

# **ARRL 2022 SPECIAL BOARD of DIRECTORS MEETING**

**NOVEMBER 21 & 30, 2022 – 1:00 PM ET**

## **MINUTES**

### *Summary Agenda*

- 1) Roll Call*
- 2) Consideration of Ethics & Elections Committee Recommendation*
- 3) Adjournment*

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**1.** Pursuant to due notice, the Board of Directors of The American Radio Relay League, Incorporated met in a third special session. The meeting was called to order at 1:00 PM, Monday, November 21, 2022, with President Rick Roderick, K5UR, in the Chair and the following Directors, constituting a quorum, present:

Carl Luetzelschwab, K9LA, Central Division  
Vernon "Bill" Lippert, ACØW, Dakota Division  
David Norris, K5UZ, Delta Division  
Dale Williams, WA8EFK, Great Lakes Division  
Ria Jairam, N2RJ, Hudson Division  
Art Zygielbaum, KØAIZ, Midwest Division  
Fred Kemmerer, AB1OC, New England Division  
Mike Ritz, W7VO, Northwestern Division  
Kristen McIntyre, K6WX, Pacific Division  
James Boehner, N2ZZ, Roanoke Division  
Jeff Ryan, KØRM, Rocky Mountain Division  
Mickey Baker, N4MB, Southeastern Division  
Dick Norton, N6AA, Southwestern Division  
John Robert Stratton, N5AUS, West Gulf Division

Tom Abernethy, W3TOM, Atlantic Division was unable to attend. Atlantic Division Vice-Director Robert Famiglio, K3RF served as Director during the meeting pursuant to Article 7 of the Articles of Association.

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 and Secretary  
Diane Middleton, W2DLM, Chief Financial Officer

The following Vice Directors were also in attendance:

Brent Walls, N9BA, Central Division

Lynn Nelson WØND, Dakota Division  
Ed Hudgens, WB4RHQ, Delta Division  
Scott Yonally, N8SY, Great Lakes Division  
Nomar Vizcarrondo, NP4H, 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  
James Schilling, KG4JSZ, Southeastern Division  
Lee Cooper, W5LHC, West Gulf Division

Also present were:

David Siddall, Esq., K3ZJ, FCC Communications Counsel  
Attorney Ed Spinella, Partner with Murtha Cullina LLP  
Attorney Taruna Garg, Partner with Murtha Cullina LLP

Not present at the meeting were:

Tom Abernethy, W3TOM, Director Atlantic Division  
Ned Sterns, AA7A, Vice Director Southwestern Division

2. Director Zygielbaum brought a motion to move into the Committee of the Whole to discuss an Ethics and Elections matter, seconded by Director Norris. Mr. Siddall was excused from attending.

***The Board was in a Committee of the Whole from 1:11 PM – 6:36 PM.***

Director Norris moved, seconded by Director Williams, to adopt the report of the Committee of the Whole. The motion was **APPROVED** by unanimous vote.

*The Board recessed for the day at 6:45 PM, Monday, November 21 and returned on Wednesday, November 30 at 1:00 PM with board members, officers, and counsel previously noted present excluding:*

*Jim Boehner, N2ZZ, Director Roanoke Division (Vice-Director Bill Morine, N2COP served as Director during the meeting pursuant to Article 7 of the Articles of Association.)*

*Dick Norton, N6AA, Director Southwestern Division*

*Lynn Nelson WØND, Vice Director Dakota Division*

*Dave Propper, K2DP, Vice Director Midwest Division*

*Nomar Vizcarrondo, NP4H, Vice Director Hudson Division*

*Robert Vallio, W6RGG, Second Vice-President*

*Attorney Taruna Garg, Partner with Murtha Cullina LLP*

Dr. Zygielbaum on behalf of the Ethics and Elections Committee moved:

Whereas the ARRL Ethics and Elections Committee (E&E) has determined, in accordance with its authority and duties, the procedures defined by ARRL's By-Laws, and in consultation with ARRL Connecticut counsel

1. That Director Ria Jairam failed to make a full, transparent, and timely disclosure of a potential conflict of interest between herself and the ARRL
2. That Director Jairam has created an actual and ongoing conflict of interest through the creation and publication of a book which competes with one or more ARRL publications;

Whereas, despite several requests from E&E to Director Jairam, no information was provided by Director Jairam to mitigate E&E findings;

It is therefore resolved that Director Jairam be recused in accordance with Recusal Level 1 as defined by the ARRL By-Laws Section 46(d) (1). This recusal shall apply during any discussion and/or consideration of ARRL publications and training strategies, contents, marketing, and/or plans including discussions of actual or anticipated competing publications;

It is further resolved that Director Jairam is hereby notified that violation of the conditions of recusal or failure to meet the fiduciary obligations and requirements set forth in ARRL governing documents and in Connecticut law may cause this inquiry to be reopened.

Mr. Stratton brought a motion to move into the Committee of the Whole to discuss the consideration of Ethics & Elections Committee recommendation, seconded by Ms. Jairam.

The motion **FAILED** with 10 No votes, 4 Aye votes and 1 Absent.

Director Jairam recused herself from the meeting at 1:25 PM and returned to the meeting at 2:25 PM.

At the request of Director Zygielbaum, a roll call vote was taken on his original motion. The Directors voted accordingly:

Mr. Famiglio: No  
Mr. Luetzelschwab: Aye  
Mr. Lippert: Aye  
Mr. Norris: Aye  
Mr. Williams: Aye  
Ms. Jairam: No  
Mr. Zygielbaum: Aye  
Mr. Kemmerer: Aye  
Mr. Ritz: Aye  
Ms. McIntyre: Aye  
Mr. Morine: Aye  
Mr. Ryan: Aye  
Mr. Baker: Aye  
Mr. Norton: Absent  
Mr. Stratton: No

The motion **PASSED**, 11 Aye votes, 3 No votes, and 1 Absent.

3. There being no additional business, on the motion of Mr. Norris and seconded by Mr. Stratton, the meeting **ADJOURNED** at 2:33 PM.