

Moved: Mr. Norris

Seconded: Dr. Bohner

To make the language of the Articles of Association consistent with Connecticut nonprofit corporation statutory language; New Articles 15 and 16 will be added to the Articles of Association of ARRL to read as follows:

Article 15:

No volunteer or staff officer, director or vice director will have personal liability to the Corporation or its members for monetary damages for breach of duty in their respective roles if such breach did not (a) involve a knowing and culpable violation of law by the officer, director or vice director, (b) enable the volunteer or staff officer, director or vice director, or an associate of the volunteer or staff officer, director or vice director, as defined in subdivision (2) of Section 33-840 of the Connecticut Business Corporation Act, as amended (the "Act"), to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the officer, director or vice director to the Corporation under circumstances in which the officer, director or vice director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the officer's, director's or vice director's duty to the Corporation. This provision shall not limit or preclude the liability of an officer, director or vice director for any act or omission occurring prior to the effective date hereof. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director existing at or prior to the time of such repeal or modification.

Article 16:

1. The Corporation shall, to the fullest extent permitted by law, indemnify its volunteer and staff officers, directors and vice directors for liability (including any obligation to pay a judgment, settlement, penalty, fine or excise tax, or reasonable expenses incurred with respect to any proceeding) to any person for any action taken, or any failure to take any action, as a director, vice director or volunteer or staff officer, except liability that (a) involved a knowing and culpable violation of law by the director, vice director or volunteer or staff officer, (b) enabled the director, vice director or volunteer or staff officer or an associate, as defined in subdivision (2) of Section 33-840 of the Act, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director, vice director or volunteer or officer to the Corporation under circumstances in which the director, vice director or volunteer or staff

officer was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's or officer's duty to the Corporation. For purposes of this Article 16, a "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative and whether formal or informal. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director, vice director or volunteer or staff officer existing at or prior to the time of such repeal or modification. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of disinterested directors, administrative decision of the Chief Executive Officer, or otherwise.

2 The indemnification rights provided in this Article shall inure to the benefit of the heirs, executors and administrators of the director, vice director or officer.

3. Expenses incurred by a director, vice director or volunteer or staff officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director, vice director or volunteer or staff officer to repay such amount if it shall be ultimately determined that such director, vice director or volunteer or staff officer is not entitled to be indemnified by the Corporation as authorized by the Act.

4. For purposes of Articles 15 and 16, references to directors, vice directors and volunteer or staff officers shall include former directors and volunteer or staff officers relative to actions taken by them during their respective tenures as directors, vice directors and volunteer or staff officers, and references to sections of the Act shall include any amendments to such sections or any successors to such sections of the Act.