

The American Radio Relay League, Incorporated
Board of Directors Meeting
January 19 – 20, 2018

AGENDA

1. Roll Call
2. Moment of Silence
3. Courtesies
 - a) Introduction and welcome of first-time participants and guests
 - b) Remarks/greetings from IARU
 - c) Remarks/greetings from Radio Amateurs of Canada
 - d) Remarks/greetings from ARRL Foundation
4. Consideration of the agenda of the meeting
5. Elections
 - a) Officers
 - i) President
 - ii) First Vice President
 - iii) Second Vice President
 - iv) International Affairs Vice President
 - v) Secretary
 - vi) Treasurer
 - vii) Chief Executive Officer
 - viii) Chief Financial Officer
 - b) Executive Committee
 - c) ARRL Foundation Directors
6. Receipt and consideration of financial reports
 - a) Treasurer's report, Mr. Niswander
 - b) Chief Financial Officer's report, Mr. Shelley
7. Motion to adopt Consent Agenda
 - a) Receipt of Other Officers' Reports
 - i) President Roderick
 - ii) First Vice President Widin
 - iii) Second Vice President Mileskosky
 - iv) International Affairs Vice President Bellows
 - v) Chief Executive Officer Gallagher
 - b) Receipt of General Counsel's report, Mr. Imlay

- c) Receipt of committee and coordinator reports
 - i) Executive Committee, Mr. Roderick, Chairman
 - ii) Administration & Finance Committee, Mr. Pace, Chairman
 - iii) Programs & Services Committee, Mr. Blocksome, Chairman
 - iv) Ethics & Elections Committee, Mr. Frenaye, Chairman
 - v) Amateur Radio Legal Defense & Assistance Committee, Mr. Raisbeck, Chairman
 - vi) RF Safety Committee, Mr. Zygielbaum, Liaison
 - vii) EMC Committee, Mr. Carlson, Chairman
 - viii) Public Relations Committee, Mr. Ryan, Liaison
 - ix) Historical Committee, Mr. Blocksome, Chairman
 - x) Ad Hoc HF Band Planning Committee, Mr. Mileschosky, Chairman
 - xi) Ad Hoc LoTW Committee, Mr. Widin, Chairman
 - xii) ARDF Coordinator Joe Moell, KØOV
 - xiii) Contest Advisory Committee, Mr. Blocksome, PSC Chairman
 - xiv) DX Advisory Committee, Mr. Allen, Liaison
 - xv) Legislative Advocacy Committee, Mr. Lisenco, Chairman
 - xvi) Membership, Diane Petrilli, Membership Manager
 - xvii) Entry Level License Committee, Mr. Frenaye, Chairman
 - xviii) OO Program Study Committee, Mr. Mileschosky, Chairman
- 8. Consideration of Items Removed From Consent Agenda
- 9. Consider Recommendations of the Standing Committees
- 10. Consider Additional Recommendations as Contained In Reports
- 11. Consideration of Amendments to Articles of Association and By-Laws
- 12. Directors' Motions
- 13. Any Other Business
- 14. Adjournment

ROLL CALL

1. Pursuant to due notice, the Board of Directors of The American Radio Relay League, Incorporated met in annual session at the Hartford/Windsor Airport Marriott in Windsor, Connecticut. The meeting was called to order at 9:00 AM EDT Friday, January 19, 2018 with President Rick Roderick, K5UR, in the Chair and **the following Directors present:**
 - Tom Abernethy, W3TOM, Atlantic Division
 - Kermit Carlson, W9XA, Central Division
 - Matt Holden, KØBBC, Dakota Division
 - David Norris, K5UZ, Delta Division

Dale Williams, WA8EFK, Great Lakes Division
Mike Lisenco, N2YBB, Hudson Division
Rod Blocksom, KØDAS, Midwest Division
Tom Frenaye, K1KI, New England Division
Jim Pace, K7CEX, Northwestern Division
Bob Vallio, W6RGG, Pacific Division
James Boehner, N2ZZ, Roanoke Division
Dwayne Allen, WY7FD, Rocky Mountain Division
Greg Sarratt, W4OZK, Southeastern Division
Dick Norton, N6AA, Southwestern Division
David Woolweaver, K5RAV, West Gulf Division Director was unable to attend.
West Gulf Division Vice-Director John Robert Stratton, N5AUS, assumed the
West Gulf seat for the meeting.

Also present without vote were:

Greg Widin, KØGW, First Vice President;
Brian Milesosky, N5ZGT, Second Vice President;
Jay Bellows, KØQB, International Affairs Vice President;
Barry J. Shelley, N1VXY, Chief Financial Officer, and
Frederick Niswander, K7GM, Treasurer.

Also in attendance were the following Vice Directors:

Riley Hollingsworth, K4ZDH, Atlantic Division
Carl Luetzelschwab, K9LA, Central Division
Lynn Nelson WØND, Dakota Division
Ed Hudgens, WB4RHQ, Delta Division
Thomas Delaney, W8WTD, Great Lakes Division
Bill Hudzik, W2UDT, Hudson Division
Art Zygielbaum, KØAIZ, Midwest Division
Mike Raisbeck, K1TWF, New England Division
Bonnie Altus, AB7ZQ, Northwestern Division
James A. Tiemstra, K6JAT, Pacific Division
Bill Morine, N2COP, Roanoke Division
Jeff Ryan KØRM, Rocky Mountain Division
Joseph Tiritilli, N4ZUW, Southeastern Division, and
Ned Stearns AA7A Southwestern Division.

Also present were:

Christopher D. Imlay, W3KD, General Counsel;
Tim Ellam, VE6SH, International Amateur Radio Union President;
Glenn MacDonell VE3XRA, President of the Radio Amateurs of Canada;
Norm Fusaro, W3IZ, Radiosport & Field Services Department Manager;
Diane Middleton, KC1BQF, Comptroller; and
Dan Henderson, N1ND, Assistant Secretary /Regulatory Information Manager.

Former ARRL President Rod Stafford, W6ROD was present as an observer. Mr. Frank McCarthy from McCarthy Advanced Consulting was also in attendance.

MOMENT OF SILENCE

2. A moment of silence was offered in memory of Amateurs who had passed away since the last meeting, especially:

Mario Ambrosi, I2MQP;
Ulrich "Uli" Bihlmayer, DJ9KR;
Billy Brock, WB5RSP;
Vanu Gopal Bose;
Roger Burt N4ZC;
Alexander "Al" Cohen, W1FXQ;
David Collingham, K3LP;
Joe Duerbusch, KØBX;
Pat Gowen, G3IOR;
Paul E. Gray, ex K1ZVT;
Jack Hammett, K4VV;
Jim Kubitschek, KGØHU;
James "Jim" LaPorta, N1CC;
Fred Lindsey, NØXA;
Vincent Lobosco, KC2IZK;
Bob Martin KC5LHL;
Charles Ritter, KB9OXH;
James W. Robbins, N5OUJ;
John Rogers, WØWC;
Karen Schultz, KAØCDN;
Carl Smith, N4AA;
Boris Stepanov, RU3AX;
Jim Sullivan, W7EJ;
Jean Touzot, F8IL;
Howard 'Rip' Van Winkle, NVØM;
Jim Weaver, K8JE;
Glenn Wonn KK5UZ; and,
Mike Zonnefeld. WØLTL.

COURTESIES

Introduction and welcome of first-time participants and guests

3. Mr. Roderick presented new Dakota Division Director Holden with his Director's certificate and new Atlantic Division Vice Director Mr. Hollingsworth and Dakota Vice-Director Mr. Nelson their pins and certificates and welcomed them.

Remarks/greetings from IARU

4. IARU President Ellam was recognized and thanked the Board for the opportunity to attend. He expressed his appreciation to the Board for the continued assistance of the ARRL by serving as the Secretariat of the IARU. He also expressed thanks to the ARRL for the work of Jon Siverling, WB3ERA, in representing Amateur Radio on the international stage. He briefly outlined key concerns the IARU is now addressing.

Remarks/greetings from Radio Amateurs of Canada

5. Radio Amateurs of Canada President MacDonnell extended the greetings of the RAC and noted that numerous members of the RAC are also ARRL members. He cited that Innovation, Science and Economic Development Canada (formerly Industry Canada) is moving quickly on the implementation of the new 60-meter band, having conducted consultations with the RAC. He spoke of the success of their recent 150th anniversary operating event which included outstanding participation from US amateurs. He was excited that many of the events during the celebration featured technology and learning opportunities.

Remarks/greetings from ARRL Foundation

6. Mr. Frenaye, as President of the ARRL Foundation, brought greetings from the Foundation and reported that in 2017 eleven new scholarships were added to the foundation – the largest number of new scholarships in many years. The deadline for applying for 2018-2019 academic year scholarships is February 1, 2018. The Foundation has approximately \$4.3 million in their various scholarships accounts.

CONSIDERATION OF THE AGENDA OF THE MEETING

7. On the motion of Mr. Norris, seconded by Mr. Abernethy the agenda was unanimously ADOPTED.

ELECTIONS

Tellers Appointed for Balloting

8. The Board moved to elections. Mr. Roderick appointed Mr. Morine, Mr. Hudzik, and Mr. Hollingsworth to serve as tellers.

Officers

Second Vice President Mileschosky Does Not Run For Reelection

On a point of personal privilege, Mr. Mileschosky thanked the Board for the opportunities he has had to serve the ARRL, but work and family commitments have led to his decision not to run for re-election as Second Vice-President.

President

9. Mr. Roderick yielded the chair to Vice-President Widin who opened the floor for nominations for ARRL President. Mr. Carlson nominated Mr. Roderick. Mr. Vallio nominated Mr. Frenaye. On the motion of Mr. Pace, seconded by Mr. Norris, the Board unanimously voted nominations closed. With Mr. Roderick receiving 9 votes and Mr. Frenaye receiving 6 votes, Mr. Roderick was declared ELECTED.

First Vice President

10. Mr. Norris nominated Mr. Widin for First Vice-President. On the motion of Mr. Lisenco, seconded by Mr. Allen, nominations were unanimously voted closed and Mr. Widin was declared ELECTED.

Second Vice President

11. Mr. Blocksome nominated Mr. Vallio for Second Vice-President. Mr. Norris nominated Mr. Pace. On the motion of Mr. Allen, seconded by Mr. Vallio, nominations were unanimously voted closed. With Mr. Vallio receiving 8 votes and Mr. Pace receiving 7 votes, Mr. Vallio was declared ELECTED.

International Affairs Vice President

12. Mr. Pace nominated Mr. Bellows for International Affairs Vice-President. On the motion of Mr. Williams, seconded by Mr. Allen, nominations were unanimously voted closed and Mr. Bellows was declared ELECTED.

Secretary

13. Mr. Pace nominated Mr. Shelley for Secretary. On the motion of Mr. Carlson, seconded by Mr. Abernethy, nominations were unanimously voted closed and Mr. Shelley was declared ELECTED.

Treasurer

14. Mr. Frenaye nominated Mr. Niswander for Treasurer. On the motion of Mr. Allen, seconded by Dr. Boehner, nominations were unanimously voted closed and Mr. Niswander was declared ELECTED.

Chief Executive Officer

15. Mr. Pace nominated Mr. Shelley for Chief Executive Officer. On the motion of Mr. Carlson, seconded by Mr. Norris, nominations were unanimously voted closed and Mr. Shelley was declared ELECTED.

Chief Financial Officer

16. Mr. Pace nominated Ms. Diane Middleton KC1BQF, as Chief Financial Officer, On the motion of Mr. Vallio, seconded by Mr. Norris, nominations were unanimously voted closed and Ms. Middleton was declared ELECTED.

Executive Committee

17. The floor was opened for nominations to the Executive Committee. Mr. Abernethy nominated Mr. Abernethy, Mr. Allen, Dr. Woolweaver, Mr. Holden and Mr. Frenaye. Mr. Norris nominated Dr. Boehner, Mr. Lisenco, Mr. Williams and Mr. Norris. On the motion of Mr. Vallio, seconded by Mr. Lisenco, the Board voted unanimously to close nominations.

The following votes were cast on the first ballot:

Mr. Abernethy 5, Mr. Allen 6, Dr. Woolweaver 7, Mr. Holden 10, Mr. Frenaye 10, Mr. Norris 7, Mr. Lisenco 7, Dr. Boehner 8, Mr. Williams 10. Having received a majority, Mr. Holden, Mr., Frenaye, Dr. Boehner and Mr. Williams were declared ELECTED to the Executive Committee.

On the second ballot, to fill the one remaining seat on the Executive Committee, the votes cast were:

Mr. Allen 2, Dr. Woolweaver 4, Mr. Norris 5, Mr. Lisenco 3, and Mr. Abernethy 1. No candidate was elected. Mr. Abernethy then withdrew from further consideration.

On the third ballot, the votes cast were:

Mr. Allen 2, Dr. Woolweaver 5, Mr. Norris 5, and Mr. Lisenco 3. No candidate was elected. Mr. Allen and Mr. Lisenco then withdrew from further consideration.

On the fourth ballot, with Dr. Woolweaver receiving 7 votes and Mr. Norris receiving 8 votes, Mr. Norris was declared ELECTED to the Executive Committee.

ARRL Foundation Directors

18. Mr. Frenaye nominated Mr. Milesosky, Mr. Norris and Mr. Frenaye for three-year terms on the ARRL Foundation Board. On the motion of Mr. Vallio, seconded by Mr. Allen, nominations were unanimously voted closed and Mr. Milesosky, Mr. Norris and Mr. Frenaye were declared ELECTED.

The Board was on break from 10:31 AM until 11:03 AM, with all persons previously noted present upon the resumption of the Meeting.

LEGISLATIVE ADVOCACY COMMITTEE REPORT

19. Mr. Lisenco introduced Mr. McCarthy to discuss the ARRL legislative activities and the status of the Amateur Radio Parity Act. His office has been working with the ARRL Legislative Advocacy Committee on several strategies to advance the bill through the U.S. Senate. General Counsel Imlay is scheduled to provide testimony to the U.S. Senate Commerce, Science, and Transportation Committee during the week of January 22, 2018. Mr. Imlay will be highlighting the efforts of the Amateur Radio community in Puerto Rico during the 2017 hurricane season and how those efforts would not have been possible during the recent Hawaiian false-alarm missile event due to deed restrictions. Efforts also continue with the FCC and the White House to continue the ARRL advocacy efforts. Mr. Lisenco and Mr. McCarthy entertained questions, after which Mr. McCarthy left the meeting.

RECEIPT AND CONSIDERATION OF FINANCIAL REPORTS

Treasurer's Report

20. Mr. Niswander presented the Treasurer's report and entertained questions. Equity markets were very good in 2017 virtually across the board and our portfolio benefited accordingly. The U.S. economy and market has increased for about nine years which, historically, is quite a run. Looking forward, we need to be cautious while maintaining a balanced portfolio with a long-term investment horizon.

Chief Financial Officer's Report

21. Mr. Shelley presented the report of the Chief Financial Officer. He reported that the League continues to have a very strong balance sheet and had generated a relatively

large gain from operations due to several one-time, non-recurring items. Revenues increased slightly from the prior year while expenses decreased. Total assets had increased and assets had increased as well. He then entertained questions on the financial statements.

MOTION TO ADOPT CONSENT AGENDA

22. The following reports were lifted from the Consent Agenda for discussion:

- General Counsel's Report;
- Executive Committee;
- Administration and Finance Committee;
- Programs and Services Committee;
- Ethics and Elections Committee;
- EMC Committee;
- Public Relations Committee;
- Historical Committee;
- DX Advisory Committee;
- Entry Level License Committee; and,
- OO Program Study Committee.

23. The following reports were not lifted from the Consent Agenda for discussion:

- Other Officers' Reports
 - President Roderick;
 - First Vice President Widin;
 - Second Vice President Mileschosky;
 - International Affairs Vice President Bellows;
 - Chief Executive Officer Gallagher;
- Committee and Coordinator Reports
 - Amateur Radio Legal Defense & Assistance Committee;
 - RF Safety Committee;
 - Ad Hoc HF Band Planning Committee,
 - Ad Hoc LoTW Committee;
 - ARDF Coordinator;
 - Contest Advisory Committee;
 - DX Advisory Committee;
 - Legislative Advocacy Committee;
 - Membership.

On the motion of Mr. Carlson seconded by Mr. Abernethy the Consent Agenda, as modified by the withdrawal for discussion of the Reports identified in Paragraph 22, was unanimously APPROVED.

Receipt Of Other Officers' Reports

24. Mr. Gallagher having resigned as Chief Executive Officer, effective January 28, 2018, Mr. Gallagher did not appear at the Board Meeting and accordingly there was no Chief Executive Officer Report.

CONSIDERATION OF REPORTS LIFTED FROM THE CONSENT AGENDA

Executive Committee Report

25. There were no questions or comments for Mr. Roderick on the report of the Executive Committee.

DX Advisory Committee

26. Mr. Allen spoke to the report of the DX Advisory Committee and raised a concern about the lack of a report from the DXAC on a tasking given to them by the Programs and Services Committee during the last quarter of 2017. He encouraged all directors to develop good communications with their appointed representatives to the DXAC and to ensure they had active appointees participating in the process.

The Board was on break for lunch and group photograph from 12:02 PM until 1:17 PM with all previously noted in attendance.

MAXIM SOCIETY RECOGNITION

27. President Roderick presented (with applause) Mr. Carlson and his wife Caron Carlson, W9QLT, and Mr. Allen and his wife Katie Allen, WY7YL, certificates and pins indicating having attained membership in the ARRL Maxim Society.

CONTINUATION OF CONSIDERATION OF REPORTS LIFTED FROM THE CONSENT AGENDA

General Counsel's Report

28. The League will submit comments on Monday January 22, 2018 with the FCC's Public Safety and Homeland Security Bureau, on the subject of Amateur Radio's 2017 hurricane response, most notably in Puerto Rico and the U.S. Virgin Islands. The General Counsel has circulated draft comments in Docket 17-340 on the Technical Advisory Committee (TAC) Spectrum Policy recommendations, to be filed with the FCC by January 31, 2018. He commented on the draft petition for rule-making, prepared at the instruction of the Executive Committee and the Board of Directors, seeking enhancements to the operating privileges afforded Technician class licensees. The Board also discussed options for a new Entry Level License class. Mr. Imlay briefed the Board on the status of an updated MOU with the Salvation Army. Mr. Imlay then entertained questions. The FCC has still not acted on the ARRL's symbol rate petition or the 80-meter band allocation proposals, a subject of concern to the Board. Several questions by Board members to the General Counsel pertained to ARES groups applying for 501c (3) status. Mr. Pace asked Mr. Imlay to comment on the confidentiality of communications between General Counsel and members of the Board, and discussion ensued.

The Board was on break from 3:02 PM until 3:23 PM, with all persons previously noted present upon the resumption of the Meeting.

Administration & Finance Committee

29. Mr. Pace, Chairman of the Administration & Finance Committee, discussed the report of the Administration and Finance. Questions were entertained on the 2018-19 financial plan.

30. On the motion of Mr. Frenaye, seconded by Mr. Carlson it was moved that "The ARRL 2018-2019 Plan, as recommended by the Administration and Finance Committee, be adopted."

Mr. Niswander, Treasurer, moved, seconded by Mr. Pace to amend the main motion to insert after the words "ARRL 2018-2019 Plan" and before the words "as recommended by the Administration and Finance Committee, be adopted" the words:

"to add a maximum of \$428,000 to fund a Lifelong Learning Initiative Program."

After significant discussion, Mr. Niswander with the concurrence of Mr. Pace amended his proposed amendment to read:

"to add a maximum of \$30,000.00 to fund the Discovery and Strategy phase of the Life Long Learning Initiative Project as presented by Mintz & Hoke, and to report the findings to the A&F Committee and to Board at the July Board meeting."

On the request of Mr. Lisenco, a roll call vote being requested, Mr. Niswander's modified amendment was ADOPTED with Directors Abernethy, Carlson, Holden, Norris, Williams, Lisenco, Blocksome, Frenaye, Pace, Vallio, Boehner, Allen, Sarratt and Stratton voting AYE and Mr. Norton voting NAY.

Returning to Mr. Frenaye's main motion, a roll call vote being requested by Mr. Pace, it was VOTED that "The ARRL 2018-19 Plan as recommended by the Administration and Finance Committee, to add a maximum of \$30,000.00 to fund the Discovery and Strategy phase of the Life Long Learning Initiative Project as presented by Mintz & Hoke, and to report the findings to the A&F Committee and to the Board at the July 2018 Board meeting, be ADOPTED", with all fifteen Directors voting AYE.

31. Mr. Pace continued with the report of the Administration and Finance Committee, yielding to Mr. Bellows to discuss the Travel Expense Working Group review of ARRL travel policies, as well as the provisions about travel to a Division by the Director outside of their own.

32. Mr. Pace continued with the report of the Administration and Finance Committee, yielding to Mr. Niswander, who moved, seconded by Mr. Pace, that:

"A Chief Executive Officer Search committee be formed to identify a candidate for the CEO for Board election. The committee shall consist of Rick Niswander, K7GM, chair; Kermit Carlson, W9XA; Jim Boehner, N2ZZ; David Woolweaver, K5RAV; and Greg Widin, KØGW. The committee is authorized to engage a search consultant. The committee shall report periodically to the Board and will specifically report at the July 2018 Board meeting."

After discussion, a roll call vote being requested by Mr. Pace, Mr. Niswander's motion was ADOPTED with all fifteen Directors voting AYE.

Program & Services Committee

33. The Board next moved to consideration of the report from the Programs and Services Committee, with Mr. Blocksome, Chairman of the Program & Services 3that many members of the various advisory committees do not appear to be fully engaged when they are requested to complete taskings from the PSC.

34. On behalf of the Programs and Services Committee, Mr. Allen moved, seconded by Mr. Abernethy, that:

“DXCC Rule Section II Rule 1 is amended to add the following new subsection:

d) The entity has a separate IARU member society AND is included on the US State Department List of Independent Nations.

Significant discussion followed with the Board deciding to delay the consideration of Mr. Allen's Motion until the Board reconvened on Saturday, January 20, 2018 at 9:00 AM.

The Board was in recess from 5:05 PM until Saturday January 20, 2018 at 9:00 AM with all previously noted in attendance when the Meeting reconvened.

35. The Board, having reconvened on Saturday, January 20, 2018 at 9:00 AM, resumed consideration of Mr. Allen's Motion on behalf of the Program & Services Committee. Mr. Allen substituted a friendly amendment to read:

WHEREAS in 2004 the ARRL Board removed from Section II, Subsection 1 of the DXCC rules the rule which extended status to any entity on the DXCC list only by virtue of having been admitted as a member society of the IARU; and

WHEREAS the DXCC list evolves as worldwide geopolitical events occur; and

WHEREAS this evolution warrants periodic re-evaluation of criteria for entity inclusion on the DXCC list; and

WHEREAS the IARU has been consulted regarding the notion of reinstating the former IARU rule provision to the current DXCC Rules; and

WHEREAS an objective to modifying DXCC rules should be to keep political interpretations and inconsistencies to a minimum;

THEREFORE, BE IT RESOLVED THAT the Section II, Subsection 1 of the DXCC rules is amended to add the following new subsection:

d) The entity has a separate IARU member society AND is included on the U.S. State Department Independent States in the World.

The Board was reminded that the event date is when the new rule is approved, not retroactively.

After further discussion, a roll call vote being requested by Mr. Pace, the substituted motion was ADOPTED by a vote of 13-1-1, with Directors Abernethy, Carlson, Holden,

Williams, Blocksome, Frenaye, Pace, Vallio, Boehner, Allen, Sarratt, Norton and Stratton voting AYE and with Director Norris voting NAY and with Director Lisenco abstaining.

36. On behalf of the Programs and Services Committee Mr. Abernethy moved, seconded by Mr. Allen that:

RESOLVED, on the recommendation of the ARRL Technical Advisors Committee and the ARRL Programs and Services Committee, the ARRL Board of Directors confers the 2017 Doug DeMaw W1FB Technical Excellence Award on Joe Taylor, K1JT; Steve Franke, K9AN; and Bill Somerville, G4WJS for their articles "Work the World with WSJT-X, Parts 1 and 2" which appeared in the October and November 2017 issues of *QST*.

The Board VOTED unanimously (with applause) to ADOPT the resolution.

37. On behalf of the Programs and Services Committee Mr. Sarratt moved, seconded by Mr. Holden, that:

WHEREAS the 2017 Atlantic Hurricane Season was one of the harshest in recent memory, especially in the Caribbean islands, including the ARRL Puerto Rico and U.S. Virgin Islands sections; and

WHEREAS the local Amateur Radio licensees in the area were pressed into immediate service before and during the devastating storms; and

WHEREAS the efforts of the local Amateur communities continue to support the relief and recovery efforts even now; and

WHEREAS the ARRL leadership in each section continues to do extraordinary service to their communities;

THEREFORE, the ARRL Board of Directors confers the 2018 ARRL International Humanitarian Award jointly on the local Amateur Radio population of Puerto Rico, served by ARRL Section Manager Oscar Resto, KP4RF; and the local Amateur Radio population of the U.S. Virgin Islands, served by ARRL Section Manager Fred Kleber, K9VV.

The Board VOTED unanimously (with applause) to ADOPT the recommendation of the Program & Services Committee to confer the 2018 ARRL International Humanitarian Award as recommended.

38. On behalf of the Programs and Services Committee Mr. Abernethy moved, seconded by Mr. Sarratt, that:

WHEREAS the Amateur Radio community across Puerto Rico, U.S. Virgin Islands, the Caribbean islands, south Florida and Texas, performed outstanding service during the 2017 Atlantic hurricane season; and

WHEREAS their dedication to their communities, friends, and families was demonstrated with thousands of hours spent providing critical support communications; and

WHEREAS their efforts were a demonstrable exhibition of Amateur Radio public service;

THEREFORE, the ARRL Board of Directors recognizes the outstanding work and service and commends all involved with the various hurricane relief communications efforts during 2017.

The Board VOTED unanimously (with applause) to ADOPT the recommendation of the Program & Services Committee to recognize the Amateur Radio community across Puerto Rico, U.S. Virgin Islands, the Caribbean islands, south Florida and Texas.

39. Mr. Williams, as Chairman, presented an update on the current work of the PSC's Public Service Enhancement Working Group and entertained discussion. The PSEWG is currently developing a series of guidelines that will become part of the ARES program. The ARES registration service for groups across the country is up and running with over 400 groups registered in the first few weeks since its activation. During its deliberations, the working group solicited input from topic experts across the country as well as several ARRL Section Managers. A peer review group of experts continues to be involved in this project. Organizing a better system of communication with the field organization will be an emphasis of the PSEWG moving forward.

Ethics & Election Committee

40. The Board moved to consideration of the report of the Ethics and Elections Committee, with Mr. Frenaye, Chairman of the Ethics and Elections Committee, entertaining questions. Several Directors commented that some adjustments to the Code of Conduct might need to be considered.

The Board was on break from 10:40 AM until 11:03 AM, with all persons previously noted present upon the resumption of the Meeting.

Historical Committee

41. The Board considered the report of the Historical Committee and Mr. Blocksome, Historical Committee Chairman, entertained questions. Mr. Pace presented to the ARRL on behalf of Lynn Burlingame, N7CFO, a Kilburn and Clarke key that was used by Howard Mason (SK), call sign 7BU, on the Admiral Byrd expedition to Antarctica. Headquarters staff is arranging an interview with Mr. Burlingame on the history of the key. Also included in the donation are a book on the expedition and a scrapbook of expedition-related materials. The Board expressed its thanks (with applause) to Mr. Burlingame and requested a letter of thanks be sent to him by the President on behalf of the Board.

EMC Committee

42. Mr. Carlson, Chairman of the EMC Committee, presented the report of the EMC Committee and highlighted the work of the Committee of ARRL headquarters staff and General Counsel in preparing comments on the FCC's TAC report.

Entry Level License Committee

43. Mr. Frenaye, Chairman of the Entry Level License Committee, entertained discussions on the report of the Entry Level License Committee. He raised concerns about the rising level of licensees not renewing their licenses. He outlined how the working draft of a proposed petition to the FCC on Technician class enhancements was

developed. He also noted that over 8,000 sets of comments were provided to the ELL Committee from surveys conducting during the past year.

OO Program Study Committee

44. Discussion next turned to the report of the OO Program Study Committee, with Mr. Milesosky, Chairman of the Study Committee, presenting an update. The Committee is waiting feedback from the FCC on the current proposed changes. Once those are received the step of finalizing a proposal for consideration by the Board and its committees can begin.

The Board was on break from 12:11 PM until 1:00 PM, with all persons previously noted present upon the resumption of the Meeting.

CONSIDER RECOMMENDATIONS OF THE STANDING COMMITTEES

45. The Board moved to consideration of recommendations from Standing Committees.

46. On behalf of the Executive Committee, Mr. Norris moved and Mr. Williams seconded, that:

MOVED: Upon review and advice of ARRL's Connecticut Corporate counsel Day Pitney, and from review and revisions of the existing ARRL Articles of Association and Bylaws, by the working group of the Executive Committee; therefore, be it known that we, the subscribers, do hereby associate ourselves as a body politic and corporate entity pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock with the following Article is hereby added to the ARRL Articles of Association:

Article 15:

The personal liability of any director to the Corporation or its members for monetary damages for breach of duty as a director is hereby limited to the amount of the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director; (b) enable the director or an associate, 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 director to the Corporation under circumstances in which the 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 director's duty to the Corporation. This provision shall not limit or preclude the liability of a 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.

After discussion Mr. Norris, with the consent of Mr. Williams, withdrew the motion for further discussions between the Executive Committee, General Counsel and ARRL Connecticut corporate counsel.

47. Mr. Norris moved, seconded by Mr. Williams that:

MOVED: Upon review and advice of ARRL's Connecticut Corporate Council Day Pitney, and from review and revision of the existing ARRL Articles of Association and Bylaws by the working group of the Executive Committee; therefore, be it known that By Laws 8, 9 and 10 are hereby amended as follows:

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.

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.

After discussion, the motion was withdrawn and referred to the Administration and Finance committee for further consideration.

48. After discussion on several issues relating to pending proposals to amend the Articles of Association and Bylaws, President Roderick, with the consent of the Board, agreed to the following statement, authored by Mr. Norris, being included in the minutes:

Mr. Williams and I wish to respectfully withdraw Motions EC-1 through EC-11 with Norris EC -5 being referred to the Admin and Finance Committee for further study.

I and others on this Board have expressed to our Divisions that we are a Membership organization and we appreciate their continued input.

While a great deal of thought and effort went into consideration of the matters addressed by EC-1 - EC 11 and we extend our thanks to all that worked with us on these motions, in particular General Counsel Imlay, IAVP Bellows and First VP Widin.

We believe that due to the significance of the changes addressed and the well-intentioned concern expressed by a sizeable portion of our Membership, that it would be in the best interest of the League we love, and the Members we proudly serve, that we take more time to consider the needed changes.

We chose to take this extra time both to address the belief amongst some that the Motions were not well intentioned AND to provide an opportunity to seek further input and participation from the responsible Members of the League to assist us in ensuring the future of the League and Amateur Radio.

We request the staff and the Executive Committee to place the Motions, EC-1 through EC-11 on the ARRL website with a white paper explaining each Motion. The white paper should show the changes from the original Articles of

Association and Bylaws in an easily readable manner. Headquarters should also be directed to release an appropriate announcement to Members on these matters when this information becomes available.

Motions EC-1 through EC-11 are attached to these Minutes as Board Minutes Appendix A.

49. International Affairs Vice President Bellows brought to the attention of the Board the application of SKNAARS to become an IARU member Society, representing the amateurs of St. Kitts and Nevis. Under IARU rules the request for admission is submitted to current IARU member societies for approval. Mr., Bellows, moved, seconded by Mr. Holden, that:

The ARRL approve admission of SKNAARS to represent the amateurs of St. Kitts and Nevis as the member society of the International Amateur Radio Union; and
The President of ARRL is directed to submit a vote sheet in favor of admission of SKNAARS to the IARU.

After brief discussion the motion was unanimously APPROVED (with applause).

50. Mr. Widin moved, seconded by Mr. Pace that

WHEREAS minutes of Board meetings are subject to review and approval;
THEREFORE, Standing Order 11-2.18 is amended to publish minutes after a favorable vote to approve them. Clause 5 is amended to read "Minutes will be made available to members following formal approval."

After discussion, the motion was unanimously ADOPTED.

The Board was on break from 2:21 PM until 2:40 PM, with all persons previously noted present upon the resumption of the Meeting.

51. Mr. Roderick announced committee assignments:

Executive Committee: Mr. Boehner, Mr. Frenaye, Mr. Holden, Mr. Norris, Mr. Williams, President Roderick, Vice-President Widin, CEO Shelley

Administration and Finance: Mr. Pace (chair), Mr. Carlson, Mr. Lisenco, Mr. Norton, Mr. Woolweaver, Mr. Ryan, Mr. Niswander, CFO Middleton (staff liaison), Vice-President Widin (officer liaison)

Programs and Services: Mr. Blocksome (chair), Mr. Abernethy, Mr. Allen, Mr. Sarratt, Mr. Tiemstra, Mr. Hollingsworth, Mr. Fusaro (staff liaison), Vice-President Vallio (officer liaison)

Contest Advisory Committee: Chair (to be announced), Mr. Allen (Board liaison)

DX Advisory Committee: Chair (to be announced), Mr. Tiemstra (Board liaison)

Amateur Radio Direction Finding: Mr. Joe Moell, KØOV (coordinator), Mr. Jerry Boyd, WB8WFK

Electromagnetic Compatibility: Mr. Carlson (chair); Mr. Mike Gruber, W1MG (Staff liaison); Mr. Ed Hare, W1RFI (Staff Liaison); Mr. Bob Allison, WB1GCM, (Lab staff); Mr. Gordon Beatie, W2TTT; Ms. Jody Boucher, WA1BZL; Mr. Brian

Cramer, W9RFI; Mr. Ron Hranac, NØIVN; Mr. Jerry Ramie, KI1LGY; Mr. Cortland Richmond, KA5S; **Dr. Mark Stefka**, WW8MS; Mr. Phil Barsky, K3EW; Mr. James Roop, K9SE; Dr. Richard Dubroff, W9XW; Mr. Riley Hollingsworth; Mr. Ed Hudgens; Mr. Carl Luetzelschwab

Ethics and Elections: Mr. Norris (chair), Mr. Blocksome, Mr. Williams

HF Band Planning: Vice-President Widin (chair), Mr. Steve Ford, WB8IMY (Staff liaison); others as tasking requires

Historical: Mr. Blocksome (chair); Mr. Bob Allison, WB1GCM (Staff liaison); Mr. Frenaye, Mr. Norton, Mr. Hudzik, Mr. Mike Marinaro, WN1M

Legal Defense and Assistance: Mr. Tiemstra (chair), Mr. Stearns, Mr. Stratton, Vice-President Bellows, General Counsel Imlay

Legislative Advocacy Committee: Mr. Lisenco (chair), Mr. Raisbeck, President Roderick, CFO Shelley, General Counsel Imlay, Others as tasking required

Logbook of the World Study Committee: Vice-President Widin (chair), Mr. Stearns, Mr. Niswander, Mr. Norm Fusaro W3IZ (Staff liaison); Mr. Michael Keane (K1MK); Mr. Dave Bernstein, AA6YQ; Mr. Rick Murphy, K1MU

Public Relations: Mr. Scott Westerman, W9WSW (chair); Mr. Morine (Board liaison), Mr. David Isgur (Staff liaison); Mr. Sid Caesar, NH7C; Mr. Randy Hall, K7AGE; Mr. Angel Santana, WP3GW; Mr. Tommy Gober, N5DUX; Mr. Jeff Davis, KE9V; Mr. Alan Griffith (RAC representative)

RF Safety: Dr. Gregory Lapin, N9GL; Mr. Zygielbaum (Board liaison); Mr. Ed Hare, W1RFI (Staff liaison); Mr. Robert Gold, WØKIZ; Mr. William Kaune, W7IEQ; Mr. James Ross, W4GHL; Mr. Kai Siwiak, KE4PT; Mr. Bruce Small, KM2L; Mr. Guy "Bud" Tribble, N6SN; Mr. Gerald Griffin, K6MD (Emeritus); Mr. William Raskoff, K6SQL (Emeritus)

Entry Level License Committee: Mr. Frenaye (chair), Ms. Maria Somma, AB1FM (Staff liaison); Ms. Altus, Mr. Delaney, Mr. Bruce Blain, K1BG; Mrs. Andrea Wayward, KG4IUM; Mr. Paul Neal, NØAH; Mr. Ward Silver, NØAX.

52. The Board next engaged in an extensive discussion relating to Board governance, after which the Board moved to consideration of Director's motions.

DIRECTOR'S MOTIONS

53. Mr. Abernethy moved, seconded by Mr. Allen that:

It is moved:

That the *ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors*, adopted on or about January 20-21, 2017 is hereby **RESCINDED** effective upon the adjournment of the January 2018 Meeting of the Board of Directors of The American Radio Relay League, Incorporated.

Mr. Abernethy, upon the introduction of the Motion, requested that the following statement, on behalf of both he and Mr. Allen, be recorded in the minutes:

The existing Code of Conduct — adopted a year ago — has become a source of extreme dissatisfaction with the League by our Members.

That dissatisfaction has reached an overwhelming level within the past couple of weeks — a level that is now toxic — and that unless addressed in a manner seen by the Membership as reflective of their concerns — poses a serious risk of long-term damage to support for the League.

The repeal of the Code of Conduct WILL NOT and is NOT intended to change or erase any actions based on the existing code that were taken by this Board before this meeting. Those actions remain in effect.

Our proposed repeal is not a statement that a Code of Conduct should not be adopted or that one is not needed. This repeal also is not, and is not intended to be a negative comment on those who drafted it or who have supported it in the past.

It is a recognition that the current Code has created an environment so toxic that it no longer serves its original purpose.

In the current toxic environment, a partial change carries the risk that a partial change will be viewed by the enraged Membership as a deliberate rejection of the Members' concern and a continuation of a policy that has earned — rightly or wrongly — universal scorn.

It is our intent that we not abandon a Code of Conduct — but that we start with a clean slate.

It is our wish that the President appoint a committee consisting of members of this Board and responsible, knowledgeable Members to propose no later than 60 days before the July 2018 Board meeting a new Code of Conduct that serves the needs of the League and the Members.

The Board engaged in a significant and lengthy discussion of Mr. Abernethy's Motion. After intense discussion, Mr. Abernethy and Mr. Allen agreed to withdraw their Motion in return for the introduction of a motion by Mr. Carlson to be seconded by Mr. Abernethy.

54. Mr. Carlson moved, seconded by Mr. Abernethy, that:

WHEREAS being elected to serve on the ARRL Board of Directors is an honor and privilege bestowed by the membership; and

WHEREAS, it carries with it a serious responsibility to serve the interests of the ARRL and its members. Members of the Board of Directors and Vice Directors serve in a representative capacity relative to ARRL members, and in a fiduciary capacity relative to the organization; and

WHEREAS, ARRL Officers, Directors and Vice Directors must always abide by, and are obligated to follow, the three legal duties of good faith, care and loyalty during their tenure; where the duty of good faith means that the Board member must act in compliance with the corporate mission, at Division and national levels, and not in a way that is inconsistent with ARRL's goals; and

WHEREAS, The ARRL BOARD OF DIRECTORS has a legal requirement identified by the ARRL's Connecticut Corporate Counsel to establish an ARRL

POLICY ON BOARD GOVERNANCE AND CONDUCT OF MEMBERS OF THE BOARD OF DIRECTORS AND VICE DIRECTORS which is appropriate with respect to the requirements of Connecticut law, which addresses the specific requirements of the ARRL representative membership governance and, which is free of ambiguity; and

WHEREAS, none of the rules or policy of Board governance can be construed to create an allegiance to the organization, or to any other person or group that would supersede acting in the best interests of the League membership;

BE IT THEREFORE RESOLVED the entire Code of Conduct must be reviewed by the ARRL OFFICERS, DIRECTORS and VICE DIRECTORS with a deadline for completion of a final draft version 60 days in advance of the July 2018 meeting of the ARRL Board of Directors and be reported at that meeting; and

FURTHER the following changes are made to the ARRL POLICY ON BOARD GOVERNANCE AND CONDUCT OF MEMBERS OF THE BOARD OF DIRECTORS AND VICE DIRECTORS effective immediately.

1. Confidentiality 6. C. delete the following sentence: "A Board member may not, in disclosing anything about the Board's deliberations, discuss or disclose the votes of the Board or of individual Board members (including his/her own) unless the Board has previously made the votes public".
2. Suspend all of Section 8. "Support of Board Decisions."

After discussion, a roll call vote was requested by Mr. Allen. The motion was ADOPTED by a vote of 14-0-1, with Directors Abernethy, Carlson, Holden, Norris, Williams, Lisenco, Blocksome, Frenaye, Pace, Vallio, Boehner, Allen, Sarratt and Stratton voting AYE and with Director Norton abstaining.

55. On the motion of Mr. Norris, seconded by Mr. Frenaye, it was unanimously VOTED that:

The policy concerning petitions by candidates for nomination for ARRL elected office be changed such that:

1. The candidate shall be informed in writing at the beginning of the nomination process that decisions of the Ethics and Elections Committee concerning candidate eligibility will be made publicly available unless the candidate expressly requests otherwise; and that, if it is requested by the candidate that the reason(s) not be disclosed publicly, that the ARRL shall be authorized to publicly reveal; that this permission was not granted, and to disclose the request for privacy as received by the candidate;
2. If a candidate's petition is rejected by the Ethics and Elections Committee, the candidate shall, with the notification of ineligibility, be given the opportunity to request in writing that the reason for the rejection not be made public. The candidate shall have 10 (ten) business days from the date that notice is given to the candidate to request privacy. If no such request is received within this period, the information may be publicly released. This information shall include the reasons for the rejection, with reference to the relevant ARRL governing documents, and may include other correspondence to or from the

Ethics and Elections Committee and/or the Board concerning disqualifications;

3. The candidate shall agree, in writing, to hold the ARRL harmless from any damages of alleged damages arising from or related to the release of information concerning candidate certification or non-certification;
4. That the forms and materials associated with the nomination for ARRL elected office be updated to reflect these policies.

56. Mr. Lisenco announced, with respect to the Board, that he was withdrawing from consideration by the Board his Motions entitled Lisenco 1 Motion through Lisenco 7 Motion, which withdrawn Motions are attached to these Minutes as Board Minutes Appendix B.

57. Mr. Frenaye moved, seconded by Mr. Carlson, that:

Subject to final edits and approval by the Executive Committee, the Chief Executive Officer and the General Counsel are authorized and instructed to file with the FCC a Petition for Rule Making seeking enhancements to the operating privileges to be afforded to Technician Class licensees in the 80, 40 and 15-meter bands, prepared pursuant to the first and second reports to the Board by the Entry Level License Committee in January and July of 2017.

It is further MOVED that a dialog be commenced with the National Council of Volunteer Exam Coordinators concerning the appropriate scope and comprehensiveness of the Technician Class exam relative to the operating privileges conveyed by that license class.

The Board voted unanimously to ADOPT Mr. Frenaye's Motion.

58. Mr. Frenaye moved, seconded by Mr. Vallio, that:

WHEREAS the ARRL premium membership program was established in July 2002 creating the Diamond club, Maxim Society and the Legacy Circle,

THEREFORE, be it moved that contributions made to the ARRL Foundation also be used to qualify for those programs.

After discussion the Board voted unanimously to ADOPT Mr. Frenaye's Motion

59. On the motion of Mr. Holden, seconded unanimously by the full Board the Board unanimously ADOPTED the following resolution:

WHEREAS the coordination and management of an ARRL Board of Directors meeting is a massive undertaking; and,

WHEREAS it requires persistence and great patience to successfully wrangle Directors, Vice-Directors, officers and guests; and

WHEREAS this extreme undertaking can only be made by those with wisdom beyond their years,

THEREFORE, BE IT RESOLVED that the ARRL Board family recognizes and gratefully thanks Carla Pereira, KC1HSX, and the ARRL staff for accomplishing what no one else can ever do: hold a most successful Board meeting.

ADJOURNMENT

60. There being no further business, and on the motion of Mr. Vallio seconded by Mr. Norris, the Board adjourned sine die at 4:56 PM, January 20, 2018 (Time in session as a Board: 12 hours 22 minutes).

Respectfully submitted:

Daniel Henderson, N1ND
Assistant Secretary, ARRL