

ARRL Articles of Association

As amended through January 17, 2015

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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:

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Article 1:

The name of our corporation shall be "The American Radio Relay League, Incorporated;" (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, ~~wh~~each of whom 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, and of the Executive Committee, and he shall 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 by First-Class mail or electronic mail.

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~~ or Vice Director, 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 does not hold and who has not held continuously a valid amateur radio license 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~~ or Vice Director, 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, and the ARRL Policy on Board Governance and Conduct of Members of the Board of Directors

and Vice Directors, as determined in accordance with the Bylaws. Directors, Vice Directors and Officers may be subject to removal or other appropriate sanctions for cause by vote of the Board of Directors as provided in 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 as amended (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:

The personal liability of any director to the Corporation or its members for monetary damages for breach of duty as a director is hereby limited to the amount of the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, 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 director to the Corporation under circumstances in which the 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 director's duty to the Corporation. This provision shall not limit or preclude the liability of a 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 directors and officers 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 or officer, except liability that (a) involved a knowing and culpable violation of law by the director or officer, (b) enabled the director or 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 or officer to the Corporation under circumstances in which the director or 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, arbitratative 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 or 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 shareholders or disinterested directors or otherwise.

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

3. Expenses incurred by a director or 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 or officer to repay such amount if it shall be ultimately determined that such director or 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 and officers shall include former directors and officers, and references to sections of the Act shall include any amendments to such sections or any successors to such sections of the Act.

ARRL By-Laws

As amended through January 21, 2017

Members

- 1. - Pursuant to Article 11 of the Articles of Association, the following membership categories are established:

(a) Full Membership. ~~To be eligible, an~~ An applicant for Full Membership must be a citizen or resident of the United States, its possessions, or the Commonwealth of Puerto Rico, or a United States citizen temporarily resident elsewhere, and the holder of an unexpired Amateur Radio operator's license ~~or reciprocal operating authorization~~ issued

by the United States.

-(b) International Membership. Any person who is the holder of an unexpired Amateur Radio operator's license or its equivalent issued by any administration, ~~but~~ who is not eligible for Full Membership ~~by virtue pursuant to Article 11(a) of his place~~ the Articles of residence Association, is eligible for International Membership.

-(c) Associate Membership. Any person ~~who is~~ not eligible for Full Membership or International Membership, ~~but~~ who is interested in amateur radio, is eligible for Associate Membership.

-2. -Applications for membership or renewal of membership shall be submitted to the Secretary. -In the case of any applicant whose character, reputation or conduct might make him an undesirable member, the Secretary shall refer the application to the Executive Committee for review; in all other cases, the Secretary shall have the authority to grant membership. Membership may be revoked for cause by a majority vote of the Board of Directors after affording the member an opportunity to respond in writing.

- 3. -The Secretary shall notify members of the expiration of their membership not less than thirty days prior to expiration. ~~In~~ For the purpose of determining eligibility for office, ~~memberships any Full Memberships~~ renewed within thirty days of expiration shall be regarded as continuous.

Dues

-4. ~~The Membership dues of Members shall be \$49.00 annually worldwide, determined from time to time by the Board of Directors, and are payable in advance. For members outside the United States, except Except~~ for International members who elect not to receive QST by mail, the Chief Executive Officer shall assess such additional mailing costs as are consistent with the postal rates for destinations mailing QST to members residing outside the United States. Members or its possessions. The Board of Directors may authorize the Chief Executive Officer to accept a lower amount for Membership dues for those members choosing to pay dues for more than one year in advance, ~~but for no more than five years, may be entitled to lower rates as determined periodically by the Chief Executive Officer and as published in QST.~~

-5. ~~Upon request, the~~ The Chief Executive Officer is authorized to maintain membership privileges without charge for the duration of a member's active military deployment outside the ARRL operating territory as described in By-law 30 at the

request of that member, with or without the delivery of QST at the member's option.

-6.- The Chief Executive Officer may establish a reduced dues rate for Full members who have not reached the age of 22 years, provided that this rate shall not be less than 50% of the rate established ~~in Bylaw 4~~ by the Board of Directors. This rate shall not be available for Life membership.

-7.- A special dues rate of 20% of the annual rate established ~~in Bylaw 4~~ by the Board of Directors, rounded to the nearest dollar, with all membership privileges except the receipt ~~of QST~~ of QST, shall apply to any Member who meets either of the following criteria:

— (a) is legally blind; or

— (b) is the husband or wife, brother or sister, son or daughter, or father or mother of another member who lives at the same address and is either a Life Member or is paying dues in accordance with ~~By-Law 4 or 5~~ the rate established by the Board of Directors. In the event of the ~~deceased~~ death of such principal member, his or her spouse will continue to receive ~~QST~~ until QST until the expiration of the current family membership.

Life Membership

-8.- Life Membership in the League is available upon payment of twenty-five times the annual dues rates set forth above.

-9.- Life Membership is not transferable; ~~however, upon the death of a Life Member, it may pass to a surviving spouse upon request, if he or she is a Family Member and licensed at the time of the Life Member's death. A new Life Member plaque, if desired, will be available for a one-time fee of \$25.00.~~

-10.- Should a Life Member who paid dues at a multiple of the special rate established in By-Law 7 cease to be eligible for the special rate, his membership shall cease and the amount paid shall be creditable toward a Life Membership, including receipt of QST, at the then-current rate.

General Provisions as to Officers ~~and~~ Directors and Vice Directors

- 11. ~~Every A~~ volunteer Officer, ~~Director and Vice or~~ Director of the League shall serve and continue in office until his or her successor shall have been qualified and elected— unless the vacancy is created by the removal from office of that Officer or Director pursuant to Bylaw 46. One or more honorary officers may be elected.

- 12. ~~All~~ volunteer Officers, Directors and Vice Directors shall serve without compensation in any form. ~~The~~ League shall reimburse their reasonable and prudent administrative expenses and travel expenses in accordance with the travel and expense policies adopted by the Board of Directors. ~~This~~ section shall not be construed to prevent the employment, for agreed compensation, of the Secretary and the Treasurer, by the League in other capacities.

- 13. ~~No~~ person shall be eligible to serve as President, Vice-President, Secretary, Treasurer, Director or Vice Director of the League unless, at the time of nomination, he has reached his 21st birthday and is a Full member of the League.

- 14. ~~The~~ members of the Board of Directors shall be the President, the Vice-Presidents, the Treasurer, and ~~one director from each of the several territorial divisions of the League.~~ the Director for each Division. Only those Officers and the Directors are entitled to attend meetings of the Board of Directors. Vice Directors may be permitted to attend such meetings of the Board of Directors as the Board shall determine from time to time.

- 15. ~~The~~ President, the Vice Presidents, and the Treasurer shall possess all of the rights and duties of ~~directors save~~ Directors except the right to vote and the right to participate in the call of a special meeting of the Board, as referred to in Article 4 of the Articles of Association, provided, however, that the President shall be required to cast a vote at any Board of Directors meeting on any matter as to which a tie is found to exist.

- 16. ~~Recognizing~~ the importance of liaison between the Corporation and other IARU member Societies, the President is authorized to invite the president of another IARU member Society, or his designated representative, to attend and participate in meetings of the Board, ~~without the right to vote thereat.~~ as an observer.

- 17. ~~Each director~~ In order to faithfully and intelligently represent the interests of Division members, a Director shall keep himself-informed as to the conditions and, activities in his territorial division and as to the, needs and desires of the members therein in order that he may faithfully and intelligently represent the true interests of such members. He of the Division. A Director shall attend all meetings of the Board. ~~At~~ At least 14 days prior to each annual meeting of the Board of Directors each director is encouraged to file with the Secretary a written report on the status of ~~the League~~ League affairs of ~~the League in his division within that Division,~~ together with a statement of ~~his~~ any

recommendations as to any actions required for the effective administration of the objectives and affairs of the League.

Elections

18. ~~In the~~ Each July and August ~~issues of QST,~~ the Secretary shall solicit nominations ~~in QST,~~ for the office of Director in ~~each division~~ those divisions in which the term of the incumbent ~~is to~~ will expire on the ~~subsequent~~ following January 1, ~~in a.~~ The notice ~~that~~ shall include the name of the incumbent. ~~On any date~~ Any Full member of such Division may request official nominating petition form between the appearance of the first solicitation for ~~same~~ nominees in ~~QST~~ and noon Eastern Time ~~on~~ of the second Friday of August of ~~any such~~ election year, ~~any Full member of such division may request official nominating petition forms.~~ To constitute a. A valid nomination, the ~~consists of, an original or a copy of such~~ an official ~~nominating petition~~ Nominating Petition form as provided by the Secretary. The Nominating Petition must: (a) name a Full member of the ~~division~~ Division as a candidate for Director; ~~must~~ (b) be signed by ten or more Full members of the ~~division;~~ ~~must~~ Division; (c) be accompanied by a statement signed by the candidate attesting to his eligibility, willingness to run, and willingness to ~~assume~~ fulfill the ~~duties of the~~ office if elected; and ~~must~~ (d) be ~~filed with~~ received by the Secretary no later than noon Eastern Time on the third Friday of August of that year. ~~The submission may be made by facsimile or electronic transmission of images, provided that upon~~ Upon request ~~by~~ of the ~~he~~ Secretary, the nominee shall cause the original documents ~~are to~~ be received by the Secretary within seven days of the request. The Secretary shall immediately acknowledge the receipt of ~~nominations~~ the nomination to the candidate, and shall forward the ~~nominations~~ nomination to the Ethics and Elections Committee.

19.- The Ethics and Elections Committee shall delete the name of any nominee who ~~is either~~ it finds to be ineligible for election, or ~~who~~ has withdrawn by written communication ~~to the Secretary.~~ If there is only one eligible nominee, the Ethics and Elections Committee shall declare him or her elected without balloting by the membership. If there is more than one eligible nominee, then on or before October 1 of that year the Secretary shall make a paper or electronic ballot available to every person who was a full member of the League in the divisions in which elections are being held on the tenth day of September of that year. The ballot shall list the names of the candidates for director in the division in alphabetical order.

20.- Ballots, to be counted, must ~~reach~~ be received at the address established for their return no later than noon Eastern Time on the third Friday of November of the election year. The Ethics and Elections Committee shall appoint a committee of three tellers including at least one Director and shall arrange to have a certified public accountant present to certify the results of the balloting. No outer envelopes marked as

containing ballots shall be opened until the meeting of the committee of tellers held for the purpose of counting the ballots. The committee of tellers shall meet at the headquarters office of the League as soon thereafter as possible and in the presence of each other shall open the envelopes containing ballots and shall count the vote, after first eliminating the ballot of anyone disqualified from voting.

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. Upon completion of the ballot count and/or receipt of the attested ballot tabulation, a report of the results of the vote shall be prepared and signed, in the name of the Ethics and Elections Committee, declaring duly elected as Director the candidate in each division receiving the greatest number of votes therein; and all records and ballots shall be turned over to the Secretary for presentation at the next annual meeting of the Board of Directors.

Any member of the League who shall deliver to the Secretary on or before the first day of October of election year a written petition signed by at least ten full members of a ~~division~~Division, stating their desire that he or she witness the counting by the committee of tellers of the ballots from that ~~division~~Division, shall be permitted to do so.

-21. - If there be no eligible nominee, the procedure provided for in By-Laws 18, 19 and 20 shall be repeated three months later and if there again be no eligible nominee, the person then holding the office of director shall continue in office (subject to the provisions of Article 7 of the Articles of Association), until the next regular election established by these By-Laws for the ~~division~~Division.

-22. - Simultaneously with each election for director of any division there shall be held an election for ~~vice director~~Vice Director of that division. All of the provisions of By-Laws 1, 18, 19 and 20 shall be applicable to the election for ~~vice director~~Vice Director. Should it appear that any one person is nominated for the office of ~~director~~Director and ~~vice director~~Vice Director, his nomination shall be deemed for ~~director~~Director only and his nomination for ~~vice director~~Vice Director shall be void.

-23. - Elections for Directors shall take place according to the following schedule:

In the year ~~2003~~2015 and every third year thereafter, ~~a Director and a Vice Director~~ there shall be ~~elected~~elections in the ~~following Divisions:~~ Central, Hudson, New England, Northwestern, and Roanoke: Divisions

In the year ~~2004~~2016 and every third year thereafter, ~~a Director and a Vice Director~~ there shall be ~~elected~~elections in the ~~following Divisions:~~ Pacific, Rocky Mountain, Southeastern, Southwestern, and West Gulf: Divisions.

In the year ~~2005~~2017 and every third year thereafter, ~~a Director and a Vice Director there~~ shall be ~~elected~~elections in the ~~following Divisions~~: 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.

-24. ~~In accordance with the provisions of~~ As authorized by Article 7 of the Articles of Association, members of a ~~territorial division~~Division may petition for recall of the ~~director~~Director or ~~vice director~~Vice Director of their ~~division~~Division. Any League member may give notice of proposed recall by mailing to the Secretary by certified mail a letter to that effect. ~~The fact~~Acknowledgement of receipt ~~a request for recall~~ will be communicated by the Secretary only to Officers, the Director and Vice Director of the ~~division~~Division concerned, the sender and the Ethics and Elections Committee. The recall petition ~~shall~~may not be presented to the Secretary ~~not earlier than 180 days after the commencement of the Director or Vice Director's current term of office, nor later than June 1st of the final year of that term of office.~~ The recall petition must not be submitted to the Secretary later than 75 days after the mailing of the notice of recall and not later than June 1st of the final year of the term of office. A valid petition, which shall be in a form and format acceptable to the Secretary, shall not contain the untrue or misleading statements. The petition shall be accompanied by a concise statement of the reasons for filing the petition. It must contain dated signatures obtained on or after the date of mailing of the notice to the Secretary, ~~and will include~~ of not less than 10 percent of the number of Full members voting in the election at which the ~~director~~subject Director or ~~vice director~~Vice Director was elected, or not less than 10 percent of the Full members resident in the ~~division~~Division on the preceding December 31st ~~if the director or vice director~~ was elected without membership balloting. ~~Upon certification by the~~ The Ethics and Elections Committee shall determine that the petition is valid, ~~the Secretary shall~~ is in proper form and format, and the concise statement of reasons does not contain any false or misleading statements. Upon such finding, the Secretary shall within 30 days, prepare and mail a ballot, including the concise statement of reasons, and asking the single question, either "Shall the Director be recalled, yes or no." Or, "Shall the Vice Director be recalled, yes or no." Such ballots must be received by the Secretary within 45 days of mailing. If a majority of the votes cast are for recall, then the office of ~~director~~Director or ~~vice director~~Vice Director shall be declared vacant. No ~~director~~Director or ~~vice director~~Vice Director shall be subject to more than one recall election during a single term in office. A person removed from office by recall, shall not be eligible to be a candidate for Director or Vice Director for three years following removal from office.

Meetings

-25. - The Annual Meeting of the Board of Directors shall be held in the vicinity of Newington, Connecticut, beginning on the 3rd Friday of January. - The Second Meeting of the Board of Directors shall be held in the vicinity of Newington, Connecticut, beginning on the 3rd Friday of July. - The places of the meetings shall be designated by the President and notified by the Secretary. - The times and places of the meetings may be changed provided that specific provision is made therefor by (1) majority vote of the ~~directors~~Directors at the next preceding Annual or Second Meeting, or (2) majority vote of the ~~directors~~Directors by mail initiated by the Executive Committee or on petition of at least five ~~directors~~Directors, such mail vote to be taken at least 60~~90~~ days previous to the date proposed for the meeting.

-26. - Special meetings of the Board of Directors may consider or act upon only those matters which are set out in the request provided for in Article 4 of the Articles of Association— ~~and issues directly incidental thereto or arising therefrom.~~ The call for any such meeting shall specify the matters to be considered. Special meetings may be conducted using electronic methods whereby all participants are able to communicate with one another in real time.

-27. - A majority of the members of the Board of Directors or of any ~~committee~~Committee shall constitute a quorum at any meeting of the Board or Committee. - Articles 8, 9 and 10 nevertheless shall be applicable to the election of officers and amendment of any Article or By-Law.

-28. - Prior to any regular meeting of the Board of Directors, the Secretary, upon consideration of the reports of the ~~officers~~Officers and ~~directors~~Directors, shall establish an agenda for the meeting. - Proposals for amendment of the agenda or for the deletion or addition of items shall be the first order of business.

-29. - On questions of order and procedure not otherwise determined by these By-Laws the provisions of the current edition of Robert's Rules of Order shall prevail.

Divisions

-30. - In accordance with the provisions of Article 4 of the Articles of Association and for the purpose of By-Laws 14, 17, 18, 19, 20, 22 and 23, the following territorial divisions are established:

-_ATLANTIC DIVISION, those portions of the states of New York and New Jersey not included in the Hudson Division, the states of Pennsylvania, Maryland and Delaware, and the District of Columbia;

CENTRAL DIVISION, the states of Illinois, Indiana, and Wisconsin;

DAKOTA DIVISION, the states of Minnesota, North Dakota, and South Dakota;

DELTA DIVISION, the states of Louisiana, Mississippi, Arkansas, and Tennessee;

GREAT LAKES DIVISION, the states of Kentucky, Michigan, and Ohio;

HUDSON DIVISION, the counties of New York, Bronx, Richmond, Kings, Queens, Nassau, Suffolk, Sullivan, Westchester, Rockland, Putnam, Orange, Ulster, Dutchess, Columbia, Greene, Albany, Rensselaer, Schenectady, Saratoga, Warren, and Washington of the state of New York, and the counties of Bergen, Passaic, Morris, Essex, Hunterdon, Somerset, Sussex, Warren, Union, Middlesex, Monmouth, and Hudson of the state of New Jersey;

MIDWEST DIVISION, the states of Nebraska, Iowa, Kansas, and Missouri;

NEW ENGLAND DIVISION, the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, and Connecticut; -

NORTHWESTERN DIVISION, the states of Washington, Oregon, Montana, Idaho, and Alaska;

PACIFIC DIVISION, that portion of the state of California not included in the Southwestern Division, the states of Nevada and Hawaii and the United States possessions in the Pacific;

ROANOKE DIVISION, the states of Virginia, West Virginia, North Carolina, and South Carolina;

ROCKY MOUNTAIN DIVISION, the states of Colorado, Wyoming, Utah, and New Mexico;

SOUTHEASTERN DIVISION, the states of Georgia, Florida, and Alabama, the United States possessions in the Caribbean, and the commonwealth of Puerto Rico;

SOUTHWESTERN DIVISION, the counties of Imperial, Inyo, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara and Ventura of the state of California, and the state of Arizona; ~~WEST GULF DIVISION, the states of Texas and Oklahoma.~~

WEST GULF DIVISION, the states of Texas and Oklahoma.

Officers

-31. - The President shall preside over all meetings of the Board of Directors. - He shall, subject to instructions from the Board of Directors, and with the assistance of the Chief Executive Officer, represent the League in its relationships with the public and the various governments, governmental agencies and officials with which the League may be concerned, and shall be the official spokesman of the Board of Directors in regard to all matters of League policy. - Any vacancy occurring from time to time by death, resignation or incapacity of any member of the Executive Committee may be filled by appointment made by the President, for the balance of the original term of such member. - The President shall be an ex-officio member of all Committees unless otherwise designated.

-32. - The Secretary shall record the proceedings of all meetings of the Board and of the Executive Committee. ~~He~~ The Secretary may delegate this duty to a member of the Staff acting under his or her direct supervision. The Secretary shall promptly furnish copies of the minutes of these meetings to all officers and members of the Board and make them available to members. - He shall be responsible for the maintenance of the corporate status of the League and the filing of all reports and certificates which may be required of the League under the corporation laws of the State of Connecticut. ~~He~~ The Secretary shall be the archivist of the League and for the performance of ~~his~~ such duties he may call upon the Chief Executive Officer for such clerical and stenographic assistance as ~~he~~ may require. ~~be required.~~ To the extent that may from time to time be required by law, he shall the Secretary is authorized act as agent for the service of process, but only while present in the State of Connecticut ~~and he is not authorized to accept service of process elsewhere.~~

-33. The Treasurer, upon consultation with and subject to the general supervision of the Administration and Finance Committee, shall provide for the investment and reinvestment of the surplus funds of the League in any bonds or stocks or other securities as would be selected by a trustee with the care of a prudent investor. He shall make a report at all regular meetings of the Board of Directors and shall attend meetings of the Board. He shall serve as a member of the Administration and Finance Committee. He shall have the authority to sign checks and other legal documents on behalf of the League as required in his role as manager of the League's investment activities. He shall furnish a bond satisfactory to the Board, the expenses of such bond to be borne by the League-

-34. - The Vice President for International Affairs shall monitor the conduct of international liaison by the ARRL staff. - He shall ~~initiate~~ make recommendations ~~for~~ to the President and Chief Executive Officer as to ARRL representation at international

meetings. - He shall encourage the growth and strengthening of the International Amateur Radio Union (IARU), its member societies and Amateur Radio worldwide. - He shall coordinate and monitor planning and strategies for improving international frequency allocations to the Amateur Radio Service.

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~~35.~~ The Board of Directors shall employ a Chief Executive Officer who shall hold office for such term and upon such compensation as the Board and he may agree upon. - The Chief Executive Officer shall manage the affairs of the League under the direction of the Board of Directors. ~~He shall be deemed a member of the Board, but without vote.~~ He shall attend all Board meetings. - He shall be in responsible charge, under the Board of Directors, of all property of the League and shall keep full records. - He shall, under the general direction of the Board of Directors, employ such personnel as may be necessary for the effective accomplishment of the purposes of the League. - He shall prepare and submit at each Annual Meeting of the Board of Directors a comprehensive report of the progress and status of the affairs of the League and shall furnish to the Board of Directors from time to time such financial information and statements as may be required. - He shall perform such other duties as may be assigned to him by the Board of Directors. - His entire time shall be devoted to the duties as set forth above. - He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

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~~36.~~ The ~~following officer~~ Chief Financial Officer shall report to the Chief Executive Officer:

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~~(a)~~ The Chief Financial Officer, ~~who~~ shall have responsibility for and supervision over any matters related to personnel policies, comptroller functions, purchasing and administrative services and data processing. He shall, under the general direction of the Chief Executive Officer, employ such personnel as may be necessary for the effective accomplishment of the duties set forth above. He shall be the Business Manager of the League. He shall collect all monies due the League and shall deposit the same in the name of the League in the depository specified by the Board of Directors, and shall deliver to the Treasurer such surplus funds as may be available for investment. He shall certify the accuracy of bills and vouchers on which money is to be paid and shall draw and countersign checks. He shall have charge of the books and accounts of the League and shall furnish the Chief Executive Officer from time to time such statements as may be required. He shall be in responsible charge, under the Chief Executive Officer, of all the property of the League. He shall perform such other duties as may be assigned to him by the Chief Executive Officer. His entire time shall be devoted to the duties as set forth above. He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

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Standing Committees

-37. - The following standing committees are established:

Administration and Finance

Programs and Services

Each Standing committee shall consist of five Directors, plus one Vice President or one Vice Director. Additionally, the Treasurer shall serve as a member of the Administration and Finance Committee. Appointment shall be made by the President at the Annual Meeting and shall be for a term of one year. The President shall designate the chairman of each committee. No elected member of the Executive Committee may serve on a Standing Committee. Standing committees shall make written reports at least 3015 days prior to each regular meeting of the Board of Directors. Standing committees may originate studies in their fields and may generate recommendations to the Board on their own initiative.

-38. - The Administration and Finance Committee shall:

- Annually review and report to the Board of Directors the compensation packages of the Chief Executive Officer, and the Chief Financial Officer.
- Review and recommend all changes to the ARRL membership dues structure to the Board of Directors. All changes shall be listed in the annual operating budget.
- Annually review the operating budget prepared by the Chief Financial Officer and Chief Executive Officer
- Once approved, forward the annual operating budget to the Board for ratification
- Review the Chief Financial Officer's budgetary projections and make appropriate recommendations to the Board
- Review ARRL finances on a continuing basis
- Advise and supervise the Treasurer on investment of ARRL funds
- Make recommendations to the Board regarding audit and tax matters, and act as Board audit committee
- Monitor and review fundraising efforts
- Make recommendations to the Board and Chief Executive Officer regarding fundraising programs
- Interface with ARRL Foundation on issues related to fundraising, especially related to scholarships and grants for non-ARRL programs
- Make recommendations to the Board and Chief Executive Officer regarding staff management, procedures, and remuneration
- Monitor and review key infrastructure projects, including capital improvements and significant information technology changes

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- Advise the Chief Executive Officer on marketing issues, including but not limited to identifying markets, building and implementing the marketing plan, proposing products, services, and programs to support marketing efforts, and promoting programs; promotional and sales issues, including but not limited to promoting programs and services to ARRL members, licensed non-members, related communities of interest, and the general public; and publications programs, including books, CDs, *QST*, and other periodicals
- Evaluate Chief Executive Officer in coordination with the President
- Review ARRL management performance and effectiveness on a continuing basis

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39. The Programs and Services Committee shall:

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- Guide development of service delivery mechanisms, evaluate services, and recommend program priorities
- Advise and report to the Board and Chief Executive Officer on services provided to individual members other than publications, including but not limited to contests and awards, information services including *Logbook of the World* and WIAW, and incoming and outgoing QSL bureau services
- Advise the Board and the Chief Executive Officer on volunteer programs, including but not limited to the field organization, affiliated clubs, Amateur Auxiliary, volunteer examiners, Volunteer Counsel/Consulting Engineers, and educational initiatives
- Evaluate and recommend awards recipients to the Board for outstanding volunteer service or outstanding achievement

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Executive Committee

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40. The President shall serve as chairman of the Executive Committee. Pursuant to Article 6, the five Director members of the Executive Committee shall be elected at the Annual Meeting of the Board. The Secretary and General Counsel shall attend all meetings of the Executive Committee. Vice Presidents in addition to the First Vice President, and the Chief Financial Officer may also attend if the meeting agenda relates to their work. The Executive Committee is assigned specific responsibility for:

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- Applying existing Board policy to make decisions between Board meetings
- Evaluating proposed rules and regulatory changes for the Board and proposed Congressional initiatives
- Assisting the CEO, staff and General Counsel in Board recommendations for petitions to advocacy efforts at the FCC and other governmental and international agencies

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- Periodically reviewing and recommending to the Board any changes in the ARRL Articles of Association, By-Laws, Standing Orders, and Memoranda of Understanding with other organizations
- Monitoring progress of Board actions and recommendations (task tracking)
- Monitoring progress of the implementation of, and suggesting ongoing revisions to, the ARRL Strategic Plan, working in conjunction with Standing Committees as appropriate
- Reviewing and recommending programs designed to represent the organization to the public, enhance the organization's image, and communicate with the media

- Together with the Chief Executive Officer, monitoring the overall status of the Amateur Radio Service in the United States and reporting recommendations for improvement thereof to the Board of Directors.

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The Executive Committee shall promptly inform the Board of Directors of actions taken. The Board of Directors may by majority vote reverse or rescind a vote of the Executive Committee.

Ethics and Elections Committee

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

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- Apply guidelines for ethical conduct by ARRL officials adopted by the Board and make recommendations to the Board in specific cases to address noncompliance with those guidelines
- Determine eligibility of candidates for Director and Vice Director, including but not limited to receipt and review of petitions and certification of eligible candidates
- Certify a nominee's eligibility under Article 12 to fill a Vice Director vacancy under Article 7
- 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
- Supervise the conduct of all recall elections as provided in Bylaw 24
- Advise the Chief Executive Officer on, and recommend to the Board standards for, Section Manager elections
- Receive and evaluate disclosures by Board Members, Vice Directors and candidates for the office of Director or for Vice Director of actual or potential conflicts of interest and report its findings to the Board of Directors
- 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

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- Apply the ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors, and the Conflict of Interest Policy in individual cases.
- 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-
- 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. Review shall be limited to the materials submitted to the Ethics and Elections Committee. ~~A prior to the Committee's decision. The vote of a~~ majority of the Board of Directors is required to change any decision of the Ethics and Elections Committee.
- 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 Conflict of Interest Policy set forth in these Bylaws.
- The members of the 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 Committee.

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Additional Committees

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-42. - Other committees may be appointed by the President for specific purposes and defined duration.

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Official Publication

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-43. - There shall be an official publication maintained by the League, in the form of a monthly journal, the name of which shall be *QST*. - A copy of this journal shall be supplied each month to every member of the League in good standing, except those International, blind, and family members who have elected a category of membership that does not include receipt of *QST*. - The general management of this journal shall be in the hands of the Chief Executive Officer. - The policy of the journal shall be determined by the Board of Directors.

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-44. - There shall be an official ARRL internet web site maintained by the League. ~~The general~~ under the management of this official ARRL internet web site shall be in the hands of the Chief Executive Officer. ~~The policy of Policies regarding~~ the official ARRL internet web site shall be determined by the Board of Directors.

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Board Governance Policies

45. Conflict of Interest Policy. The ARRL Conflict of Interest Policy is incorporated herein by reference and is set forth in Appendix A.

46. Code of Conduct. The ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors is incorporated herein by reference and is set forth in Appendix B.

47. Disciplinary Procedures:

(a) At any regular or special meeting, the Board of Directors may, on its own motion or upon the recommendation of the Ethics and Elections Committee, remove and terminate the term of any Officer, Director or Vice Director by termination of the ARRL membership of that person for cause by two-thirds (2/3) vote of all Directors then in office. A written statement of the reason or reasons shall have been delivered to the Officer, Director or Vice Director proposed for removal at least fifteen (15) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the date when, and the place where, the Board is to take action on the removal. The Officer, Director or Vice Director shall be given an opportunity to be heard and the matter considered by the Board at a Special Meeting, the time and place of which shall be mentioned in the notice.

(b) In lieu of removal, an Officer, Director or Vice Director may, where appropriate, be reprimanded or censured by majority vote of the Board of Directors, which sanction will be reported in the minutes of that meeting. No advance notice or opportunity to be heard shall be applicable to the censure vote.

Dispute Resolution

48. In the event of any dispute between or among members of the Board of Directors, Vice Directors, former members of the Board of Directors, officers or anyone acting on behalf of the Corporation relating in any way to these Bylaws, the business or operations of the Corporation, the actions of staff or anyone acting on behalf of the Corporation, or the Articles of Association of the Corporation, the parties must arbitrate any such dispute. No party subject to these Bylaws or any former Officer, Director or Vice Director can bring legal action against another party to these Bylaws or against anyone acting on behalf of the Corporation; all such disputes are subject to mediation or binding arbitration, unless one party refuses to submit to mediation or arbitration and legal action is brought to specifically enforce this provision of these Bylaws. Binding arbitration will be conducted by the American Arbitration Association in the State of Connecticut, and shall utilize such Association's rules of procedure. If the dispute goes to arbitration, no party shall be entitled to attorney fees or costs incurred in the arbitration process and the party initiating the arbitration shall not be entitled to indemnification by the Corporation for costs or expenses incurred in the arbitration process. The decision of the arbitrator shall be final and not subject to any appeal and shall be enforceable in a

court of competent jurisdiction in Connecticut. As a condition of service or continued service as an Officer, Director or Vice Director, all Officers, Directors, Vice Directors and candidates for such office will expressly waive any right to sue anyone acting on behalf of the Corporation in court either during their term of office or thereafter.

This section applies to all past, current and future Board Members and Vice Directors. It applies to all claims, actions, disputes and grievances of any kind or nature whatsoever. It includes, but is not limited to, claims based on negligence, fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, termination of volunteer service, conspiracy, defamation, and negligent or intentional infliction of distress, against ARRL or its directors, officers, agents, employees or anyone acting on behalf of ARRL. In the event that a court or arbitrator of competent jurisdiction deems any party or claim in a dispute not subject to this section, this section shall remain in full force and effect as to any remaining parties or claims involved in such dispute. No lawsuits or any other actions may be brought for any claims or disputes covered by this Section.

References

48. Without changing their import, the Secretary may from time to time, on notice to the members of the Board of Directors, renumber these By-Laws so as to serve the purpose of ready reference. Any references in these By-Laws to words "he, his, or him" is understood to mean "he/she, his/her, and himself/herself." References in these By-Laws to Articles shall be corrected, when necessary, by the Secretary to conform to renumbered Articles.

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APPENDIX A

Conflicts of Interest

45. Conflict of Interest Policy.

a. Purposes

The purposes of this Conflict of Interest Policy are threefold: (1) to preserve the confidentiality of business, financial, strategic, or other information, data or plans not intended for public dissemination which, if disclosed, could in the view of the Board harm the League; (2) to protect the integrity of the decisionmaking process of the Board so that the deliberations, contributions and decisions of the Board are made in the sole interest of the League and its members collectively; and (3) to ensure that no one will be eligible for, or hold, the office of Director, Vice Director, President or Vice President whose business connections are of such nature that his or her influence in the affairs of the League could be used for his or her private benefit or materially conflict with the

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activities or affairs of the League. The Board shall effectuate the following policies in order to further these three purposes and to fulfill the fiduciary obligations that Board members have to the League. This policy is intended to supplement but not supersede any applicable laws governing conflicts of interest in Connecticut nonprofit and charitable corporations.-

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b. Conflicts of Interest

-(1) A conflict of interest arises when a Board Member or Vice Director has a business, personal, professional, financial or familial interest, affiliation or relationship that could materially conflict with the obligation of the Board Member or Vice Director to the ARRL.

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-(2) A financial conflict of interest of a Board Member or Vice Director exists if the Board Member or Vice Director (or his or her parents, spouse or partner, children, siblings, or the spouses of children or siblings) has, directly or indirectly, through material equity ownership or voting control, a management position, employment, investment or contract, an interest in or other arrangement with any entity whose business or operation (i) competes with the business or programs of ARRL, or (ii) may be materially affected (positively or negatively) by a decision or action of the Board or by any program, policy, strategy or activity of the League. For purposes of this Bylaw, a material ownership or investment interest shall include an equity or voting interest of five percent (5%) or more of the value of the entity.

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-(3) A Board Member or Vice Director may not disclose confidential information obtained by him or her relating to the League to any third person or entity.

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-(4) A finding that a conflict of interest exists does not indicate that any unethical or improper action on the part of a Board Member or Vice Director has been taken. Acknowledgement of conflicts through voluntary disclosure, and mitigation of the effects of conflicts, principally through some level of recusal, avoids the appearance of impropriety that otherwise might undermine confidence in the Board's policies. -

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c. Duty to Disclose

-(1) A Board Member or Vice Director and any candidate for election as a Board Member or Vice Director shall promptly disclose to the Ethics and Elections Committee the existence of any potential or actual conflict of interest without delay at the time that the conflict arises during the tenure of the Board Member or Vice Director or during the candidacy of the Candidate for election. Candidates for election as a Director or Vice Director shall disclose to the Ethics and Elections Committee any potential or actual conflict of interest that exists at the time of the submission of their nominating petition.

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~~(2)~~ When requested by the Ethics and Elections Committee and not less frequently than once a year, each Board Member and Vice Director shall promptly submit a statement to that Committee identifying all business, personal, professional, financial, familial ~~and~~ other affiliations of the Board Member or Vice Director or his or her family members (i.e. parents, spouse or partner, children, siblings, or the spouses of children or siblings) ~~that~~ could reasonably be considered to be a conflict of interest as defined above, whether or not the Board Member or Vice Director believes that a conflict exists.

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~~(3)~~ The failure of a Board Member or Vice Director to voluntarily and timely disclose facts that may result in a finding of a potential or actual conflict of interest, whether or not the disclosure is requested by the Ethics and Elections Committee, will be considered a breach of the Board Member or Vice Director's fiduciary obligation to the League and the Board of Directors will determine an appropriate sanction therefor, even if no harm to the League results from the nondisclosure.

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~~(4)~~ After disclosure of an actual or potential conflict of interest by a Board Member or Vice Director or candidate for election as a Director or Vice Director, the disinterested members of the Ethics and Elections Committee shall determine whether a conflict of interest exists. A finding of an actual or potential conflict involving a Board Member or Vice Director shall be referred to the Board for determination of an appropriate remedy unless the Committee determines that the conflict is ~~de minimis~~ and recusal is unnecessary. The interested Board Member or Vice Director shall recuse himself or herself from any vote upon any proposed matter, transaction, contract, or arrangement in connection with which an actual or potential conflict of interest has been disclosed by that Board Member or Vice Director until such time as the Ethics and Elections Committee and/or the Board has addressed the actual or possible conflict of interest.-

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~~d. Recusal~~

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~~The~~ principal means of resolving conflicts of interest involving Board Members or Vice Directors will be by recusal of that Board Member or Vice Director. Upon a factual finding by the Ethics and Elections Committee that a Board Member or Vice Director has a conflict of interest and that the conflict is not ~~de minimis~~, the Committee will make a recommendation to the Board as to the level of recusal determined to be appropriate on a case-by-case basis. The Board of Directors will then decide by majority vote which level of recusal (if any) is appropriate in that case. The levels of recusal are as follows:

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~~(1)~~ The interested Board Member or Vice Director will be asked to leave the meeting room so that the Board can freely discuss and vote on the issue about which the conflict exists. Once the vote is taken, the recused Board Member or Vice Director may return to the meeting.

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- (2) The interested Board Member or Vice Director may be allowed to remain in the room but not participate in the discussions or vote on the issue about which the conflict exists.

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- (3) The interested Board Member or Vice Director may be allowed to remain in the room and participate in the discussions but not vote.

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Upon recusal of a Director per levels 1 or 2 above, that Division's Vice Director shall fulfill the duties of the recused Director in discussion and voting on such matter. Upon recusal of a Director per level 3 above, that Division's Vice Director shall fulfill the duties of the recused Director in voting on such matter. A decision by the Board on recusal of a Board Member or Vice Director shall state the reason for the recusal, which shall be noted in the minutes of the Board of Directors.

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e. Disqualification

- Disqualification of a Board Member or Vice Director, to serve or continue to serve due to a finding of a conflict of interest is a remedy that is to be applied by the Board of Directors only in the rarest of circumstances. The Board, upon a majority vote, may disqualify an incumbent Board Member or Vice Director upon a finding that the Board Member or Vice Director (or his or her parents, spouse or partner, children, siblings, or the spouses of children or siblings) (1) is engaged in an ongoing business or activity that directly, materially and consistently competes with an active program, business interest or activity of the League on a continuing basis, or which engages regularly or periodically in commercial business transactions with the League; and (2) that application of any of the three levels of recusal would be inadequate or insufficient to accomplish the purposes of this Conflict of Interest policy; and (3) that the nature of the conflict of interest is so pervasive and continuous as to render the Board Member or Vice Director ineligible to serve or continue to serve.-

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f. Annual Statements

Each Board Member and Vice Director shall annually sign a statement which affirms that such person:

- (i) Has received a copy of the current conflict of interest policy set forth in this Bylaw;
- (ii) Has read the Bylaw;
- (iii) Agrees to comply with the disclosure requirements; and
- (iv) Acknowledges that the League is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The failure of a Board Member or Vice Director to sign such statement on a timely basis will render that Board Member or Vice Director ineligible to serve or continue to serve.

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APPENDIX B

ARRL POLICY ON BOARD GOVERNANCE AND CONDUCT OF MEMBERS OF THE BOARD OF DIRECTORS AND VICE DIRECTORS

Being elected to serve on the ARRL Board of Directors is an honor and privilege bestowed by the membership. It is one that carries with it a serious responsibility to serve the interests of the ARRL and its members. Members of the Board of Directors and Vice Directors serve in a representative capacity relative to ARRL members, and in a fiduciary capacity relative to the organization as a whole. References below to Board members apply equally to Vice Directors.

Board members should conduct themselves and perform their duties with integrity, collegiality and care.

Board members, as fiduciaries, must always abide by, and are obligated to ARRL as an organization to follow, the three legal duties of good faith, care and loyalty during their tenure. The duty of good faith means that the Board member must act in compliance with the corporate mission, at Division and national levels, and not in a way that is inconsistent with ARRL's goals. The duty of care requires Board members to be informed as to ARRL matters and to conduct themselves in a manner reasonably believed to be in the best interests of the corporation. The duty of loyalty means that the Board member must act in the best interests of the corporation and its mission, rather than in the Board member's own interest or in the interest of another person or entity. Each Board member has basic responsibilities that derive from these legal obligations:

- Supporting the mission and purpose of the ARRL, as reflected in its Articles of Association, and abiding by its Bylaws and policies;
- Diligently preparing for, attending, and participating in Board meetings, committee meetings and related activities;
- Ensuring that the financial and business affairs of the ARRL are, to the best of the Board member's awareness, managed in a responsible manner;
- Acting always in good faith and in the best interests of the ARRL organizationally, setting aside any personal interest and avoiding any conflicts of interest or actions taken in the interest of the Board member or of third parties rather than in the interest of ARRL;

- Cooperating with and respecting the opinions of fellow Board members and management, leaving personal prejudices out of all board discussions and showing respect and courteous conduct in all board and committee meetings;
- Maintaining the confidentiality of, and making no unauthorized disclosure of, sensitive or proprietary information obtained as a result of Board service;
- Representing the organization and its initiative and advocacy efforts in a positive and supportive manner at all times and in all places;
- Supporting actions taken by the Board even when the Board member personally did not or does not support the action taken, avoiding any adverse characterization of Board decisions that might bring the organization into disrepute;
- Taking no actions beyond the scope of the Board member's authority; and
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Board policy.

Board members must also recognize that the Board acts only as a collective entity. Success of ARRL and the success of Amateur Radio generally depend on the contributions of all Board members; their ability to work well together; and the fulfillment of the obligations listed above. Based on the foregoing core principles and obligations of each Board member, this Policy establishes standards of conduct expected of each Board member and Vice Director.

STANDARDS OF CONDUCT

1. INDIVIDUAL CONDUCT: To properly serve the ARRL and its members, each Board member must at all times act with dignity and integrity, both inside and outside of Board meetings, reflecting the ARRL's high standards for ethical behavior and professionalism.

a. Each Board member sets the tone for ARRL, its members and volunteers by acting as a leader and serving as an example of dedication, integrity and professional conduct.

b. A Board member should take no action that could adversely affect the reputation or credibility of the ARRL, or discourage membership in the organization.

2. FINANCIAL RESPONSIBILITY: Each Board member serves as a fiduciary of the ARRL's resources and is accountable to the members for prudent management of the ARRL's financial and business affairs.

a. A Board member should read and understand the ARRL's financial reports, committee reports and other documents pertaining to the operations of the ARRL.

b. A Board member should actively engage in decisions relating to the allocation of resources and monitoring of financial performance.

3. CONFLICTS OF INTEREST: Each Board member must act in good faith and in the best interests of the ARRL, above any personal interest or the interests of any particular constituency. Each Board member is subject to, must be familiar with, and must follow the ARRL's Conflict of Interest and Ethics policies as they may be amended

from time to time. It is not a conflict of interest for Board members to be advocates for the collective interests of members in the Division they represent. Board members should, however, be open to the views and needs of all areas of interest in Amateur Radio, and should act and vote based on the overall good of the ARRL, without partisanship.

4. BOARD COMMITMENTS: Each Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to Board activities.

a. A Board member should demonstrate due diligence in preparation for and attendance at Board meetings, committee meetings and other activities on behalf of the ARRL.

b. A Board member should strive to be informed about the needs and opinions of the ARRL membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.

c. A Board member should give open and fair consideration to diverse and opposing viewpoints.

d. A Board member should exercise independent judgment, and should not hesitate to express and discuss dissenting opinions in a candid, but appropriate and courteous manner during Board deliberations, such being the best way to develop sound policy.

5. RELATIONS AMONG BOARD MEMBERS: Each Board member must foster an environment of respect, cooperation and collegiality. A Board member must not unduly disrupt the Board or detract from its operating in an efficient and effective manner.

a. A Board member should treat other Board members with courtesy and allow other members of the Board to candidly express their views.

b. A Board member should respect the differing opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal, ad hominem attacks are not acceptable.

c. A Board member should never undermine, sabotage or falsely impugn another Board member or the organization as a whole. However, this is not intended to preclude a Board member, acting in good faith, from reporting a suspected violation of this Policy or the Conflict of Interest Policy set forth in the ARRL By-Laws to the ARRL's Ethics and Elections Committee.

6. CONFIDENTIALITY: Transparency in governance and input from ARRL membership are both important considerations for the Board. Board members must, however, balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service. In addition, maintaining the confidentiality of the Board's deliberations (especially but not limited to those discussions held in executive sessions or committees of the whole) is essential to having full and frank discussions necessary for effective policymaking. Therefore, subject to the standards of this Code of Conduct relative to Public Statements, Support of Board Decisions and the exceptions noted below, a Board member may and should solicit input from ARRL members on policy matters being

considered by the Board, and may informally share with ARRL members the final actions taken and the issues considered by the Board in reaching its decisions. However:

a. A Board member may not disclose any matters addressed in executive session to anyone not entitled to participate therein.

b. A Board member may not disclose confidential or proprietary information, including draft documents or briefing materials identified as confidential, which were obtained as a result of ARRL Board service, to anyone outside the Board or authorized ARRL staff.

c. A Board member may not, in disclosing anything about the Board's deliberations, discuss or disclose the votes of individual Board members (other than his or her own) unless the Board has previously made the votes public. Nor shall any Board member falsely characterize the positions, policies or decisions of the Board or the points of view taken by any member of the Board with respect to them.

d. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.

7. PUBLIC STATEMENTS: A Board member may not act or give the appearance of acting on behalf of the ARRL organizationally, unless specifically empowered to do so under the Bylaws or specifically authorized by the Board or by the President.

a. A Board member who, by virtue of Board assignments or duties, or at events within the Division is asked to or is expected to communicate about ARRL affairs through an official ARRL communication channel or forum is authorized to speak in that capacity and for that purpose.

b. Except where so empowered or authorized, a Board member speaking publicly to ARRL membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of the ARRL in any official capacity or expressing the views or positions of the ARRL or any other ARRL Board Member. Even with such a disclaimer, a Board member may not make any adverse or false characterization of Board decisions that might bring the organization into disrepute.

8. SUPPORT OF BOARD DECISIONS: A Board member must accept and publicly support Board decisions.

a. A Board member, as a leader in Amateur Radio, is encouraged to be an ambassador and an advocate for ARRL and, subject to the Confidentiality Standard of this Code of Conduct, to publicly promote the activities and actions of the organization with the ARRL membership. In doing so, a Board member must act at all times faithfully to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect his/her own view or the views of any other Board Member.

b. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board member also has the obligation outside the Boardroom to respect and support final decisions of the Board, even when the Board member dissented from the majority view.

c. A Board member who does not support a Board decision may express his/her opposition within the Board in an appropriate manner.

d. A Board member must not take actions publicly or with respect to the ARRL membership that have the purpose or effect of undermining or discrediting the decisions or actions of the Board.

e. If a Board member is ultimately unable to accept a Board decision and is unable to influence a change, the Board member should consider voluntarily resigning his/her position on the Board.

f. A Board member may not publicly oppose a Board action prior to the effective date of his or her resignation from the Board.

9. RELATIONS WITH STAFF: A Board member must appreciate the strategic and policy role of the Board, and respect the separate and distinct roles of the CEO and ARRL staff to responsibly manage and administer ARRL's day-to-day activities. It is the role of the Officers and Staff, not the Directors, to implement Board policy.

a. A Board Member should refrain from intruding on administrative issues that are the responsibility of Officers or management, except to monitor results and prohibit actions that conflict with Board policy. If a Board Member believes that staff is acting in a manner that is inconsistent with ARRL policies, the Board Member should raise the concern with the appropriate officers or with the Board.

b. A Board member should treat employees of the organization courteously and professionally. Board members should never issue instructions to or obtain work commitments from staff directly. That is the proper role of the CEO.

c. ARRL staff has the right to work in a professional atmosphere that prohibits discriminatory practices, including harassment. All relations between Board members and staff must be professional and free of bias, prejudice and harassment. Accordingly, Board policy forbids any unwelcome conduct that is based on an individual's race, color, religion, sex, age, creed, national origin, ancestry, disability, sexual orientation, or any other protected characteristic as established by law. ARRL will not tolerate any form of harassment or discrimination that violates this policy.

d. Unwanted personal contact with, and unwelcome advances toward members of the staff are never acceptable.

e. Board members should never conduct independent investigations and they should never interfere in day to day operations of the ARRL.

f. Board members should never engage in harassing conduct, such as epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes or display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail). g. Inappropriate bullying, either direct or indirect, whether verbal, physical, or otherwise, conducted against others in the course of Board service, will be handled with the same level of gravity as other harassment.

6. COMPLIANCE WITH THIS POLICY

1. Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a particular application

of these Standards of Conduct should consult with the President of the ARRL or the Chair of the Ethics and Elections Committee. If a Board member is unable or unwilling to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member should consider voluntarily resigning his/her position on the Board.

2. A Board member or members who wish to bring a complaint of violation of this Policy must do so in writing, addressed to the President of the ARRL or the Chair of the Ethics and Elections Committee. The Ethics and Elections Committee (excluding any member who is personally involved in the complaint) will then, with input as needed from the General Counsel and any complainant(s), determine a course of action for handling the complaint in accordance with Article XIII of the Bylaws.

3. Any complaint made under this Policy, any and all proceedings of the Ethics and Elections Committee involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that requires disclosure by ARRL – shall be considered Board confidential unless the subject of the complaint requests disclosure of those proceedings.

4. If the Ethics and Elections Committee determines that a Board member has violated this Policy, corrective measures may be required of the offending Board member and/or discipline may be imposed. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and, subject to the Bylaws and applicable law, may include the following:

a. Admonishment or reprimand, whether privately by the Board or publicly by the ARRL.

b. Requirement for remedial action to be taken.

c. Removal from certain Board-related assignments and/or loss of certain Board duties or privileges.

d. Actions initiated to seek removal from the Board or as an officer.

Appeals from the decisions of the Ethics and Elections Committee shall be conducted pursuant to the ARRL Bylaws.

References

~~46. Without changing their import, the Secretary may from time to time, on notice to the members of the Board of Directors, renumber these By-Laws so as to serve the purpose of ready reference. Any references in these By-Laws to words "he, his, or him" is understood to mean "he/she, his/her, and himself/herself." References in these By-Laws to Articles shall be corrected, when necessary, by the Secretary to conform to renumbered Articles.~~

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