

ARRL 2025 ANNUAL BOARD OF DIRECTORS MEETING

JANUARY 17-18, 2025

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 Consent 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 By-Laws*
 - 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 session. The meeting was called to order at 9:00 AM, Friday, January 17, 2025, with First Vice President Kristen McIntyre, K6WX, in the Chair and the following Directors, constituting a quorum, present:

Bob Famiglio, K3RF, Atlantic Division
Brent Walls, N9BA, Central Division
Vernon "Bill" Lippert, ACØW, Dakota Division
David Norris, K5UZ, Delta Division
Scott Yonally, N8SY, Great Lakes Division
Ed Wilson, N2XDD, Hudson Division
Art Zygielbaum, KØAIZ, Midwest Division
Tom Frenaye, K1KI, New England Division

Mark Tharp, KB7HDX, Northwestern Division
Anthony Marcin, W7XM, Pacific Division
James Boehner, N2ZZ, Roanoke Division
Jeff Ryan, KØRM, Rocky Mountain Division
Mickey Baker, N4MB, Southeastern Division
Richard Norton, N6AA, Southwestern Division
John Stratton, N5AUS, West Gulf Division

President Roderick, K5UR, was unable to attend and pursuant to Article 9 of the Articles of Association, First Vice President McIntyre, K6WX, led the meeting in President Roderick's absence.

Also present without vote were:

Mike Ritz, W7VO, 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:

Joshua Long, W9HT, Central Division
Lynn Nelson WØND, Dakota Division
Roy Hook, W9REH, Great Lakes Division
Dave Galletly, KM2O, Hudson Division
Dave Propper, K2DP, Midwest Division
Phil Temples, K9HI, New England Division
Michael Sterba, KG7HQ, Northwestern Division
John Litz, NZ6Q, Pacific Division
Bill Morine, N2COP, Roanoke Division
Andy Milluzzi, KK4LWR, Southeastern Division
Ned Sterns, AA7A, Southwestern Division

Also present were:

Tim Ellam, VE6SH, President of the International Amateur Radio Union
Allan Boyd, VE3AJB, President of the Radio Amateurs of Canada
David Siddall, Esq., K3ZJ, FCC Communications Counsel
Fred Hopengarten, K1VR, former New England Division Director
Danielle Bialoglowy, KC1UKS, Executive Secretary
Cathleen Curry, Recording Secretary

Not present at the meeting were:

President Rick Roderick, K5UR

Marty Pittinger, KB3MXM, Vice Director Atlantic Division

Ed Hudgens WB4RHQ, Vice Director Delta Division

Dan Grady, N2SRK, Vice Director Rocky Mountain 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: Michael Valentine, W8MM, Ivan Aeschliman, W7WJM, Lloyd Berg, N9LB, Randall Carlson, WB0JJX, Carter Craigie, N3AO, Laurence Gauthier, K8UT, Jack Hartinger, KB0JKO, Rich Holoch, KY6R, John Kaufman, W1FV, Bob Korte, KD6KYT, Dennis Motschenbacher, K7BV, Mert Nellis, W0UFO, Leigh Ann Nielson, W7LEA, Emil Pocock, W3EP, Terrence Redding, Sr., W6LMJ, Doug Reinhardt, W6BKP, Ray Rogoway, W6RAR, Larry Shima, W0PAN, Rich Stiebel, W6APZ, and Michael Therrien, N1MD.

Courtesies

3. First Vice President McIntyre greeted the board and guests. She noted that she expected a productive meeting with all the appropriate courtesies while the meeting was in session. First Vice President McIntyre presented an ARRL certificate and pin to new Directors and Vice Directors: Director Brent Walls, N9BA, Director Tom Frenaye, K1KI, Vice Director Joshua Long, W9HT, Vice Director David Galletly, KM2O, and Vice Director Andy Milluzzi, KK4LWR.

4. Mr. Ellam brought greetings on behalf of IARU officers, and he summarized IARU efforts and plans for the upcoming year. 2025 marks the centennial anniversary of the IARU and the celebration will culminate in April 2025 with a meeting/reception in Paris, France, where the IARU was founded in 1925.

5. Mr. Boyd, the newly elected President of Radio Amateurs of Canada (RAC), brought greetings on behalf of the RAC officers. He noted that amateur radio is growing in Canada by approximately 2% each year, and RAC has seen a 5% increase in membership during 2024. RAC continues to offer online courses for basic and advanced licenses and has recently added a new CW course. Mr. Boyd provided updates on several aspects of RAC's activities, including the new Ottawa headquarters and the new flagship radio station, VE3RHQ. RAC has only two paid employees and is primarily a volunteer-based organization. He thanked President Roderick and his wife, Holly, for attending their general meeting in Canada.

6. Director Norris, the President of the ARRL Foundation, brought greetings from the Foundation. Director Norris reported that the Foundation awarded \$708,500 in scholarships to 125 students this season. Refinements to communications were made this year, including the introduction of text messaging for students applying for scholarships. 25 Foundation Grants were awarded totaling \$47,434. With the return of the ARDC Club Grant, 37 clubs received a total of \$500,502. A total of 110 applications were received requesting over \$1.5 million. Director Norris thanked

all volunteers for making this Foundation scholarship and grant season successful and looks forward to growing Amateur Radio with the youth.

7. Director Norris made a Unanimous Consent request to move directly to the election of ARRL Foundation Directors. Without objection, First Vice President McIntyre approved and appointed Vice Directors Morine, Proper, and Temples as tellers.

Director Norris nominated Director Tharp, Director Frenaye (to fulfill Director Luetzelschwab's term), Kermit Carlson, W9XA, and CEO David Minster. Director Yonally moved, seconded by Director Boehner that the nominations be closed. Seeing no objections, the motion was **APPROVED**, and Director Tharp, Mr. Carlson, Mr. Minster and Mr. Frenaye were declared **elected** (with applause).

Consideration of the Agenda of the Meeting

8. On the motion of Director Zygielbaum, seconded by Director Norris and seeing no objections, the Meeting Agenda was **ADOPTED**.

Election of the Executive Committee

9. Vice President McIntyre opened the floor for nominations for the ARRL Executive Committee. Director Ryan nominated Director Lippert, Director Yonally, Director Zygielbaum, Director Boehner, and Director Ryan. Director Famiglio nominated Director Stratton. Director Norris moved, seconded by Director Tharp, to close the nominations. Seeing no objection, the motion was **APPROVED**. Ballots were distributed, collected, and counted by the tellers with the following results: Director Boehner – 10; Director Lippert – 10; Director Ryan – 10; Director Yonally – 10; Director Zygielbaum – 10; Director Stratton – 5 and 1 Abstention.

Directors Bohner, Lippert, Ryan, Yonally, and Zygielbaum received majority votes and were declared **elected** to the Executive Committee.

The Board was on break from 10:20 AM to 10:33 AM with all members previously noted present.

Receipt and Consideration of Financial Reports

10. Treasurer Sager reviewed the fourth quarter and full-year 2024 investment results. He pointed out that 2023 and 2024 were unusually good for the investment markets, with over 20% returns in each year. Over 53% of the equity market returns in 2024 came from the "Magnificent Seven" stocks—Alphabet (Google), Amazon, Apple, Meta, Microsoft, Nvidia, and Tesla, and 21% of the market return came from Nvidia alone. Individual portfolio returns varied widely depending on the portfolio's representation in Magnificent Seven stocks. The ARRL investment portfolio had a negative investment return of \$1.05 million in the fourth quarter, or -2.7%, and for the 2024 year, the investment return was \$3.44 million, or 9.6%. Treasurer Sager stated that

the investment policy objective for the ARRL investment portfolio is the rate of inflation plus 3%. With the year-over-year CPI increase reported at 2.9%, the ARRL portfolio returns more than achieved this goal in 2024. The balance of ARRL investment assets was \$38,136,854 as of December 31, 2024. He reported that the Investment Management Committee continues to meet at least quarterly and supports Captrust's management efforts and the ARRL portfolio performance. Treasurer Sager then entertained questions.

11. CFO Middleton presented the report of the Chief Financial Officer. She stated despite the challenges of working without an accounting system (due to the cyber-attack), it was possible to provide some high-level projections by utilizing other systems and manual calculations. It is estimated that 2024 will end the year with a deficit of \$750,000. With recovery efforts still taking place, she noted that the annual audit will occur much later than usual. CFO Middleton then entertained questions.

Consideration of the Consent Agenda

The following reports were removed from the Consent Agenda: International Affairs Vice President's Report; FCC Counsel's Report; Executive Committee Report; Ethics and Elections Committee Report; Legal Defense & Assistance Committee Report; Public Relations Report; Historical Committee Report; Government Affairs Committee; and Information Technology Advisory Committee Report.

12. On the motion of Director Boehner, seconded by Director Tharp and seeing no objections, the Consent Agenda was **ADOPTED**.

The Board was on break for lunch from 11:15 AM to 1:05 PM with all members previously noted present.

13. International Affairs Vice President Stafford reported on the IARU Region 3 conference held in November 2024 in Bangkok, Thailand. A major item of business was to vote on restructuring the leadership positions for the region. The proposed changes were approved, and the member societies elected a President, Vice President and 5 members of the executive committee. The secretary is also elected by the member societies and the secretary also serves as a treasurer.

14. On the motion of IAVP Stafford, seconded by Director Zygielbaum it was moved that:

WHEREAS, the Libyan Communications Amateur Service (LCAS) has forwarded an application for International Amateur Radio Union (IARU) membership through IARU Region 1 to the IARU Secretary.

WHEREAS, IARU Region 1 has received, reviewed, and accepted the application for membership from the Libyan Communications Amateur Society (LCAS).

WHEREAS, the application reflects the Libyan Communications Amateur Service meets the requirements for IARU Member Society status. Accordingly, the admission of LCAS is proposed for approval by the IARU member-societies.

WHEREAS, there is no current IARU Member Society in Libya.

WHEREAS, LCAS was founded on May 12, 2024, with 7 licensed amateurs as members. There are 7 licensed amateurs in the country.

WHEREAS, the IARU Administrative Council voted to conduct a vote of all member societies on the admission of Libyan Communications Amateur Service as contained in IARU Proposal no. 266; and

WHEREAS, in order to be counted, Proposal no. 266 voting sheets must be received by the IARU Secretary no later than January 21, 2025.

THEREFORE, after due and careful consideration, the ARRL Board of Directors directs the ARRL Secretary to vote "YES" on IARU Proposal no. 266 concerning the admission of the Libyan Communications Amateur Service (LCAS) as an IARU Member Society and to forward the Proposal no. 266 Vote sheet to the IARU Secretary to be received no later than January 21, 2025.

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

15. Mr. Siddall presented the Washington Counsel's Report and responded to questions. He reported on personnel changes expected at the Commissioner and staff levels of the Federal Communications Commission (FCC) that are expected to affect Amateur and related proceedings. Mr. Siddall then addressed the timing and status of the League's FCC regulatory proposals and agenda, and also the status of other matters such as the petition that would affect use of 902-928 MHz and another petition that requests technical parameters that have been shown would cause interference with Amateur operations on adjacent high frequency (HF) frequencies. Finally, Mr. Siddall addressed enforcement and equipment authorization issues, including the continued public sales of handheld transceivers that easily are programmed for a wide range of frequencies and have been observed to result in interference to Amateur as well as commercial and public safety services. Mr. Siddall noted that between Board meetings he consults with the Executive Committee with regard to FCC matters and that ODV receives copies of all written filings.

16. Director Famiglio presented the Legal Defense Committee Report. No cases had been brought to the attention of the committee for assistance during 2024. He discussed the possibility of creating a continuing legal education course related to Amateur Radio legal issues and the details of requirements to get a course accredited. Many practicing attorneys need credits to maintain their licenses to practice. When asked about the volunteer counsel program, Director Famiglio advised there is difficulty in maintaining a substantial list of resources because many attorneys

on the list have retired, and don't want to spend the fees necessary to annually renew their licenses to practice law after retirement, attend classes and paying for required continuing legal education credits most jurisdictions require, and continue to pay malpractice insurance premiums. He welcomed any assistance or suggestions to recruit lawyers to provide volunteer assistance.

17. Director Baker moved, seconded by Director Yonally, that the Board move into a Committee of the Whole to discuss election issues. Seeing no objection, the motion was **APPROVED** by unanimous vote.

The Board was in a Committee of the Whole from 2:12 PM to 2:50 PM.

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

The Board was on break from 2:52 PM to 3:27 PM with all members previously noted present.

18. The Public Relations Committee Report was removed from the consent agenda to discuss concerns over the potential impact of incorrect and negative social media and other types of public posts and sharing of information.

19. Vice Director Propper, the Chair of the Historical Committee, was invited to speak to his report by First Vice President McIntyre. He commented on the progress made on how we would bring the virtual museum to the public or ARRL membership.

20. Director Stratton spoke to the Government Affairs Committee Report. He reported that he has been working with ARRL's lobbyists on a strategy to get two pieces of legislation passed this year. There have been numerous inquiries from members as to when they should write their representatives. The response has been that ARRL will let them know when the time is right. Director Stratton took the opportunity to thank Director Boehner and Vice Director Morine for their efforts to collect and document the role Amateur Radio played as two hurricanes came through their division and several amateur operators ended up on national news. This information will be helpful in demonstrating to Congress exactly what Amateur Radio can do – we are there when all else fails.

21. Vice President McIntyre, chairman of the ITAC, discussed the work of the committee and answered questions.

The Board recessed for the day at 4:52 PM, Friday, January 17, 2025, and returned on Saturday, January 18, 2025, at 9:00 AM with all members previously noted present.

Consider Recommendations of the Standing Committees

22. Moved by Director Lippert, seconded by Director Frenaye 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, and

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

WHEREAS, the ARRL panel of Technical Advisors voted to award the 2024 Doug DeMaw, W1FB Technical Excellence award to Paul Wade W1GHZ for his July/August 2024 QEX article, "Great Noise Figure, But Still Can't Hear".

THEREFORE, the ARRL Board of Directors does hereby bestow the 2024 Doug DeMaw, W1FB Technical Excellence award to Paul Wade W1GHZ for his July/August QEX article, "Great Noise Figure, But Still Can't Hear".

The motion was **APPROVED** by unanimous vote (with applause).

23. Administrative & Finance Committee moved that

The 2025 Financial Plan as amended, be approved.

Director Frenaye moved to amend, seconded by Director Ryan, that the motion included total Plan expenses of \$17.4 million. Seeing no objection, the motion was APPROVED unanimously. The amended motion:

The Administrative & Finance Committee moved that the 2025 Financial Plan, as amended, which includes \$17.4 million in planned expenditures be approved.

With no further discussion, the Directors voted accordingly:

Director Walls	Aye
Director Lippert	Aye
Director Norris	Aye
Director Yonally	Aye
Director Wilson	Aye
Director Zygielbaum	Aye
Director Frenaye	Aye
Director Tharp	Aye
Director Marcin	Aye
Director Boehner	Aye
Director Ryan	Aye

Director Baker Aye
Director Norton Aye
Director Stratton Aye
Director Famiglio Aye

The motion was **APPROVED** unanimously.

24. Director Ryan reported to the Board that CEO Minster has declined a salary increase for the second consecutive year. President Roderick and Director Ryan, as Administration & Finance Chair, accepted his decision.

The Board was on break from 9:20 AM to 9:27 AM with all members previously noted present.

25.

Director Norris moved, seconded by First Vice President McIntyre that:

WHEREAS, ARRL continues to allocate resources in the pursuit of legislation to benefit amateur radio, and

WHEREAS, many volunteers have worked with lobbying firms and congressional staff to ensure the League's point of view is considered, and

WHEREAS, there have been many bills drafted and assigned to Congressional committees over the years that have indicated that there is a potential for success in this endeavor, and

WHEREAS, The ARRL's presence in Washington, D.C. has resulted in many beneficial effects in regulatory matters specific to amateur radio.

THEREFORE, be it resolved that the ARRL Board of Directors hereby authorizes the CEO to partner with Board representative, Director Stratton, to oversee the League's efforts to influence Congress in the passage of a bill to achieve the stated goal herein. The CEO is required to provide a detailed report to the A&F Committee at each of their quarterly meetings. The Board further acknowledges with thanks the tireless work of the Governmental Affairs Committee for the many years of diligent and frequently arduous effort that has yielded hopeful results to date, and hereby sunsets the Committee.

After a lengthy discussion amongst the Board members about the importance of having a presence in Washington D.C. Director Yonally moved to call the question, seconded by Director Wilson. With the required two-thirds threshold vote met, the Directors voted on the main motion accordingly:

Director Lippert Aye
Director Norris Aye

Director Yonally	Aye
Director Wilson	Aye
Director Zygielbaum	Aye
Director Frenaye	Aye
Director Tharp	Aye
Director Marcin	Aye
Director Boehner	Aye
Director Ryan	Aye
Director Baker	Aye
Director Norton	Aye
Director Stratton	Aye
Director Famiglio	Aye
Director Walls	Aye

The motion was **APPROVED** unanimously.

Proposals For Amendments to Articles of Association and By-Laws

26. IAVP Stafford moved, seconded by Director Zygielbaum that:

WHEREAS, the ARRL Board of Directors created a Special Committee on By-Law 46 during the January 2024 Board Meeting as specified in Minute 48; and

WHEREAS, the Special Committee, after due deliberation, including extensive consultation with Connecticut Corporate Counsel, has issued a report including its findings and recommendations which include:

- Revision of ARRL By-Law 46 to assure that the By-Law is concise, easily comprehended, soundly based in Connecticut State Statute and ARRL Governing Documents, and including appropriate, legal, and effective remediation to protect the organization and further the interests of ARRL members.
- Revision of By-Law 42, the chartering section for the Ethics and Elections Committee, to define an independent neutral third party to whom ethical inquiries and candidate appeals of E&E decisions could be delegated for investigation.
- Revision of Articles of Association Article 7 which contains an incomplete description of the conditions creating a vacancy on the ARRL Board; and

WHEREAS, the recommendations of the Special Committee are designed to:

- Assure that ARRL Board Officers, Directors, and Vice Directors do their utmost to represent the interests of ARRL members.
- Establishes a primary emphasis on the fiduciary responsibilities and legal obligations that Board Members have to the ARRL to support its mission, to do no harm to the organization, to care for its long-term health and performance.

- Satisfies the concern expressed 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.
- Replaces inadequately worded and incomplete language in By-Law 46 with respect to remediation in case of a finding of ethical violation.
- Resolves concerns that ethics investigations by the Ethics and Elections (E&E) Committee of the ARRL board, may have been conducted improperly, swayed by personal or political bias, and/or conducted without appropriate transparency

THEREFORE, be it resolved to accept the report from and implement the recommendations of the Special Committee. Those recommendations are

1. Replace the current By-Law 46 “Conflict of Interest Policy” with a new section, “Board Member Statement on Authority, Responsibility, and Expectations”. This By-Law incorporates, by reference, such a statement describing the duties of Board Members, a revised Conflict of Interest Policy, and the use of an independent neutral Third Party to investigate allegations of and, if appropriate, suggest remediation for violations of any ethical, fiduciary, or legal duties by a Board Member.
2. Adds a section to By-Law 42 to define an independent neutral Third Party within the structure of the Ethics and Elections Committee.
3. Clarifies the description of vacancy in Articles of Association Article 7 as shown in the attached proposed Article.

The Board was on break from 10:35 AM to 11:12 AM with all members previously noted present.

Director Stratton moved, seconded by Director Famiglio to postpone the motion until the second Board of Directors meeting in July 2025

Director Zygielbaum moved an amendment to include 1) obtaining a written opinion from Connecticut counsel on the legal basis of the document and 2) Board members will have 60 days to provide specific concerns and suggestions in writing to the committee. Director Stratton proposed there be 90 days to provide concerns and suggestions to the committee. 90 days was agreed upon. There was also a request to define the 90 day period.

The amended motion:

Director Stratton moved, seconded by Director Famiglio to postpone the motion until the second Board of Directors meeting in July 2025 for the committee, which has worked in good faith, to obtain a written opinion from Connecticut counsel on the legal basis of the document

and for Board members to provide specific concerns and suggestions, in writing to the committee within the 90 day period of Monday, January 20, 2025 to Monday, April 21, 2025.

The motion was **APPROVED** unanimously.

27. Director Zygielbaum moved, seconded by Director Wilson and Director Tharp that

WHEREAS, the ARRL has modernized the Division Director election process by engaging a trusted, qualified, and experience disinterested third party to collect electronic ballots and process paper ballots; and

WHEREAS, the automated processes involved are mechanical or electronic and require minimal or no human involvement in tabulation; and

WHEREAS, the nature of the automation is very high speed and contained within electronic and electromechanical devices, risk of miscounts due to malfeasant activity or detection of such occurrence by an untrained observer is improbable; and

WHEREAS, the current requirement under the current Bylaw 20(b) that tabulation be observed by a member of the E&E Committee offers little merit in validating the tabulation process.

THEREFORE, it is proposed the Board appropriately update By-Law 20(b).

Current By-Law 20(b):

“Alternatively, the Ethics and Elections Committee may arrange for the distribution of ballots and tabulation of results by a qualified and disinterested entity provided that the tabulation is observed by a representative of the Committee and the qualified and disinterested entity attests to the accuracy of its tabulations.”

Proposed By-Law 20(b):

“Alternatively, the Ethics and Elections Committee may arrange for the distribution of ballots and tabulation of results through a qualified, respected, and disinterested entity specializing in handling corporate and organization elections. At the discretion of the E&E Committee, a member of the E&E Committee may be designated to observe the tabulation process.”

After discussion amongst the Board members Director Baker moved to call the question, seconded by Director Norris. With the required two-thirds threshold vote met, the Directors voted on the main motion accordingly:

Director Norris Aye

Director Yonally	Aye
Director Wilson	Aye
Director Zygielbaum	Aye
Director Frenaye	Aye
Director Tharp	Aye
Director Marcin	Aye
Director Boehner	Aye
Director Ryan	Aye
Director Baker	Aye
Director Norton	Aye
Director Stratton	Aye
Director Famiglio	Aye
Director Walls	Aye
Director Lippert	Aye

The motion was **APPROVED** unanimously.

The Board was on break for lunch from 11:45 AM to 1:03 PM with all members previously noted present.

28. Director Zygielbaum moved, seconded by Director Yonally that

WHEREAS, the process of nominating and electing ARRL Directors and Vice Directors is defined in ARRL Bylaw 18, ARRL Standing Orders, and Rules and Regulations; and

WHEREAS, the sanctity of ARRL elections requires that the election process is well documented and subject to rigorous Board approval; and

WHEREAS, unlike the super-majority vote protection for the Bylaws, the Standing Orders require only a simple majority vote, and there are no such protections for Rules and Regulations; and

WHEREAS, the lack of specificity in the current election documentation engenders misunderstanding and a burden of interpretation between and among candidates and the Ethics and Elections Committee.

THEREFORE, the attached proposed new Bylaw 18 is intended to improve the election process by moving important elements into the Bylaws and by providing greater detail and better guidance for conducting elections.

Proposed Bylaw 18

18. Director/Vice Director Elections
a. Official Communications

i) All election related communications between candidates and the ARRL shall be conducted through the ARRL Secretary.

b. Nomination Process

i) In the July and August issues of QST, the Secretary shall solicit nominations for the office of Director/Vice Director in each division in which the term of the incumbent is to expire on the subsequent January 1, in a notice that shall include the name of the incumbent.

ii) On any date between the first business day of July and noon Eastern Time on the second Friday in August of any election year, any Full member of any such division may request official nominating petition forms. To constitute a valid nomination, the original copy of such an official nominating petition form as provided by the Secretary must name a Full member of the division as a candidate for Director/Vice Director; must be signed by ten or more Full members of the division; must be accompanied by a statement signed by the candidate attesting to his or her eligibility, willingness to run, and willingness to assume the office if elected; and must be filed with the Secretary no later than noon Eastern Time on the third Friday of August of that year.

iii) The submission may be made by facsimile or electronic transmission of images, provided that upon request by the Secretary the original documents are received by the Secretary within seven days of the request. The Secretary shall, within one business day, acknowledge the receipt of nominations to the candidate and shall forward the nominations to the Ethics and Elections Committee (E&E). E&E will validate the nomination, signatures, and candidate statement, and determine candidate eligibility. The deadline for determining eligibility and notification of the candidate by the Secretary is noon Eastern Time on the 4th Friday of August.

iv) Each candidate may submit a 300-word statement for inclusion with the ballot. The submission of this statement shall be filed with the Secretary no later than noon Eastern Time on the 7th day after the 4th Friday in August. With this statement, the candidate may submit his or her paper photograph with dimensions not larger than 3 inches high and 2 inches wide to likewise be included in the ballot. Alternatively, an equivalent electronic photograph in .jpg format at a minimum of 200 dpi may be submitted.

c) Candidate Eligibility Requirements

i) Along with requirements specified in ARRL Articles of Association Article 12, candidates must maintain their permanent residency (as referenced in Article 7 of the ARRL Articles of Association) in the division for which they

are running for election. Permanent residency is defined as living full-time within the division. Ownership of property or part-time residency within a division does not satisfy this eligibility requirement. ARRL membership records and other sources will be considered in verification of permanent residence.

d) Campaigning

i) The campaign period is defined as the period from July 1st until the day ballot submission is due in the election.

ii) To facilitate campaigning, address labels, mailing lists, or other membership data are furnished upon request, to any candidate whose eligibility has been certified. All requests shall be made in writing on a form to be provided by the Secretary. The form will require a signed statement that the list is being used only for the purpose of campaigning. Lists are furnished at the cost of production.

iii) All statements made by the candidate during the campaign period must be, in all material respects, truthful and not misleading. The standard of truth applies to all campaign material by a candidate. Campaign statements may include opinions (stated as such). However, an expressed opinion based on false or misleading statements shall be deemed to be untrue. The E&E Committee shall be responsible for reviewing and determining whether statements are false or misleading.

iv) A candidate may not make any comments, directly or indirectly, referring to their opponent(s) in any campaign communication, oral or written. Candidates participating in a debate may mutually agree to waive this provision for the duration of the debate.

v) Because outside influences can create misleading bias and unfair advantage, ARRL intends that election campaigning and fundraising take place entirely within the division holding an election. Candidates may not solicit or accept financial support of any kind from outside of their division by any means. This includes using services such as GoFundMe or by using an intermediary. Except if acting as a member of E&E, no ARRL board member may become involved in an election that is outside of their own division. This includes providing financial support, providing testimonials, campaigning for candidates, and actively engaging and supporting potential candidates. Board members may provide information to candidates, if asked by a candidate, only if that information is shared with all candidates and vetted in advance by E&E. E&E is responsible for overseeing all communications related to division elections.

vi) Candidates may communicate with division members by mail, electronic distribution, posting to personal websites and webpages (specifically not portrayed as official ARRL websites or webpages), email, hand-delivery or by any other means of distribution. Candidates may not use communications vehicles that carry campaigning or other election related comments outside of their division during the election period other than personal websites or webpages. An electronic or physical copy of all campaign material shall be sent to the ARRL Secretary.

vii) It may not be appropriate for candidates to conduct on-the-air campaigning. ARRL does not sanction such on-the-air activity. Because incumbent Directors/Vice Directors are in ap policy-making role in a corporation, it is better if their campaign activities are conducted in some fashion other than via Amateur Radio. Articles by or about, or photos of, an incumbent Director/Vice Director, or a candidate, will not be knowingly published in an issue of QST, On The Air, QEX, or NCJ during the campaign period. No candidate or person on behalf of a candidate shall distribute campaign literature on official ARRL stationery, except that ARRL member or club stationery may be used. "Campaign literature" is defined as any item in support of a specific candidate.

viii) The E&E Committee may decide after working to resolve an issue with a candidate that disqualification is the only recourse. The intent is to ensure that there is equity in the fairness of the election in question. A candidate who has been disqualified has up to 7 days to file a request for review of the disqualification as provided in these Bylaws.

ix) To protect the sanctity of the election process and assure that members are not provided with biased and/or inaccurate information, candidates may not make public statements about complaints made to or received from the Secretary during the election period. The candidate may, however, request through the Secretary that E&E release such information to all members of the Division.

Director Stratton departed the meeting at 2:13 PM to represent ARRL at a function in Washington DC.

After a long discussion amongst the Board members Director Norris moved to call the question, seconded by Director Boehner. With the required two-thirds threshold vote met, the Directors voted on the main motion accordingly:

Director Yonally	Aye
Director Wilson	Aye
Director Zygielbaum	Aye

Director Frenaye	Nay
Director Tharp	Aye
Director Marcin	Aye
Director Boehner	Aye
Director Ryan	Aye
Director Baker	Nay
Director Norton	Nay
Director Stratton	Not Present for Vote
Director Famiglio	Nay
Director Walls	Aye
Director Lippert	Aye
Director Norris	Aye

The motion was **APPROVED**, 10 Aye and 4 Nay.

The Board was on break beginning at 2:32 PM to 2:46 PM with all members previously noted present except for Director Stratton, Mr. Ellam and Mr. Boyd.

Consider additional recommendations as contained in reports

None were presented.

Directors' Motions

No additional Director Motions were presented.

Other Business

29. Second Vice President Ritz moved, seconded by Director Tharp that:

WHEREAS, ARRL denotes itself as “The National Association for Amateur Radio”, and

WHEREAS, ARRL has an obligation to our members and the amateur radio community at large to ensure the technical advancement and enjoyment of Amateur Radio, as outlined in the latest published ARRL Strategic Plan, and

WHEREAS, as outlined in Minute 36 of the January 2022 ARRL Board of Directors Annual Meeting minutes, the Board did unanimously approve the ARRL “Clean Signal Initiative” (CSI), and

WHEREAS, the *CSI Working Group*, a very successful collaboration of volunteer technical subject matter experts, ARRL Lab staff, and HF amateur radio manufacturers, are in the final stages of releasing the first formal industry standards for HF transmitter signal

cleanliness that ensure more efficient use of HF amateur radio spectrum and that exceed FCC requirements, and

WHEREAS, one of the five-year goals outlined within Appendix 1 of the original motion that created the CSI, (white paper: "An Opportunity Presented: The ARRL Clean Signal Initiative") called for the creation of an *ARRL Technical Standards Committee* to replace the original working group when deemed appropriate, and

WHEREAS, there is still much work to be done in the arena of amateur radio industry technical standards that go beyond the original scope and charter of CSI.

THEREFORE, be it resolved that the ARRL Board of Directors formally approve a new committee as outlined within the attached Charter of the ARRL Technical Standards Committee.

Charter of the ARRL Technical Standards Committee

Version 1.03 – 5 January 2025

The ARRL Technical Standards Committee ("TSC" and referenced within this document as the "Committee") is responsible for the oversight of standards development that could impact amateur radio. This includes the oversight, development and maintenance of technical and operational standards that may be developed by the ARRL. Technical standards may be related to amateur radio equipment, devices and apparatus meant to be sold in the United States, and under jurisdiction of the Federal Communications Commission (FCC). Original Equipment Manufacturer (OEM) compliance with these standards is deemed to be entirely voluntary in nature, however published standards as approved are considered "engineering best practice" in the eyes of the TSC and ARRL, and ARRL may choose to endorse standards compliance. Operating standards represent best practice in the ways that amateurs operate their stations under the FCC CFR 47 Part 97 regulations. Although the Committee may develop standards within its own membership, it also oversees the development of standards under ARRL-sponsored standards Working Groups.

The Committee also monitors industry and regulatory standards work, to identify standards under development that could impact amateur radio and makes recommendations to the Board of ARRL staff on the best ways for ARRL to influence those standards, if necessary.

Further committee responsibilities and outlined.

Policies & Procedures

The committee shall follow the *ARRL Policies and Procedures for Standards Development* document as approved by the Committee and other documents as applicable. All formal meetings of the Committee shall be conducted per Robert's Rules of Order.

Members:

The TSC consists of officers and other members as follows: there shall be a Chair, (optional Co-Chair), Vice Chair, Secretary, ARRL Board Liaison, and current ARRL Laboratory Manager (or his/her designate). The ARRL Laboratory Manager can fill any Officer position in the TSC other than that of ARRL Board Liaison. All officers and appointed members of the Committee shall be at least full members of ARRL. The total number of Committee members of the Committee shall be at least full members of ARRL. The total number of Committee members may be fluid, depending on expertise requirements for the technical standard under development. The use of outside "subject matter experts" for any standards development effort is to be encouraged.

The Committee Chair(s) and ARRL Board Liaison members shall be appointed by the ARRL President for a term of one year, which can be renewed or hanged by the ARRL President annually following the January Full Board meeting. Other Committee members are recommended by the Chair(s) and are approved by the ARRL President. The Vice Chair and Secretary Committee officers are nominated and elected by a simple majority vote of permanent Committee members for a renewable period of one year.

Mission:

The Committee shall be responsible for the following:

1. Overseeing the development of ARRL technical and operating standards and ensuring they are within the scope of the Committee. The Committee may also develop standards on its own initiative.
2. Ensuring ongoing maintenance all standards overseen or developed by the Committee.
3. Acting on other matters requiring Committee effort.
4. Seek other standards-development organizations to cooperate with and/or establish formal membership or liaisons. These may include international organizations, in conjunction with the current ARRL Vice President of International Affairs.
5. Monitor the development of any industry standard that could impact amateur radio and make recommendations to ARRL staff and/or the ARRL Board for appropriate ARRL involvement.
6. Oversee and support of any standards that may be developed by staff (ARRL Lab, other).
7. Request funding for ARRL purchase of industry standards that could impact amateur radio.
8. Communicating with the ARRL Board of Directors via formal written reports on specific committee activities and accomplishments, including ARRL's work with the IUT C63 committee and ARRL's work with the IEEE EMC Committee standards.

Objectives:

Identify possible areas within the scope of the TSC which may require standardization. These may include:

1. List of terms, definitions, or symbols.

2. Expositions of scientific methods of measurement or tests of the parameters or performance of any device, apparatus, system, or phenomenon associated with the art, science, or technology related to amateur radio.
3. Characteristics, performance, and safety requirements associated with devices, equipment, and systems related to amateur radio. These standards may exceed current FCC requirements outlined in FCC CFR 47 Part 97 regulations but are meant to reflect “engineering best practices”.
4. Recommendations reflecting current state-of-the-art in the application of engineering principles to any field of technology related to amateur radio.

TSC Sunsetting:

As the amateur radio technological landscape is constantly evolving, the TSC is meant to be a permanent ARRL Board level committee, and as such shall have no defined sunset date. The Committee may be disbanded by an ARRL Board motion approved by the simple majority of the ARRL Board of Directors, or by the ARRL Executive Committee operating on the Board’s behalf.

The motion was **APPROVED**, 13 Aye and 1 Nay.

30. The Board expressed their appreciation and praise to First Vice President McIntyre for running the Board Meeting so effectively in President Roderick’s absence. They also thanked Ms. Bialoglowy, Executive Assistant and Cathy Curry, Recording Secretary, for all their effort and hard work.

Closing Courtesies

31. First Vice President McIntyre thanked everyone for their hard work and accomplishments during this meeting.

32. There being no additional business, on the motion of Director Baker, seconded by All Board Members, the meeting was **ADJOURNED AT 3:26 PM.**

Respectfully submitted,
David A. Minster, NA2AA
Secretary