October 9, 2017

To the ARRL Executive Committee:

During and after the July 2017 Board Meeting the two of us had conversations with many on the Board concerning the continuing status of the Vice Director office, and what might be done to put that office on a legal and practical footing with which all could be comfortable. Attached is the result of our work. We hope you find it helpful as the basis for an update to the Articles and By-Laws.

The document attached has change tracking enabled; if you turn on the markup display you will see the differences between the AA&BL’s of last January and our proposal. The changes made in July are shown as updates, since they haven’t yet been generally posted.

Also included, in the pages below, is a brief summary of the changes, the reasons for the changes, and the ramifications of those changes. We suggest you read it first to get an overview before digging into the AA&BL text itself. Please send along any questions that arise; we’ll do our best to answer them.

73,

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New England Division Vice Director

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Pacific Division Vice Director

A Proposal to Clarify the Role of Vice Director

1. Introduction

This is a proposal for changes to the League’s Articles of Association and By-Laws, aimed at better defining and clarifying the role of Vice Director. It is an attempt to resolve some of the questions and concerns raised over the last year concerning the role of Vice Directors, while at the same maintaining the Director/Vice Director functions much as we have known them for over 50 years.

1. Objectives and Non-Objectives

The objective of this proposal is to retain the League’s traditional Director/Vice Director governance model to the maximum extent possible, while removing concerns about the legal footing for the mechanism and strengthen the Members’ power to choose their representatives. In particular, these objectives include:

* 1. Retaining the Vice Director close to its current form, in particular, the ability of a Vice Director to act for an absent Director
	2. Insuring that members continue to have a very active say in who their Directors and Vice Directors are
	3. Removing legal uncertainties, whether real or imagined, surrounding the Vice Director office
	4. Simplifying and clarify the wording of the Articles as they concern the Vice Director position

These objectives specifically do not include:

* 1. Adding any additional substantive provisions not related to these points

In particular, a number of good suggestions for improvements to the Articles and By-Laws were presented at the July 2017 Board Meeting. None of these are included here, but the present proposal should not conflict with them.

1. Accomplishing these Objectives

Following is a summary of the proposed changes and the rationale for them:

* 1. Declare the Vice Directors to be a class of Director

This removes the concerns about the validity of Vice Director votes, in those situations in which they vote

* 1. To the maximum extent possible, insure that members retain, and perhaps enhance, their power to directly select their Directors and Vice Directors. This involves enhancing the election system so that the filling of vacated seats on the Board would in most cases be done by members. This entails:
1. If a Director seat were to be vacated, the position would be declared open and the normal election process would ensue with the next election cycle more than three months from the declaration of vacancy (i.e., vacancies before the end of June would be filled in the next September cycle, vacancies arising after that would be filled in the subsequent year’s election cycle.) A Director so elected would fill out the remainder of the usual 3 year term. The Vice Director would be free to run for the Director office, or not, as he or she chose.
2. If a Vice Director seat were to be vacated, the same procedure would be used as for Directors
3. A vacant Vice Director seat could be filled by interim appointment. The appointment would be good only until the election of a Vice Director, as described in b) above

This insures that a Division is represented by an elected and voting Board member in all cases except when both the Director and Vice Director seats have become vacant, and then, only until the next election cycle.

* 1. Remove the succession mechanism

With the changes suggested to the election mechanism, and the solidification of the Vice Directors’ voting and conditional directorial powers, the automatic right to succession becomes vastly less important, and can be eliminated, removing a considerable part of the legal concerns

1. Consequences of these changes

Most of the consequences of these changes are procedural, and are clear from the changes themselves, but there are three that introduce subtle differences with past practice, and deserve to be highlighted:

* 1. With the declaration that Vice Directors are a class of Directors, it becomes clear that Vice Directors are entitled to the same information as the Directors. As a consequence, we would want to do such things as merge OD and ODV email and insure that Vice Directors are copied on all communication. Until recently we were not far from this.
	2. There could be a slight increase in cost surrounding elections, to the extent that turnover caused additional candidates to appear in the September elections. Recent history of contested (and not contested) elections indicates that this is not an important concern.
	3. Directors and Vice Directors not chosen directly by the membership would be less common than under current practice.
1. The Proposal

Attached is the proposal. To see differences between it and the Articles and By-laws as of the last January, turn on the markup features of MS Windows. In a few spots are brief phrases enclosed in square brackets; these are points where minor adjustments might be considered, mostly having to do with the scope of Vice Director service. We recommend inclusion of these, but none are crucial and all are worthy of some discussion. Also note that since the July changes relating to the corporate name and to the indemnification provision show up as changes; these are still under review by Day Pitney.

One additional set of changes is included; we have reworded a number of phrases so as to make the Articles and By-Laws entirely gender neutral. This should make no substantive difference.