

Ethics and Elections Committee

42. There shall be an Ethics and Elections Committee composed of three Directors, who may also serve on other committees without restriction. The Ethics and Elections Committee shall:

1) Ethics

Apply guidelines adopted by the Board concerning ethical conduct by Board Members and make recommendations to the Board in specific cases to address noncompliance. These guidelines are contained in the Board Member Statement as defined in By-Law 46, and all governing documents (Articles of Association, By-Laws, Rules and Regulations) and guidance as set forth in the Director Workbook.

- (a) Advise the Chief Executive Officer on and recommend to the Board standards for Section Manager elections.
- (b) Receive and evaluate disclosures by Board Members, and candidates for the office of Director or Vice Director of actual or potential Conflicts of Interest as defined and further described in the Board Member Statement and report its findings to the Board of Directors.
- (c) Make factual findings regarding the presence or absence of Conflicts of Interest and report those findings to the Board of Directors together with any recommendations to address such ascertained conflicts.
- (d) If a member of the E&E committee is under investigation for a violation of ethical, fiduciary, or legal duty, that E&E member will be recused from the E&E and will be replaced by a temporary President appointee for the duration of the investigation.
- (e) Pursuant to By-Law 46, if a majority of the E&E agrees that a violation of ethical, fiduciary, or legal duty by a Board Member might exist, the Committee will refer any relevant findings and evidence to an independent neutral Third Party selected by the ARRL Chief Executive Officer. Examples of acceptable independent Third Parties include retired judges and law firms experienced in dispute resolution. The Third Party must have no working, advisory, or financial relationship with the ARRL, except for acting in the capacity of a neutral independent Third Party. The Third Party, Ethics and Elections Committee and Board Member will thereafter follow the process set forth in By-Law 46 Section (e).
- (f) Periodically consider whether and how the ARRL Conflict of Interest Policy should be revised or amended to better meet its objectives and report to the Board on its recommendations.

2) Elections

- (a) Determine eligibility of candidates for Director and Vice Director, including but not limited to receipt and review of petitions and certification of eligible candidates.
- (b) Certify a nominee's eligibility under Article 12 to fill a Vice Director vacancy under Article

7.

- (c) Supervise the balloting for Director and Vice Director, including but not limited to review of all campaign statements and materials, oversight of the balloting process in accordance with Bylaw 20, and releasing the election results.
- (d) Decisions of the Ethics and Elections Committee which specifically deny candidacy to an applicant may be reviewed upon the written request of any candidate for that office. Review shall be limited to the materials submitted to the Ethics and Elections Committee. The requested review will be conducted by an independent neutral Third Party selected as described in Section 1(e). The Third Party may confirm or overturn the decision of E&E.
- (e) With respect to the eligibility of candidates for Director and Vice Director, the Ethics and Elections Committee shall apply the applicable procedural and substantive provisions of the ARRL Conflict of Interest Policy set forth in these Bylaws.

3) Appointment of Committee Members

The members of the Ethics and Elections Committee shall be annually appointed by the President at the Annual Meeting from among those Directors not subject to election during the year of service. The President shall designate the chairman of the Ethics and Election Committee.