

As amended through July 30, 2018

## **ARRL ARTICLES OF ASSOCIATION**

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Be it known that we, the subscribers, do hereby associate ourselves as a body politic and corporate pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock and the following are our Articles of Association:

### **Article 1:**

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. The original Articles of Association were subscribed by Hiram Percy Maxim, Clarence D. Tuska and Lawrence A. Howard. The affairs of the corporation have since that time been continuously governed by a Board of Directors selected by the membership.

### **Article 2:**

The purposes for which our corporation is formed are the following: the promotion of interest in Amateur Radio communication and experimentation; the establishment of Amateur Radio networks to provide electronic communications in the event of disasters or other emergencies; the furtherance of the public welfare; the advancement of the radio art; the fostering and promotion of noncommercial intercommunication by electronic means throughout the world; the fostering of education in the field of electronic communication; the promotion and conduct of research and development to further the development of electronic communication; the dissemination of technical, educational and scientific information relating to electronic communication; and the printing and publishing of documents, books, magazines, newspapers and pamphlets necessary or incidental to any of the above purposes. No part of the assets or income of our corporation shall inure to the benefit of or be distributable to the members, the officers, or any of them, or to other private persons except that our corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

### **Article 3:**

The principal office of the corporation shall be maintained at 225 Main Street, Newington, Connecticut.

### **Article 4:**

The affairs of the Corporation shall be governed by a Board consisting of fifteen Directors, each representing a territorial Division comprising a geographical area as defined in the By-Laws. The Directors shall be elected for terms of three years by the members eligible to vote, according to

the schedule prescribed in the By-Laws. Election of Directors shall be by mail or electronic vote in accordance with the rules and regulations prescribed in the By-Laws. The Board shall meet twice a year at times and places as provided in the By-Laws. The first meeting shall be called the Annual Meeting and the second shall be called the Second Meeting. Special meetings of the Board shall be called by the President upon written request of a least one-half of the membership of the Board as then constituted.

#### **Article 5:**

At the time of the election of each Director there shall also be elected a Vice Director who shall have power of succession to the office of Director as hereinafter prescribed. No person shall be eligible for the office of Vice Director who does not possess the qualifications herein specified for the office of Director.

#### **Article 6:**

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 Chief Executive Officer. 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 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. When such submission is made, it shall be in precise terms embodying the text of the proposed resolution. Such action shall be binding upon the Executive Committee.

#### **Article 7:**

A vacancy in the Board of Directors shall be deemed to occur upon the death, resignation, recall, move of permanent residence outside the division from which elected, or refusal to act of any Director. 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. Should the office of Vice Director be vacant, the vacancy shall be filled by appointment by the President. The Vice Director shall also serve as Director at any meeting of the Board of Directors which the Director is unable to attend, and during such period of service, the Vice Director shall be considered to have all of the duties, responsibilities, authority and obligations of a member of the Board of Directors.

#### **Article 8:**

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.

## **Article 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.

## **Article 10:**

These articles may be amended by a three-fourths vote of all Directors, or, provided due notice of the proposed amendment shall have been placed in the mail to each Director at least thirty days in advance, by a two-thirds vote of all Directors. The Board of Directors may from time to time adopt By-Laws not inconsistent with the Articles and applicable statutes. By-Laws may be amended by a three-fourths vote of all Directors, or, provided due notice of the proposed amendment shall be mailed to each Director at least thirty days in advance, by a two-thirds vote of all Directors. Notices shall be sent by First-Class mail or electronic mail to the last known address to each Director.

## **Article 11:**

The membership of the League shall consist of (a) Full members who shall be entitled to all rights and privileges of the League except as otherwise provided in these Articles, in the Bylaws, or in the Rules and Regulations of the ARRL Field Organization, and (b) International members and Associate members who shall be entitled to all rights and privileges of the League except the right to vote for Directors, Vice Directors and Section Managers and the right to hold office. The Board of Directors shall by appropriate By-Laws specify the requirements of each membership class, provided, however, that the Board of Directors shall not terminate or reduce the rights of any member except for the lapse or termination of a condition now required as precedent to the exercise of such rights. Nothing herein contained shall preclude the Board of Directors from expelling a member upon good cause shown and after notice and an opportunity to be heard.

## **Article 12:**

No person shall be eligible for the office of Director, Vice Director, President, Vice President, or Treasurer who has not been a Full member of the League for at least four continuous years immediately preceding nomination and throughout the subsequent term of office, nor shall any person be eligible who has not held continuously during that period a valid authorization as a radio amateur in accordance with the applicable laws and regulations of the United States. No person shall simultaneously hold the office of President or Vice President and Director. No person shall be eligible to serve, or to continue to serve as Director, Vice Director, President, Vice President or Treasurer unless they are at all times in full compliance with these

Articles, the Bylaws and the Rules and Regulations of the League relating to ethics, elections and conflicts of interest, as determined in accordance with the Bylaws.

### **Article 13:**

No substantial part of the activities of our corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and our corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, our corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of our corporation.

### **Article 14:**

Upon the dissolution of our corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of our corporation, dispose of all of the assets of our corporation exclusively for the purposes of our corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of our corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

### **Article 15:**

No volunteer or staff officer, director or vice director will have personal liability to the Corporation or its members for monetary damages for breach of duty in their respective roles if such breach did not (a) involve a knowing and culpable violation of law by the officer, director or vice director, (b) enable the volunteer or staff officer, director or vice director, or an associate of the volunteer or staff officer, director or vice director, as defined in subdivision (2) of Section 33-840 of the Connecticut Business Corporation Act, as amended (the "Act"), to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the officer, director or vice director to the Corporation under circumstances in which the officer, director or vice director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the officer's, director's or vice director's duty to the Corporation. This provision shall not limit or preclude the liability of an officer, director or vice director for any act or omission occurring prior to the effective date hereof. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director existing at or prior to the time of such repeal or modification.

## **Article 16:**

1. The Corporation shall, to the fullest extent permitted by law, indemnify its volunteer and staff officers, directors and vice directors for liability (including any obligation to pay a judgment, settlement, penalty, fine or excise tax, or reasonable expenses incurred with respect to any proceeding) to any person for any action taken, or any failure to take any action, as a director, vice director or volunteer or staff officer, except liability that (a) involved a knowing and culpable violation of law by the director, vice director or volunteer or staff officer, (b) enabled the director, vice director or volunteer or staff officer or an associate, as defined in subdivision (2) of Section 33-840 of the Act, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director, vice director or volunteer or officer to the Corporation under circumstances in which the director, vice director or volunteer or staff officer was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's or officer's duty to the Corporation. For purposes of this Article 16, a "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative and whether formal or informal. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director, vice director or volunteer or staff officer existing at or prior to the time of such repeal or modification. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of disinterested directors, administrative decision of the Chief Executive Officer, or otherwise.

2 The indemnification rights provided in this Article shall inure to the benefit of the heirs, executors and administrators of the director, vice director or officer.

3. Expenses incurred by a director, vice director or volunteer or staff officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director, vice director or volunteer or staff officer to repay such amount if it shall be ultimately determined that such director, vice director or volunteer or staff officer is not entitled to be indemnified by the Corporation as authorized by the Act.

4. For purposes of Articles 15 and 16, references to directors, vice directors and volunteer or staff officers shall include former directors and volunteer or staff officers relative to actions taken by them during their respective tenures as directors, vice directors and volunteer or staff officers, and references to sections of the Act shall include any amendments to such sections or any successors to such sections of the Act.