

## ARRL Executive Committee Proposes Changes to the Articles Of Association and By Laws, Continues to Study the Code Of Conduct

The Executive Committee of the ARRL Board of Directors recently voted to recommend two amendments to the organization's Articles of Association and one change to the organization's By-Laws for approval by the Board of Directors at the Board's upcoming meeting in July.

At its January 2018 meeting, the ARRL Board agreed to provide ARRL members with the rationale and purpose behind proposed changes to the Articles of Association and By Laws. Accordingly, the four changes being proposed are as follows:

- **A change to the wording of the Articles reflecting on Indemnification and Personal Liability of ARRL Directors, Vice Directors and Officers.**

Two new Articles of Association – Articles 15 and 16 – were approved at the July 2017 meeting of the ARRL Board of Directors. ([Click here to read the minutes.](#)) To ensure compliance with Connecticut state statutes, ARRL's Connecticut counsel recommended two revisions, which would need approval from the Board. The proposed amendments address those revisions.

Article 15 addresses the issue of personal liability on the part of Directors, Vice Directors, and volunteer and staff officers for damages due to a breach of duty in their respective roles, provided the breach did not involve a “knowing and culpable” violation of law, improper personal economic gain, a lack of good faith, and conscious disregard or sustained and unexcused pattern of inattention amounting to abdication of duty.

Article 16 would provide indemnification of Directors, Vice Directors, and volunteer and staff officers for any monetary judgement based on any actions taken or any failure to take action, except in those conditions similar to the ones spelled out in Article 15.

- **A change to the wording of Article 1 to add “ARRL, The national association for Amateur Radio” as an informal name for the organization along with “American Radio Relay League, Inc.”**

This change simply adds the informal name of the organization to the formal name in Article 1 of the Articles of Association to indicate that either is a proper description of the organization. This change was also initially approved by The ARRL Board of Directors at its July 2017 meeting, but had not been vetted with ARRL's Connecticut legal counsel. That has since been addressed.

The amendment reads:

The name of our corporation shall be The American Radio Relay League, Incorporated. It may be informally referred to as ARRL, the national association for Amateur Radio. Our corporation commenced its corporate existence as The American Radio Relay League, Incorporated, when its Articles of Association were approved by the Secretary of the State of Connecticut on January 29, 1915.

- **A clarification of the election cycle for the election of Directors in By Law 23.**

This amendment is only a change in the wording, in an effort to make clear the schedule for the election of Directors and Vice Directors by specific Division. The current version refers to years 2003 to 2005.

Bylaw 23 would be amended to read as follows:

Elections for Directors and Vice Directors shall take place according to the following schedule:

In the year 2018 and every third year thereafter there shall be elections in the Central, Hudson, New England, Northwestern, and Roanoke Divisions.

In the year 2019 and every third year thereafter there shall be elections in the Pacific, Rocky Mountain, Southeastern, Southwestern, and West Gulf Divisions.

In the year 2020 and every third year thereafter there shall be elections in the Atlantic, Dakota, Delta, Great Lakes, and Midwest Divisions.

The terms of Directors and Vice Directors shall begin at noon on the first day of January of the year after that in which they are elected.

The specific wording of the proposed changes is included in the minutes of the April 21, 2018 meeting of the ARRL Executive Committee and can be found on the ARRL web site at:

<http://www.arrl.org/files/file/2018%20Board%20of%20Directors/Minutes%20April%202018%20FINAL%205-4-18.pdf>

In addition, the Board made two specific changes to the Code of Conduct at their January meeting ([click here to read the minutes](#)) and directed the Executive Committee to review the remaining provisions with the intention of presenting those to the full Board. The Executive Committee began this process at their meeting in April, considering a simplified version of the document recommended by the National Council of Non-Profits, but realized it would likely take

longer than originally anticipated to work through the changes and present them to the Board and the membership. They expect to have a discussion and a proposal for the Board later this year.