Minutes of the 2011 Annual Meeting
ARRL Board of Directors
January 21-22, 2011

Summary Agenda
1. Roll call
2. Moment of silence
3. Courtesies
4. Consideration of agenda
5. Elections
6. Financial reports
7. Consent agenda
8. Proposals for amendments to Articles of Association and Bylaws
9. Consider recommendations of committees
10. Other business previously announced
11. Appointment of committees for 2011
12. Directors’ motions
13. Any other business
14. Adjournment

1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in Annual session at the Hartford/Windsor Airport Marriott in Windsor, Connecticut. The meeting was called to order at 9:00 AM EST January 21 with President Kay Cragie, 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
   Frank Fallon, N2FF, 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 Mileshosky, 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; Gary L. Johnston, KI4LA, Great Lakes Division; Joyce Birmingham, KA2ANF, Hudson Division; Rod Blocksome, KØDAS, Midwest Division; Grant Hopper, KB7WSD, Northwestern Division; Mike Raisbeck, K1TWF, New England 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. Delta Division Vice Director David Norris, K5UZ, was unable to attend.

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.


3. President Craigie recognized the guests, Mr. Bawden and Mr. Stafford, and invited Directors Sarratt and Woolweaver to introduce their new Vice Directors.

4. IARU Secretary Rod Stafford, W6ROD, 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, who noted the warm and close cooperation that has long existed between the two organizations.

6. Mr. Frenaye, as ARRL Foundation President, commented that the deadline for scholarship applications is approaching and encouraged Board members to encourage applications. He noted that four new scholarships were added during 2010 and expressed the willingness of the Foundation to work with any club or group wishing to establish a new scholarship.

7. Consideration of the Agenda – The following reports were removed from the Consent Agenda to permit discussion: Chief Operating Officer, Chief Technology Officer, General Counsel, Executive Committee, Administration and Finance Committee, Programs and Services Committee, Ethics and Elections Committee, Historical Committee, Ad Hoc Committee on Scouting, Ad Hoc Band Planning Committee, and the Nominating Committee for the Centennial Campaign. On motion of Mr. Vallio, seconded by Mr. Milehosky, the meeting agenda was adopted and the Consent Agenda was approved. The minutes of the 2010 Second Meeting of the Board were approved as a part of the Consent Agenda.
8. The floor was opened for nominations for Executive Committee. Mr. Edgar nominated Messrs. Isely, Frenaye, Vallio, Woolweaver, and Fenstermaker. Mr. Bodson nominated Mr. Mileshosky. On motion of Mr. Edgar, seconded by Mr. Fallon, it was voted to close nominations. President Craigie appointed Messrs. Olson, Boehner, and Woll to serve as tellers. Mr. Isely received 13 votes; Mr. Frenaye 12 votes; Messrs. Vallio, Woolweaver, and Mileshosky 11 votes; and Mr. Fenstermaker 9 votes. Accordingly, Messrs. Isely, Frenaye, Vallio, Woolweaver, and Mileshosky were elected to the Executive Committee (Applause).

9. The floor was opened for nominations for three three-year terms as Director of the ARRL Foundation. Mr. Frenaye nominated Messrs. Fenstermaker, Frahm, and Eugene Hastings, W1VRK. On motion of Mr. Mileshosky, seconded by Mr. Vallio, it was voted to close nominations and to elect the nominees.

10. Mr. McCobb presented the Treasurer’s report. He noted that the recovery in the portfolio reported last July continued during the latter half of the year. Coupled with bequests, this raised its value to an all-time high. The portfolio is geared towards a steady income strategy. He presented information on the Administration and Finance Committee’s review of the Investment Policy which will be considered later in the meeting.

11. Mr. Shelley presented the Chief Financial Officer’s report. He noted that even in the past two years of economic uncertainty, ARRL finances have fared well. Preliminary results for 2010 show revenues exceeding expenses by more than the planned amount.

12. Ms. Hobart presented the report of the Chief Development Officer. She noted that the Diamond Club performed well during 2010, but contributions to the Education and Technology Program lagged. The year was marked by the largest bequest the ARRL has received to date, from the Charles [W8KGD] and Iona Mathias Joint Trust.

13. Mr. Kramer presented the report of the Chief Operating Officer and responded to various inquiries from Directors. The Board was in recess from 10:39 until 10:58 AM. The queries for the Chief Operating Officer continued after the break.

14. Mr. Imlay presented the report of the General Counsel. With assistance from Mr. Price, he highlighted the pressure for additional spectrum for mobile broadband services, particularly in the range from 222 MHz to 3.7 GHz. He also noted a Notice of Proposed Rulemaking in FCC MD Docket No. 10-234 concerning possible amendments to the CORES registration system; the Notice has not yet appeared in the Federal Register so there is not yet a deadline for comments.

The Board was in recess for lunch and a group photograph from 12:05 until 1:19 PM and reconvened with all previous attendees present.

15. After the luncheon recess Mrs. Craigie noted that after approval by the Programs and Services Committee and the Executive Committee, she and Mr. Edgar recently presented the George Hart Distinguished Service Award to John Thomas, W3FAF, whose many years of service to Amateur Radio in several different ARRL sections included serving as Technical Coordinator for Eastern Pennsylvania while Mrs. Craigie was Section Manager. She then
presented Mr. Fallon with the 160-meter Worked All States award that he recently earned, thanks to Mr. Ahrens who provided the final QSL. Mr. Sumner presented the Fred Fish Memorial Award #3 to Mr. Roderick for contacting stations on 50 MHz in all Maidenhead grids that include territory of one of the lower 48 states.

16. Mr. Chwat reported on his work with the ARRL legislative program in the 111th Congress and plans for the new Congress that has just begun its work. He noted that H.R. 2160 from the previous Congress has been reintroduced as H.R.81 by Representative Sheila Jackson-Lee and that there is a commitment from the sponsors of S.1755, which passed the Senate in 2009 but was not taken up in the House, to reintroduce that measure. After his presentation and responses to several queries from directors, Mr. Chwat departed the meeting at 2:00 PM.

17. Mrs. Craigie presented the report of the Executive Committee and entertained questions.

18. Mr. Fenstermaker spoke on the report of the Administration and Finance Committee. He yielded to Mr. McCobb for an explanation of proposed amendments to the ARRL Investment Policy, which are minor in nature and are the result of a routine periodic review. This and other committee recommendations will be considered later in the meeting.

19. Mr. Edgar spoke on the report of the Programs and Services Committee, which also has recommendations to be considered later. The committee is considering how the committee structure might be modified so as to better address its broad mandate.

20. Mr. Frenaye delivered the report of the Ethics and Elections Committee. During last fall’s division election cycle the committee found that there is a need to educate candidates as well as the general membership on the changes in eligibility requirements for Director and Vice Director that were adopted by the Board in 2006. The committee recommends a minor revision to Bylaw 42 to provide for an appeal by any candidate who may be affected by a decision regarding eligibility.

The Board was in recess from 2:31 until 2:56 PM.

21. On behalf of the Historical Committee, Mrs. Birmingham demonstrated an online photo archive that is being constructed using images in the ARRL archives. She thanked Headquarters staffer Perry Williams, W1UED and volunteers, Charles Griffen, W1GYR, and Mike Marinaro, WN1M for their work.

22. Mr. Mileshosky expanded briefly on the Ad Hoc Committee on Scouting. He announced that the ARRL anticipates signing a Memorandum of Understanding with the Boy Scouts of America on January 31. He anticipates the dissolution of the committee at the July Board meeting. Mr. Mileshosky also extended thanks to Mr. Edgar for his service to the Ad Hoc Committee.

23. Mr. Frahm entertained questions on the report of the Ad Hoc HF Band Planning Committee.
24. Mr. Roderick presented the report of the Nominating Committee for the Centennial Campaign Committee. The committee has developed a vision statement that will be circulated to the Board.

25. Moving to agenda item 8, Mr. Frenaye moved, seconded by Mr. Fallon, that the first sentence of the second paragraph of By-Law 42 be modified to read: “Decisions of the Ethics and Elections Committee may be reviewed by the Board of Directors upon the written request of any candidate for that office or five or more Directors.” A roll call vote being required, all 15 Directors voted in favor so the motion was ADOPTED.

26. Moving to agenda item 9, on motion of Mr. Frenaye, seconded by Mr. Isely, after discussion, it was VOTED that the Board adopts the policy on electronic recording of ARRL Board and committee meetings recommended by the Executive Committee, effective as of the end of this meeting.

27. On motion of Dr. Woolweaver, seconded by Mr. Vallio, it was VOTED that the ARRL adopts these legislative objectives for the 112th Congress:
   
   Objective #1: The ARRL seeks legislation to extend the requirement for “reasonable accommodation” of Amateur Radio station antennas and antenna supporting structures (a requirement that now applies to state and local regulations) to all forms of land use regulation.
   
   Objective #2: The ARRL opposes legislation that would lead to the reallocation of amateur spectrum or to sharing arrangements that reduce the utility of existing allocations.
   
   Objective #3: The ARRL opposes legislation that diminishes the rights of federal licensees in favor of unlicensed emitters or encourages the deployment of spectrum-polluting technologies.
   
   Objective #4: The ARRL seeks recognition of the unique resources, capabilities, and expertise of the Amateur Radio Service in any legislation addressing communications issues related to emergencies, disasters, or homeland security.
   
   Objective #5: The ARRL supports the complementary legislative objectives of other radiocommunication services, particularly the public safety and scientific services that require spectrum access and protection from interference for noncommercial purposes that benefit the public.
   
   Objective #6: The ARRL opposes “distracted driving” legislation that does not clearly exempt two-way mobile radio transmitters or receivers used by licensees of the Federal Communications Commission in the Amateur Radio Service.
   
   Objective #7: The ARRL supports The FCC Commissioners’ Technical Resource Enhancement Act to ensure that Commissioners have adequate access to technical expertise when making decisions.

28. On motion of Mr. Vallio, seconded by Mr. Bodson, it was VOTED that the Microwave Band Planning Committee is dissolved, with the appreciation of the ARRL Board of Directors for their volunteer service.
29. On motion of Mr. Fenstermaker, seconded by Mr. Norton, it was VOTED that in order to facilitate the transfer to ARRL of certain donated assets now being held in a Fidelity Investments brokerage account, which transfer requires the execution of a series of corporate resolutions in the standard form provided by Fidelity Investments (which form has been provided to the Board of Directors for review), the Board of Directors hereby adopts the Resolutions preprinted on said form for the sole purpose of effectuating the transfer of said donated assets to ARRL. The Chief Financial Officer is empowered to execute the Fidelity Investments Resolutions form on behalf of ARRL and to cause the Secretary to affix the Seal of the Corporation to the form and convey the same to Fidelity Investments and to take other actions necessary to cause the donated assets to be released and transferred to ARRL.

30. On further motion of Mr. Fenstermaker, seconded by Mr. Ahrens, it was VOTED that Diane Middleton, ARRL Controller, be approved as a signatory on the ARRL’s operating bank account for which there is a dual signature requirement.

The Board was in recess from 4:04 PM until 9:00 AM Saturday, January 22, reconvening with all participants previously noted in attendance except Mr. Chwat.

31. On motion of Mr. Fenstermaker, seconded by Mr. Bodson, it was VOTED that the revised Investment Policy as presented to the ARRL Board of Directors on January 21, 2011 be adopted.

32. On further motion of Mr. Fenstermaker, seconded by Mr. Ahrens, it was unanimously VOTED that the 2011-2012 Financial Plan for ARRL, as amended, be accepted.

33. On motion of Mr. Fenstermaker, seconded by Dr. Weaver, it was VOTED that the suggested revisions to the ARRL Travel Policy regarding holding a standing committee meeting prior to or immediately following a division, state, section, or national convention be approved.

34. At 9:23 AM, on motion of Mr. Fenstermaker, seconded by Mr. Vallio, the Board dissolved into a Committee of the Whole to discuss personnel issues. Staff and guests were excused. Mr. McCobb left the meeting during the Committee of the Whole. At 11:17 AM the Committee of the Whole arose and reported to the Board. Staff and guests returned. On motion of Mr. Vallio, seconded by Mr. Edgar, the report of the Committee of the Whole was ADOPTED.

35. On motion of Mr. Cox, seconded by Mr. Fallon, it was VOTED to amend paragraph 5.a) of the “Rules and Regulations of the ARRL Field Organization” by adding the following sentence at the end: “Nominating petitions may be made by facsimile or electronic transmission of images, provided that upon request by the Membership & Volunteer Programs Manager the original documents are received by the Manager within seven days of the request.”

36. On motion of Mr. Widin, seconded by Mr. Cox, the following was ADOPTED: Whereas the VHF-UHF Advisory Committee (VUAC) now continues work on topics that will require extended time, moved that the Board re-new the VUAC charter until the ARRL Board meeting in July 2012.

37. Mr Fallon moved, seconded by Mr. Cox, the adoption of the following resolution:
WHEREAS, Ron Tomo has been involved in humanitarian communications over many years; and
WHEREAS, Ron Tomo provided extensive communication capabilities in the recent emergency situation in Haiti, and did so entirely at his own expense;
Now, therefore, on recommendation of the Programs and Services Committee, the ARRL Board of Directors selects Ron Tomo, KE2UK, to receive the 2010 ARRL International Humanitarian Award.

The resolution was ADOPTED unanimously (Applause).

38. Mr. Bodson moved, seconded by Mr. Fallon, the adoption of the following resolution:

WHEREAS, the active promotion of Amateur Radio in the media is necessary for generating interest in and growth of the Service, preservation of spectrum and fulfillment of our mission; and
WHEREAS the ARRL recognizes the unique arts in creating print, audio and video based news; and
WHEREAS, Phillip Lucas, staff writer for the Washington Post, in his coverage of 2010 Field Day with the Loudon, Virginia Amateur Radio Club captured well the essence of Field Day in displaying the annual tradition of operators trying to make contacts across a variety of modes and conditions, and his article was picked up by several wire services and appeared as far away as India; and
WHEREAS, Ms. Jennifer Crompton, producer for New Hampshire Chronicle on WMUR-TV of Manchester, New Hampshire in her weekday half hour news magazine featured a seven minute segment which followed the Field Day activities of the Contoocook Valley Radio Club and Ms. Crompton delved into the true spirit of Field Day and why hams want to keep looking for that elusive QSO; and
WHEREAS, Bill Colley, host of an afternoon drive time talk show on WGMD-FM in Rehoboth Beach, Delaware, with his guest, Bill Duveneck, KB3KYH, of the Sussex Amateur Radio Association (SARA) exhibited the attribute most sought in all talk show hosts: that of eliciting the best in his guest and through a well modulated and even flow, Mr. Colley and Bill Duveneck entertained and educated listeners about Amateur Radio and greeted callers with questions on why Ham Radio is a great hobby; and
WHEREAS these submissions have gained the recognition and recommendation of the ARRL Public Relations Committee as worthy of the 2011 Bill Leonard Award;
NOW, THEREFORE, THE ARRL BOARD OF DIRECTORS, at the recommendation of the ARRL Public Relations Committee, awards the 2011 Bill Leonard, W2SKE, Professional Media Awards to Phillip Lucas for print media, Bill Colley for audio and Ms. Jennifer Crompton for video excellence in Amateur Radio topics.

Ms. Crompton’s video segment was shown to the Board, after which the resolution was ADOPTED unanimously (Applause).

39. Moving to the next agenda item, Mrs. Craigie announced the following committee appointments:
Administration and Finance: Mr. Ahrens (chair), Mr. Widin, Mr. Bodson, Mr. Sarratt, Dr. Weaver, Mr. Woll, Mr. McCobb
Programs and Services: Mr. Edgar (chair), Mr. Cox, Ms. Birmingham, Mr. Fenstermaker, Mr. Norton, Mr. Tiemstra
Ethics and Elections: Mr. Sarratt (chair), Mr. Vallio, Mr. Frenaye
Amateur Radio Legal Defense and Assistance: Mr. Ahrens (chair), Mr. Milesosky, Mr. Norris, Mr. Raisbeck, Jim O’Connell W9WU, Mr. Imlay
RF Safety: Dr. Greg Lapin, N9GL (chair), Mr. Blocksome (Board liaison)
EMC: Mr. Carlson (chair)
Historical: Ms. Birmingham (chair), Mr. Frenaye, Mr. Norton, Mr. Johnston, Art Goddard, W6XD, Charles Griffen, W1GYR, Mike Marinaro, WN1M
Ad Hoc Committee on Scouting: Mr. Milesosky (chair), Mr. Fenstermaker, Mr. Olson, Larry Wolfgang, WR1B
HF Band Planning Committee: Mr. Frahm (chair), Mr. Frenaye, Mr. Norton, Steve Ford, WB8IMY, Chuck Skolaut, KØBOG
Public Relations Committee: Dr. Boehner (liaison)
Nominating Committee for the Centennial Campaign Committee: Mr. Roderick (chair), Mr. Frenaye, Mr. Sumner, Ms. Hobart
Ad Hoc Narrowband Study Committee: Mr. Sarratt (chair), Mr. Milesosky, Mr. Carlson, Mr. Price, Dan Henderson, N1ND, Steve Ford, WB8IMY
ARDF Coordinator: Joe Moell, KØOV
Advisory Committee chairs will be announced as soon as possible after the meeting.

The Board was in recess for lunch from 11:50 AM until 1:03 PM, reconvening with all previous attendees present except Messrs. Chwat and McCobb. The Board proceeded to consider Directors’ motions.

40. On motion of Mr. Bodson, seconded by Mr. Isely, the following resolution was ADOPTED:

WHEREAS, the FCC and NTIA have initiated studies with the aim of allocating 500 MHz between about 225 MHz and 4.4 GHz to mobile broadband applications contemplated by the National Broadband Plan; and
WHEREAS, the spectrum allocated to the Amateur Radio Service within and near this range may be used, in whole or in part, by all United States radio amateurs;
THEREFORE BE IT RESOLVED that the Board of Directors establishes the Ad-Hoc National Broadband Plan Committee, which shall:

(1) Assess the current threat levels to Amateur Radio spectrum at 222-225 MHz, 420-450 MHz, 902-928 MHz, 1240-1300 MHz, 2300-2310 MHz, 2390-2450 MHz, and 3300-3500 MHz; and
(2) Develop arguments and recommend to the Board strategies to protect these bands; with a preliminary report due July 1, 2011.

BE IT FURTHER RESOLVED that the membership of the Ad-Hoc National Broadband Plan Committee shall include, without limitation, the General Counsel and the Chief Technology Officer.
41. Mr. Widin moved, seconded by Mr. Edgar, the adoption of the following resolution:

WHEREAS QST and other ARRL periodicals are a critical representation of ARRL to all members; THEREFORE, the Board directs staff to prepare a comprehensive marketing plan for electronic publishing of periodicals which will include timing, pricing, target audience, risk assessment, etc. Staff should present this plan for A&F review, upon which if accepted, A&F will propose the plan for approval by the Board at its July 2011 meeting. We direct that binding decisions on these issues shall not be made prior to approval by the Board.

After discussion, the resolution was ADOPTED.

42. Mr. Norton offered the following motion, seconded by Mr. Isely:

Moved, that a standing order be added that directs staff to implement an internal-labor cost-accounting system that enables ARRL to determine overall costs of expense areas useful for ARRL management and direction. The system will be phased into operation with the following schedule:

1) Definition of charge numbers – March 1, 2011
2) Design of charge-number sheet – March 1, 2011
3) Start date of staff use – April 1, 2011
4) Start date of data entry into computer – May 1, 2011
5) Production of dollar charge data to individual accounts – June 1, 2011

On motion of Mr. Bodson, seconded by Mr. Frenaye, it was voted to lay the motion on the table.

43. Mr. Norton, seconded by Mr. Cox, moved that Article 6 be modified to read: “During the intervals between meetings of the Board of Directors, the affairs of the Corporation shall be administered by an Executive Committee consisting of the President, five Directors selected by the Board of Directors, and, without vote, the First Vice President and Executive Vice President. The term of office of the Executive Committee members shall be for one year or until their successors are elected. The Executive Committee shall meet at the call of the President, but no less often than semi annually. The Executive Committee will submit for final determination or decision by members of the Board of Directors by mail or E-mail vote any proposal approved by the Executive Committee. When such submission is made, it shall be in precise terms embodying the text of the proposed resolution. Such actions shall be binding upon the Executive Committee.”

After discussion, Dr. Weaver moved, seconded by Mr. Widin, to postpone consideration of the motion until the July 2011 Board Meeting. However, the motion was ruled out of order.

Mr. Fallon, seconded by Dr. Weaver, moved the previous question. A two-thirds affirmative vote being required, the motion to move the previous question was adopted. A roll call vote on the motion to amend Article 6 being required, Messrs. Cox, Fallon, Vallio and Norton voted in the affirmative and Messrs. Edgar, Isely, Widin, Weaver, Ahrens, Frenaye, Fenstermaker, Bodson, Milehosky, Sarratt and Woolweaver voted no. With 4 affirmative votes, and with 12 affirmative votes required for adoption, the motion was defeated.
44. Mr. Fallon moved the adoption of the following resolution, which was seconded by the entire Board and adopted by acclamation (Applause):

Whereas the 2011 meeting of the ARRL Board has been conducted efficiently and effectively due in great measure to the diligence of staff; Therefore be it resolved that the entire Board family thanks staff for their warm welcome to Headquarters and assistance at their committee and Board meetings. We especially recognize the Assistant to the Chief Executive Officer Lisa Kustosik, KA1UFZ, for the last 13 years supporting our deliberations and arranging a comfortable and pleasant venue for this Meeting.

45. There being no further business, all present were given the opportunity for closing comments, beginning with Mr. Fallon, who had announced his resignation effective with the end of this meeting. Mr. Fallon was acknowledged with a standing ovation by the entire Board for his years of service to the ARRL.

The meeting was adjourned sine die at 4:08 PM. (Time in session as a Board: 9 hours, 9 minutes; as a Committee of the Whole: 1 hour, 54 minutes.)

David Sumner, K1ZZ
Secretary