EC 1

Moved: Vallio

Seconded: Isely

Moved, 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 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” to the final sentence, as follows:

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 ~~for which he or she was elected Vice Director~~.  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*.

Cost: There is a fee for filing amended Articles of Association with the Secretary of the State of Connecticut and associated legal fees. For this and any other articles changes the aggregate cost for refiling the Amended Articles will not exceed $1,000 and it is anticipated to be far less.

Rationale: Removes unnecessary verbiage. The main clarification is that although Vice Directors are not members of the Board (which per the opinion of the General Counsel is indisputable as a matter of law), the Vice Director acts for the Director in certain circumstances and during those times, the Vice Director has all of the same obligations, duties and responsibilities and authority as does a Director.