

DRAFT - Final

Executive Committee Meeting Minutes

Denver Marriott Gateway Park, Aurora, CO

Saturday, March 25, 2017

1. The ARRL Executive Committee met at the Denver Marriott Gateway Park in Aurora, CO on Saturday, March 25, 2017 at 8:25 AM with President Rick Roderick, K5UR; First Vice President Greg Widin, KØGW; Directors Mike Lisenco, N2YBB; Dale Williams, WA8EFK; David Norris, K5UZ; Bob Vallio, W6RGG; and Dr. Jim Boehner, N2ZZ; CEO and Secretary Tom Gallagher, NY2RF; Second Vice President Brian Milesosky, N5ZGT; International Affairs Vice President Jay Bellows, KØQB; General Counsel Chris Imlay, W3KD; and Assistant Secretary / Regulatory Affairs Manager Dan Henderson, N1ND, serving as committee secretary.

Present as visitors were Directors Richard Norton, N6AA; James Pace, K7CEX; Kermit Carlson, W9XA; and Thomas Frenaye, K1KI.

2. On the motion of Mr. Vallio, seconded by Mr. Lisenco, the agenda was ADOPTED.
3. Mr. Roderick reported on his activities as President. He emphasized the need for all divisions to put a stronger focus on growing membership.
4. Mr. Gallagher presented the CEO report. The first two months of 2017 showed solid financial results with income above plan, with departments demonstrating restraint and expense discipline. Membership dues were higher and advertising revenues met plan. The membership working group (that presented in January during the Board meeting) continues to work toward identifying ways to grow membership, especially among former members or never members. They are developing a “life-long learning” plan to encourage activity and development among all age groups. In developing contacts for potential corporate and foundation giving relationships, Mr. Gallagher is focusing on expanding leadership diversity, especially with the ARRL Foundation. Outreach programs, such as the Collegiate Amateur Radio Initiative and the Grace Academy project, are allowing the ARRL to test and develop workable models for taking these types of programs nationwide on a broader scale. Upgrading and replacing legacy IT systems has become a top priority, especially considering the recent hardware failure of the Siebel system at Headquarters. He is also continuing a rigorous, ongoing review of our business planning and decision-making processes. Our industry contains a high degree of uncertainty. The business climate for the Amateur Radio industry is soft. To continue to move forward, the ARRL must pay better attention to the shifting dynamics on multiple fronts
5. Mr. Imlay presented the report of the General Counsel. He was complimentary of new FCC Chairman Ajit Pai, and thinks enforcement efforts might be more successful due to Mr. Pai’s interest in th issue. The new Enforcement Bureau chief is also reported to be

more “amateur friendly.” New opportunities seem to be emerging for cooperative efforts with the FCC in what Mr. Imlay described as a potential window of opportunity for better spectrum enforcement work, as well as building a better working relationship with the Commission on all issues.

Mr. Imlay moved to the discussion on ARRL Trademarks and Servicemarks. He had just received, in the past few days, a report from Day Pitney’s trademark specialists, and has not had time to review and digest the memo, but will be providing an analysis as soon as possible. Mr. Widin raised the broader issue of the scope of the ARRL strategy in its trademark policy as well as the need for a trademark “style manual” for use across the organization. Mr. Roderick appointed an ad hoc committee to review the issue and make recommendations. The committee will be chaired by Dr. Widin and will include Mr. Imlay, a representative of the Administration and Finance & Programs and Services committees and an HQ staff person appointed by Mr. Gallagher.

6. The Committee was on break from 9:54 until 10:09 when the report of the General Counsel continued with Mr. Lisenco reporting on the status of HR 555, the Amateur Radio Parity Act. Several teleconferences have been held with principal players and while slow, it appears the bill is moving forward in the Senate. Mr. Imlay will be meeting with the FAA Government Relations staff soon to discuss the FAA Reauthorization Act and the issues arising from the act’s potential impact on Amateur Radio tower markings for short towers.
7. Discussion next moved to the Articles of Incorporation and Bylaws of the ARRL. At President Roderick’s direction, a thorough review was performed by Mr. Imlay and Mr. Bellows. Apparent gaps and unclear provisions were revealed. After separate reviews, Mr. Imlay and Mr. Bellows met to develop a series of observations, which were presented to the Executive Committee for discussion. Mr. Imlay and Mr. Bellows were instructed to continue to work on the project, building on the input they received from the Executive Committee.

The committee was on break for lunch from 12:00 noon until 12:43 PM, when the discussion returned to the report of the General Counsel.

8. Discussion turned next to the organizational governance. The Committee was briefed on a report from CT corporate counsel Day, Pitney on the governance structure of the organization with a view to modernization and bringing it into compliance with Connecticut statutes.

The Committee was on break from 3:00 until 3:11 PM.

9. Mr. Henderson was asked to present the report requested by the Committee to streamline the approval processes for Affiliated Clubs and Conventions, with the goal of removing the Executive Committee from its role in the approval process. Based on the Rules and Regulations of the ARRL, the Executive Committee can adjust the procedures for club approvals on its own action. Changes to Convention approvals will need to be recommended by the EC to the full Board.

On the motion of Mr. Norris, seconded by Mr. Vallio, it was VOTED to implement the proposed changes to the Rules and Regulations for Affiliated Clubs to read (changes in *bold italic*):

2. Any such society which suitably expresses its sympathy with and allegiance to the aims and policies of the League in accordance with these Rules and Regulations is eligible for affiliation. Applications for affiliation shall be submitted to *the Chief Executive Officer, who will send the application to the Field Services Manager for processing. The Field Services Manager will refer the application to the respective Division Director who, in discretionary consultation with the respective Affiliated Club Coordinator and Section Manager, shall determine that the society is worthy and well qualified. The respective Division Director will report their approval back to the ARRL Field Services Manager, who will then approve the application and have the applicant added to the list of affiliated clubs.* A suitable certificate shall be issued to the society in recognition of its affiliation.

And to further recommend the following resolution be sent to the full Board for its consideration in July:

3. Parties desiring to conduct an ARRL-sanctioned Convention shall submit an application (setting forth the place and date of the proposed convention, the area to be served, the clubs, associations or groups who propose to sponsor it, and the names and addresses of the officers chosen to conduct it) to ARRL's Convention Program Manager. The Convention Program Manager will then seek the approval of the Director of the division in which the convention is to be held. When the Director is satisfied that the approval of such convention will be in the best interests of the League, he or she will notify the Convention Program Manager who will then submit the application to the Executive Committee for its formal approval. State conventions held in states that are partly in two ARRL divisions must be approved by both Directors. Upon such final approval the Convention Program Manager will notify the chairman of the convention group.

be changed to read: (changes in *bold italic*)

3. Parties desiring to conduct an ARRL-sanctioned Convention shall submit an application (setting forth the place and date of the proposed convention, the area to be served, the clubs, associations or groups who propose to sponsor it, and the names and addresses of the officers chosen to conduct it) to ARRL's Convention Program Manager. The Convention Program Manager will then seek the approval of the Director of the division in which the convention is to be held. When the Director is satisfied that the approval of such convention will be in the best interests of the League, he or she will notify the Convention Program Manager *who will then submit the application to the ARRL Field Services Manager for their formal approval.* State conventions held in states that are partly in two

ARRL divisions must be approved by both Directors. Upon *final approval by the Field Services Manager*, the Convention Program Manager will notify the chairman of the convention group *of the ARRL's sanctioning of the event*.

10. Mr. Mileschosky presented an updated report on the Official Observer Program Revitalization Study. The study committee, composed of Mr. Mileschosky, Mr. Imlay, and ARRL Headquarters staffers Mr. Henderson; David Patton, NN1N, and Steve Ewald, WV1X, is working in bi-weekly teleconferences toward finalizing recommendations for consideration by the Board. By consensus, the Executive Committee directed that Mr. Imlay and Mr. Mileschosky begin working to finalize language on a revised MOU for the Amateur Auxiliary between the ARRL and the FCC. Once drafted, the new MOU will be brought to the Executive Committee for consideration. Mr. Mileschosky also noted that a recommendation package of the final proposals of the study committee on revamping the Amateur Auxiliary should be presented to the Executive Committee by mid-year.
11. On the motion of Mr. Vallio, seconded by Mr. Lisenco, the life member applications were APPROVED (with applause).
12. The next Executive Committee meeting will be held October 14, at a location to be determined.
13. With no further business, on the motion of Mr. Norris, seconded by Dr. Widin, the meeting was adjourned at 4:40 PM.

Respectfully submitted,

Dan Henderson, N1ND
Assistant Secretary, ARRL