

**Minutes of the 2011 Second Meeting  
ARRL Board of Directors  
July 15-16, 2011**

*Summary Agenda*

- 1. Roll call*
- 2. Moment of silence*
- 3. Courtesies*
- 4. Consideration of agenda and adoption of Consent Agenda*
- 5. Financial reports*
- 6. Receipt of reports removed from Consent Agenda*
- 7. Consider recommendations of committees*
- 8. Proposals for amendments to Articles of Association and Bylaws*
- 9. Directors' motions*
- 10. Any other business*
- 11. Adjournment*

1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in Second session at the Hartford/Windsor Airport Marriott in Windsor, Connecticut. The meeting was called to order at 9:00 AM EDT Friday, July 15 with President Kay Craigie, N3KN, in the Chair and the following Directors present:

Bill Edgar, N3LLR, Atlantic Division  
George R. Isely, W9GIG, Central Division  
Greg Widin, KØGW, Dakota Division  
Mickey D. Cox, K5MC, Delta Division  
Jim Weaver, K8JE, Great Lakes Division  
Joyce Birmingham, KA2ANF, Hudson Division  
Cliff Ahrens, KØCA, Midwest Division  
Tom Frenaye, K1KI, New England Division  
Jim Fenstermaker, K9JF, Northwestern Division  
Bob Vallio, W6RGG, Pacific Division  
Dennis Bodson, W4PWF, Roanoke Division  
Brian Milesosky, N5ZGT, Rocky Mountain Division  
Gregory A. Sarratt, W4OZK, Southeastern Division  
Dick Norton, N6AA, Southwestern Division  
David Woolweaver, K5RAV, West Gulf Division

Also present without vote were Rick Roderick, K5UR, First Vice President; Bruce Frahm, KØBJ, Vice President; Jay Bellows, KØQB, International Affairs Vice President; James McCobb, K1LU, Treasurer; David Sumner, K1ZZ, Executive Vice President/Chief Executive Officer and Secretary; Chief Technology Officer Brennan Price, N4QX; Chief Operating Officer Harold Kramer, WJ1B; Chief Financial Officer Barry J. Shelley, N1VXY; and Chief Development Officer Mary M. Hobart, K1MMH.

Also in attendance were the following Vice Directors: Tom Abernethy, W3TOM, Atlantic Division; Kermit A. Carlson, W9XA, Central Division; Kent Olson, KAØLDG, Dakota

Division; David Norris, K5UZ, Delta Division; Gary L. Johnston, KI4LA, Great Lakes Division; Bill Hudzik, W2UDT, Hudson Division; Rod Blocksome, KØDAS, Midwest Division; Mike Raisbeck, K1TWF, New England Division; Grant Hopper, KB7WSD, Northwestern Division; James A. Tiemstra, K6JAT, Pacific Division; James Boehner, N2ZZ, Roanoke Division; Dwayne Allen, WY7FD, Rocky Mountain Division; Andrea Hartlage, KG4IUM, Southeastern Division; Martin Woll, N6VI, Southwestern Division; and John Robert Stratton, N5AUS, West Gulf Division.

Also present were General Counsel Christopher D. Imlay, W3KD; International Amateur Radio Union Secretary Rod Stafford, W6ROD; Radio Amateurs of Canada (RAC) President Geoff Bawden, VE4BAW; John Chwat of Chwat and Co., ARRL's legislative consultant; and Dan Henderson, N1ND, Regulatory Information Manager, in the capacity of Recording Secretary.

2. The assembly observed a moment of silence in recollection of radio amateurs who had passed away since the previous Board meeting including Steve Adams, K4RF; Paul Baran, W3KAS; Thormod "Tom" Bøe, LA7OF; Douglas "Dave" DeMaw, W1CER; Robert E. Garner, W5NK; Jacqueline Gosselin, N3ZEL; Randy Griffin, K5BOC; Clayton Howard, W9KJZ; Dianna Killeen, KB6NAN; Mike Koss, W9SU; Alan Levine, WA5LQZ; Robert Mann, Jr., KK6KK; Robert J. McBride, AE5RN; James McLaughlin, WA2EWE/T6AF; Ann McMahan, W3BQR; Bob McMahan, W3TRG; Leo Meyerson, WØGFQ; Dennis Morris, K4ZJ; Roger Nichols, KE4BDA; Eugene Pressler, W3ZXV; Jamie Pye, ZL2NN; Jens Sperling, DL7AKC; Warren Stankiewicz, NF1J; and Ben Stevenson, W2BXA.

3. President Craigie invited Director Birmingham to introduce Vice Director Hudzik, who was welcomed to the Board family. President Craigie then recognized Mr. Stafford and Mr. Bawden as guests of the Board.

4. Mr. Stafford brought greetings from IARU President Tim Ellam, VE6SH, and Vice President Ole Garpestad, LA2RR.

5. Greetings were extended to the Board on behalf of the RAC by Mr. Bawden. He highlighted the good relationship and common interests between the RAC and ARRL, and complimented the ARRL on its success.

6. Mr. Frenaye, as ARRL Foundation President, announced a new scholarship bringing the total number of scholarships to almost seventy. He also noted an increase in the total scholarship amounts awarded by the Foundation.

7. Consideration of the Agenda – The following reports were removed from the Consent Agenda to permit discussion: Chief Technology Officer, General Counsel, Legislative Relations, Administration & Finance Committee, Programs & Services Committee, Ad Hoc Committee on Scouting, and Contest Advisory Committee. On motion of Mr. Edgar, seconded by Mr. Vallio, the meeting agenda and Consent Agenda were ADOPTED.

8. Mr. McCobb as Treasurer presented the first of the financial reports. The portfolio remains solid despite the current financial market climate.

9. Mr. Shelley presented the Chief Financial Officer's report and entertained questions. At midyear the results of operations are ahead of the budget plan, mainly because of lower expenditures. Cash flow has been positive in the first half of the year and the balance sheet is strong.

10. Ms. Hobart presented the Chief Development Officer's report. At the midpoint of the year fund raising is generally on target with the Diamond Club leading the way. The Second Century Campaign committee is being organized under Chairman David Brandenburg, K5RQ.

11. Moving to reports removed from the Consent Agenda, Mr. Price presented his report as Chief Technology Officer and fielded questions. Preparations continue in earnest for WRC-2012, to be held early next year.

12. Mr. Imlay presented the report of the General Counsel and entertained questions. He also commented on FCC CG Docket No. 11-99, which is an omnibus docket to clear items that have been dormant or not closed out and covers a significant number of years. Included in the proceeding are 45 items pertaining to Amateur Radio, including several items filed by ARRL. Comments will be filed in the upcoming weeks.

The Board was on break from 10:45 to 11:05 AM.

13. Mr. Chwat presented the Legislative Relations report and entertained questions. The first six months of the 112<sup>th</sup> Congress have been extremely busy with hearings on telecommunications and spectrum issues.

14. Mr. Ahrens presented the report of the Administration & Finance Committee. He yielded to Mr. McCobb and Mr. Woll for a report from the A&F's Pension Subcommittee. Questions on both reports were entertained.

The Board was in recess for lunch from 12:03 until 1:03 PM and reconvened with all previous attendees present except Mr. Chwat.

Questions on the report of the Administration & Finance Committee continued after the lunch recess. As part of the report, in response to Minute 41 of the 2011 Annual Meeting of the Board Mr. Kramer presented a plan for the introduction of a digital version of *QST* and entertained questions. Mr. Ahrens then completed the presentation of the report by outlining motions that will be presented later in the meeting.

15. Mr. Edgar presented the report of the Programs & Services Committee focusing on the Affiliated Club Survey recently completed. More than nine hundred responses were received. Committee members will be collating results and working with Headquarters staff on developing recommendations. It was noted that new job descriptions for Public Information Coordinators and Public Information Officers have been approved by the Committee.

16. Mr. Milesosky presented the report of the Ad Hoc Committee on Scouting and entertained questions. The next Boy Scouts of America National Jamboree will be held in 2013 at a new, permanent site being developed in West Virginia. He suggested the ARRL consider working towards establishing an Amateur Radio presence there.

17. Mr. Edgar presented the report of the Contest Advisory Committee. Concerns over the confidentiality of CAC discussions and the lack of participation by some committee members were raised and discussed.

The Board was on break from 2:33 to 2:56 PM.

18. Moving to agenda item 8, the recommendations of the Executive Committee were taken up. On the motion of Mr. Frenaye, seconded by Mr. Isely, the following resolution was unanimously ADOPTED:

WHEREAS it is longstanding ARRL practice that the minutes of a meeting of the Board of Directors are formally approved at the next subsequent in-person meeting of the Board, and

WHEREAS in recent years this approval has been part of the Consent Agenda, and

WHEREAS it is both feasible and advisable to avoid such a long delay and for the minutes to be approved by electronic mail vote, and

WHEREAS the Executive Committee has the authority under Article 6 of the Articles of Association to submit matters for mail vote by the Board of Directors, it is

RESOLVED that in accordance with the recommendation of the Executive Committee, effective with the minutes of the 2011 Second Meeting of the Board of Directors the procedure for the approval of Board meeting minutes will be as follows:

1. The Secretary will circulate draft minutes to Board members as soon as possible after the meeting.
2. Once Board members have had the opportunity to review the draft and offer comment, a final draft will be circulated.
3. Ten days after distribution of the final draft, the Secretary will call for a vote by electronic mail to approve the minutes.
4. The minutes will be declared as approved upon the receipt of affirmative votes of eight or more directors within the ten days of the call for the vote.
5. The final draft minutes will continue to be made available to members following their circulation to Board members and prior to formal approval.

19. On motion of Mr. Frenaye, seconded by Mr. Vallio, it was unanimously VOTED that the President shall appoint a committee composed of Board members and Staff to plan the program of activities for the celebration of the ARRL's centennial in 2014. The committee shall be chaired by the President, working in cooperation with the Chief Executive Officer. The committee shall develop a diverse program of activities and shall solicit suggestions from the Board, the Staff, and the general membership. The Committee shall submit reports to each

Annual and Second meeting of the Board, and to each meeting of the Executive Committee, through January 2014.

20. Recommendations of the Administration & Finance Committee were considered next. On motion of Mr. Ahrens, seconded by Mr. Widin, it was unanimously VOTED that the Board of Directors of the American Radio Relay League acknowledges receipt of and accepts the financial statement audit conducted by J.H. Cohn LLP for the year 2010. The report notes an unqualified audit of the financial statements of the ARRL for the year ending December 31, 2010.

21. On motion of Mr. Ahrens, seconded by Dr. Weaver, and after discussion the following was ADOPTED:

WHEREAS, 70-year and 80-year ARRL members, having reached this significant milestone, should not be required to pay for a plaque commemorating the accomplishment,

THEREFORE, the Board authorizes staff to provide 70 and 80-year ARRL membership plaques to members at no charge to the member through the ARRL's Centennial Year 2014.

22. On motion of Mr. McCobb, seconded by Mr. Ahrens, the following resolution was ADOPTED:

WHEREAS, The American Radio Relay League, Incorporated ("the Employer") has adopted The American Radio Relay League, Incorporated Pension Plan ("the Plan") which became effective June 2, 1947, and which was most recently amended and restated effective June 1, 1998, further amended by amendments dated November 2, 2000, December 14, 2005, November 14, 2006, June 25, 2008, May 28, 2009 and September 17, 2009; and

WHEREAS, the Employer has decided to terminate the Plan; and

WHEREAS, recent law changes including, but not limited to, the Pension Funding Equity Act of 2004 ("PFEA"), the Pension Protection Act of 2006 ("PPA"), the Heroes Earnings Assistance and Relief Tax Act of 2008 ("HEART Act"), and the Worker, Retiree and Employer Recovery Act of 2008 ("WRERA") affect the Plan; and

WHEREAS, the Plan gives the Employer the authority to make amendments to the Plan, and the law requires that the Plan be updated for all laws and regulations in effect as of the Plan's termination date;

NOW, THEREFORE, be it RESOLVED that the Board approves terminating the Plan effective as of November 1, 2011 (Effective Date), and authorizes such amendments to the Plan as may be required by laws and regulations, and be it FURTHER:

RESOLVED: That all accrued benefits under the Plan be, and they hereby are made, fully vested and non-forfeitable as of the Effective Date;

RESOLVED: To cause the plan to be filed with the Internal Revenue Service for purposes of obtaining a determination letter upon termination confirming the Plan's status as a tax-qualified Plan upon its termination.

RESOLVED: To authorize and direct the Employer's Chief Executive Officer and Chief Financial Officer signing singly, or in combination, to execute, acknowledge, and deliver all Plan amendments, documents, instruments and certificates, and amendments thereto, and to take such actions and to do such acts and things as he, she or they may deem necessary or appropriate, in the exercise of his, her or their discretion, to terminate the Plan and to otherwise carry out the terms of the forgoing resolutions, such execution, acknowledgment and delivery, and the taking of such actions in doing such things to be conclusive evidence of the necessity or appropriateness thereof.

23. On further motion of Mr. McCobb, seconded by Mr. Ahrens, the following resolution was ADOPTED:

WHEREAS, The American Radio Relay League, Incorporated ("the Employer") has adopted The American Radio Relay League, Incorporated Pension Plan ("the Plan") which became effective June 2, 1947, and which was most recently amended and restated effective June 1, 1998, further amended by amendments dated November 2, 2000, December 14, 2005, November 14, 2006, June 25, 2008, May 28, 2009 and September 17, 2009; and

WHEREAS, the Employer has the authority to amend the Plan pursuant to Section 16.1 of the Plan; and

WHEREAS, the Employer desires to amend Section 9.2 of the Plan to provide for a one-time lump sum distribution option to be permitted only in accordance with the distribution of assets to satisfy a standard Plan termination;

NOW, THEREFORE, be it RESOLVED that the Board approves amending the Plan, effective November 1, 2011 (Effective Date), unless otherwise stated, to authorize participants to elect a one-time single sum payment.

Be it FURTHER RESOLVED to authorize and direct the Employer's Chief Executive Officer and Chief Financial Officer signing singly, or in combination, to execute, acknowledge, and deliver all Plan amendments, documents, instruments and certificates, and amendments thereto, and to take such actions and to do such acts and things as he, she or they may deem necessary or appropriate, in the exercise of his, her or their discretion, to terminate the Plan and to otherwise carry out the terms of the foregoing resolutions, such execution, acknowledgment and delivery, and the taking of such actions in doing such things to be conclusive evidence of the necessity or appropriateness thereof.

24. On further motion of Mr. McCobb, seconded by Mr. Ahrens, the following was ADOPTED:

Whereas ARRL wishes to reduce the risk of fluctuation in the amount of League assets that will be required to supplement The American Radio Relay League, Incorporated Pension Plan ("the Plan") assets for settlement of the obligation of the Plan at the time of Plan termination, it is MOVED that:

a) the Plan's Investment Committee be authorized in its discretion to reinvest the assets of the Plan in a corporate-debt-based, economic-liability matching portfolio in accordance with the recommendation of Bostonian Group, the Plan's professional advisers; and

b) the ARRL Treasurer be authorized in his discretion to reinvest such portion of the League's investment assets as is expected to be required to supplement Plan assets for settlement of the obligation of the Plan at the time of Plan termination in an economic-liability matching portfolio similar to that described in a) above, notwithstanding any general limitations in place with respect to the percentage of debt or equity instruments held in the League's general investment portfolio.

25. On motion of Mr. Ahrens, seconded by Mr. Widin, the following was ADOPTED:

WHEREAS, pursuant to a motion approved by the Board at Minute 41 of the 2011 Annual meeting, staff has prepared a plan for electronic publishing of *QST*, which has been reviewed by the Administration & Finance Committee and recommended to the Board; and

WHEREAS, Staff has submitted a plan for a Digital *QST* edition to be offered as a benefit to ARRL members at no additional charge; and

WHEREAS, the proposed plan includes timing, pricing, target audience, financial considerations, and benefits and risks; and

WHEREAS, the Board believes a Digital *QST* will offer substantial additional benefits to ARRL members, while continuing to have the right to receive the printed edition of *QST*.

THEREFORE, the Board authorizes staff to proceed with planning and negotiating a vendor agreement for a Digital *QST* edition, to be approved by the CEO, General Counsel and the Administration & Finance Committee.

26. Recommendations of the Programs & Services Committee were considered next. Mr. Cox moved the following resolution with Mr. Edgar seconding:

WHEREAS the review and release by Headquarters Staff of emails sent by Section Managers and Directors via the ARRL forwarding service delays transmission of time sensitive information to their members; and

WHEREAS the reviewing and releasing of these emails significantly increases the workload of Headquarters Staff; and

WHEREAS the "Email Guidelines for Directors and Section Managers" developed by the Programs & Services Field Organization Subcommittee in consultation with Headquarters Staff offers guidance to said ARRL elected officials in composing these emails;

NOW, THEREFORE, it is hereby

RESOLVED that, in accordance with the recommendation of the Programs & Services Committee, the review and release by Headquarters Staff of emails sent by Section Managers and Directors via the ARRL forwarding service is eliminated, and Email Guidelines for Directors and Section Managers shall be disseminated by ARRL staff, on the advice of the ARRL General Counsel.

After discussion it was moved by Mr. Vallio, seconded by Mr. Bodson to lay the motion on the table, but the motion to table failed.

After further discussion the motion FAILED.

27. Mr. Norton moved, seconded by Mr. Cox, that the ARRL staff is directed to add updates recommended by the National Traffic System staff to the ARRL.org on-line Public Service Communications Manual, Appendix B, Chapter 6, "National Traffic System Digital and Radio-Email." The revisions, however, are to contain a prominent disclaimer that, "The chapter does not imply that any particular method, mode or technology be used exclusively for the transmission of messages in the NTS."

After discussion the motion FAILED.

The Board was in recess from 4:58 PM until 9:05 AM Saturday, July 16 with all participants previously present in attendance except Mr. Ahrens and Mr. Chwat. Mr. Ahrens was unable to attend due to illness; Mr. Blocksome assumed the seat for the Midwest Division.

28. Continuing with recommendations of the Programs & Services Committee, on motion of Mr. Sarratt, seconded by Mr. Edgar, the following was unanimously ADOPTED (with applause):

WHEREAS, Angel Santana, WP3GW, has demonstrated outstanding volunteer public relations success on behalf of Amateur Radio at the local and regional levels; and

WHEREAS, his numerous published articles both within and outside the Amateur Radio community have enhanced Amateur Radio's support; and

WHEREAS, he has fostered an environment that significantly increased public awareness of Amateur Radio through the effective use of local political relationships; and

WHEREAS, his history of active promotion of Amateur Radio encompasses many years and includes print, audio, video, personal appearances, school presentations, volunteer services and friendships with community leaders; and

WHEREAS, he has worked to open our outreach to the Spanish communities through his personal work and also through freely providing translation between languages; and

WHEREAS, his enthusiasm and encouragement of other Public Information Officers has increased their activities in turn;

NOW THEREFORE, the ARRL Board of Directors, at the recommendation of the ARRL Public Relations Committee, awards the 2011 Philip J. McGan Silver Antenna Award to Angel Santana, WP3GW.

29. On motion of Mr. Fenstermaker, seconded by Mr. Edgar, the following resolution was ADOPTED:

WHEREAS the DX Advisory Committee (DXAC) was charged to investigate many aspects of the ARRL DX program; and

WHEREAS Amateur Radio technology has advanced to include many variations of digital communication; and

WHEREAS the DXAC has recommended changing the DXCC Award category from RTTY to Digital or RTTY/Digital or Digital Mixed; and

WHEREAS the Programs & Services Committee (PSC) deliberated this change and, along with ARRL staff believe the best revised name for this award is Digital DXCC, and

WHEREAS, the ARRL thanks the DXAC for its work on this name change;

Therefore, it is RESOLVED that the ARRL Board accepts the recommendation of the PSC to change the title of the RTTY DXCC Award to the DIGITAL DXCC Award.

30. The recommendations of other committees were considered next. On motion of Mr. Milesosky, seconded by Mr. Fenstermaker, the following resolution was ADOPTED (with applause):

WHEREAS, because the Ad Hoc Committee on Scouting has met its charge of studying the interface between ARRL and scouting organizations and making recommendations for improvement, and surveying ARRL and scouting literature for effectiveness and adequacy;

WHEREAS, it has contributed towards the enhancement of cooperation between ARRL and Boy Scouts of America, culminating in the Memorandum of Understanding signed by the two organizations in January 2011;

WHEREAS, it has furthermore accomplished many additional objectives including researching and making recommendations on topics including Jamboree on the Air (JOTA), support to K2BSA at the 2010 National Scout Jamboree, supporting the establishment of K2BSA at the 2013 National Scout Jamboree, creating ties with the Girl Scouts of the USA, and effective marketing of amateur radio to the scouting community;

THEREFORE, be it resolved that the Ad Hoc Committee on Scouting is dissolved, and its members are commended by the ARRL Board of Directors for their service.

31. On further motion of Mr. Mileschosky, seconded by Mr. Sarratt, the following resolution was ADOPTED:

WHEREAS, it is essential to enhance the League's outreach to potential Amateurs among America's youth; and

WHEREAS, the League's centennial in 2014 will highlight not only the accomplishments of the past but also point towards Amateur Radio's future; and

WHEREAS, meaningful plans to excite young Americans about Amateur Radio today and in the future must take into account the ideas, lifestyles, and experiences of youthful Amateur Radio operators;

Now, therefore, be it RESOLVED that the ARRL Board of Directors directs the President to appoint the Ad Hoc Committee on Youth in the Second Century, which will seek input from youth and also from adult Amateurs working with young people, and which will make recommendations to the Staff and the Board of Directors. The Committee will report to the Board of Directors beginning in January 2012.

32. On motion of Mr. Sarratt, seconded by Mr. Mileschosky, the following resolution was ADOPTED:

WHEREAS, The ARRL Board of Directors recognized the Amateur Radio Service is challenged by the rapid evolution of communication technology, and our challenge is to remain relevant in the eyes of those we serve, as well as those who hold our futures in the balance; and

WHEREAS, at Minute 29 of the Second meeting of 2009 the Board passed a motion enabling the ARRL President to appoint a study committee for the purpose of research and to consider developing a plan to encourage the US amateur community to adopt narrowband channel spacing; and

WHEREAS, The ARRL President created the ARRL Narrowband Committee and appointed its members, from ARRL Directors, Vice Directors and ARRL Staff; and

WHEREAS, The ARRL Board of Directors accepted the Narrowband Committee extensive report studying VHF and UHF Narrowband technologies, practices, political, internal and external impacts;

NOW, THEREFORE, BE IT RESOLVED that the ARRL Narrowband Committee is dissolved, with the Board of Directors' sincere appreciation for the work done by all members of the ARRL Narrowband Committee.

33. On motion of Mr. Frenaye, seconded by Mr. Fenstermaker, the following resolution was ADOPTED:

WHEREAS the Seventh World Radiosport Team Championship is to be held in New England in July 2014 during the ARRL's Centennial Year, and

WHEREAS the event provides an exceptional opportunity to promote Amateur Radio as an international, technology-based activity, and

WHEREAS the organizers of WRTC 2014 have invited the ARRL to include the event in Centennial Year planning,

RESOLVED that the ARRL Board of Directors welcomes the opportunity for ARRL involvement in WRTC 2014, and

FURTHER RESOLVED, that WRTC 2014, Inc., a New Hampshire corporation, is authorized to use the ARRL logo in its materials subject to ARRL review and approval.

During the course of discussion of this resolution, a short video was shown describing the WRTC event.

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

9. In the event of a vacancy in the office of President, the First Vice President shall serve as President for the remainder of the term. In the event of a vacancy in the office of First Vice President, the Second Vice President shall serve as First Vice President. Other officer vacancies may be filled at any meeting of the Board of Directors.

Should the President be absent or unable to act, the First Vice President shall preside at meetings of the Board of Directors, the Executive Committee, and perform the duties of the President. Should the First Vice President be absent or unable to act, the Second Vice President shall perform the duties of the First Vice President.

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

The Board was on break from 10:16 to 10:46 AM.

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

1. Convert all references to "Executive Vice President" to "Chief Executive Officer" in Articles 6 and 8.
2. In Article 4, third sentence, insert "or electronic" after "mail" so that the sentence will read, "Election of Directors shall be by mail or electronic vote in accordance with the rules and regulations prescribed in the Bylaws."

3. In Article 6, fourth sentence, insert the words “or electronic” after “mail” so that the sentence will read, “The Executive Committee may in its discretion submit for determination or decision by members of the Board of Directors by mail or electronic vote any proposal pending before the Executive Committee.”
4. In Article 7, second sentence, insert “or she” after “he” so that the sentence will read, “Upon the occurrence of such vacancy, the Secretary shall proclaim it and thereafter the duties of the Director shall be assumed by the Vice Director, and the Vice Director shall hold office of Director for the remainder of the term for which he or she was elected Vice Director.”
5. Article 8 is amended to read, “The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, an International Affairs Vice President, a Secretary, a Treasurer, a Chief Executive Officer, and such additional officers as may be prescribed in the Bylaws, who shall be elected by a majority of the Directors at the Annual Meeting on even numbered years. The Chief Executive Officer shall be compensated at rates agreeable to him or her and the Board of Directors.”

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

36. Mr. Isely moved, seconded by Mr. Fenstermaker, the following amendments to the ARRL Bylaws:

1. Convert all references to “Executive Vice President” to “Chief Executive Officer” in Bylaws 4, 5, 6, 31, 36, 37 (a) thru (d), 39, 44, and 45.
2. Bylaw 11 is amended to read, “Every volunteer Officer, Director and Vice Director of the League shall serve and continue in office until his or her successor shall have been qualified and elected. One or more honorary officers may be elected.”
3. Bylaw 12 is amended to read, “All volunteer Officers, Directors and Vice Directors shall serve without compensation in any form. The League shall reimburse their reasonable and prudent administrative expenses and travel expenses in accordance with the travel and expense policies adopted by the Board of Directors. This section shall not be construed to prevent the employment for agreed compensation, of the Secretary and the Treasurer, by the League in other capacities.”
4. Insert the heading “Elections” between Bylaws 17 and 18.
5. Insert the heading “Meetings” between Bylaws 24 and 25.
6. Add the following sentence at the end of Bylaw 26: “Special meetings may be conducted using electronic methods whereby all participants are able to communicate with one another in real time.”

7. Insert the heading "Divisions" between Bylaws 29 and 30.
8. Delete Bylaw 32, this provision having been moved to the Articles of Association.
9. In Bylaw 36, delete the seventh sentence which reads, "He shall be the Chief Executive Officer of the League."
10. In Bylaw 39, add the following two items at the top of the list of duties of the Administration and Finance Committee:
  - Annually review and report to the Board of Directors the compensation packages of the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Chief Development Officer, and the Chief Technology Officer.
  - Review and recommend all changes to the ARRL membership dues structure to the Board of Directors. All changes shall be listed in the annual operating budget.
11. Renumber the Bylaws after Bylaw 31, Bylaw 32 having been deleted.

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

The Board was in recess for lunch from 12:02 until 1:02 PM with all previous attendees present except Mr. Ahrens and Mr. Chwat.

37. Mr. Frenaye moved, seconded by Mr. Milesosky, that the fifth sentence of By-Law 24 be modified effective October 1, 2011 to say: "A valid petition shall contain the dated signatures obtained on or after the date of mailing of the notice to the Secretary, and will include not less than 10 percent of the number of Full members voting in the election at which the Director or Vice Director was elected, or not less than 5 percent of the Full members resident in the division on the preceding December 31st if the Director or Vice Director was elected without membership balloting."

After discussion, a roll call vote being required with 12 votes required for adoption, Directors Frenaye, Milesosky, Sarratt and Norton voted aye; Directors Edgar, Isely, Birmingham, Blocksome, Vallio, Bodson, and Woolweaver voted nay; and Directors Widin, Cox, Weaver and Fenstermaker abstained; so the motion FAILED.

38. The Board then considered Directors' motions. Mr. Norton moved, seconded by Mr. Frenaye, that Headquarters staff is directed to add web-site capability for optional elimination of Headquarters review of individual E-mailings to division membership.

Mr. Edgar moved, seconded by Mr. Vallio, to amend the motion by adding the words "and section" after the word "division." After discussion, a roll call vote having been requested, the amendment failed with Directors Edgar, Cox, Weaver, Birmingham, and Fenstermaker voting aye, Directors Isely, Widin, Blocksome, Frenaye, Vallio, Bodson, Milesosky, Sarratt, and Woolweaver voting nay, and Director Norton abstaining.

Mr. Milesosky moved the previous question, seconded by Mr. Isely. A two-thirds affirmative

vote being required, the motion to move the previous question was adopted. The vote then being on Mr. Norton's motion, the motion FAILED.

39. On motion of Mr. Isely, seconded by Mr. Blocksome, it was unanimously VOTED that President Craigie appoint an ad hoc committee to address and update the ARRL Band Plans for the 33 cm, 23 cm, 13 cm, and 9 cm (902-3500 MHz) amateur bands. The committee shall be tasked to present a preliminary report containing recommended Band Plans to the ARRL Board of Directors for consideration at the 2012 ARRL Board of Directors Second Meeting. General Guidelines for the Committee are:

1. Determine current band usage in the United States.
2. The committee shall seek input and comments from the amateur community.
3. Consider international issues.
4. Look toward emerging technology and projected future usage.
5. Keep the ad hoc National Broadband Plan Committee apprised of its progress.
6. The recommended band plan to, above all else, be conducive to increasing amateur usage in these bands.

Mr. Mileschosky left the meeting at 2:20 PM. Mr. Allen assumed the seat for the Rocky Mountain Division.

40. Mr. Norton moved, seconded by Mr. Isely, that a standing order be added that directs staff to implement a simple internal-labor cost-accounting system that enables ARRL to determine overall costs of major activities useful for ARRL management and direction. The system will be phased into operation with the following schedule.

1. Definition of charge numbers – September 1, 2011
2. Design of charge-number sheet – September 1, 2011
3. Start date of staff use – October 1, 2011
4. Start date of data entry into computer – January 1, 2012
5. Production of dollar charge data to individual accounts – January 12, 2012

After discussion, Mr. Edgar moved the previous question, seconded by Mr. Allen. A two-thirds affirmative vote being required, the motion to move the previous question was adopted. The vote then being on Mr. Norton's motion, the motion FAILED.

The Board was in recess from 3:05 to 3:25 PM.

41. President Craigie yielded the chair to First Vice President Roderick. Mrs. Craigie introduced the following resolution, seconded by Mr. Sarratt:

WHEREAS Larry E. Price, Ph.D., W4RA served for one year as a Vice Director, seven years as a Director, 12 years as a Vice President, and eight years as President of the ARRL, and

WHEREAS he also served as the founding Secretary of the ARRL Foundation, and

WHEREAS, in addition he has served the International Amateur Radio Union with great distinction, for ten years as Secretary and ten years as President, and

WHEREAS he continues to serve the IARU as an Expert Consultant and has been recognized as President Emeritus by the IARU Administrative Council, and

WHEREAS the year 2011 marks the 60<sup>th</sup> anniversary of Dr. Price's entry into Amateur Radio as WN5TIA, it is

RESOLVED by the ARRL Board of Directors that Larry Price, W4RA, is hereby named President Emeritus of the ARRL, with the thanks of the Board for his exceptional record of devotion and service to Amateur Radio.

Mr. Bodson moved, seconded by Mr. Vallio, the adoption of the resolution by acclamation. It was so VOTED, unanimously (applause).

President Craigie resumed the Chair.

42. All present were given the opportunity for closing comments.

43. On motion of Ms. Birmingham and unanimously seconded, the following was ADOPTED (with applause):

WHEREAS the July 2011 ARRL Board meeting has been conducted efficiently due to the diligence of staff,

Therefore be it RESOLVED that the entire Board family thanks the staff for their warm welcome to Headquarters and their assistance at the committee and Board meetings. We especially wish to recognize Lisa Kustosik, KA1UFZ, for arranging a comfortable and pleasant venue for the meeting.”

There being no further business the meeting was adjourned sine die at 4:42 PM. (Time in session as a Board: 12 hours 2 minutes.)

David Sumner, K1ZZ  
Secretary