January 2010

55. Mr. Bellows moved, seconded by Mr. Frahm, to amend Article 11 of the ARRL Articles of Association to insert after the first sentence the following sentence: “No person shall simultaneously hold the office of President or Vice President and Director.” A roll call vote being required, the motion was adopted with all 15 Directors voting in favor

July 2011

34. The next agenda item was consideration of proposals for amendments to the ARRL Articles of Association and Bylaws. Mr. Isely moved, seconded by Dr. Woolweaver, that the ARRL Articles of Association be amended by adding a new Article 9 as follows, with subsequent Articles renumbered accordingly:

9. In the event of a vacancy in the office of President, the First Vice President shall serve as President for the remainder of the term. In the event of a vacancy in the office of First Vice President, the Second Vice President shall serve as First Vice President. Other officer vacancies may be filled at any meeting of the Board of Directors. Should the President be absent or unable to act, the First Vice President shall preside at meetings of the Board of Directors, the Executive Committee, and perform the duties of the President. Should the First Vice President be absent or unable to act, the Second Vice President shall perform the duties of the First Vice President.

A roll call vote being required, the motion was ADOPTED with all 15 Directors voting in favor.

35. Mr. Isely moved, seconded by Mr. Edgar, the following additional amendments to the ARRL Articles of Association:

1. Convert all references to “Executive Vice President” to “Chief Executive Officer” in Articles 6 and 8.

2. In Article 4, third sentence, insert “or electronic” after “mail” so that the sentence will read, “Election of Directors shall be by mail or electronic vote in accordance with the rules and regulations prescribed in the Bylaws.”

3. In Article 6, fourth sentence, insert the words “or electronic” after “mail” so that the sentence will read, “The Executive Committee may in its discretion submit for determination or decision by members of the Board of Directors by mail or electronic vote any proposal pending before the Executive Committee.”

4. In Article 7, second sentence, insert “or she” after “he” so that the sentence will read, “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.”

5. Article 8 is amended to read, “The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, an International Affairs Vice President, a Secretary, a Treasurer, a Chief Executive Officer, and such additional officers as may be prescribed in the Bylaws, who shall be elected by a majority of the Directors at the Annual Meeting on even numbered years. The Chief Executive Officer shall be compensated at rates agreeable to him or her and the Board of Directors.”

A roll call vote being required, the motion was ADOPTED with all 15 Directors voting in favor.

January 2015

25. Mr. Vallio moved, seconded by Mr. Isely, 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 to the final sentence 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.” Article 7 then would read: “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. 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.”

With 12 affirmative votes required for adoption all 15 Directors voted in the affirmative, so the amendment was ADOPTED.

26. Dr. Woolweaver moved, seconded by Mr. Vallio, that Article 12 of the ARRL Articles of Association is amended by deleting the final two sentences and adding the sentence, “No person shall be eligible to serve, or to continue to serve as Director, Vice Director, President, Vice President or Treasurer unless they are at all times in full compliance with these Articles, the Bylaws and the Rules and Regulations of the League relating to ethics, elections and conflicts of interest, as determined in accordance with the Bylaws.” Article 12 then would read, “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 to serve, or to continue to serve as Director, Vice Director, President, Vice President or Treasurer unless they are at all times in full compliance with these Articles, the Bylaws and the Rules and Regulations of the League relating to ethics, elections and conflicts of interest, as determined in accordance with the Bylaws.

With 12 affirmative votes required for adoption all 15 Directors voted in the affirmative, so the amendment was ADOPTED.

July 2017

27. Mr. Carlson moved, and Mr. Frenaye seconded that: Article 1 of the Articles of Association of the ARRL be amended by adding the words, “also known as ARRL, the national association for Amateur Radio”, after the words, “The American Radio Relay League, Incorporated.” After discussion, the Board VOTED to approve the proposal with all fifteen directors voting AYE.

29. Mr. Frenaye moved, seconded by Mr. Lisenco that the following article be appended to the Articles of Association of the ARRL as Article 15: Each person who may serve or who has served at any time as an officer, Director, Vice Director, or employee of the corporation shall be indemnified against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service to the corporation in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. After extensive discussion, the Board VOTED to approve the proposal with all fifteen directors voting AYE.

July 2018

22. On behalf of the Executive Committee. Mr. Norris, moved seconded by Dr. Boehner, that:

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. 13

After discussion, with a two-thirds majority being required, the motion was ADOPTED by a vote of 15 aye and 0 nay.

23. Dr. Boehner moved, seconded by Mr. Williams that: To add an informal name of the organization, Article 1 of the Articles of Association of ARRL, that presently reads:

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.

is amended to read:

The name of our corporation shall be The American Radio Relay League, Incorporated. It may be informally referred to as ARRL, the national association for Amateur Radio. 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.

After discussion, a two-thirds vote being required the motion was ADOPTED by a vote of 15 aye and 0 nay