

As amended through January 22, 2011

ARRL ARTICLES OF ASSOCIATION

Be it known that we, the subscribers, do hereby associate ourselves as a body politic and corporate pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock and the following are our Articles of Association:

Article 1:

The name of our corporation shall be The American Radio Relay League, Incorporated. 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, 1915. 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 been continuously governed by a Board of Directors selected by the membership.

Article 2:

The purposes for which our corporation is formed are the following: the promotion of interest in Amateur Radio communication and experimentation; the establishment of Amateur Radio networks to provide electronic communications in the event of disasters or other emergencies; the furtherance of the public welfare; the advancement of the radio art; the fostering and promotion of noncommercial intercommunication by electronic means throughout the world; the fostering of education in the field of electronic communication; the promotion and conduct of research and development to further the development of electronic communication; the dissemination of technical, educational and scientific information relating to electronic communication; and the printing and publishing of documents, books, magazines, newspapers and pamphlets necessary or incidental to any of the above purposes. No part of the assets or income of our corporation shall inure to the benefit of or be distributable to the members, the officers, or any of them, or to other private persons except that our corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article 3:

The principal office of the corporation shall be maintained at 225 Main Street, Newington, Connecticut.

Article 4:

The affairs of the Corporation shall be governed by a Board consisting of fifteen Directors, each representing a territorial Division comprising a geographical area as defined

in the By-Laws. The Directors shall be elected for terms of three years by the members eligible to vote, according to the schedule prescribed in the By-Laws. Election of Directors shall be by mail vote in accordance with the rules and regulations prescribed in the By-Laws. The Board shall meet twice a year at times and places as provided in the By-Laws. The first meeting shall be called the Annual Meeting and the second shall be called the Second Meeting. Special meetings of the Board shall be called by the President upon written request of a least one-half of the membership of the Board as then constituted.

Article 5:

At the time of the election of each Director there shall also be elected a Vice Director who shall have power of succession to the office of Director as hereinafter prescribed. No person shall be eligible for the office of Vice Director who does not possess the qualifications herein specified for the office of Director.

Article 6:

During the intervals between meetings of the Board of Directors, the affairs of the Corporation shall be administered by an Executive Committee consisting of the President, five Directors selected by the Board of Directors, and, without vote, the First Vice President and Executive Vice President. The term of office of the Executive Committee members shall be for one year or until their successors are elected. The Executive Committee shall meet at the call of the President, but no less often than semi-annually. The Executive Committee may in its discretion submit for determination or decision by members of the Board of Directors by mail vote any proposal pending before the Executive Committee. When such submission is made, it shall be in precise terms embodying the text of the proposed resolution. Such action shall be binding upon the Executive Committee.

Article 7:

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 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.

Article 8:

The officers of the Corporation shall be a President, a First Vice President, an Executive Vice President, a Chief Financial Officer, an International Affairs Vice President, not more than one additional Vice President, a Secretary and a Treasurer, who shall be elected by a majority of the Directors at the Annual Meeting on even-numbered years. The

Executive Vice President and Chief Financial Officer shall be compensated at rates agreeable to them and the Board of Directors.

Article 9:

These articles may be amended by a three-fourths vote of all Directors, or, provided due notice of the proposed amendment shall have been placed in the mail to each Director at least thirty days in advance, by a two-thirds vote of all Directors. The Board of Directors may from time to time adopt By-Laws not inconsistent with the Articles and applicable statutes. By-Laws may be amended by a three-fourths vote of all Directors, or, provided due notice of the proposed amendment shall be mailed to each Director at least thirty days in advance, by a two-thirds vote of all Directors. Notices shall be sent by First-Class mail or electronic mail to the last known address to each Director.

Article 10:

The membership of the League shall consist of (a) Full members who shall be entitled to all rights and privileges of the League except as otherwise provided in these Articles, in the Bylaws, or in the Rules and Regulations of the ARRL Field Organization, and (b) International members and Associate members who shall be entitled to all rights and privileges of the League except the right to vote for Directors, Vice Directors and Section Managers and the right to hold office. The Board of Directors shall by appropriate By-Laws specify the requirements of each membership class, provided, however, that the Board of Directors shall not terminate or reduce the rights of any member except for the lapse or termination of a condition now required as precedent to the exercise of such rights. Nothing herein contained shall preclude the Board of Directors from expelling a member upon good cause shown and after notice and an opportunity to be heard.

Article 11:

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 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 would materially conflict with the activities or affairs of the League. The primary test of eligibility under this portion of the Article shall be full compliance with the Articles, Bylaws and Rules and Regulations of the League relating to ethics, elections and conflicts of interest.

Article 12:

No substantial part of the activities of our corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and our corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, our corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of our corporation.

Article 13:

Upon the dissolution of our corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of our corporation, dispose of all of the assets of our corporation exclusively for the purposes of our corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of our corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

BY-LAWS

Members

1. Pursuant to Article 10 of the Articles of Association, the following membership categories are established:

(a) Full Membership. To be eligible, an applicant must be a resident of the United States, its possessions, the Commonwealth of Puerto Rico, or a United States citizen temporarily resident elsewhere, and the holder of an unexpired Amateur Radio operator's license or reciprocal operating authorization issued by the United States.

(b) International Membership. Any person who is the holder of an unexpired Amateur Radio operator's license or its equivalent issued by any administration, but who is not eligible for Full Membership by virtue of his place of residence, is eligible for International Membership.

(c) Associate Membership. Any person who is not eligible for Full Membership or International Membership, but who is interested in amateur radio, is eligible for Associate Membership.

2. Applications for membership or renewal of membership shall be submitted to the Secretary. In the case of any applicant whose character, reputation or conduct might make him an undesirable member, the Secretary shall refer the application to the Executive Committee for review; in all other cases, the Secretary shall have the authority to grant membership.

3. The Secretary shall notify members of the expiration of their membership not less than thirty days prior to expiration. In determining eligibility for office, memberships renewed within thirty days of expiration shall be regarded as continuous.

Dues

4. The dues of Members shall be \$39.00 annually worldwide, payable in advance. For members outside the United States, except for International members who elect not to receive *QST* by mail, the Executive Vice President shall assess such additional mailing costs as are consistent with the postal rates for destinations outside the United States. Members choosing to pay dues for more than one year in advance, but for no more than five years, may be entitled to lower rates as determined periodically by the Executive Vice President and as published in *QST*.

5. Upon request, the Executive Vice President is authorized to maintain membership privileges without charge for the duration of a member's active military deployment outside the ARRL operating territory as described in Bylaw 30, with or without the delivery of *QST* at the member's option.

6. The Executive Vice President may establish a reduced dues rate for Full members who have not reached the age of 22 years, provided that this rate shall not be less than 50% of the rate established in Bylaw 4. This rate shall not be available for Life membership.

7. A special dues rate of 20% of the annual rate established in Bylaw 4, rounded to the nearest dollar, with all membership privileges except the receipt of *QST*, shall apply to any Member who meets either of the following criteria:

(a) is legally blind; or

(b) is the husband or wife, brother or sister, son or daughter, or father or mother of another member who lives at the same address and is either a Life Member or is paying dues in accordance with By-Law 4 or 5. In the event of the decease of such principal member, his or her spouse will continue to receive *QST* until the expiration of the current family membership.

Life Membership

8. Life Membership in the League is available upon payment of twenty-five times the annual dues rates set forth above.

9. Life Membership is not transferable; however, upon the death of a Life Member, it may pass to a surviving spouse upon request, if he or she is a Family Member and licensed at the time of the Life Member's death. A new Life Member plaque, if desired, will be available for a one-time fee of \$25.00.

10. Should a Life Member who paid dues at a multiple of the special rate established in By-Law 7 cease to be eligible for the special rate, his membership shall cease and the amount paid shall be creditable toward a Life Membership, including receipt of *QST*, at the then-current rate.

General Provisions as to Officers and Directors

11. Every officer, director and vice director of the League shall serve and continue in office until his successor shall have been elected and qualified. One or more honorary officers may be elected.

12. All officers, directors and vice directors shall serve without compensation in any form. This shall not preclude the reimbursement, and the League shall reimburse, the reasonable and necessary traveling expenses of officers and directors from their homes to the place of meeting of the Board of Directors or of the Executive Committee and return to their homes. This section shall not be construed to prevent the employment for agreed compensation, of the Secretary, the Treasurer, and any Vice-President other than the First Vice-President, by the League in other capacities.

13. No person shall be President, Vice-President, Secretary, Treasurer, Director or Vice Director of the League unless, at the time of nomination, he has reached his 21st birthday and is a Full member of the League.

14. The members of the Board of Directors shall be the President, the Vice-Presidents, the Treasurer, and one director from each of the several territorial divisions of the League.

15. The President, the Vice Presidents, and the Treasurer shall possess all of the rights and duties of directors save the right to vote and the right to participate in the call of a special meeting of the Board, as referred to in Article 4 of the Articles of Association, provided, however, that the President shall be required to cast a vote on any matter as to which a tie is found to exist.

16. Recognizing the importance of liaison between the Corporation and other IARU member Societies, the President is authorized to invite the president of another IARU member Society, or his designated representative, to attend and participate in meetings of the Board, without the right to vote thereat.

17. Each director shall keep himself informed as to conditions and activities in his territorial division and as to the needs and desires of the members therein in order that he may faithfully and intelligently represent the true interests of such members. He shall attend all meetings of the Board. At least 14 days prior to each annual meeting of the Board of Directors each director is encouraged to file with the Secretary a written report on the status of the affairs of the League in his division, together with a statement of his recommendations as to any actions required for the effective administration of the objectives and affairs of the League.

18. In the July and August issues of *QST*, the Secretary shall solicit nominations for the office of Director in each division in which the term of the incumbent is to expire on the subsequent January 1, in a notice that shall include the name of the incumbent. On any date between the appearance of the first solicitation for same in *QST* and noon Eastern Time on the second Friday of August of any election year, any Full member of such division may request official nominating petition forms. To constitute a valid nomination, the original copy of such an official nominating petition form as provided by the Secretary must name a Full member of the division as a candidate for Director; must be signed by ten or more Full members of the division; must be accompanied by a statement signed by the candidate attesting to his eligibility, willingness to run, and willingness to assume the office if elected; and must be filed with the Secretary no later than noon Eastern Time on the third Friday of August of that year. The submission may be made by facsimile or electronic transmission of images, provided that upon request by the Secretary the original documents are received by the Secretary within seven days of the request. The Secretary shall immediately acknowledge the receipt of nominations to the candidate, and shall forward the nominations to the Ethics and Elections Committee.

19. The Ethics and Elections Committee shall delete the name of any nominee who may be ineligible to election and the name of any who may withdraw by written communication. The remaining names shall be listed on a ballot, in alphabetical order. If there be but one eligible nominee, the Ethics and Elections Committee shall declare him elected without balloting by the membership. If there be more than one eligible nominee, then on or before October 1 of each year the Secretary shall send by mail to every person who on the tenth day of September of that year was a full member of the League in the divisions in which elections are being held, a ballot listing the candidates for director in his division, and a return envelope, soliciting a vote for one name. The ballot shall contain a copy of By-Laws 18 and 20.

20. The Ethics and Elections Committee shall appoint a committee of three tellers including at least one director and shall arrange to have a certified public accountant present to certify the results of the balloting; but any member of the League who shall deliver to the Secretary on or before the first day of October of election year a written petition signed by at

least ten full members of a division, stating their desire that he witness the counting by the committee of tellers of the ballots from that division, shall be permitted to do so and shall be accorded reasonable opportunity to satisfy himself of the correctness of the count reported by the committee. Ballots, to be counted, shall reach the mailing address established for their return no later than noon Eastern Time on the third Friday of November of election year. No outer envelopes marked as containing ballots shall be opened until the meeting of the committee of tellers held for the purpose of counting the ballots. The committee of tellers shall meet at the headquarters office of the League as soon thereafter as possible and in the presence of each other shall open the envelopes containing ballots and shall count the vote, after first eliminating the ballot of anyone disqualified from voting. They shall forthwith prepare and sign in the name of the Ethics and Elections Committee a report of the results of the vote, declaring duly elected as new directors the candidate in each division receiving the greatest number of votes therein; and they shall turn over all their records and ballots to the Secretary for presentation at the next annual meeting of the Board of Directors.

21. If there be no eligible nominee, the procedure provided for in By-Laws 18, 19 and 20 shall be repeated three months later and if there again be no eligible nominee, the person then holding the office of director shall continue in office (subject to the provisions of Article 7 of the Articles of Association), until the next regular election established by these By-Laws for the division.

22. Simultaneously with each election for director of any division there shall be held an election for vice director of that division. All of the provisions of By-Laws 1, 18, 19 and 20 shall be applicable to the election for vice director. Should it appear that any one person is nominated for the office of director and vice director, his nomination shall be deemed for director only and his nomination for vice director shall be void.

23. In the year 2003 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Central, Hudson, New England, Northwestern, and Roanoke. In the year 2004 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Pacific, Rocky Mountain, Southeastern, Southwestern, and West Gulf. In the year 2005 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Atlantic, Dakota, Delta, Great Lakes, and Midwest. The terms of Directors and Vice Directors shall begin at noon on the first day of January of the year after that in which they are elected.

24. In accordance with the provisions of Article 7 of the Articles of Association, members of a territorial division may petition for recall of the director or vice director of their division. Any League member may give notice of proposed recall by mailing to the Secretary by certified mail a letter to that effect. The fact of receipt will be communicated only to Officers, the Director and Vice Director of the division concerned, the sender and the Ethics and Elections Committee. The recall petition shall be presented to the Secretary not later than 75 days after the mailing of the notice of recall and not later than June 1st of the final year of the term of office. A valid petition shall contain the dated signatures obtained on or after the date of mailing of the notice to the Secretary, and will

include not less than 10 percent of the number of Full members voting in the election at which the director or vice director was elected, or not less than 10 percent of the Full members resident in the division on the preceding December 31st if the director or vice director was elected without membership balloting. Upon certification by the Ethics and Elections Committee that the petition is valid, the Secretary shall prepare a ballot asking the single question, either "Shall the Director be recalled, yes or no." Or, "Shall the Vice Director be recalled, yes or no." If a majority of the votes cast are for recall, then the office of director or vice director shall be declared vacant. No director or vice director shall be subject to more than one recall election during a single term in office. A person removed from office by recall, shall not be eligible to be a candidate for Director or Vice Director for three years following removal from office.

25. The Annual Meeting of the Board of Directors shall be held in the vicinity of Newington, Connecticut, beginning on the 3rd Friday of January. The Second Meeting of the Board of Directors shall be held in the vicinity of Newington, Connecticut, beginning on the 3rd Friday of July. The places of the meetings shall be designated by the President and notified by the Secretary. The times and places of the meetings may be changed provided that specific provision is made therefor by (1) majority vote of the directors at the next preceding Annual or Second Meeting, or (2) majority vote of the directors by mail initiated by the Executive Committee or on petition of at least five directors, such mail vote to be taken at least 60 days previous to the date proposed for the meeting.

26. Special meetings of the Board of Directors may consider or act upon only those matters which are set out in the request provided for in Article 4 of the Articles of Association. The call for any such meeting shall specify the matters to be considered.

27. A majority of the members of the Board of Directors or of any committee shall constitute a quorum at any meeting of the Board or Committee. Articles 8 and 9 nevertheless shall be applicable to the election of officers and amendment of any Article or By-Law.

28. Prior to any regular meeting of the Board of Directors, the Secretary, upon consideration of the reports of the officers and directors, shall establish an agenda for the meeting. Proposals for amendment of the agenda or for the deletion or addition of items shall be the first order of business.

29. On questions of order and procedure not otherwise determined by these By-Laws the provisions of the current edition of Robert's Rules of Order shall prevail.

30. In accordance with the provisions of Article 4 of the Articles of Association and for the purpose of By-Laws 14, 17, 18, 19, 20, 22 and 23, the following territorial divisions are established:

ATLANTIC DIVISION, those portions of the states of New York and New Jersey not included in the Hudson Division, the states of Pennsylvania, Maryland and Delaware,

and the District of Columbia; CENTRAL DIVISION, the states of Illinois, Indiana, and Wisconsin; DAKOTA DIVISION, the states of Minnesota, North Dakota, and South Dakota; DELTA DIVISION, the states of Louisiana, Mississippi, Arkansas, and Tennessee; GREAT LAKES DIVISION, the states of Kentucky, Michigan, and Ohio; HUDSON DIVISION, the counties of New York, Bronx, Richmond, Kings, Queens, Nassau, Suffolk, Sullivan, Westchester, Rockland, Putnam, Orange, Ulster, Dutchess, Columbia, Greene, Albany, Rensselaer, Schenectady, Saratoga, Warren, and Washington of the state of New York, and the counties of Bergen, Passaic, Morris, Essex, Hunterdon, Somerset, Sussex, Warren, Union, Middlesex, Monmouth, and Hudson of the state of New Jersey; MIDWEST DIVISION, the states of Nebraska, Iowa, Kansas, and Missouri; NEW ENGLAND DIVISION, the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, and Connecticut; NORTHWESTERN DIVISION, the states of Washington, Oregon, Montana, Idaho, and Alaska; PACIFIC DIVISION, that portion of the state of California not included in the Southwestern Division, the states of Nevada and Hawaii and the United States possessions in the Pacific; ROANOKE DIVISION, the states of Virginia, West Virginia, North Carolina, and South Carolina; ROCKY MOUNTAIN DIVISION, the states of Colorado, Wyoming, Utah, and New Mexico; SOUTHEASTERN DIVISION, the states of Georgia, Florida, and Alabama, the United States possessions in the Caribbean, and the commonwealth of Puerto Rico; SOUTHWESTERN DIVISION, the counties of Imperial, Inyo, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara and Ventura of the state of California, and the state of Arizona; WEST GULF DIVISION, the states of Texas and Oklahoma.

Officers

31. The President shall preside over all meetings of the Board of Directors. He shall, subject to instructions from the Board of Directors, and with the assistance of the Executive Vice President, represent the League in its relationships with the public and the various governments, governmental agencies and officials with which the League may be concerned, and shall be the official spokesman of the Board of Directors in regard to all matters of League policy. Any vacancy occurring from time to time by death, resignation or incapacity of any member of the Executive Committee may be filled by appointment made by the President, for the balance of the original term of such member. The President shall be an ex-officio member of all Committees unless otherwise designated.

32. In the absence or disability of the President, the First Vice President shall preside at meetings of the Board of Directors and in general act in his stead. Should the First Vice President be also absent or unable to act, the additional Vice Presidents, not including the Executive Vice President, shall succeed in the order of their election.

33. The Secretary shall record the proceedings of all meetings of the Board and of the Executive Committee. He shall promptly furnish copies of the minutes of these meetings to all officers and members of the Board and make them available to members. He shall be responsible for the maintenance of the corporate status of the League and the filing of all reports and certificates which may be required of the League under the

corporation laws of the State of Connecticut. He shall be the archivist of the League and for the performance of his such duties may call upon the Executive Vice President for such clerical and stenographic assistance as he may require. To the extent that may from time to time be required by law, he shall act as agent for the service of process, but only while present in the State of Connecticut and he is not authorized to accept service of process elsewhere.

34. The Treasurer, upon consultation with and subject to the general supervision of the Administration and Finance Committee, shall provide for the investment and reinvestment of the surplus funds of the League in any bonds or stocks or other securities as would be selected by a trustee with the care of a prudent investor. He shall make a report at all regular meetings of the Board of Directors and shall attend meetings of the Board. He shall serve as a member of the Administration and Finance Committee. He shall have the authority to sign checks and other legal documents on behalf of the League as required in his role as manager of the League's investment activities. He shall furnish a bond satisfactory to the Board, the expenses of such bond to be borne by the League

35. The Vice President for International Affairs shall monitor the conduct of international liaison by the ARRL staff. He shall initiate recommendations for ARRL representation at international meetings. He shall encourage the growth and strengthening of IARU, its member societies and Amateur Radio worldwide. He shall coordinate and monitor planning and strategy for improving international frequency allocations to the Amateur Radio Service.

36. The Board of Directors shall employ an Executive Vice President who shall hold office for such term and upon such compensation as the Board and he may agree upon. The Executive Vice President shall manage the affairs of the League under the direction of the Board of Directors. He shall be deemed a member of the Board, but without vote. He shall attend all Board meetings. He shall be in responsible charge, under the Board of Directors, of all property of the League and shall keep full records. He shall, under the general direction of the Board of Directors, employ such personnel as may be necessary for the effective accomplishment of the purposes of the League. He shall be the Chief Executive Officer of the League. He shall prepare and submit at each Annual Meeting of the Board of Directors a comprehensive report of the progress and status of the affairs of the League and shall furnish to the Board of Directors from time to time such financial information and statements as may be required. He shall perform such other duties as may be assigned to him by the Board of Directors. His entire time shall be devoted to the duties as set forth above. He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

37. The following officers shall report to the Executive Vice President.

(a). The Chief Operating Officer, who shall have responsibility for and supervision over any and all matters relating to publication, advertising, circulation, membership services, field services and volunteer examinations. He shall under the general direction of the Executive Vice President, employ such personnel as may be necessary for the effective accomplishment of the duties set forth in this By-Law. He

shall sign checks drawn by the Business Manager. He shall perform such other duties as may be assigned to him by the Executive Vice President. His entire time shall be devoted to the duties as set forth above. He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

(b). The Chief Financial Officer, who shall have responsibility for and supervision over any matters related to personnel policies, comptroller functions, purchasing and administrative services and data processing. He shall, under the general direction of the Executive Vice President, employ such personnel as may be necessary for the effective accomplishment of the duties set forth above. He shall be the Business Manager of the League. He shall collect all monies due the League and shall deposit the same in the name of the League in the depository specified by the Board of Directors, and shall deliver to the Treasurer such surplus funds as may be available for investment. He shall certify the accuracy of bills and vouchers on which money is to be paid and shall draw and countersign checks. He shall have charge of the books and accounts of the League and shall furnish to the Executive Vice President from time to time such statements as may be required. He shall be in responsible charge, under the Executive Vice President, of all the property of the League. He shall perform such other duties as may be assigned to him by the Executive Vice President. His entire time shall be devoted to the duties as set forth above. He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

(c). The Chief Development Officer, who shall have responsibility for and supervision over any and all matters relating to fundraising, including but not limited to annual and planned giving, endowments, grants, and other gifts. He shall under the general direction of the Executive Vice President, employ such personnel as may be necessary for the effective accomplishment of the duties set forth in the By-Law. He shall perform such other duties as may be assigned to him by the Executive Vice President. His entire time shall be devoted to the duties as set forth above. He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

(d). The Chief Technology Officer, who shall advise the Executive Vice President and the Board on matters relating to the encouragement and use of new technologies in the amateur services. He shall assist the President and Executive Vice President in representing the League to federal government agencies and international organizations on technical issues. Under the general direction of the Executive Vice President, he shall employ such personnel as may be necessary for the effective accomplishment of the duties set forth in the Bylaw. He shall perform such other duties as may be assigned to him by the Executive Vice President.

Standing Committees

38. The following standing committees are established:
Administration and Finance
Programs and Services

Each Standing committee shall consist of five Directors, plus one Vice President or one Vice Director. Additionally, the Treasurer shall serve as a member of the Administration and Finance Committee. Appointment shall be made by the President at the Annual Meeting and shall be for a term of one year. The President shall designate the chairman of each committee. No elected member of the Executive Committee may serve on a Standing Committee. Standing committees shall make written reports at least 30 days prior to each regular meeting of the Board of Directors. Standing committees may originate studies in their fields and may generate recommendations to the Board on their own initiative.

39. The Administration and Finance Committee shall:

- Annually review the operating budget prepared by the Chief Financial Officer and Chief Executive Officer
- Once approved, forward the annual operating budget to the Board for ratification
- Review the Chief Financial Officer's budgetary projections and make appropriate recommendations to the Board
- Review ARRL finances on a continuing basis
- Advise and supervise the Treasurer on investment of ARRL funds
- Make recommendations to the Board regarding audit and tax matters, and act as Board audit committee
- Monitor and review fundraising efforts
- Make recommendations to the Board and Chief Executive Officer regarding fundraising programs
- Interface with ARRL Foundation on issues related to fundraising, especially related to scholarships and grants for non-ARRL programs
- Make recommendations to the Board and Chief Executive Officer regarding staff management, procedures, and remuneration
- Monitor and review key infrastructure projects, including capital improvements and significant information technology changes
- Advise the Chief Executive Officer on marketing issues, including but not limited to identifying markets, building and implementing the marketing plan, proposing products, services, and programs to support marketing efforts, and promoting programs; promotional and sales issues, including but not limited to promoting programs and services to ARRL members, licensed non-members, related communities of interest, and the general public; and publications programs, including books, CDs, *QST*, and other periodicals
- Evaluate Chief Executive Officer in coordination with the President
- Review ARRL management performance and effectiveness on a continuing basis

40. The Programs and Services Committee shall:

- Guide development of service delivery mechanisms, evaluate services, and recommend program priorities
- Advise Chief Executive Officer on services provided to individual members other than publications, including but not limited to contests and awards, information

services including *Logbook of the World* and W1AW, and incoming and outgoing QSL bureau services

- Advise Chief Executive Officer on volunteer programs, including but not limited to the field organization, affiliated clubs, volunteer examiners, Volunteer Counsel/Consulting Engineers, and educational initiatives
- Evaluate and recommend awards recipients to the Board for outstanding volunteer service or outstanding achievement

Executive Committee

41. The President shall serve as chairman of the Executive Committee. Pursuant to Article 6, the five Director members of the Executive Committee shall be elected at the Annual Meeting of the Board. The Secretary and General Counsel shall attend all meetings of the Executive Committee. Vice Presidents in addition to the First Vice President, and the Chief Financial Officer may also attend if the meeting agenda relates to their work. The Executive Committee is assigned specific responsibility for:

- Applying existing Board policy to make decisions between Board meetings
- Evaluating proposed rules and regulatory changes for the Board
- Assisting staff and General Counsel in Board recommendations for petitions to the FCC and other governmental and international agencies
- Periodically reviewing and recommending to the Board any changes in the ARRL Articles of Association, By-Laws, Standing Orders, and Memoranda of Understanding with other organizations
- Monitoring progress of Board actions and recommendations (task tracking)
- Monitoring progress of the implementation of, and suggesting ongoing revisions to, the ARRL Strategic Plan, working in conjunction with Standing Committees as appropriate
- Reviewing and recommending programs designed to represent the organization to the public, enhance the organization's image, and communicate with the media

Ethics and Elections Committee

42. 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
- 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 11 to fill a Vice Director vacancy under Article 7
- supervise the balloting for Director and Vice Director, including but not limited to receipt of all campaign statements and materials, printing ballots, appointing

tellers in accordance with Bylaw 20, counting ballots, and distributing/publicizing results

- advise the Chief Executive Officer on, and recommend to the Board standards for, Section Manager elections

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.

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.

Additional Committees

43. Other committees may be appointed by the President for specific purposes and defined duration.

Official Publication

44. There shall be an official publication maintained by the League, in the form of a monthly journal, the name of which shall be *QST*. A copy of this journal shall be supplied each month to every member of the League in good standing, except those International, blind, and family members who have elected a category of membership that does not include receipt of *QST*. The general management of this journal shall be in the hands of the Executive Vice President. The policy of the journal shall be determined by the Board of Directors.

45. There shall be an official ARRL internet web site maintained by the League. The general management of this official ARRL internet web site shall be in the hands of the Executive Vice President. The policy of the official ARRL internet web site shall be determined by the Board of Directors.

Conflicts of Interest

46. Conflict of Interest Policy.

a. Purpose

The purpose of the Conflict of Interest policy is to ensure that the deliberations and decisions of the Board are made in the sole interests of the Association. A Board Member may not disclose confidential information obtained by him or her relating to the Association nor use his or her position with respect to the Association in order to achieve a financial benefit for himself, herself or a third person or other entity, including another nonprofit or for profit organization. This policy is intended to supplement but not replace

any applicable laws governing conflicts of interest in nonprofit and charitable corporations.

b. Definitions

i. Board Member. For purposes of this bylaw Board Members shall include the ARRL President, all Vice-Presidents, the Treasurer, all Directors and all Vice-Directors.

ii. Financial Benefit. A Board Member achieves a "financial benefit" if the person has, directly or indirectly, through business, employment, investment, contract or family:

(a) An employment, contractual, compensation, material ownership, investment interest or other financial arrangement with, any entity whose business or operation has been or will be directly affected by a decision, action, or activities of the Association.

(b) For purposes of this Bylaw a material ownership or investment interest shall be an interest that is five (5%) or more of the value of the entity.

c. Administration of Conflict of Interest Policy

The Ethics and Elections Committee shall administer and monitor compliance with this Policy.

d. Duty to Recuse

i. A Board Member shall promptly disclose the existence of any conflict of interest and shall recuse himself or herself from being present for discussion or voting on any matter in which he or she has a material financial interest, as defined above, or is an officer or director of an entity that may reasonably be affected by the outcome of the vote. Upon recusal of a Director, the Division Vice-Director shall fulfill the duties of the recused Director in discussion and voting on such matter.

ii. The Board Member shall state the reason for the recusal, which shall be noted in the minutes of the Board of Directors.

e. Pervasive and Continuing Conflict

In the event the entity, in which the Board Member or a prospective candidate for the Association Board has such a financial interest, is engaged in an ongoing business or activity that directly competes with a material business or activity of the Association, the person shall be deemed to have a pervasive and continuing conflict that would render him or her ineligible to be a Board Member.

f. Disclosure by Directors and Officers

i. When requested by the Ethics and Elections Committee and not less frequently than once a year, each Board Member shall promptly submit a statement to the Committee identifying all business and other affiliations in which the Board Member has a Financial Interest as defined in the Bylaw.

ii. A Board Member shall promptly disclose to the Ethics and Elections Committee any matter that could reasonably be considered to a "financial benefit" to such Board Member, as defined above, whether or not the Board Member believes a conflict exists.

g. Determining Whether a Conflict of Interest Exists

- i. After disclosure of the potential conflict of interest, the disinterested members of the Ethics and Elections Committee shall determine whether a conflict of interest exists or continuing and pervasive conflict of interest exists. Neither the Board nor any Committee of the Board shall vote upon any proposed matter, transaction, contract, or arrangement in connection with which an actual or possible conflict of interest has been disclosed by a Board Member until such time as the Ethics and Elections Committee has addressed the actual or possible conflict of interest.
- ii. Except in the instance of a continuing and pervasive conflict, a referral to the Ethics and Elections Committee will not be required where the Board Member fully discloses to the Board his or her financial interest and abstains from participation in the Board's consideration of the proposed transaction, contract, or arrangement.
- iii. Decisions of the Ethics and Elections Committee may be reviewed by the Board of Directors upon the written request of 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, excluding the Board Member who is the subject of the vote, is required to change any decision of the Ethics and Elections Committee.

h. Annual Statements

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

- (i) Has received a copy of the current conflict of interest policy;
- (ii) Has read and understands the policy;
- (iii) Has agreed to comply with the policy; and
- (iv) Understands that the Association 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.

i. Periodic Reviews

The Ethics and Elections Committee shall periodically consider whether and how this Conflicts of Interest Policy should be revised or amended to better meet its objectives and shall report to the Board on its recommendations and the matters referred to it and their resolution.

References

47. Without changing their import, the Secretary may from time to time, on notice to the members of the Board of Directors, renumber these By-Laws so as to serve the purpose of ready reference. Any references in these By-Laws to words "he, his, or him" is understood to mean "he/she, his/her, and himself/herself." References in these By-Laws to Articles shall be corrected, when necessary, by the Secretary to conform to renumbered Articles.