategies for engaging the newly elected 114th Congress on the Amateur Radio Parity Act.

16. Mr. Kramer presented the Report of the Chief Operating Officer and responded to questions regarding the National Centennial Convention and the status of the Amateur Radio on the International Space Station (ARISS) program.

17. Mr. Price provided an oral supplement to his report as Chief Technology Officer. Efforts are in full swing to build support on issues related to Amateur Radio in preparation for the World Radiocommunication Conference in November.

18. Discussion moved to the report of the General Counsel. Mr. Imlay highlighted that spectrum auctions continue to potentially threaten Amateur spectrum. Inadequate FCC attention to Amateur Radio enforcement issues continues to be a concern.

The Board was on break for lunch from 12:04 until 1:17 PM, reconvening with all previously noted in attendance except Mr. Keelen. Discussion concluded on the report of the General Counsel.

19. Mr. Widin discussed the report of the Administration and Finance Committee and entertained questions. The Committee has established a Legislative Issues Advocacy Fund to educate and inform members of Congress of the importance of issues that impact the Amateur Radio Service. Mr. Lisenco presented a check for \$4,500 from the Long Island Mobile Amateur Radio Club, proceeds from the 2014 Hudson Division Awards Luncheon, representing the initial contribution to the Fund.

20. Mr. Milesosky presented the report of the Programs and Services Committee and answered questions. Mr. Milesosky yielded the floor to Mr. Carlson to discuss the report of the Ad Hoc Sub-Committee on VHF and Above Contest Revitalization. The Ad Hoc committee is tasked with addressing the ongoing decline in VHF/UHF/Microwave contesting and investigating ways in which to revitalize activity in those ARRL events.

21. Mr. Hudzik, as Board liaison, discussed the report of the Public Relations Committee.

22. Mr. Roderick briefed the Board on the report of the Ad Hoc HF Band Planning Committee. The report outlines its proposals by band. It is the intent of the committee to take the listed proposals to the ARRL membership and seek input before submitting a final series of recommendations to the Board.

The Board was on break from 2:35 until 2:59 PM.

23. The Board next moved to consideration of recommendations from the standing committees.

24. On behalf of the Executive Committee, Mr. Lisenco moved, seconded by Dr. Woolweaver, the adoption of the following legislative objectives for the 114th Congress of the United States:

Objective #1: The ARRL seeks legislation instructing the FCC to extend the requirement for “reasonable accommodation” of Amateur Radio station antennas (a requirement that now applies to state and local regulations) to all forms of land use regulation.

Objective #2: The ARRL opposes legislation that would lead to the reallocation of amateur spectrum or to sharing arrangements that reduce the utility of existing allocations.

Objective #3: The ARRL opposes legislation that diminishes the rights of federal licensees in favor of unlicensed emitters or encourages the deployment of spectrum-polluting technologies.

Objective #4: The ARRL seeks recognition of the unique resources, capabilities, and expertise of the Amateur Radio Service in any legislation addressing communications issues related to emergencies, disasters, or homeland security.

Objective #5: The ARRL supports the complementary legislative objectives of other radiocommunication services, particularly the public safety and scientific services that require spectrum access and protection from interference for noncommercial purposes that benefit the public.

Objective #6: The ARRL opposes “distracted driving” legislation that does not clearly define the class of devices included in the regulation so as to exclude two-way mobile radio transmitters or receivers used by the licensees of the Federal Communications Commission in the Amateur Radio Service.

Objective #7: The ARRL supports legislation authorizing FCC Commissioners to appoint an electrical engineer or scientist as an additional member of their staffs to ensure that Commissioners have adequate access to technical expertise when making decisions.

After discussion, the motion was ADOPTED.

25. Mr. Vallio moved, seconded by Mr. Isely, that Article 7 of the ARRL Articles of Association is amended, striking the phrase “for which he or she was elected Vice Director” from the second sentence and adding to the final sentence the phrase “, and during such period of service, the Vice Director shall be considered to have all of the duties, responsibilities, authority and obligations of a member of the Board of Directors.” Article 7 then would read: “A vacancy in the Board of Directors shall be deemed to occur upon the death, resignation, recall, move of permanent residence outside the division from which elected, or refusal to act of any Director. Upon the occurrence of such vacancy, the Secretary shall proclaim it and thereafter the duties of the Director shall be assumed by the Vice Director, and the Vice Director shall hold office of Director for the remainder of the term. Should the office of Vice Director be vacant, the vacancy shall be filled by appointment by the President. The Vice Director shall also serve as Director at any meeting of the Board of Directors which the Director is unable to attend, and during such period of service, the Vice Director shall be considered to have all of the duties, responsibilities, authority and obligations of a member of the Board of Directors.”

With 12 affirmative votes required for adoption all 15 Directors voted in the affirmative, so the amendment was ADOPTED.

26. Dr. Woolweaver moved, seconded by Mr. Vallio, that Article 12 of the ARRL Articles of Association is amended by deleting the final two sentences and adding the sentence, “No person shall be eligible to serve, or to continue to serve as Director, Vice Director, President, Vice President or Treasurer unless they are at all times in full compliance with these Articles, the Bylaws and the Rules and Regulations of the League relating to ethics, elections and conflicts of interest, as determined in accordance with the Bylaws.” Article 12 then would read, “No person shall be eligible for the office of Director, Vice Director, President, Vice President, or Treasurer who has not been a Full member of the League for at least four continuous years immediately preceding nomination and throughout the subsequent term of office, nor shall any person be eligible who has not held continuously during that period a valid authorization as a radio amateur in accordance with the applicable laws and regulations of the United States. No person shall simultaneously hold the office of President or Vice President and Director. No person shall be eligible to serve, or to continue to serve as Director, Vice Director, President, Vice President or Treasurer unless they are at all times in full compliance with these Articles, the Bylaws and the Rules and Regulations of the League relating to ethics, elections and conflicts of interest, as determined in accordance with the Bylaws.”

With 12 affirmative votes required for adoption all 15 Directors voted in the affirmative, so the amendment was ADOPTED.

27. Mr. Lisenco moved, seconded by Mr. Isely, that Bylaw 41 is amended to add the language shown in *italics* as follows:

There shall be an Ethics and Elections Committee composed of three Directors, who may also serve on other committees without restriction. The Committee shall:

- Apply guidelines for ethical conduct by ARRL officials adopted by the Board *and make recommendations to the Board in specific cases to address noncompliance with those guidelines*
- Determine eligibility of candidates for Director and Vice Director, including but not limited to receipt and review of petitions and certification of eligible candidates
- Certify a nominee's eligibility under Article 12 to fill a Vice Director vacancy under Article 7
- Supervise the balloting for Director and Vice Director, including but not limited to review of all campaign statements and materials, oversight of the balloting process in accordance with Bylaw 20, and releasing the election results
- Advise the Chief Executive Officer on, and recommend to the Board standards for, Section Manager elections
- *Receive and evaluate disclosures by Board Members, Vice Directors and candidates for the office of Director or Vice Director of actual or potential conflicts of interest and report its findings to the Board of Directors*
- *Make factual findings regarding the presence or absence of conflicts of interest and report those findings to the Board of Directors together with any recommendations to address such ascertained conflicts*
- *Periodically consider whether and how the ARRL Conflict of Interest Policy should be revised or amended to better meet its objectives and report to the Board on its recommendations.*

Decisions of the Ethics and Elections Committee may be reviewed by the Board of Directors upon the written request of any candidate for that office or five or more Directors. Review shall be limited to the materials submitted to the Ethics and Elections Committee. A majority of the Board of Directors is required to change any decision of the Ethics and Elections Committee *with respect to candidate eligibility.*

With respect to the eligibility of candidates for Director and Vice Director, the Ethics and Elections Committee shall apply the applicable procedural and substantive provisions of the Conflict of Interest Policy set forth in these Bylaws.

The members of the Committee shall be annually appointed by the President at the Annual Meeting from among those Directors not subject to election during the year of service. The President shall designate the chairman of the Committee.

With 12 affirmative votes required for adoption all 15 Directors voted in the affirmative, so the amendment was ADOPTED.

28. Mr. Isely moved, seconded by Mr. Lisenco, that Bylaw 45 is deleted and replaced by the following:

a. Purposes

The purposes of this Conflict of Interest Policy are threefold: (1) to preserve the confidentiality of business, financial, strategic, or other information, data or plans not intended for public dissemination which, if disclosed, could in the view of the Board harm the League; (2) to protect the integrity of the decision making process of the Board so that the deliberations, contributions and decisions of the Board are made in the sole interest of the League and its members collectively; and (3) to ensure that no one will be eligible for, or hold, the office of Director, Vice Director, President or Vice President whose business connections are of such nature that his or her influence in the affairs of the League could be used for his or her private benefit or materially conflict with the activities or affairs of the League. The Board shall effectuate the following policies in order to further these three purposes and to fulfill the fiduciary obligations that Board members have to the League. This policy is intended to supplement but not supersede any applicable laws governing conflicts of interest in Connecticut nonprofit and charitable corporations.

b. Conflicts of Interest

(1) A conflict of interest arises when a Board Member or Vice Director has a business, personal, professional, financial or familial interest, affiliation or relationship that could materially conflict with the obligation of the Board Member or Vice Director to the ARRL.

(2) A financial conflict of interest of a Board Member or Vice Director exists if the Board Member or Vice Director (or his or her parents, spouse or partner, children, siblings, or the spouses of children or siblings) has, directly or indirectly, through material equity ownership or voting control, a management position, employment, investment or contract, an interest in or other arrangement with any entity whose business or operation (i) competes with the business or programs of ARRL, or (ii) may be materially affected (positively or negatively) by a decision or action of the Board or by any program, policy, strategy or activity of the League. For purposes of this Bylaw, a material ownership or investment interest shall include an equity or voting interest of five percent (5%) or more of the value of the entity.

(3) A Board Member or Vice Director may not disclose confidential information obtained by him or her relating to the League to any third person or entity.

(4) A finding that a conflict of interest exists does not indicate that any unethical or improper action on the part of a Board Member or Vice Director has been taken. Acknowledgement of conflicts through voluntary disclosure, and mitigation of the effects of conflicts, principally through some level of recusal, avoids the appearance of impropriety that otherwise might undermine confidence in the Board's policies.

c. Duty to Disclose

(1) A Board Member or Vice Director and any candidate for election as a Board Member or Vice Director shall promptly disclose to the Ethics and Elections Committee the existence of any potential or actual conflict of interest without delay at the time that the conflict arises during the tenure of the Board Member or Vice Director or during the candidacy of the Candidate for election. Candidates for election as a Director or Vice Director shall disclose to the Ethics and Elections Committee any potential or actual conflict of interest that exists at the time of the submission of their nominating petition.

(2) When requested by the Ethics and Elections Committee and not less frequently than once a year, each Board Member and Vice Director shall promptly submit a statement to that Committee identifying all business, personal, professional, financial, familial and other affiliations of the Board Member or Vice Director or his or her family members (i.e. parents, spouse or partner, children, siblings, or the spouses of children or siblings) that could reasonably be considered to be a conflict of interest as defined above, whether or not the Board Member or Vice Director believes that a conflict exists.

(3) The failure of a Board Member or Vice Director to voluntarily and timely disclose facts that may result in a finding of a potential or actual conflict of interest, whether or not the disclosure is requested by the Ethics and Elections Committee, will be considered a breach of the Board Member or Vice Director's fiduciary obligation to the League and the Board of Directors will determine an appropriate sanction therefor, even if no harm to the League results from the nondisclosure.

(4) After disclosure of an actual or potential conflict of interest by a Board Member or Vice Director or candidate for election as a Director or Vice Director, the disinterested members of the Ethics and Elections Committee shall determine whether a conflict of interest exists. A finding of an actual or potential conflict involving a Board Member or Vice Director shall be referred to the Board for determination of an appropriate remedy unless the Committee determines that the conflict is *de minimis* and recusal is unnecessary. The interested Board Member or Vice Director shall recuse himself or herself from any vote upon any proposed matter, transaction, contract, or arrangement in connection with which an actual or potential conflict of interest has been disclosed by that Board Member or Vice Director until such time as the Ethics and Elections Committee and/or the Board has addressed the actual or possible conflict of interest.

d. Recusal

The principal means of resolving conflicts of interest involving Board Members or Vice Directors will be by recusal of that Board Member or Vice Director. Upon a factual finding by the Ethics and Elections Committee that a Board Member or Vice Director has a conflict of interest and that the conflict is not *de minimis*, the Committee will make a recommendation to the Board as to the level of recusal determined to be appropriate on a case-by-case basis. The Board of Directors will then decide by majority vote which level of recusal (if any) is appropriate in that case. The levels of recusal are as follows:

(1) The interested Board Member or Vice Director will be asked to leave the meeting room so that the Board can freely discuss and vote on the issue about which the conflict exists. Once the vote is taken, the recused Board Member or Vice Director may return to the meeting.

(2) The interested Board Member or Vice Director may be allowed to remain in the room but not participate in the discussions or vote on the issue about which the conflict exists.

(3) The interested Board Member or Vice Director may be allowed to remain in the room and participate in the discussions but not vote.

Upon recusal of a Director per levels 1 or 2 above, that Division's Vice Director shall fulfill the duties of the recused Director in discussion and voting on such matter. Upon recusal of a Director per level 3 above, that Division's Vice Director shall fulfill the duties of the recused Director in voting on such matter. A decision by the Board on recusal of a Board Member or Vice Director shall state the reason for the recusal, which shall be noted in the minutes of the Board of Directors.

e. Disqualification

Disqualification of a Board Member or Vice Director to serve or continue to serve due to a finding of a conflict of interest is a remedy that is to be applied by the Board of Directors only in the rarest of circumstances. The Board, upon a majority vote, may disqualify an incumbent Board Member or Vice Director upon a finding that the Board Member or Vice Director (or his or her parents, spouse or partner, children, siblings, or the spouses of children or siblings) (1) is engaged in an ongoing business or activity that directly, materially and consistently competes with an active program, business interest or activity of the League on a continuing basis, or which engages regularly or periodically in commercial business transactions with the League; and (2) that application of any of the three levels of recusal would be inadequate or insufficient to accomplish the purposes of this Conflict of Interest policy; and (3) that the nature of the conflict of interest is so pervasive and continuous as to render the Board Member or Vice Director ineligible to serve or continue to serve.

f. Annual Statements

Each Board Member and Vice Director shall annually sign a statement which affirms that such person:

- (i) Has received a copy of the current conflict of interest policy set forth in this Bylaw;
- (ii) Has read the Bylaw;
- (iii) Agrees to comply with the disclosure requirements; and
- (iv) Acknowledges that the League is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The failure of a Board Member or Vice Director to sign such statement on a timely basis will render that Board Member or Vice Director ineligible to serve or continue to serve.

After discussion, Directors Abernethy, Isely, Widin, Norris, Williams, Lisenco, Blocksome, Frenaye, Pace, Vallio, Boehner, Milesosky and Woolweaver voted aye; Director Rehman voted nay; and Mr. Norton abstained. With 12 affirmative votes required for adoption and 13 affirmative votes recorded, the Bylaw was AMENDED.

29. The Board next began consideration of motions from the Programs and Services Committee. On the motion of Mr. Frenaye, seconded by Mr. Milesosky, the following resolution was ADOPTED (with applause):

WHEREAS David B. Colter, WA1ZCN, has demonstrated nearly four decades of esteemed service to the Amateur Radio community including leadership positions such as Section Emergency Coordinator and Assistant Section Emergency Coordinator within the New Hampshire Section field organization; and

WHEREAS Colter served the New Hampshire ARES community as designer of several training and development exercises, as well as prime developer of the New Hampshire ARES Academy, a daylong springtime event providing multiple courses and training for amateur radio operators in various aspects of public service communications; and

WHEREAS Colter served as Editor-in-Chief of the Amateur Radio Emergency Communications Course (ARECC) series which provided clear and concise teaching material for Amateur Radio operators developing their public service communications skills; and

WHEREAS Colter served as ARRL's New England Division representative on the League's Emergency Communications Advisory Committee (ECAC) which researched several aspects of ARES and NTS and provided recommendations to ARRL's Board of Directors;

THEREFORE BE IT RESOLVED that the ARRL Board of Directors bestows upon David B. Colter, WA1ZCN the 2014 ARRL George Hart Distinguished Service Award.

30. On motion of Mr. Milesosky, seconded by Dr. Woolweaver, the following was ADOPTED: "Be it resolved that, with the input and support of members of the Programs and Services Committee's (PSC) Ad Hoc Committee on Education, the pending Volunteer Instructor database project be elevated to a High Priority project status and completed by not later than the end of calendar year 2015."

The Board recessed for the day at 4:43 PM and reconvened at 9:01 AM Saturday, January 17, 2015 with all previously listed in attendance except Mr. Keelen. Recommendations from the Administration and Finance Committee were considered.

31. On motion of Mr. Widin, seconded by Mr. Frenaye, the ARRL 2015-2016 Plan as recommended by the Administration and Finance Committee was RATIFIED. Mr. Rehman asked to be recorded as voting no.

32. Mr. Widin moved, seconded by Mr. Pace, that the ARRL form a Strategic Planning Working Group to create a high-level strategic plan during 2015 to be presented to the Board for approval at its meeting in January, 2016. The membership of the Working Group should be up to seven (7) people appointed by the President from among Directors, Vice Directors, Officers and staff. After discussion, and with a roll call vote requested, Directors Abernethy, Isely, Widin, Norris,

Williams, Lisenco, Blocksome, Frenaye, Pace, Vallio, Boehner, Milesosky and Woolweaver voted aye and Messrs. Rehman and Norton voted nay. With 13 Directors voting in favor and 2 opposed, the motion was ADOPTED.

33. On behalf of the Programs and Services Committee, Mr. Williams moved and Mr. Norris seconded the adoption of the following: "Be it resolved that the ARRL Board of Directors hereby creates the position of Assistant Section Traffic Manager (ASTM), the duties of which shall include serving as a direct assistant to the Section Traffic Manager (STM) with authority to act on his behalf in his absence; and be it further resolved that the eligibility requirements and responsibilities associated with this position be developed by staff with the support of the Programs and Services Committee." After discussion the motion was ADOPTED.

34. Mr. Milesosky moved, seconded by Dr. Boehner, the adoption of the following resolution:

Whereas current DXCC card checking rules require that only a ham who has achieved a 160-meter award (i.e. WAS, DXCC, etc.) may check 160 meter QSL cards for award credit; and

Whereas not all existing appointed card checkers with an ARRL Section or Division have achieved a 160-meter award, and the limited quantity of appointed card checkers permitted within an ARRL Section or Division is capped, both creating an undue burden on an operator wishing to have their 160-meter QSL cards checked;

Therefore be it resolved that ARRL staff develop careful guidelines and expand the 160-meter card checking program, in close consultation with the Programs and Services Committee.

After discussion the motion was ADOPTED.

35. Mr. Rehman moved, seconded by Dr. Boehner, that modifications be made to ARRL's DXCC rules as follows:

Section I, Subsection 1, second paragraph:

Change from:

"All DXCC awards can be endorsed with country totals (see Rule 5)."

Change to:

"All initial DXCC awards (unless otherwise stated) shall be issued for working and confirming a minimum of 100 entities on the ARRL DXCC List. All DXCC awards can be endorsed with country totals (see Section I, Rule 5)."

Section I, Subsection 1(v), first sentence:

Change portion of sentence from:

"...you must have worked every entity on the current DXCC List."

Change portion of sentence to:

"...you must have worked and confirmed every entity on the current DXCC List."

After discussion the motion was ADOPTED.

36. Mr. Rehman moved, seconded by Dr. Boehner, that the following modifications be made to ARRL's DXCC rules:

Section I, Subsection 8 is changed to read: "All stations contacted must be 'land stations.' Contacts with ships and boats, anchored or underway, and airborne aircraft, cannot be counted. Exception: Permanently docked exhibition ships, such as the Queen Mary and other historic ships will be considered land based."

Section I, Subsection 9 is changed as follows:

Change from:

"All stations must be contacted from the same DXCC entity. The location of any station shall be defined as the location of the transmitter. For the purpose of this award, remote operating points must be located within the same DXCC entity as the transmitter and receiver."

Change to:

"All stations must be contacted from the same DXCC entity. The location of any station shall be defined as the location of the transmitter. For the purpose of DXCC credits, all transmitters and receivers must be located within a 500-meter diameter circle, excluding antennas.

"QSOs with legally licensed, remotely controlled stations are allowed to be used for DXCC credit."

New Rule 11 is added (present Rule 11 becomes Rule 12 and each rule thereafter is incremented in numbering by one):

Issues concerning remotely controlled operating and DXCC are best dealt with by each individual carefully considering the ethical limits that he/she will accept for his/her DXCC and other operating awards. As the premier operating award in Amateur Radio, DXCC draws intense scrutiny from its participants. As DX chasers climb up the Standings there will be increased attention given to these achievements and the owner of these achievements needs to be comfortable standing behind his/her award and numbers. Peer attention has always been a part of awards chasing, of course, but in these times with so many awards and so many players it is more important than ever to "play the game ethically."

Technological advances, while welcome, also add to the difficulty in defining rules for DXCC, but the intent of the rules is what is important. It is *never* OK to remotely use a station outside of the "home DXCC entity" to add to the home-entity DXCC totals – just as it is *never* OK for you to ask someone else at another station in another place to make QSOs for you. Remotely controlled stations must be properly licensed if they are to count for DXCC. It will continue to be up to the operator to decide what types of legal remote control operating he/she will use (if any) to contribute to an operating award.

After discussion the motion was ADOPTED. Mr. Norris and Mr. Pace asked to be recorded as voting no.

The Board was on break from 10:44 until 11:00 AM.

37. Mr. Milesosky moved, seconded by Mr. Blocksome, the adoption of the following resolution:

WHEREAS, at its April 2014 meeting, ARRL's Programs and Services Committee authorized the creation of an Ad-Hoc VHF and Above Revitalization Subcommittee to explore improvements and enhancements to the structure of ARRL's VHF and above contest program; and

WHEREAS, the Subcommittee was charged to generate recommendations that would result in an increased level and breadth of participation in ARRL VHF and above contests and to encourage further utilization of our less-used Amateur Radio bands; and

WHEREAS, the Subcommittee, after consultation with the VHF and above contesting community, has agreed upon an initial set of changes which will help with achieving the aforementioned objectives; and

WHEREAS, in summary these recommendations cause:

- 1) The removal of the current prohibition on the use of certain forms of assistance for all operator categories, with such use having no impact on entry category;
- 2) The removal of the current prohibition on self-spotting for all operator categories; and
- 3) The allowance of single operators to transmit on more than one band at a time;

THEREFORE BE IT RESOLVED that the General Rules for All ARRL Contests Above 50 MHz shall be amended as follows:

Rule 1.7:

Change from:

“Retransmitting either or both stations, or use of repeater frequencies, is not permitted.”

Change to:

“Retransmitting either or both stations, use of repeater frequencies for purposes of completing a contact or using repeater frequencies under Rule 1.16 against the wishes of the repeater owner is not permitted.”

Rule 1.7.1, which prohibits use of all repeater frequencies, shall be deleted (since the aforementioned revision of Rule 1.7 addresses this topic adequately).

Rule 1.7.2 which prohibits contest entrants from transmitting on repeaters or repeater frequencies for the purpose of soliciting contacts shall be deleted (since the aforementioned revision of Rule 1.7 addresses this topic adequately).

A new rule shall be created as follows:

Rule 1.16: All entrants, regardless of category, are permitted to use spotting assistance or nets including but not limited to DX-alerting nets, internet chat rooms, APRS and other

packet, reverse beacon networks and repeaters to identify stations available for contacts and to announce (self-spot) their availability for contacts. Announcements shall be limited to call sign, location, band or frequency, mode and – if applicable – transmitting sequence and listening direction. These methods of spotting assistance may also be used to coordinate antenna peaking prior to initiation of the contact and to explain contest rules, such as the exchange required, for those who need clarification. Such assistance may not be used to facilitate the completion of any contact once the contact has commenced. This means such assistance may not be used to convey receipt or non-receipt of any required element of a contact or to request a repeat of any required element of a contact.

Rule 2.1:

Change from:

“Single Operator: One person performs all transmitting, receiving, spotting, and logging functions as well as equipment and antenna adjustments. Only one transmitted signal is permitted at any given time. Use of spotting assistance or nets (operating arrangements involving other individuals, DX-alerting nets, internet chat rooms, packet, etc.) is not permitted.”

Change to:

“One person performs all transmitting, receiving, spotting, and logging functions as well as equipment and antenna adjustments. Only one transmitted signal per band is permitted at any given time. Non-contact-producing activities as described in Rule 1.16 are not considered transmitted signals for the purpose of applying this rule.”

Rule 2.5 and Rule 2.6 including all of their subsections shall be deleted and subsequent rules renumbered logically as appropriate. Aforementioned changes negate the need for these categories.

Rule 2.7.7, which presently states that “Rovers are permitted to use APRS. Rovers using APRS transmit only their call sign and position. Any multi-op station may access rover APRS data directly or via the Internet.” shall be deleted.

Finally, all Contest-specific rules for all VHF, UHF, microwave and EME contests shall be amended as necessary to give effect to the above general rule modifications, beginning with the June 2015 VHF contest.

After discussion the motion was ADOPTED.

38. Mr. Roderick moved, seconded by Mr. Isely, the following resolution which was ADOPTED with applause:

Whereas, in 2011 the ARRL Second Century Campaign (SCC) Committee launched an unprecedented initiative to increase the ARRL endowment in order to ensure the ability of Amateur Radio’s national association to fulfill its mission far beyond its Centennial in 2014, and

Whereas, the SCC Committee succeeded in raising more than \$7.5 million in contributions and pledges, including generous support by the Committee members themselves, it is

Resolved, by the ARRL Board of Directors in meeting assembled, January 17, 2015, that the Board does hereby express its deepest gratitude to the SCC Committee members for their generosity and hard work and to the ARRL members, affiliated clubs and other organizations that have supported the Second Century Campaign with their own contributions and pledges.

The Board next moved to consideration of Directors' motions.

39. On motion of Mr. Rehman, seconded by Dr. Boehner, it was VOTED that, consistent with Minute 9.1.3 of the October 4, 2014 Executive Committee Meeting, the HF Band Planning Committee is instructed to add RTTY and data privileges for Technician and Novice licensees in their existing 15 meter subband to the proposed band plan changes to be sent to the membership for review and comment.

40. On motion of Mr. Isely, seconded by Mr. Frenaye, it was VOTED that the 60 day notice requirement concerning the ARRL Honorary Vice President Award be suspended at this meeting for the purpose of immediately electing former ARRL Roanoke Division Director Dennis Bodson, W4PWF, as ARRL Honorary Vice President.

41. Dr. Boehner moved, seconded by Mr. Isely, the adoption of the following resolution:

Whereas, Dennis Bodson, W4PWF, has served the American Radio Relay League (ARRL), Inc. for twenty three continuous years as Vice Director (1993-2000) and Director (2001-2015) providing outstanding leadership, and

Whereas, he became the first chairman of the Electromagnetic Compatibility Committee, showing exceptional leadership above and beyond the call of duty, which was a significant contribution to the health and strength of the ARRL, and

Whereas, he has also served diligently as a member of the Ethics and Elections Committee, Executive Committee, Programs and Services Committee, and Administration and Finance Committee, and

Whereas, he has been an active Radio Amateur and promoted goodwill, and

Whereas, his leadership and devotion to duty have earned him the respect of the Board and the admiration of the membership, and

Whereas, since becoming a Radio Amateur in 1955, he has endeavored to live by the Amateur's Code;

Now, therefore, be it resolved that in recognition of his outstanding contributions to the League and Amateur Radio, the Board of Directors of the ARRL hereby elects Dennis Bodson, W4PWF, as Honorary Vice President, this 17th day of January, 2015.

President Craigie appointed Ms. Altus, Mr. Delaney and Mr. Carlson to serve as tellers. After distributing and collecting ballots the tellers announced that Mr. Bodson is ELECTED as Honorary Vice President (with applause and a standing ovation).

The Board was in recess for lunch from 12:01 until 1:01 PM with all attendees previously noted present.

42. On motion of Mr. Milesosky, seconded by Mr. Williams, the following resolution was ADOPTED:

WHEREAS, the ARRL Bill Leonard Award honors three professional journalists per year whose outstanding coverage highlights the enjoyment, importance and public service value the Amateur Radio Service has to offer; and

WHEREAS, the award was created as a tribute to the late CBS News President Bill Leonard, W2SKE, who was an avid Amateur Radio operator and advocate; and

WHEREAS the award is divided into the following three categories, based on format:

Audio
Visual
Print and Text

BE IT RESOLVED that the following nominees be awarded the 2014 ARRL Bill Leonard Award:

Video: Christine Kim of KSNV TV Las Vegas, for her "Local Heroes" profile of Nevada ARES

Print: Marti Attoun of *American Profile* magazine, for her "Radio Active" article which profiled Amateur Radio

Audio: Steve Kraske and Beth Lipoff of KCUR FM Kansas City, for their "Exploring Ham Radio in a Digital World" interview of Brian Short, KCØBS, Carolyn Wells, NØCJ, and Matt May, KC4WCG.

43. Mr. Rehman moved, seconded by Dr. Woolweaver, the following resolution:

WHEREAS Information Technology plays an ever increasing critical role in both the internal functioning of the League and the providing of services to our membership;

WHEREAS Standing Order 63 states, “Insofar as possible, the President and Executive Vice President of the ARRL shall endeavor to maximize the utilization of qualified volunteer services in conduct of League affairs, such volunteers to include the Officers, Board of Directors and members of the ARRL.”;

WHEREAS there are members of the Board, including Vice Directors, that are faculty members of colleges, teaching in their Information Technology programs;

WHEREAS there are numerous open Information Technology projects in progress;

WHEREAS the Board of Directors must have regularly updated status reports of ongoing Information Technology projects to ensure that Board policies and directives are being carried out, as well as to be able to make informed decisions about current and future projects and needs;

WHEREAS it is imperative that the Information Technology processes and infrastructure be maximized for efficiency so that projects can be timely completed;

THEREFORE the ARRL Board of Directors shall establish an Information Technology Review Committee consisting of three (3) members having a current background and experience in IT best practices that are elected by the voting members of the ARRL Board of Directors. At least one member will be a Director and the remaining members may be Directors or Vice Directors.

Any committee vacancies will be filled at an election by the voting members of the ARRL Board within 30 days of the vacancy. If said election is not done at a board meeting, the Executive Committee shall authorize a special board election.

The committee shall select one of the members on the committee as chairman, shall begin its work as soon as practical, and report monthly to the ARRL Board. Committee deliberations and votes may occur independent of the times established for meetings of the Board of Directors or its standing committees. The committee shall conduct its work, to the greatest extent feasible using electronic means. In-person meetings are to be held only if the need for one overrides the cost consideration of the meeting. In-person meetings may be held in a manner that minimizes extra expense, such as in conjunction with meetings of the ARRL Board of Directors, or standing board committee meetings at which one or more members of the committee would otherwise attend.

DUTIES

The committee will examine both the existing Information Technology operations and network architecture. Using the information obtained, the committee will create a plan in conjunction with staff that maximizes the IT services provided to League members and Headquarters staff, both currently and in the future. The committee, with the assistance of staff, will create a list of all outstanding IT projects, together with their current status and any related issues, and present the list to the Board with a suggested prioritization.

Findings of the committee, along with recommendations for changes will be presented to the Board and the CEO as they are determined.

Following discussion, a roll call vote was requested. Directors Blocksome, Rehman, Norton, and Woolweaver voted aye. Directors Abernethy, Isely, Widin, Norris, Williams, Lisenco, Frenaye, Pace, Vallio, Boehner, and Milesosky voted nay. With 4 votes in favor and 11 opposed the motion FAILED.

44. President Craigie announced the following committee appointments:

Administration & Finance: Directors Widin (chair), Pace, Boehner, Isely and Blocksome, Vice Director Lee, Mr. Niswander

Programs & Services: Directors Milesosky (chair), Rehman, Norris, Abernethy, Norton, Vice Director Zygielbaum

Ethics & Elections: Directors Williams (chair), Blocksome, Milesosky

Legal Defense & Assistance: Directors Pace (chair), Lisenco, Vice Directors Tiemstra, Raisbeck, Woll, Jim O'Connell, W9WU, Mr. Imlay

RF Safety: Dr. Gregory Lapin, N9GL (chair), Vice Director Olson (liaison), Robert Gold , WØKIZ, James Ross, W4GHL, Kai Siwiak, KE4PT, William Kaune, W7IEQ, Bruce Small, KM2L, Guy "Bud" Tribble, N6SN, Gerald Griffin, K6MD (emeritus), William Raskoff, K6SQL (emeritus), Ed Hare, W1RFI (staff)

Electromagnetic Compatibility: Vice Director Carlson (chair), Jody Boucher, WA1ZBL, Ron McConnell, W2IOL, Steve Strauss, NY3B, Brian Cramer, W9RFI, Jerry Ramie, KI6LGY, Richard Illman, AH6EZ, Ron Hranac, NØIVN, Cortland Richmond, KA5S, John Krumenacker, KB3PJO, Steve Jackson, KZ1X, Mark Steffka, WW8MS, Gordon Beattie, W2TTT, Phil Barsky, K3EW, Ed Hare, W1RFI (staff), Mike Gruber, W1MG (staff), Philip Keebler (non-voting).

Historical: Directors Blocksome (chair), Frenaye, Norton, Mike Marinaro, WN1M, Bob Allison, WB1GCM (staff)

HF Band Planning: First Vice President Roderick (chair)

Public Relations: Katie Allen, WY7YL (chair), Director Boehner (liaison), Sean Kutzko, KX9X (staff). The following were announced after the meeting: Sid Caesar, NH7C, Randy Hall, K7AGE, Ward Silver, NØAX, Scott Westerman, W9WSW, Geoff Bawden, VE4BAW (RAC)

Amateur Radio Direction Finding (ARDF) Coordinator: Joe Moell, KØOV

Logbook of the World Study Committee: Director Widin (chair), Mr. Shelley, Mr. Niswander, Michael Keane, K1MK, Dave Patton, NN1N, Dave Bernstein, AA6YQ

DX Advisory Committee: Gary Jones, W5FI (chair)

Contest Advisory Committee: George Wagner, K5KG (chair)

45. Mr. Norton complimented those who contributed to the fulfillment of Minute 41 of the 2014 Annual Meeting by producing the brochure *Amateur Radio: Science and Skill in Service to Your Community* and said that he looks forward to this project continuing to improve and quantify Amateur Radio as a resource.

46. Each attendee was given the opportunity for closing remarks, during which the Board was on break from 2:33 until 2:53 PM.

47. On motion of Mr. Pace, seconded unanimously, it was ADOPTED by acclamation and with applause:

WHEREAS the January 2015 ARRL Board of Directors meeting has been conducted efficiently due to the diligence of the staff;

THEREFORE be it resolved that the entire Board Family thanks Headquarters staff for their warm welcome and assistance at the committee and Board meetings. We especially wish to thank and recognize Lisa Kustosik, KA1UFZ for arranging a comfortable and pleasant venue for the meeting.

On motion of Mr. Milesosky, seconded by Dr. Woolweaver, it was VOTED at 3:46 PM that the meeting is adjourned. (Time in session: 10 hours and 54 minutes.)

David Sumner, K1ZZ
Secretary