

ARRL 2024 ANNUAL BOARD OF DIRECTORS MEETING

JANUARY 19-20, 2024 – 9:00 AM ET

MINUTES

Summary Agenda

- 1) *Roll call*
 - 2) *Moment of silence*
 - 3) *Courtesies*
 - 4) *Consideration of the agenda of the meeting*
 - 5) *Elections*
 - 6) *Receipt and consideration of financial reports*
 - 7) *Motion to adopt agenda*
 - 8) *Consideration of items removed from consent agenda*
 - 9) *Consider recommendations of the standing committees*
 - 10) *Consider additional recommendations as contained in reports*
 - 11) *Proposals for amendments to Articles of Association and Bylaws*
 - 12) *Directors' motions*
 - 13) *Other business*
 - 14) *Closing courtesies*
 - 15) *Adjournment*
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1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in annual session. The meeting was called to order at 9:00 AM on Friday, January 19, 2024, with President Rick Roderick, K5UR, in the Chair and the following Directors, constituting a quorum, present:

Robert Famiglio, K3RF, Atlantic Division
Carl Luetzelschwab, K9LA, Central Division
Vernon "Bill" Lippert, AC0W, Dakota Division
David Norris, K5UZ, Delta Division
Scott Yonally, N8SY, Great Lakes Division
Nomar Vizcarrondo, NP4H, Hudson Division
Art Zygielbaum, K0AIZ, Midwest Division
Fred Kemmerer, AB1OC, New England Division

Mike Ritz, W7VO, Northwestern Division
Kristen McIntyre, K6WX, Pacific Division
Jim Boehner, N2ZZ, Roanoke Division
Jeff Ryan, K0RM, Rocky Mountain Division
Mickey Baker, N4MB, Southeastern Division
Richard Norton, N6AA, Southwestern Division
John Robert Stratton, N5AUS, West Gulf Division

Also present without vote were:

Mike Raisbeck, K1TWF, First Vice-President
Robert Vallio, W6RGG, Second Vice-President
Rod Stafford, W6ROD, International Affairs Vice-President
John Sager, WJ7S, Treasurer
David Minster, NA2AA, Chief Executive Officer
Diane Middleton, W2DLM, Chief Financial Officer

The following Vice Directors were also in attendance:

Marty Pittinger, KB3MXM, Atlantic Division
Brent Walls, N9BA, Central Division
Lynn Nelson, W0ND, Dakota Division
Roy Hook, W8REH, Great Lakes Division
Ed Wilson, N2XDD, Hudson Division
Dave Propper, K2DP, Midwest Division
Phil Temples, K9HI, New England Division
Mark Tharp, KB7HDX, Northwestern Division
Anthony Marcin, W7XM, Pacific Division
Bill Morine, N2COP, Roanoke Division
Dan Grady, N2SRK, Rocky Mountain Division

Also present were:

Tim Ellam, VE6SH, International Amateur Radio Union President
Phil McBride, VA3QR, President of the Radio Amateurs of Canada
David Siddall, K3ZJ, ARRL Washington Counsel
Tom Frenaye, K1KI, Director Emeritus
Fred Hopengarten, K1VR, former New England Division Director
Dale Williams, WA8EFK, former Great Lakes Division Director
Danielle Bialoglowy, Executive Secretary
Cathleen Curry, Recording Secretary

Not present at the meeting were:

Ed Hudgens, WB4RHQ, Vice Director Delta Division

Jeff Beals, WA4AW, Vice Director Southeastern Division
Ned Stearns, AA7A, Vice Director Southwestern Division
Lee Cooper, W5LHC, Vice Director West Gulf Division

Moment of Silence

2. A moment of silence was observed in memory of Amateurs who have passed away since the last meeting, especially Thomas Ciciora, KA9QPN; John Core, KX7YT; David Lee Coons, WT8W; Marty Engstrom, N1ARY; Arnold Sexe, WB0OPZ; Elmer Weinandt, KCONGY; Gary Wilson, WD8CBO; John Gohndrone, N7TT; Mitch Wolfson, K7DX; Paul Staupe, W0AD; Ray Richards, W4RPR; Sister Lauren Weinandt, WA0RRJ; Stephen Howard, ABOXE; Stephen Merchant, K6AW; Steve Couch, NO7V; William Kent, W0PCP; Richard King, K5NA; George Taft, W8UVZ; Carl Gansen, WB0CFF; Elmer Berg, KCONGY.

Courtesies

3. President Roderick greeted the board and guests and welcomed first time members. He noted that he expected a productive meeting with all the appropriate courtesies while the meeting was in session. President Roderick presented ARRL certificates and pins to the Director Yonally and Vice Director Hook.

4. IARU President Tim Ellam brought greetings on behalf of IARU's officers. He noted that IARU just completed a four-year cycle for allocation of radio spectrum at ITU and the 2023 World Radiocommunications Conference had the best results for amateur services. He expressed the great work the group did and that objectives were achieved mostly due to the hard work of volunteers.

5. Director Ryan moved, seconded by Director McIntyre that:

ARRL recognizes and applauds the excellent work efforts of the IARU for outstanding work, participation, and results at the most recent World Radiocommunications Conference.

The motion was **APPROVED** unanimously.

6. Radio Amateurs of Canada President Phil McBride brought greetings from the Radio Amateurs of Canada (RAC). RAC's 30th year was busy and one full of activities and accomplishments. In August 2023, they held their first in-person meeting since COVID in conjunction with the Halifax Radio Amateur Club's 90th anniversary.

7. Director Norris reported that the ARRL Foundation celebrated their 50th year milestone. He noted that in 2023, 131 scholarships were awarded valued over \$608,000. The 2024 applications cycle closed with 200 applications received. The Foundation Board wishes the applicants good luck and expressed appreciation for the Foundation volunteers for all of the hard work in reviewing the applications. In addition, 20 grants were awarded totaling over \$20,000 and the

grants team was busy with follow-up with awardees of the ARDC funded 2022 Club Grants. On the tail of the success of the first Club Grant, ARDC has awarded the Foundation funding for another round of club grants along with a three year funding commitment for the scholarship program. In total, the Foundation received \$2.1 million in funding for club grants and scholarships.

Consideration of the Agenda

8. On the motion of Director Norris, seconded by Director Zygielbaum, the Agenda was **ADOPTED**.

Elections of Officers

9. The President appointed Vice Director Grady, Vice Director Tharp, and Vice Director Walls as tellers.

10. President Roderick yielded the floor to First Vice President Raisbeck. First Vice President Raisbeck opened the floor for nominations for President. Director Ryan nominated President Roderick for President. Director Norris moved to close nominations, seconded by Director Boehner. Seeing no objection, the motion was **APPROVED**, and President Roderick was declared re-elected as President (with applause).

11. President Roderick opened the floor for nominations for First Vice President. Director Famiglio nominated First Vice President Raisbeck. Director Lippert nominated Director McIntyre. Director Norris moved to close nominations, seconded by Director Boehner. Seeing no objection, the motion was **APPROVED**. Ballots were distributed, collected, and counted by the tellers with the following results: Director McIntyre – 11, First Vice President Raisbeck -4. Director McIntyre was declared **elected** First Vice President (with applause).

12. President Roderick opened the floor for nominations for Second Vice President. Director McIntyre nominated Director Ritz. Director Norris moved to close nominations, seconded by Director Boehner. Seeing no objection, the motion was **APPROVED**, and Director Ritz was declared **elected** Second Vice President (with applause).

13. President Roderick opened the floor for nominations for International Affairs Vice President. President Roderick nominated International Affairs Vice President Stafford. Director Ryan moved to close nominations, seconded by Director McIntyre. Seeing no objection, the motion was **APPROVED**, and International Affairs Vice President Stafford was declared **re-elected** as International Affairs Vice President (with applause).

14. President Roderick opened the floor for nominations for Secretary. Director Ryan nominated CEO Minster. Director Vizcarrondo moved to close nominations, seconded by Director Ritz. Seeing no objection, the motion was **APPROVED**, and CEO Minster was declared **re-elected** as Secretary (with applause).

15. President Roderick opened the floor for nominations for Treasurer. Director Norris nominated Treasurer Sager. Director Kemmerer moved to close nominations, seconded by Director Famiglio. Seeing no objection, the motion was **APPROVED** and Treasurer Sager was declared **re-elected** as Treasurer (with applause).

16. President Roderick opened the floor for nominations for Chief Executive Officer. Director McIntyre nominated CEO Minster. Director Zygielbaum moved to close nominations, seconded by Director Yonally. Seeing no objection, the motion was **APPROVED**, and CEO Minster was declared **re-elected** Chief Executive Officer (with applause).

17. President Roderick opened the floor for nominations for Chief Financial Officer. Director Ryan nominated CFO Middleton. Director Yonally moved to close nominations, seconded by Director Norris. Seeing no objection, the motion was **APPROVED**, and CFO Middleton was declared **re-elected** as Chief Financial Officer (with applause).

18. President Roderick opened the floor for nominations for the ARRL Executive Committee and briefly explained the voting process. Director McIntyre nominated Director Lippert, Director Zygielbaum, Director Kemmerer, Director Boehner, and Director Ryan. Director Yonally moved to close the nominations, seconded by Director Luetzelschwab. Seeing no objection, the motion was **APPROVED**, and Director Lippert, Director Zygielbaum, Director Kemmerer, Director Boehner, and Director Ryan were declared **elected** to the Executive Committee.

19. President Roderick opened the floor for three ARRL Director nominations for Directors of the ARRL Foundation Board along with the vacated seat by Director Ritz due to his election to Second Vice President making him no longer eligible to serve on the Foundation Board. Director Norris nominated Director Luetzelschwab, and Director Zygielbaum for a three year term and Vice Director Tharp for one year term to complete Director Ritz's vacancy. Director Ryan nominated Director Norris. Director Yonally moved to close the nominations, seconded by Director Vizcarrondo. Seeing no objection, the motion was **APPROVED**, and Director Luetzelschwab, Director Zygielbaum and Director Norris were declared **re-elected**, and Vice Director Tharp was declared **elected** as Directors to the ARRL Foundation Board (with applause).

Receipt and Consideration of Financial Reports

20. Treasurer Sager reviewed the fourth quarter and 2023 full year investment results. The fourth quarter had a return of \$3.03 million, or 9.1%. For the 2023 year, the ARRL portfolio had a return of \$4.7 million, or 14.4%. Most of the return for the fourth quarter and the year came in the last nine weeks of the year as investors cheered a number of developments: the Federal Reserve has likely finished tightening; there is a low likelihood of a recession on the near-term horizon; the bond market is behaving better; and companies are posting stronger than expected earnings. Both the fourth quarter and annual investment returns were comparable to benchmark indexes. The balance of ARRL investment assets was \$35.7 million as of December 31, 2023, which includes approximately \$16 million in Board-controlled assets. He then entertained questions.

21. CFO Middleton presented the report of the Chief Financial Officer. She stated that while the financial statements were preliminary and unaudited, the League had deficit spending of approximately \$1.3 million from operations in 2023. She continued by noting that revenues remained relatively flat with increases in most expenses across the organization. The balance sheet remained healthy with some growth due to the partial investment market recovery. She then entertained questions.

Consideration of the Consent Agenda

The following Officer and Committee reports were removed from the Consent Agenda: First Vice-President, Chief Executive Officer (CEO), Programs and Services Committee, Ethics and Elections Committee, and Historical Committee.

22. Director Zygielbaum moved seconded by Director Boehner to adopt the Consent Agenda. Seeing no opposition, the Consent Agenda was **ADOPTED**.

Board was on break from 9:56 AM to 10:28 AM with all returning as noted above.

Consideration of items removed from Consent Agenda

23. First Vice President Raisbeck discussed his report by noting that ARRL is a membership organization whose board is elected by the membership, and that the focus of his report was to ensure that ARRL remains transparent with the membership. He continued by stating that he will be presenting a few motions to generate a healthy debate on the topics. He entertained questions and there were none.

24. Director McIntyre asked, as she had removed the CEO Report from the consent agenda, about the status of hiring an IT Director. CEO Minster confirmed both a national and a regional search firm have been retained and have submitted candidates. He continued by stating that interviews for the position have been scheduled. Director Famiglio had questions about the status of the trademark applications which was discussed. There were no other questions.

25. Director Ritz presented the Program & Services Committee Report. As Committee Chair, he thanked the members of the Committee for their service. Mr. Ritz continued by noting that Field Day was a success this past year and at this time the only change for 2024 the committee is currently considering, is removing the aggregate score provision that was put in place for Covid. They are hoping that by removing the aggregate score provision, this will encourage people to get back out in the field. He continued with brief comments regarding the great collaborative efforts regarding HF transmitted signal technical standards the Clean Signal Initiative (CSI) Committee is in the process of completing.

26. Director Norton removed the Ethics & Election Committee Report from the consent agenda to discuss concerns around how they functioned. There was a hearty discussion about the committee and the challenges that face the committee each year.

27. Vice Director Propper presented the Historical Committee Report. Vice Director Propper advised that there are currently 1,781 items in the virtual museum. They are in the continual process of uploading additional artifacts. Also noteworthy was that the family of Harvey Wells donated a station created by Mr. Wells. It is on display in the ARRL lobby. Staff is working to get the museum live.

Consider Recommendations of the Standing Committees

28. On the motion of the Administration and Finance Committee it was moved that:

The 2024 Financial Plan as amended be approved.

After a discussion, the motion was **APPROVED** unanimously.

29. On the motion of the Administration and Finance Committee it was moved that:

The Chief Executive Officer shall create a revenue neutral life membership program based on the current term dues amount.

After a discussion, the motion was **APPROVED** unanimously.

30. On the motion of the Administration and Finance Committee it was moved that:

WHEREAS, the ARRL provides email services to Officers, Directors, and Vice Directors (ODV) to conduct board business;

WHEREAS, the use of personal email services by ODV members has become increasingly unreliable, inconsistent, and more time consuming to support given external factors to the ARRL's IT department;

WHEREAS, permitting ODV members to utilize personal email services creates privacy concerns by limiting the confidentiality of the board's official records as they are stored on mail servers beyond the ARRL's data protection practices;

WHEREAS, permitting ODV members to utilize personal email services removes the ARRL's ability to back up official records, archive official records for future reference, protect official records from unauthorized access or destroy the records after the expiration of any retention period;

WHEREAS, permitting ODV members to utilize personal email services creates an issue of faulty disposition where there are complications when moving to delete expired records due to the board not having access to disposition any expired official board records;

WHEREAS, upon the departure of an ODV member from the board, they will still have confidential board records in their personal email account with the ability to share that information publicly potentially causing reputational harm to the ARRL and

WHEREAS, any legal issues that arise where an ODV member becomes engaged in litigation, storage of board communications in a personal email service may interfere with the board's ability to use the records in its defense or would require engaging a 3rd party at a considerable cost to access and search an ODV member's personal emails for official board records.

THEREFORE, be it resolved that:

- 1) Within a reasonable time, but no later than April 1, 2024, all ODV members must use the ARRL provided email account to send and receive all official board records including email messages and documents.
- 2) ODV members must connect directly to the email service through either client software or a web interface. The use of message forwarding will not be considered a direct connection to the email service.
- 3) ODV members may use any client software product approved by ARRL IT for accessing the ARRL provided email service.

Director Norton moved to table the motion, as there was not a second, President Roderick declared that the motion to table dies for a lack of second. President Roderick returned to the main motion. As there was no further discussion, the motion was **APPROVED** unanimously.

The Board was on break for lunch from 11:59 AM to 1:24 PM with all returning as noted above except Director Stratton.

31. Director Zygielbaum, Director Boehner, Director Kemmerer, Director Norris, Director Ritz, Director Yonally moved, second by Director Baker, Director Lippert, Director Luetzelschwab, Director McIntyre, and Director Ryan that:

WHEREAS, Dale Williams, WA8EFK, is a highly esteemed member of the amateur radio community;

WHEREAS, Dale Williams has served the ARRL and amateur radio in many capacities including Emergency Communications Advisory Committee, Michigan Section Emergency Coordinator, Michigan Section Manager, Great Lakes Division Vice Director, and Great Lakes Division Director;

WHEREAS, Dale Williams served as committee chair and member of several committees, his service as the founding Committee Chair of the Board's Emergency Communications and Field Services Committee is especially appreciated;

WHEREAS, Dale Williams has held an amateur radio license since 1962, served in the U.S. Army as an electronics technician during the Vietnam War;

WHEREAS, Dale Williams, as a source of inspiration over his lifetime of service and dedication to our community, has helped shape the future of amateur radio and

WHEREAS, Dale Williams has been a mentor, advisor, and close friend to his colleagues on the ARRL Board.

THEREFORE, be it resolved that in recognition of his service and dedication, the ARRL Board of Directors is pleased and honored to appoint Dale Williams, WA8EFK, to the position of Director Emeritus of the ARRL Board with all rights and privileges pertaining thereto.

The motion was **APPROVED** unanimously (with standing applause).

32. Director Boehner moved, seconded by Second Vice President Vallio that:

WHEREAS, the ARRL Doug DeMaw, W1FB Technical Excellence Award was established in 1975 to honor the author(s) whose article (or series of articles) published in ARRL periodicals for that year is judged to have the highest degree of technical merit;

WHEREAS, the ARRL editorial staff selects six articles from QST and six articles from QEX, and provides them to a select panel of ARRL Technical Advisors for consideration for the Award;

WHEREAS, the ARRL panel of Technical Advisors voted to award the *2023 Doug DeMaw, W1FB Technical Excellence Award* to Dennis G. Sweeney, WA4LPR, for his article "*Phase Noise Measurement Revisited*" published in the November/December 2023 issue of *QEX Magazine*.

THEREFORE, be it resolved the ARRL Board of Directors, with the full recommendation of the ARRL Board Programs and Services Committee, does hereby bestow the *2023 Doug DeMaw, W1FB Technical Excellence Award* to Dennis G. Sweeney, WA4LPR.

The motion was **APPROVED** unanimously.

Director Stratton returned to the meeting.

33. On the motion of the Ethics and Elections Committee it was moved that:

WHEREAS, the Ethics and Elections Committee (E&E) is a committee chartered in the ARRL By-Laws;

WHEREAS, the body of work performed by E&E in a given term has been documented in Board reports and ad hoc documentation kept by members of E&E;

WHEREAS, current E&E members and former members have often remarked that they have little-to-no history from prior E&E actions to learn from and use to guide deliberations on various issues;

WHEREAS, documents pertaining to E&E have often only resided on individual Committee members' personal computers, and;

WHEREAS, E&E has no formal process in place to transition from one year's E&E to the next;

THEREFORE, be it resolved that the ARRL Board of Directors requests that future E&E Chairs convene at least one orientation meeting early in the term, to include the prior year's E&E members and the current year's E&E members. This meeting will serve as a forum to discuss pending matters and discuss any lessons learned, as appropriate. Further, the CEO is requested to provide secure electronic document storage with access control for any incidental records that are produced within a given E&E term.

After a discussion, the motion was **APPROVED** unanimously.

Proposals for amendments to Articles of Association and Bylaws

34. Director McIntyre moved, seconded by Director Baker, Director Boehner, Director Kemmerer, Director Lippert, Director Luetzelschwab, Director Norris, Director Ritz, Director Ryan, Director Yonally, and Director Zygielbaum that:

WHEREAS, increasing youth participation and long-term involvement in Amateur Radio is essential to the continued success of the Amateur Radio Service;

WHEREAS, ARRL seeks to dramatically grow the number of young people who have access to the magazines and considerable training materials through membership;

WHEREAS, the dues structure of the ARRL currently does not provide for no-cost memberships for young people still in school.

THEREFORE, be it resolved that the ARRL Board hereby agrees to change By-Law 6, in the By-Laws as amended in July 2023, to provide for low cost or no cost memberships for youth while still in school as follows:

6. The Chief Executive Officer may establish a reduced dues rate for:

(a) Full members who have not reached the age of 26 years, provided that this rate shall be less than 50% of the rate established in Bylaw 4. This rate shall not be available for Life membership.

(b) For full-time students who have not reached the age of 22 years old, who shall receive all the benefits of an Associate member. This reduced rate may be at no cost.

After a discussion, and per Standing Order #23-2.38, five or more Directors requested a roll call vote.

The motion was **APPROVED** unanimously by a roll call vote.

Director Motions

35. Director Luetzelschwab moved, second by Director Famiglio that:

WHEREAS, local Amateur Radio clubs and organizations form an essential conduit for the promotion and the health of Amateur Radio;

WHEREAS, the Fox River Radio League was founded September 1924 in Aurora, Illinois;

WHEREAS, the Fox River Radio League is recognized as an ARRL Affiliated Special Service Club;

WHEREAS, the Fox River Radio League through its programs and activities supports specialty operating interests such as DX'ing, Digital Modes, Construction and Homebrewing, Operation on the VHF/UHF Bands, Public Service Event Support, and General Operating;

WHEREAS, the Fox River Radio League offers services to the local Amateur Radio Community such as License Classes for Entry-Level through Amateur Extra class, Mentoring for all forms of operating techniques from entry-level through advanced modes;

WHEREAS, the Fox River Radio League consistently promotes operating excellence and active engagement in the hobby and

WHEREAS, the Fox River Radio League has established a one-hundred year record of serving the Amateur Radio community in Northern Illinois;

THEREFORE, be it resolved, the ARRL Congratulates the Fox River Radio League on the occasion of reaching its Centennial Year in 2024.

The motion was **APPROVED** unanimously.

The Board was on a break from 3:00 PM to 3:22 PM with all members previously noted present except Mr. Williams.

36. Director McIntyre moved, seconded by Director Ryan that:

WHEREAS, a motion will follow that obviates the need for Standing Order 69 in part;

WHEREAS, Standing Order 69 concerns the election of Honorary Vice Presidents;

WHEREAS, Paragraph (a) under General Consideration of Standing Order 69 concerns a written biographical sketch being submitted 30 days before the election of Honorary Vice Presidents.

THEREFORE, be it resolved that the provisions of Standing Order 69, under General Consideration, paragraph (a) be waived for this meeting.

The motion was **APPROVED** unanimously.

37. Director McIntyre moved, seconded by the entire Board that:

WHEREAS, pursuant to Standing Order 69 at Minute 38 of the 2002 Annual Meeting of the ARRL Board of Directors distinguished Members of the League may be elected as Honorary Vice Presidents of the League for the purpose of recognizing their outstanding contributions to the ARRL and Amateur Radio;

WHEREAS, Standing Order 69 does not provide an upper limit on Honorary Vice Presidents.

WHEREAS, Second Vice President Robert B. Vallio, W6RGG, has served the American Radio Relay League (ARRL), Inc. in elected office for 46 years, beginning in 1978, providing outstanding leadership during such service;

WHEREAS, 2nd. VP Robert B. Vallio has made, during his 46 years of service, exceptionally notable contributions to the health and strength of the ARRL which contributions are clearly and demonstrably above and beyond the call of duty. Those contributions include demonstrated leadership.

WHEREAS, 2nd. VP Robert B. Vallio has served in elected office as East Bay Section Communications Manager (1978-1983), East Bay Section Manager (1984-1999), Pacific Division Vice Director (2000-2003), Pacific Division Director (2003-2017), and ARRL Second Vice President (2018-2023).

WHEREAS, 2nd. VP Robert B. Vallio has also served diligently as a member of the Executive Committee numerous times, a member of the Programs and Services Committee, a member of the Administration & Finance Committee, and many more.

WHEREAS, 2nd. VP Robert B. Vallio has been an active Radio Amateur, Contester, DX-Peditioner, and has promoted goodwill within the Amateur Radio community;

WHEREAS, 2nd. VP Robert B. Vallio's leadership and devotion to duty have earned him the respect of the ARRL Board of Directors and the admiration of the ARRL membership and

WHEREAS, 2nd. VP Robert B. Vallio, W6RGG, was first licensed as a Novice, WN6RGG, in July of 1952, and upgraded to General Class as W6RGG in 1953. He has held an Extra Class license since its inception in 1968. During his entire Amateur Radio career he has endeavored to live by the Amateur's Code;

THEREFORE, be it resolved that in recognition of his outstanding contributions to the League and Amateur Radio, 2nd. VP Robert B. Vallio, W6RGG, is nominated as ARRL Honorary Vice-President

Although this is an elected position and requires balloting, the Board agreed to waive the election process and the motion was **APPROVED** unanimously (with standing applause).

38. Director Boehner moved, seconded by Director McIntyre, Director Luetzelschwab, Director Norris, Director Ritz, Director Norton, Director Famiglio, Director Zygielbaum, Director Stratton, and Director Yonally that:

WHEREAS, 2023 was declared "The Year of the Volunteer" which included a yearlong on-air activity inclusive of all members;

WHEREAS, all fifty US states and its territories were offered the use of the Maxim Memorial Station callsign of W1AW/* to be used by members selected by a named coordinator twice during the year;

WHEREAS, all operating scheduling and log submissions were to be done by the coordinators individually;

WHEREAS, online scheduling tools for operators were separately developed, offered, and hosted for free by Mr. Ming Ying, N2IW and Mr. Mark Kleine, N5HZR and

WHEREAS, online tools were developed and offered for use for free to consolidate all the individual logs and send them automatically to ARRL HQ by Mr. Bruce Horn, WA7BNM.

THEREFORE, be it resolved that the ARRL Board of Directors hereby thanks Mr. Ying, Mr. Kleine, and Mr. Horn for outstanding service to the ARRL and recognizes the countless hours donated to the Amateur Radio community during the 2023 Year of the Volunteer. The Board hereby approves the CEO to send a token of appreciation worthy of the efforts each put forward to make this event a success.

The motion was **APPROVED** unanimously (with applause).

39. Moved by Director Famiglio with a second by Director Stratton:

WHEREAS, Thomas J. Abernethy, W3TOM, is the immediate past Director of the ARRL Atlantic Division;

WHEREAS, Thomas J. Abernethy, W3TOM, after retiring as Director in January of 2023 has continued to actively and vigorously support the ARRL by traveling to numerous official member gatherings, conventions and hamfests to represent, promote and support our League tirelessly as an ambassador of ARRL goodwill in our Atlantic Division and across the entire country;

WHEREAS, Mr. Abernethy became a licensed Amateur Radio Operator in 1972, advancing through the Amateur ranks to Amateur Extra Class;

WHEREAS, Mr. Abernethy was elected as the Section Manager of the Maryland/DC Section of the Atlantic Division on July 1, 2001, and served with distinction in such capacity until January 1, 2006;

WHEREAS, on January 1, 2006, Mr. Abernethy was elected as Vice Director for the ARRL Atlantic Division and served continuously in such capacity until January 1, 2015;

WHEREAS, on January 1, 2015, Mr. Abernethy was elected Director of the ARRL Atlantic Division and has served in such capacity until his retirement as of January 6, 2023;

WHEREAS, Mr. Abernethy, a Life Member, has served continuously in elected office for the ARRL for almost twenty-two years;

WHEREAS, while Director, Mr. Abernethy was elected to the Executive Committee of the Board and was elected as a Director of the ARRL Foundation, and served tirelessly on its Scholarship Committee.

WHEREAS, Mr. Abernethy has also served in the appointed positions of Official Bulletin Station – beginning in 1975, Official Emergency Station - Starting in 1998, MDC Section Emergency Coordinator 1980-1985, and Emergency Coordinator for several counties in Maryland at various times in the past;

WHEREAS, Mr. Abernethy has always selflessly donated his time and skills for the advancement of Amateur Radio generally and specifically the promotion of the ARRL as the leading representative of Amateur Radio Operators;

WHEREAS, Mr. Abernethy is an AMSAT Life Member, Potomac Valley Radio Club member (PVRC), having joined in 1972 and having served as PVRC Vice President (1985) under President David Siddall, K3ZJ, the ARRL's present FCC counsel.

WHEREAS, Mr. Abernethy assisted the US Pentagon and US State Department by obtaining and sharing critical logistical intelligence during the first student takeover of the American Embassy Compound in Tehran, Iran in 1978, was responsible for leading the Amateur Radio response to the downed Florida Flight 90 crash into the Potomac River (1982), and was responsible for organizing the critical Amateur Radio response for the attack on the US Pentagon during the 911 Attack on September 11th, 2001, and was responsible for organizing the extensive Amateur Radio response to the LaPlata, Maryland F-4 Tornado. (April 25, 2002);

THEREFORE, be it resolved that in recognition of Thomas J. Abernethy's contributions to Amateur Radio and to The American Radio Relay League, Incorporated the ARRL hereby confers the title of Director Emeritus upon Mr. Abernethy with all the rights, privileges, and recognition the position provides.

The motion was **APPROVED**, 12 Aye, 3 No.

40. Director Norris moved, seconded by Director Luetzelschwab that:

WHEREAS, Commercial interests pursuing the high-speed transmission of data related to stock trading have organized into a group called the Shortwave Modernization Coalition (SMC);

WHEREAS, SMC members have expressed an interest in utilizing frequencies directly adjacent to many amateur HF frequency allocations, utilizing very high power and wide bandwidth;

WHEREAS, ARRL lab research has indicated that there are serious risks to high levels of interference from SMC stations;

WHEREAS, ARRL believes that SMC stations and their operations pose an existential threat to certain amateur HF privileges and

WHEREAS, ARRL believes that operations from SMC member sites will pose real and substantial interference threats to members ability to use and enjoy their HF privileges;

THEREFORE, be it resolved that the ARRL board concludes that such operations of SMC member firms and related businesses are in conflict to the mission of ARRL to protect amateur radio for the benefit of its members, and their associated operations threaten the HF operating interests of ARRL members, and

The ARRL board requests that the Volunteer Monitoring program explore monitoring, logging, and recording (preferably IQ data or spectrum display) of interference from SMC operations and their effect on amateur HF frequency allocations.

After a discussion, the motion was **APPROVED** unanimously.

- 41.** Director Kemmerer moved, seconded by Director Boehner, Director Lippert, Director Luetzelschwab, Director McIntyre, Director Norris, Director Yonally, and Director Zygielbaum that:

WHEREAS, ARRL is continuing to expand its focus on engaging young people in the areas of science, technology, engineering, and math, (STEM);

WHEREAS, many young amateur radio operators integrate computer hardware and software into their radio activities;

WHEREAS, ARRL and amateur radio benefits from the creativity and ingenuity of young hams, and

WHEREAS, ARRL wants to inspire young hams to bring their skills to develop programs or applications that benefit amateur radio,

THEREFORE, be it resolved that the ARRL CEO is requested to establish a coding competition for licensed radio amateurs under age 22, who are ARRL members, to participate in a coding competition where the resulting program would have utility to ARRL and its membership. The CEO is encouraged to select a committee of judges from the membership to review each submission and identify one or more winning entries. The CEO shall award the winner(s) with an award, the total of all awards not to exceed \$25,000.

After a discussion, the motion was **APPROVED** unanimously.

- 42.** Director McIntyre moved, seconded Director Boehner, Director Ryan, Director Yonally and Director Zygielbaum that:

WHEREAS, the ARRL Board of Directors uses a document called the Director Workbook for guidance when fulfilling their duties as Board members;

WHEREAS, the Director Workbook is a useful reference that may be referenced in external documents;

WHEREAS, the Director Workbook contains nothing of a proprietary nature that should be kept from any ARRL Member, and

WHEREAS, the Board of Directors would like to foster a more open and transparent relationship with Members;

THEREFORE, be it resolved that the ARRL Board of Directors requests that the CEO direct staff to openly publish the Director Workbook with a link on the www.arrl.org website. Further, as some of the information in the Director Workbook is obsolete, we ask that staff be tasked with updating information contained therein such that it is consistent with other existing governance documents, as time permits.

The motion was **APPROVED** unanimously.

43. On the motion of the Emergency Management and Field Services Committee it was moved that:

WHEREAS, approximately 50% of newly licensed hams become licensed due to an interest in Emergency Communications yet only a small percentage join ARRL or become ARES members;

WHEREAS, the existing pool of available volunteers able to respond to disaster zones is decreasing;

WHEREAS, the ARRL recognizes the value and importance of the ARES program in providing support to both our served agencies and the community at large;

WHEREAS, the ability to provide emergency communications support is a core reason the Amateur Service exists;

WHEREAS, the need exists to attract these new members into the ARES program if we are to maintain our ability to respond when needed, and

THEREFORE, a permanent recruiting program is to be established that is focused on increasing the awareness to all licensees of the existence and benefits of membership in the Amateur Radio Emergency Service (ARES).

This program includes:

- 1) A permanent themed marketing campaign in magazines that will appear in each issue, subject to the limitations of paragraph two, which marketing campaign is designed to recruit new members into the ARES program.
- 2) The marketing campaign is to appear as space is available but is not intended to appear in advertising space.
- 3) The philosophy of the development of materials and marketing will be reviewed and, if needed, comments and suggestions returned by the EC-FSC Committee. The EC-FSC will review, with staff, successes after six months.

After a brief discussion, the motion was **APPROVED** unanimously.

44. Moved by First Vice President Raisbeck with a second by Director Ritz.

WHEREAS, it is both equitable and critical to the governance of the ARRL that all members have similar voting power;

THEREFORE, it is resolved that the number of members entitled to vote in each Division shall be between 80% and 120% of the number in an average-sized division. This rule shall become effective at the beginning of 2027.

The President shall appoint a committee to implement this rule, including preparation of appropriate motions for changes and amendments to the current rules, by-laws, and procedures, with a recommendation to be made to the Board at the July 2024 meeting.

After a long discussion, Director Zygielbaum called the question, seconded by Director Boehner. The call to question was **APPROVED**, 11 Aye. 4 No. Moving on to the vote for the main motion, per Standing Order #23-2.38, five or more Directors requested a roll call vote. The Directors voted accordingly:

Director Famiglio: Aye
Director Luetzelschwab: Aye
Director Lippert: No
Director Norris: No
Director Yonally: No
Director Vizcarrondo: No
Director Zygielbaum: No
Director Kemmerer: No
Director Ritz: Aye
Director McIntyre: No
Director Boehner: No
Director Ryan: No
Director Baker: Aye
Director Norton: Aye
Director Stratton: Aye

Being a two-thirds requirement to pass, the motion **FAILED**, 9 No, 6 Aye.

The Board recessed for the day at 5:01 PM, Friday, January 19, 2024 and returned on Saturday, January 22, 2024 at 9:20 AM with all members previously noted present with the exception of Mr. Frenaye, Mr. Hopengarten, and Mr. Williams.

Consider additional recommendations as contained in Reports

45. First Vice President Raisbeck moved, seconded by Director Famiglio that:

WHEREAS, it is critical to the governance of the ARRL that the functions of the Ethics and Elections Committee be, and be perceived by the membership and Board to be, performed in a non-partisan, independent, and consistent manner;

THEREFORE, it is resolved that the responsibilities of the Ethics and Elections Committee will be turned over to an independent, outside organization with expertise in the area. The President shall appoint a committee to design the mechanism to do this, tasks to include:

- Identifying candidate organizations without any conflicting or existing professional or contractual connections to the ARRL to perform the E&E functions;
- Estimate the cost;
- Prepare any by-law, standing order, procedural, or other changes necessary to carry this out.

The committee will present its proposal at the July 2024 Board Meeting.

There were no questions and no discussion. Director McIntyre moved with a second by Director Kemmerer to table this motion. The motion to table was **APPROVED** by majority vote.

46. First Vice President Raisbeck moved with a second by Director Ritz:

WHEREAS it is critical to the governance of the ARRL that all Board Officers, Directors, and Vice Directors be as fully informed as possible.

THEREFORE, it is resolved that whenever a quorum (eight) of the Directors meets and discusses ARRL business, in person, virtually or mixed, the meeting shall be announced to the entire Board and access to the meeting shall be given to all Directors, Vice-Directors, and Officers.

A robust discussion ensued and a request for a break.

The Board was on a break from 9:39 AM to 9:48 AM.

Upon returning from break, additional discussions continued.

The Board was on a break from 10:53 AM to 11:10 AM.

Upon returning from break, President Roderick asked for a vote. Per Standing Order #23-2.38, five or more Directors requested a roll call vote. The Directors voted accordingly:

Director Famiglio: Aye

Director Luetzelschwab: No

Director Lippert: No

Director Norris: No

Director Yonally: No

Director Vizcarrondo: No

Director Zygielbaum: No
Director Kemmerer: No
Director Ritz: Aye
Director McIntyre: No
Director Boehner: No
Director Ryan: No
Director Baker: Aye
Director Norton: Aye
Director Stratton: Aye

The motion **FAILED**, 10 No, 5 Aye.

47. Moved by First Vice President Raisbeck with a second from Director Ritz:

WHEREAS it is critical to the governance of the ARRL that members have as full an understanding as possible of the actions of their Directors and Vice-Directors;

THEREFORE, it is resolved that all votes of the Board shall be recorded as roll call votes, including who voted and how, or, if appropriate as unanimous votes or acclamations, and, except in the case of votes made during executive sessions, immediately reported.

After a discussion, Director Ryan moved, seconded by Director Boehner, to table the motion. The motion to table was **APPROVED** by majority vote.

48. Moved by Director Zygielbaum with a second by Director McIntyre:

WHEREAS, the organization has been advised by Connecticut counsel that it is not in the best interests of the organization or membership to be operating without an established set of ethical standards and guidelines for the board to be held to;

WHEREAS, in careful consideration of and response to concerns recently expressed by certain members regarding potential problems with the proposed text of an amendment to By-Law 46;

WHEREAS, in careful consideration of and response to concerns recently expressed by certain members that ethics investigations by the Ethics and Elections (E&E) Committee of the ARRL board, may have been conducted improperly, swayed by person or political bias, and/or conducted without appropriate transparency;

WHEREAS, the organization has had to deal with very specific alleged ethical infractions leading to uncomfortable investigations and subsequent proliferation of false or misleading comments made publicly about the investigations; and

WHEREAS, prior ethics inquiries have required engaging ARRL's Connecticut counsel in legal issues such as conflict of interest, violation of fiduciary responsibilities or violation of Connecticut law.

THEREFORE, be it resolved that:

A committee of the members of the 2022 and 2023 E&E Committees (Directors Zygielbaum, Lippert, Norris, McIntyre, Luetzelschwab and Ryan), one member from ARRL's Connecticut counsel in consultation as needed, and chair appointed by the ARRL Board President will

- a) Assure the existence of a set of ethical standards and guidelines as set for the in ARRL By-Law 42, by revising the proposed amendment to By-Law 46 to assure that the By-Law is concise, easily comprehended, and soundly based in Connecticut State Statute and ARRL Governing Documents. Concomitantly, specific attention will be given to defining appropriate, legal, and effective remediation which protects the organization and furthers the interest of ARRL members in the case of a confirmed violation.
- b) Investigate and, if determined to be in the best interest of the ARRL and its members, recommend modifications to By-Law 42, the charter for the E&E Committee, to facilitate delegation of ethical inquiries to an independent, appropriately vetted, and legally sanctioned third party.

Additional committee members may be appointed as needed and appropriate by the committee chair.

After discussion, Director Yonally moved, seconded by Director Zygielbaum to call the question. The motion to call the question was **APPROVED** by a majority vote. Per Standing Order #23-2.38, five or more Directors requested a roll call vote.

The motion was **APPROVED** unanimously by a roll call vote.

The Board was on break for lunch from 12:01 PM to 1:20 PM with all returning as noted above.

49. Director Stratton, Director Famiglio, Director Baker, Director Norton, and Director Ritz moved, with a second by Director Famiglio, Director Baker, Director Norton, and Director Ritz that:

WHEREAS, the American Radio Relay League, Incorporated (the "League") is a Non-Stock Corporation created and existing under the Non-Stock Corporation Laws of the State of Connecticut (the "Law");

WHEREAS, per Minute 19 at the Second Meeting of the ARRL Board of Directors on July 21-22, 2023, the Board of Directors amended By-Law 44 to provide that subsequent to the Second Meeting QST would henceforth be provided digitally to every member;

WHEREAS, per Minute 20 at the Second Meeting of the ARRL Board of Directors on July 21-22, 2023, the Board of Directors terminated the right of term memberships purchased in 2023 and earlier to receive QST or On The Air past year-end 2023;

WHEREAS, per Article 11 of the **Revised and Restated ARRL Articles of Association**, “the Board of Directors shall not terminate or reduce the rights of any member except for the lapse of termination of a condition now required as precedent to the exercise of such rights;”

WHEREAS, prior to the passage of Minute 19 and Minute 20 at the Second Meeting of the ARRL Board of Directors on July 21-22, 2023, the Membership Application by which the ARRL solicited membership (attached as Exhibit 1) promised the delivery of “*monthly QST or On the Air via standard mail for US members ... Canadian members ... International members;*” and

WHEREAS as a membership-based organization the ARRL has both a legal and moral obligation to honor its promises to its members;

Be it therefore Resolved, that:

- 1) The section of Minute 20 approved at the Second Meeting of the ARRL Board of Directors on July 21-22, 2023, that affects term memberships purchased in 2023 or earlier currently reads:

Per revised By-Law 4(a), multi-year membership renewals may continue to be discounted by the CEO. Term memberships purchased in 2023 and earlier will not include print QST or OTA beyond year-end 2023. Life memberships purchased after July 23rd, 2023, will also not include print QST or OTA.

- 2) The foregoing section of Minute 20 is revised as follows:

Per revised By-Law 4(a), multi-year membership renewals may continue to be discounted by the CEO. Any class of non-Life Membership acquired prior to September 1, 2023, whose term has not expired prior to January 1, 2024, shall continue to receive a printed copy of the printed publication – either *QST* or *On the Air*, selected by the Member at the time of the initiation of the membership term until the expiration of the Member’s applicable membership term.

- 3) The initiation of any membership term subsequent to September 1, 2023, will remain subject to Minute 19 and Minute 20 of the July 2023 Second Meeting of the ARRL Board of Directors, until such policies are revised by the Board of Directors;

4) Notice of the passage of this Motion will be communicated to all Members of the ARRL, by email or newsletter within two weeks of the termination of the January 2024 Annual meeting of the ARRL Board of Directors.

Cost: Undeterminable as to the financial outlay before the fact, due to the absence of the number of memberships to which this Motion is applicable, but priceless as to the benefit of keeping faith with our members.

Treasurer Sager moved to amend the original motion, seconded by Director Ryan that:

WHEREAS, The ARRL has been operating at a loss for the last two years with a projected loss for 2023 totaling approximately \$2 million;

WHEREAS, a careful financial analysis and projection of the future financial situation for the ARRL has been completed and this analysis indicates that the magnitude of the ARRL's operational losses will, without the action taken by the ARRL Board in July 2023, result in increasing losses from operations;

WHEREAS, the ARRL has a limited portion of its investment portfolio that can be used to finance the continuing operational deficits;

WHEREAS, the ARRL by-laws allow for providing QST and other ARRL publications in a digital form;

WHEREAS, the ARRL undertook a survey of its members and learned that approximately 40% of the responding members indicated a preference to receive Digital Only versions of ARRL publications;

WHEREAS, the cost of providing print QST to all members with one, two, and three year membership terms as of year-end 2023 until these term memberships expired would be \$1.7M during the 3-year period between 2024 and 2026 (referred to here as "Grandfathering print QST");

WHEREAS, grandfathering print QST as described here would require ARRL to levy additional dues increases beyond those approved in July 2023 on all term members to mitigate the additional \$1.7M in losses incurred and

WHEREAS, these additional dues increases would have to be borne, in part, by members who only want the digital versions of QST and other publications.

THEREFORE, be it resolved that:

To replace "Cost:" line in the original motion with "Additional dues increases required to cover the expected \$1.7M in additional losses to be incurred between 2024 and 2026 due to the adjustments in this motion."

The motion to amend was **APPROVED**, 13 Aye, 2 No.

The Board was on a break from 2:28 PM to 2:51 PM with all returning as noted above with the exception of IARU President Tim Ellam and RAC President Phil McBride.

An extensive discussion took place.

Director McIntyre moved, seconded by Director Boehner, to call the question. The motion to call the question was **APPROVED** by a majority vote. Per Standing Order #23-2.38, five or more Directors requested a roll call vote. The Directors voted accordingly:

Director Famiglio: Aye
Director Luetzelschwab: No
Director Lippert: No
Director Norris: No
Director Yonally: No
Director Vizcarrondo: Aye
Director Zygielbaum: No
Director Kemmerer: No
Director Ritz: Aye
Director McIntyre: No
Director Boehner: No
Director Ryan: No
Director Baker: Aye
Director Norton: Aye
Director Stratton: Aye

The motion **FAILED**, 9 No, 6 Aye.

50. Director Stratton moved, seconded by Director Vizcarrondo, to return the motion at minute 47 to the table. The motion was **APPROVED**, 11 Aye, 4 No. First Vice President Raisbeck presented a revised motion as follows:

WHEREAS, it is critical to the governance of the ARRL that members have as full an understanding as possible of the actions of their Directors and Vice-Directors;

THEREFORE, it is resolved that all votes of the Board shall be recorded as roll call votes, including who voted and how, or, if appropriate as unanimous votes or acclamations, and, except in the case of votes made during executive sessions, reported.

The Director casting the first vote for each roll call vote shall rotate amongst the Directors. This shall be suspended for votes taken electronically.

After further discussion, Director McIntyre moved, seconded by Director Boehner, to table the motion. A vote to table the motion was taken and **APPROVED** 11 Aye, 4 No.

51. Director Kemmerer moved, seconded by the entire Board that:

WHEREAS, the ARRL seeks to assist Amateur Radio Licensees who are burdened with non-voluntary limited operating opportunities that limit their ability to participate in and enjoy Amateur Radio due to antenna restrictions;

WHEREAS, antenna options and modes have become available that enable improved Amateur Radio operational experiences with smaller antennas and simplified stations;

WHEREAS, we seek to create best practices that can be applied by amateurs in these situations to successfully install stations that enable participation in Amateur Radio.

WHEREAS, there are existing ARRL resources and legal assistance programs that might be enhanced or expanded to better serve the needs of amateurs that find themselves in these situations and

WHEREAS, it has become possible to create remotable and shared stations within and outside of residential environments with involuntary limited operating situations that can be shared and utilized via the Internet. The intent here would be to build upon the action taken by the ARRL board during the July 2023 meeting via minute 22 including adding mobile and portable stations.

THEREFORE, be it resolved that the Board requests that the President charter an ad-hoc board working group to develop options for programs and aides to assist Amateur Radio licensees in these situations to participate in Amateur Radio more fully. The working group is requested to develop recommendations whose scope includes but is not limited to the following areas:

- Templates, guidelines, and materials for Hams to use in these situations to successfully install simple stations for Amateur Radio use.
- Additional examples of simple stations that are good choices for these situations.
- Information and training on alternative ways to participate in Amateur Radio using mobile, portable, shared stations, and remote stations. Aides should include guidelines for forming Amateur Radio Clubs to provide shared/remote stations.
- Possible additional legal support and assistance for Hams in these situations.

The working group is requested to complete this work and provide a set of initial actionable recommendations to the Board by July 2024 Board Meeting. A timeline, resource estimate, and rough budget should be included as part of this work.

After a discussion, the motion was **APPROVED** unanimously.

52. Director Norris moved with a second by Director Lippert, Director Zygielbaum and Director Luetzelschwab that:

WHEREAS, Mike Ritz, W7VO has served on the ARRL Foundation as a member of the Board, and later as Vice President of same;

WHEREAS, Mike has been a good lieutenant to the Foundation President and a tireless worker on the Scholarship Committee;

WHEREAS, Mike has also been a tremendous proponent and ambassador to the Foundation and its causes and

WHEREAS, Mike is now leaving the ARRL Foundation Board to ascend to ARRL Second Vice President,

THEREFORE, be it resolved that the ARRL Board does congratulate Mike Ritz, W7VO on his work at the Foundation, and the ARRL Foundation President and Board to hereby, officially, convey their gratitude for Mike's service on the Foundation Board.

The motion was **APPROVED** unanimously (with applause).

Closing Courtesies

53. President Roderick thanked the board for their hard work this weekend and encouraged the board to continue the great discussions and collaborate for the betterment of the League and its members.

Adjournment

54. There being no additional business, Director Ryan moved, seconded by Director Vizcarrondo, the meeting **ADJOURNED** at 3:03 PM.

David A. Minster, NA2AA
Secretary