

**MINUTES OF THE ARRL BOARD OF DIRECTORS
SECOND MEETING**

28 Day Hill Rd, Windsor, CT 06095

July 16-17, 2021

- 1) Roll Call (**Friday, July 16, 2021, 9:00 AM**) and announcement that meeting is being recorded
- 2) Moment of Silence
- 3) Courtesies
 - a) Introduction and welcome of first-time participants and guests
 - b) Remarks/greetings from IARU
 - c) Remarks/greetings from Radio Amateurs of Canada
 - d) Remarks/greetings from ARRL Foundation
- Doc. #1 4) Consideration of the agenda of the meeting
- 5) Receipt and consideration of financial reports
- Doc. #6 a) Treasurer's Report, Mr. Niswander
- Doc. #8 b) Chief Financial Officer's Report, Ms. Middleton
- 6) Motion to Adopt Consent Agenda (Any Board member may request that an item on the Consent Agenda be removed and discussed separately. Otherwise, the listed items will be considered as a whole without debate or amendment. Receipt of a report does not include approval of any recommendations contained in the report. Consideration of such recommendations comes later in the agenda. Listed reports that are not received and distributed prior to the meeting will be removed from the Consent Agenda.)
- 7) Receipt and consideration of other reports
 - a) Receipt of other officers' reports
 - Doc. #2 i) President Roderick
 - Doc. #3 ii) First Vice President Raisbeck
 - Doc. #4 iii) Second Vice President Vallio
 - Doc. #5 iv) International Affairs Vice President Stafford
 - Doc. #7 v) Chief Executive Officer Minster
 - Doc. #9 b) i) Receipt of Communication Counsel's report, Mr. Siddall
 - ii) Receipt of Connecticut Counsel's report, Mr. Spinella

c) Receipt of Committee and Coordinator Reports

- Doc. #10 i) Executive Committee, Mr. Roderick, Chair
- Doc. #11 ii) Administration & Finance Committee, Mr. Ryan, Chair
- Doc. #12 iii) Programs & Services Committee, Mr. Ritz, Chair
- Doc. #13 iv) Ethics & Elections Committee, Mr. Baker, Chair
- Doc. #14 v) Amateur Radio Legal Defense & Assistance Committee, Mr. Stafford, Chair
- Doc. #15 vi) RF Safety Committee, Mr. Propper, Liaison
- Doc. #16 vii) EMC Committee, Mr. Carlson, Chair
- Doc. #17 viii) Public Relations Committee, Mr. Yonally, Liaison
- Doc. #18 ix) Historical Committee, Mr. Luetzelschwab, Chair
- Doc. #19 x) ARISS Committee, Mr. Tharp, Chair
- Doc. #20 xi) LoTW Committee, Ms. McIntyre, Liaison
- Doc. #21 xii) ARDF, Co-Coordinators Jerry Boyd, WB8WFK, and Charles Scharlau, NZ0I
- Doc. #22 xiii) Contest Advisory Committee, Mr. Lippert, PSC liaison
- Doc. #23 xiv) DX Advisory Committee, Mr. Norris, Liaison
- Doc. #24 xv) Legislative Advocacy Committee, Mr. Stratton, Chair
- Doc. #25 xvi) HF Band Planning Committee, Mr. Raisbeck, Chair
- Doc. #26 xvii) Legal Structure Review Committee, Mr. Minster, Chair
- Doc. #27 xviii) Emergency Management Director Selection Committee, Mr. Hippisley, Chair
- Doc. #28 xix) Investment Management Committee, Mr. Morine, Chair
- Doc. #29 xx) Ad Hoc Committee to Evaluate ARRL to Pay Initial FCC License Fee for Individuals Under 18 Years of Age, Mr. Baker, Chair

[END OF CONSENT AGENDA]

- 8) **Consideration of items removed from Consent Agenda**
- 9) **Consider recommendations of the Standing Committees** (Additional recommendations as contained in the reports will be added to this agenda item as the reports are received.)
 - a) Executive Committee
 - b) Administration & Finance Committee
 - c) Programs & Services Committee
- 10) **Consider additional recommendations as contained in reports**

- 11) **Proposals for amendments to Articles of Association and Bylaws**
(In accordance with the AA/BL formal resolutions must be submitted to the Board 30-
days prior to the meeting to qualify to be approved by the 10-vote majority.)
- 12) **Directors' motions:**
- | | |
|--------------------|-------------------------|
| a. Mr. Baker | Southeastern Division |
| b. Mr. Norton | Southwestern Division |
| c. Mr. Stratton | West Gulf Division |
| d. Mr. Abernethy | Atlantic Division |
| e. Mr. Carlson | Central Division |
| f. Mr. Lippert | Dakota Division |
| g. Mr. Norris | Delta Division |
| h. Mr. Williams | Great Lakes Division |
| i. Ms. Jairam | Hudson Division |
| j. Mr. Zygielbaum | Midwest Division |
| k. Mr. Hopengarten | New England Division |
| l. Mr. Ritz | Northwestern Division |
| m. Ms. McIntyre | Pacific Division |
| n. Mr. Hippisley | Roanoke Division |
| o. Mr. Ryan | Rocky Mountain Division |
- 13) **Other business**
- 14) **Closing courtesies**
- 15) **Adjournment**

1. Pursuant to due notice, the Board of Directors of the American Radio Relay League, Inc. met in second session. The meeting was called to order at 9:00 AM, Friday, July 16, 2021, with President Rick Roderick, K5UR, in the Chair and the following Directors, constituting a quorum, present:

Tom Abernethy, W3TOM, Atlantic Division
Kermit Carlson, W9XA, Central Division
Vernon "Bill" Lippert, ACØW, Dakota Division
David Norris, K5UZ, Delta Division
Dale Williams, WA8EFK, Great Lakes Division
Ria Jairam, N2RJ, Hudson Division
Art Zygielbaum, KØAIZ, Midwest Division
Fred Hopengarten, K1VR, New England Division
Mike Ritz, W7VO, Northwestern Division

Kristen McIntyre, K6WX, Pacific Division
George "Bud" Hippisley, W2RU, Roanoke Division
Jeff Ryan, KØRM, Rocky Mountain Division
Mickey Baker, N4MB, Southeastern Division
Dick Norton, N6AA, Southwestern Division
John Robert Stratton, N5AUS, West Gulf Division

Also present without vote were:

Mike Raisbeck, K1TWF, First Vice-President
Robert Vallio, W6RGG, Second Vice-President
Rod Stafford, W6ROD, International Affairs Vice-President
David Minster, NA2AA, Chief Executive Officer and Secretary
Diane Middleton, W2DLM, Chief Financial Officer
Rick Niswander, K7GM, Treasurer

The following Vice Directors were also in attendance:

Robert Famiglio, K3RF, Atlantic Division
Carl Luetzelschwab, K9LA, Central Division
Lynn Nelson WØND, Dakota Division
Ed Hudgens, WB4RHQ, Delta Division
Scott Yonally, N8SY, Great Lakes Division
Bill Hudzik, W2UDT, Hudson Division
Dave Propper, K2DP, Midwest Division
Phil Temples, K9HI, New England Division
Mark Tharp, KB7HDX, Northwestern Division
Bill Morine, N2COP, Roanoke Division
Dan Grady, N2SRK, Rocky Mountain Division
James Schilling, KG4JSZ, Southeastern Division
Ned Stearns, AA7A, Southwestern Division
Lee Cooper, W5LHC, West Gulf Division

The Pacific Division Vice Director position is currently vacant.

Also present were:

Tim Ellam, VE6SH, International Amateur Radio Union President
Glenn MacDonnell, VE3XRA, President of the Radio Amateurs of Canada
David Siddall, Esq., K3ZJ, FCC Communications Counsel
Kelly Wells, Recording Secretary

International Amateur Radio Union Secretary Joel Harrison was in attendance as an observer.

2. Moment of Silence

A moment of silence was observed in memory of Amateurs who have passed away since the last meeting, especially John Tudenam, WØJRP; Joe Muscanere, W5HMK; Gordon Pettengil, W1OUN, and Andy MacAllister, W5ACM; Reinaldo Leandro, ex-YV5AMH, ex-HP1YV, and ex-YN1AM; Lynn Lamb, W4NL; Tuck Miller, NF9T, ex-NZ6T; Carlos Menem, ex-LU1SM; Art Goddard, W6XD; Michael Marinaro, WN1M; Roger Turner, W1ZSA; Steve Ostrove, K2SO; Dr. Allan Taflove, WA9JLV; Mark Sheppard, N7LYE; Paul Kwarta, N0PK; Ed Benkis, W2HTI; Hal Souilliard, KC2HAL; Bill Londell, N2CZD; Raymond Wemple, KA2DVM; and Andy Stillinger, WA2DKJ.

3. Courtesies

A. Introduction and welcome of first-time guests

Mr. Roderick welcomed everyone to the room and extended the welcome to guests. Mr. Roderick continued to remind all the courtesies of the meeting while in session.

B. Remarks and greetings from IARU – Mr. Ellam

Mr. Ellam brought greetings on behalf of the IARU's officers and added that it was his first time out of country in a year. He thanked all for the opportunity to be able to meet in person. He summarized IARU efforts and plans for the upcoming year. Mr. Ellam also touched base on the continuing concerns related to Wireless Power Transfer (WPT).

C. Remarks and greetings from Radio Amateurs of Canada (RAC) – Mr. MacDonnell

Mr. MacDonnell brought greetings from the RAC, and thanked Mr. Ellam and Mr. Roderick for attending the RAC Board Meeting in person. He stated that the pandemic has presented many challenges, but now we are returning to a state of normalcy. He also discussed Canadian Amateur Radio, and international activities, including increasing the presence of amateur radio in CTCL.

In closing, Mr. MacDonnell reported that this is his third consecutive term, and he will no longer be in the position of President, as he is term limited. During the January board meeting, we will be introduced to his successor.

D. Remarks and greetings from ARRL Foundation – Mr. Abernethy

Mr. Abernethy did not have current remarks for the Board but did add pleasantries as a greeting.

4. Consideration of the Agenda

On the motion of Mr. Carlson, seconded by Mr. Williams, **the Agenda was ADOPTED.**

5. Receipt and Consideration of Financial Reports

A. Treasurer's Report – Dr. Niswander

Dr. Niswander presented the Treasurer's Report and entertained questions. The broad market increased 6.35% in Q1 and added another 7.24% in Q2. The international equity market increased by 5.62% in the quarter, lagging the US metric. He noted that for the past 10 years, international equities have underperformed domestic equities and that this trend will reverse at some point. Total returns for Q2 in the bond markets have turned positive after negative returns in Q1. The ARRL portfolio recorded a total return of \$1,377,000 for the second quarter.

B. Chief Financial Officer's Report- Ms. Middleton

Ms. Middleton provided highlights from her report as Chief Financial Officer. She reported that the League continues to have a financially strong balance sheet with current total assets of \$42 million. The League has generated a larger than expected gain from operations through June 30. Total revenues were greater than forecast, while expenses were lower than forecast. Cash flow also continued to be healthy. She then entertained questions.

6. Motion to Adopt Consent Agenda

The following reports were removed from the Consent Agenda: Chief Executive Officer, Receipt of Communications Counsel Report, Receipt of Communication Counsel's Report, RF Safety Committee, EMC Committee, Historical Committee, LoTW Committee, Contest Advisory Committee, Legislative Advocacy Committee, HF Band Planning Committee, Legal Structure Review Committee, Ad Hoc Committee to Evaluate ARRL to Pay Initial FCC License Fee for Individuals Under 18 Years of Age.

On the motion of Mr. Abernethy, seconded by Mr. Ritz, the **Consent Agenda was ADOPTED.**

7. Receipt and consideration of other reports

8. Consideration of items removed from Consent Agenda

Document # 7- Chief Executive Officer Report- Mr. Minster

Mr. Minster presented a synopsis of his report, noting that there has been an exponential return to "normalcy" at ARRL headquarters. He touched upon the implementation of Personify360, nearing completion. In response to questions, a discussion focused on the initiatives involved with ARRL advancing towards its digital transformation.

Mr. Ritz moved, seconded by Ms. Jairam, to move into a Committee of the Whole to discuss personnel matters. **The motion CARRIED.**

The Board was in a Committee of the Whole from 9:45 AM – 11:48 AM.

Mr. Abernethy moved, seconded by Mr. Carlson, to adopt the report of the Committee of the Whole. **The motion CARRIED.**

The Board was on a lunch recess from 12:00 PM-1:00 PM with all returning as noted.

Document #9 (b) (i) Receipt of Communication Counsel's Report- Mr. Siddall

Ms. McIntyre commented on pending dockets with the FCC and asked Mr. Siddall about these items. Mr. Siddall responded that he met with the FCC acting Chairwoman Rosenworcel's wireless advisor in June to bring long-pending matters to their attention, and to urge that the matters be addressed. Mr. Siddall said that he is hoping that there will be some progress by autumn. He concluded with the Regulatory Outlook and FCC proceedings of note, stressing the strong desire for the FCC to address the issues that are in open proceedings.

Document #15 (vi) RF Safety Committee- Mr. Carlson

Mr. Carlson, began with thanking Mr. David Proper, as liaison, for his work with the Committee. He then thanked the Staff for the speedy implementation of an ever-evolving web page for the RF Safety Calculator.

Document #16 (vii) EMC Committee- Mr. Carlson

Mr. Carlson commented on his report, noting the continuation of interference surrounding wireless power transfer. He also touched upon the committee's work with IEEE, before reviewing the assorted interference matters, they have been addressing. Recommendations are expected to be posted for the next board meeting.

Document #18 (ix) Historical Committee- Mr. Luetzelschwab

Mr. Luetzelschwab discussed the short- and long-term goals of the committee.

Document #20 (xi) Logbook of the World Committee Report- Ms. McIntyre

Ms. McIntyre reported that the year 2020 showed high growth on Logbook as users added 164MM in QSO records. The first six months of 2021 were about even with this rate of growth, with 85MM records added so far. The numbers of certificates and users increased as well. She also highlighted 2021 developments and projects to date.

The Board was on break from 2:14 PM – 2:21 PM with all returning as noted above.

Document #22 (xiii) Contest Advisory Committee- Mr. Ritz

Mr. Ritz provided a brief synopsis of the “new” culture surrounding the committee. He is thankful to everyone that pulled together to move forward on initiatives of the Contest Advisory Committee.

Document #24 (xv) Legislative Advocacy Committee- Mr. Stratton

Mr. Stratton moved, seconded by Mr. Ritz, to move into a Committee of the Whole to discuss confidential matters. **The motion CARRIED.**

The Board was in a Committee of the Whole from 2:40 PM - 3:05 PM.

Mr. Abernethy moved, seconded by Mr. Carlson, to accept the report of the Committee of the Whole. **The motion CARRIED.**

The Board was on break from 3:15 PM - 3:30 PM with all returning as noted above.

Document #25 (xvi) HF Band Planning Committee- Mr. Norris

Upon the request for an update regarding the HF Band Plan it was noted that it is still pending.

Document #26 (xvii) Legal Structure Review Committee- Mr. Stratton

Mr. Stratton presented to the Board the corporate governing documents for the ARRL. The documents are its Articles of Association (AOA) and Bylaws. Amendment of the AOA or Bylaws requires either the consent of 2/3rds or 3/4ths of the Board of Directors. In addition to the AOA and the Bylaws, the League from time to time has established certain operational orders, identified as Standing Orders, that due to their nature, do not rise to the level of Bylaws or amendments to the AOA. Standing Orders may be adopted, amended, deleted at any time by a majority vote of the Board of Directors.

During January 2019, it was brought to the attention of the Board that the amendments to the AOA contained 13 minutes occurring during the years July 2010-July 2018, and approved by the Board, but were not filed. Filing with the Connecticut Secretary of State is required for the amendments to become effective. Mr. Stratton, with the full Board present, presented the unfiled amendments with the Committee's recommendations as to which of the unfiled Board Amendments should be filed. The Board addressed each Article as individual motions.

Article 1

The name of our corporation shall be The American Radio Relay League, Incorporated. 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. **The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.**

This Article was amended on 3.20.2019 to add the last, bolded sentence; but the amendment did not include any version of the yellow highlighted, bold "red" language contained in the approved amendments below.

The name of our corporation shall be The American Radio Relay League, Incorporated, **also known 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.

Proposed July 2017, Minute 27.

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.

Proposed July 2018, Minute 23.

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 was 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 have been continuously governed by a Board

of Directors selected by the Membership. **The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.**

Proposed January 2019, Minute 25.

Recommendation: *Committee Member Bob Famiglio, K3RF, Atlantic Division Vice Director, whose law practice substantially includes intellectual property matters, was authorized by the Board to oversee the ARRL's efforts to correct serious deficiencies in existing trademark registrations and recommend new applications and actions to strengthen and protect the ARRL's intellectual property portfolio. It is Bob's recommendation that the "d/b/a" language in the three amendments is unnecessary and potentially limits the League's protection of its trademark. He is adamant that such d/b/a language does not belong in the Articles and advises there are other proper procedures to file to permit the ARRL to use other trade names, if desired.*

Since the statutory required language- **The Corporation is nonprofit and shall not have or issue shares of stock or make distributions** - was added to Article 1 with the March 20, 2021, *Amended and Restated Articles of Association* filing the Committee recommends that all three previously adopted amendments be abandoned.

On the motion of Mr. Stratton, seconded by Mr. Carlson. **The Motion CARRIED.**

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 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.

Change from a single annual meeting to an Annual Meeting and a "Second Meeting" effective 6.8.1971. Change to 15 Directors: 8.25.1993; change to 3- year terms: 3.1.2010. No known amendments since 3.1.2010

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.

Proposed July 2011, Minute 35.

Recommendation: *Record the July 2011, Minute 35 amendment.*

On the motion of Mr. Stratton, seconded by Mr. Carlson. **The Motion CARRIED.**

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 Executive Vice President. 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 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.

Executive Committee created 5.23.1951 (initially only one Director). Five Directors became effective 3.1.2010. No known amendments since 3.1.2010.

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.

Proposed July 2011, Minute 35 (1) and Minute 35(3).

Recommendation: Record the July 2011, Minute 35 (1) and Minute 35 (3) amendments.

On the motion of Mr. Stratton, seconded by Mr. Williams. **The Motion CARRIED.**

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 for which he was elected Vice Director. 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.

Initially adopted as Article 8, 5.23.1951. The last sentence was added 7.8.1959. Renumbered as Article 7, 1.25.1967. Next to last sentence added 6.18.1971. "Move of permanent residence" added 3.3.1972; "recall" added 1.13.1984. No known amendments since 1.13.1984.

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 for which he **or she** was elected Vice Director. 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.

Proposed July 2011, Minute 35 (4).

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. ~~for which he or she was elected Vice Director.~~ 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.**

Proposed January 2015, Minute 25.

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 for which he **or she** was elected Vice Director. 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. **Upon succeeding to the office of Director, a former Vice Director shall fully possess and exercise any and all of the voting rights and other authority possessed by a Director. Should the office of Vice Director be vacant, the vacancy shall be filled by appointment by the President. A Vice Director shall substitute for his or her corresponding Director at any meeting of the Board of Directors where the Vice Director's corresponding Director is absent. A Vice Director substituting for an absent Director shall count towards quorum and shall fully possess and exercise any and all voting rights and other authority possessed by a Director.**
Legal Counsel recommended addition: July 17, 2019, Memo. Never approved by Board.

Recommendation: Record the January 2015, Minute 25 amendment.

On the motion of Mr. Stratton, seconded by Mr. Williams. **The Motion CARRIED.**

Article 8

The officers of the Corporation shall be a President, a First Vice President, an Executive Vice President, a Chief Financial Officer, an International Affairs Vice President, not more than one additional Vice President, a Secretary, and a Treasurer, who shall be elected by a majority of the Directors at the Annual Meeting on even-numbered years. The Executive Vice President and Chief Financial Officer shall be compensated at rates agreeable to them and the Board of Directors.

As worded, adopted 3.1.2010. 8.25.1993 version provided for “not more than two additional Vice Presidents” and added “Chief Financial Officer;” 5.23.1951 version provided for “not more than three Vice Presidents”. “International Affairs Vice President” added 1.13.1984. “Executive Vice President” added 4.17.1985. No known amendments since 3.1.2010.

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.

Proposed July 2011, Minute 35 (1) and Minute 35 (5).

Recommendation: Record the July 2011, Minute 35 (1) and Minute 35 (5) amendments.

On the motion of Mr. Stratton, seconded by Mr. Carlson. **The Motion CARRIED.**

Article 9- Proposed

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.

Proposed July 2011, Minute 34.

The July 2011 Minute 34 identified this as a “new” Article 9. This was not included in the 3.20.2019 Restatement.

Recommendation: Delay consideration until January 2022.

Mr. Stratton made a motion to the delay the consideration until January 2022, it was seconded by Mr. Abernethy. Discussion followed the motion.

After the discussion, Mr. Ryan **moved to amend the motion to delay consideration** and file with the State of Connecticut as stated (with renumbering) seconded by Mr. Norris. **The Motion CARRIED.**

Article 11

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 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 would materially conflict with the activities or affairs of the League. The primary test of eligibility under this portion of the Article shall be full compliance with the Articles, Bylaws and Rules and Regulations of the League relating to ethics, elections, and conflicts of interest.

The four-year continuous membership pre-condition first appeared in the 5.23.1951 AOA. The requirement of having held a license for the same period was added 1.25.1967. The present language was adopted 3.1.2010. No known amendments since 3.1.2010.

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 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 would materially conflict with the activities or affairs of the League. The primary test of eligibility under this portion of the Article shall be full compliance with the Articles, Bylaws and Rules and Regulations of the League relating to ethics, elections, and conflicts of interest

Proposed July 2010, Minute 34.

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 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 would materially conflict with the activities or affairs of the League.**

The primary test of eligibility under this portion of the Article shall be full compliance with the Articles, Bylaws and Rules and Regulations of the League relating to ethics, elections, and conflicts of interest. 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.

Proposed January 2015, Minute 26.

Recommendation: *As the language requested by the July 2010, Minute 34 proposed amendment was actually incorporated in the 3.1.2010 Restatement, the Committee recommends the Board adopt the January 2015, Minute 26 proposed amendment.*

On the motion of Mr. Stratton, seconded by Mr. Williams. **The Motion CARRIED.**

Articles 15 and 16

Recommendation: *Without regard to content, the Committee recommends that no version of proposed Article 15 or Article 16 be adopted.*

It is the Committee's intent to draft a replacement for these proposed Articles and present it to the Board during the January 2022 Board Meeting.

On the motion of Mr. Stratton, to defer draft replacement until January 2022, and seconded by Mr. Carlson. **The Motion CARRIED.**

Document # 29 (xx) - Ad Hoc Committee to Evaluate ARRL to Pay Initial FCC License for Individuals under 18 years of Age- Mr. Baker

Mr. Baker summarized that the intent is to establish a Youth Licensing Grant Program and cover the one-time payment of \$35 for the FCC administrative fee for each person under the age of 18 years old that resides in an ARRL Section who passes one or more amateur radio exam on the same day at a single exam session.

This will expand the horizon of existing HAMS and remove the financial obstacle to the youth, encouraging potential careers in STEM (Science/Technology/Engineering/Math). ARRL believes that subsidizing the fee will assist a number of new amateurs that otherwise would be lost from these groups. **(Document # 29 (xx) will be continued on 7/17/2021).**

The Board was on recess from 5:16 PM, Friday, July 16 until Saturday, July 17, 9:00 AM.

Saturday, July 17, 2021:

With President Rick Roderick, K5UR, in the Chair and all present as noted above, constituting a quorum, the continuation of the Second Board meeting was called to order at 9:00 AM, July 17, 2021.

Document #29 (xx) (continued from 7/16/2021)- Ad Hoc Committee to Evaluate ARRL to Pay Initial FCC License for Individuals under 18 years of Age- Mr. Baker

Mr. Baker moved, seconded by Mr. Hippisley that:

WHEREAS, Minute 31 of the January 2021, Board of Directors meeting formed an ad-hoc committee “to review, develop and recommend the implementation of the original motion with a report to the Board by March 31, 2021.”

WHEREAS, the committee was formed and met, the scope of the original motion was expanded, and the requested report was sent to the ODV list. No further objections were raised.

The Ad-hoc Committee Recommends the implementation of the Motion with the following criteria:

- 1) *Name of Program: Youth Licensing Grant Program*
- 2) *Goals of Program:*
 - a) *Expansion of the existing reservoir within the amateur radio service of trained operators, technicians, and electronics experts.*
 - b) *Remove a financial obstacle to young people to acquire an amateur radio license to encourage potential careers in Science Technology Engineering and Mathematics.*
 - c) *Enhance ARRL’s leadership position as the leader in volunteer testing and the national association for amateur radio to young people – many of whom never hear about the ARRL because of the use of testing organizations who have offered examinations at no charge.*
 - d) *The Board believes that the recruitment and training of young amateur radio operators is a necessary and proper mission of the ARRL, and that subsidization of the \$35 fee will reduce the number of new amateurs that otherwise would be lost from these groups.*
- 3) *Definition of Program – Qualification and benefits*
 - a) *This program will provide a one-time \$35 payment of the FCC administrative fee for each person under 18 years of age who passes one or more amateur radio exams taken on the same day at a single exam session.*
 - b) *Qualification:*
 - i) *The qualifying tests that result in the first issue of an FCC amateur radio license must be given by any team of ARRL Volunteer Examiners under the auspices of the ARRL VEC.*
 - ii) *The license applicant or their parent/guardian must voluntarily provide evidence of the applicant’s age and apply for this program at the time of testing. The VE team will examine this proof and provide certification that they reasonably believe the applicant qualifies.*
 - c) *This Grant is intended to be a one-time per person benefit and will not be paid twice for any individual.*
 - d) *Applicants that qualify as specified above pay a reduced \$5 examination fee, all of which is remitted to the ARRL VEC. No part of this fee will be retained by the testing organization.*
- 4) *VEC Administration*
 - a) *Staff will determine the method of qualifying applicants and instruct VE Teams. One suggestion is to have a qualifying form to be filled out by the applicant, affirming that they have not reached their 18th birthday. It is recommended that the VE teams have the flexibility to determine that the candidate is eligible for reimbursement in the absence of documented proof.*
 - b) *As of the creation of this document, the method of payment to the FCC has not been finalized. It is envisioned that the VEC will be able to pay the FCC directly via ARRL credit card or ACH system using the FCC Fee Filer program. <https://apps.fcc.gov/FeeFiler/HelpFiles/ULSM.htm>*

c) *The passing of this motion is NOT intended to constrain staff in the method of payment. Staff is specifically given complete latitude to determine the method of delivering payment to the FCC, or to reimburse the eligible applicant.*

5) **Funding and Governance**

a) *The initial scope of this program requires \$35 each for up to 1000 new hams under the age of 18 years old – an initial commitment of \$35,000 of ARRL funding.*

b) *This program stipulates a \$5 fee for these same new hams, a reduction of the minimum required fee of \$10 to the ARRL VEC. This will result in a potential minimum loss of revenue of \$5 for each, for a total of \$5,000.*

c) *Potential administrative costs for the ARRL are estimated at an initial cost of \$2,000 – 40 hours of administrative time @\$50/hour. Ongoing administration is expected to be 2 hours per week, about \$5,000 for the first year.*

d) *Additional benefits or an extension of this program may be allocated via the Administration and Finance Committee before or near the exhaustion of funds as requested by Staff.*

e) *This program length is indefinite - it may be renewed or terminated by the Administration and Finance Committee or the Board of Directors.*

The Motion CARRIED (with applause).

9. Consider Recommendations of the Standing Committees

a. Executive Committee:

No motions

b. Administrative & Finance Committee:

Mr. Ryan moved, seconded by Ms. Jairam, that:

Whereas:

Minute 40 of the January 2021 Board meeting established the Investment Management Committee (IMC), and whereas:

A subsequent meeting of the A&F Committee established the IMC and proceeded to elect members, and whereas:

Successive votes failed to break a tie between Director Williams and Director Stratton, and whereas:

Both directors were requested to serve on an interim basis, and whereas:

Both directors have continued to faithfully serve and attend IMC meetings, and whereas:

The board desires to retain the continued service of both directors.

Therefore, be it resolved that the number of directors specified in Minute 40 is increased by one (1) and that in the event of a tie vote the ARRL president shall be entitled to vote to break the tie.

The Motion CARRIED.

Mr. Ryan moved, seconded by Dr. Niswander that:

The revised Investment Policy Statement as presented in the report of the Investment Management Committee be approved.

The Motion CARRIED.

c. Programs & Services Committee:

Mr. Carlson and Ms. Jairam moved, seconded by Mr. Vallio, that:

WHEREAS, the ARRL Doug DeMaw, W1FB Technical Excellence Award was established in 1975 to honor the author(s) whose article (or series of articles) published in ARRL periodicals for that year is judged to have the highest degree of technical merit, and

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

WHEREAS, the ARRL panel of Technical Advisors voted to award the 2020 Doug DeMaw, W1FB Technical Excellence Award to Steve Franke, K9AN, Bill Somerville, G4WJS, and Joe Taylor, K1JT for their July/August 2020 QEX article "The FT4 and FT8 Communications Protocols".

THEREFORE, the ARRL Board of Directors, with the full recommendation of the ARRL Board Programs and Services Committee, does hereby bestow the 2020 Doug DeMaw, W1FB Technical Excellence Award to Steve Franke, K9AN, Bill Somerville, G4WJS, and Joe Taylor, K1JT for their QEX article "The FT4 and FT8 Communications Protocols".

The Motion CARRIED (with applause).

Mr. Williams moved, seconded by Mr. Norris, that:

WHEREAS, Amateur radio has many facets which are of interest to the public in the areas of radio sport, emergency communications, and experimentation/do-it-yourself (DIY), and

WHEREAS, ARRL particularly appreciates a Public Information Officer who successfully promotes all aspects of amateur radio so officials as well as the public at large can better understand the many contributions amateur radio makes to education, public safety, and recreation, and

WHEREAS, John Levo, W8KIW, of Hillsboro, Ohio, exemplifies the skills and depth of understanding to convey to media outlets the fascinating world of amateur radio through his encouragement for media to cover stories about the exciting world of amateur radio and how you can "talk around the world" from any location; demonstrating how emergency communications during times of adversity can be set up quickly and effectively; demonstrating the importance of ARRL Field Day as an annual event to help operators enhance their skills in emergency operations and teaching those newly interested, getting them licensed, and then mentoring them to become the next generation of amateurs, and

WHEREAS, John Levo, W8KIW, has demonstrated a body of work overtime that captures the many avenues of opportunities of amateur radio as a hobby, an education tool, and a service for public safety,

THEREFORE, the ARRL Board of Directors, with the recommendation of the Public Relations Committee and the concurrence of the Programs and Services Committee, does hereby bestow the 2021 ARRL Philip J. McGan Memorial Silver Antenna Award to John Levo, W8KIW.

The Motion CARRIED (with applause).

Mr. Zygielbaum moved, seconded by Mr. Norris, that:

WHEREAS, The ARRL Technical Service Award is given annually to a licensed radio amateur or to individuals who are licensed radio amateurs whose service to the amateur community and/or society at large is of the most exemplary nature within the framework of Amateur Radio technical activities; and,

WHEREAS, The ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner of this award; and,

WHEREAS, James Baxter, KOUA exemplifies the spirit of this award due to his diligent work assisting hundreds of hams get on the air, particularly with FT8, and by spending countless hours on web sessions with them to work out their configuration issues, show them best practices, and to help track down RFI issues; and,

WHEREAS, James freely offers up his personal time to help hams via social media and does it purely out of motivation to help his fellow hams.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee does hereby bestow the 2021 ARRL Technical Service Award to James Baxter, KOUA.

The Motion CARRIED (with applause).

Mr. Ritz moved, seconded by Ms. McIntyre that:

WHEREAS, The ARRL Technical Innovation Award is granted annually to the licensed radio amateur or to individuals who are licensed radio amateurs whose accomplishments and contributions are of the most exemplary nature within the framework of technical research, development and application of new ideas and future systems in the context of Amateur Radio activities; and,

WHEREAS, The ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner(s) of this award; and,

WHEREAS, Steve Haynal, KF7O has been the instrumental and the driving force behind the Hermes Lite 5W HF SDR transceiver as a fully open-source hardware and software project, (even down to the tools to create the PCB), enabling the design to be fully shared and developed by other amateurs for the good of the hobby; and,

WHEREAS, Wojciech Kaczmarski, SP5WWP, developed a new digital radio communication M17 protocol for the good of amateur radio. M17 is a new open source and patent free digital radio protocol, and his goal is to provide a fully sustainable option for digital radios in the future. His project has led to development of DroidStar (an Android application) by Doug McLain, AD8DP, and the protocol has also been incorporated within other amateur radio related projects to help advance the radio art; and,

WHEREAS, Roger Clark, VK3KYY, spearheaded a successful effort to augment a low-cost handheld radio so that it can be used by blind or visually impaired operators, significantly lowering the “cost of entry” for these amateurs.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee does hereby bestow 2021 ARRL Technical Innovation Awards to Steve Haynal, KF7O, Wojciech Kaczmarski, SP5WWP, and Roger Clark, VK3KYY.

The Motion CARRIED (with applause).

Mr. Stratton moved, seconded by Mr. Norris, that:

WHEREAS, The ARRL Hiram Percy Maxim Memorial Award is given annually to a licensed radio amateur under the age of 21. The nominee must be a current ARRL member. The nominee's accomplishments and contributions to both the community of Amateur Radio and the local community should be of the most exemplary nature; and,

WHEREAS, The ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner(s) of this award; and,

WHEREAS, Katherine Forson, KT5KMF, has been licensed and active in amateur radio since 2013. At age 9, upgraded to General class in 2017, and became an Extra class licensee in April of 2018. In addition to being active in the amateur radio world, Katherine is active in her school and community. She is currently serving as the North Texas Section Youth Coordinator, is an active member of the Collin County Races, is a Skywarn trained storm spotter, had an article in QST showcasing one of her many her science fair projects, won second place in the Dallas Regional Science Engineering fair, is an active member of the Plano amateur radio club, participates as an amateur radio operator in public service events such as Plano Balloon Festival, and is currently working with several other YL's in the ARRL North Texas Section to help build a YL friendly area of the ARRLNTX Section website. She is also active in her high school band and maintains a 4.0 grade point average in school.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee does hereby bestow the 2021 ARRL Hiram Percy Maxim Award to Katherine Forson, KT5KMF.

Mr. Ritz made a friendly amendment to modify ARRLNTX Section to ARRLNTX.org.

The Motion CARRIED as amended (with applause).

Mr. Hippisley moved, seconded by Mr. Vallio that:

WHEREAS, Herb S. Brier, W9AD, long-time CQ Novice Editor, represented the spirit of effective and caring Amateur Radio instruction, and the ARRL sponsors this award in conjunction with the Lake County Indiana Amateur Radio Club, in his memory to recognize the very best in Amateur Radio instruction and recruitment; and,

WHEREAS, The ARRL's Programs and Services Committee serves as the award panel and reviews the nominations received from the members and selects the winner(s) of this award; and,

WHEREAS, David Ritter, ND4MR is an ARRL member, (and has been for nearly forty years), is an ARRL Registered Volunteer Instructor as well as having served as a full-time faculty member at Wilkes Community College in North Wilkesboro, North Carolina, and has been the lead (and only) instructor in the Technician licensing courses he began 2010. In addition, David has been an enthusiastic recruiter of potential students for his many classes, devoting a considerable amount of his time getting the message out to the local community about Amateur Radio via a variety of mass media means.

THEREFORE, the ARRL Board of Directors, with the recommendation of the Programs and Services Committee does hereby bestow the 2021 Herb S. Brier Instructor of the Year Award to David Ritter, ND4MR.

The Motion CARRIED (with applause).

The Board was on break from 10:18 AM – 10:22 AM.

10. Consider additional recommendations as contained in report

The Board was on break from 10:26 AM – 10:42 AM.

The Board was in recess from 11:10 AM – 1:00 PM.

11. Proposals for amendments to Articles of Association and Bylaws

Mr. Hippisley moved, seconded by Mr. Stratton that:

WHEREAS, Paragraph 47 CFR § 97.1(a) of the Code of Federal Regulations identifies “enhancement of the value of the Amateur Service to the public...particularly with respect to providing emergency communications” as a “fundamental purpose” of the Amateur Radio Service; and

WHEREAS, Paragraph 47 § CFR 97.1(d) of the Code of Federal Regulations also identifies “expansion ... within the Amateur Radio Service of trained operators, technicians, and electronics experts” as a fundamental purpose of the Amateur Radio Service; and

WHEREAS, The Amateur Radio Emergency Service and the National Traffic System are the primary vehicles by which the ARRL fulfills its statutory obligation to provide emergency communications to the public in times of disaster or emergency; and

WHEREAS, The ARRL's volunteer Field Organization comprised of elected Section Managers and their leadership appointees has been structured since the League's formation to support individuals and groups whose goals are the furtherance of the public good as currently codified in 47 CFR § 97.1(a) and (d); and

WHEREAS, The ARRL's volunteer Field Services organization is the primary ARRL structure through which the ARRL organizes and trains ARES and NTS participants, and provides support for its ability to deliver emergency communications in times of disaster or emergency; and serves as the primary contact point for support to served agencies and the public; and

WHEREAS, The ARRL is committed to increasing its ability to fulfill its statutory duty to serve as a national and local source of emergency communications and is committed to improving the quality and value of such communications by improving the training and support it provides to its Field Service volunteers, including its ARES and NTS Members; and

WHEREAS, Amateur Radio clubs are a primary source for the recruitment of new licensees, the expansion of the skills and knowledge of their members and the providers of services to the public; and

WHEREAS, Amateur Radio Clubs are also the primary organizers, sponsors, and developers of most Amateur Radio related activities; and

WHEREAS, The ARRL is committed to increasing the support, services, training, and programs it provides to and for its affiliated Clubs; and

WHEREAS, The ARRL's Board of Directors at Minute 33 of its 2020 2nd Meeting tasked the Emergency Management Director Selection Committee (EMDSC) with "drafting the By-Law and Standing Order changes necessary to facilitate the creation of the third Standing Committee"; and

WHEREAS, The EMDSC has conducted this task in consultation with the Board's Legal Structure Review Committee and the chair of the Programs and Services Committee;

NOW, THEREFORE, the following language will modify and replace existing By-Laws 37, 39 and 40. Existing By-Law 40 will be renumbered as By-Law 41. All other existing By-Laws commencing with the existing By-Law 41 will be renumbered by increasing their By-Law number by one.

By-Law 37. Standing Committees

The following Standing Committees are established: Administration & Finance Committee ("A&F") Programs & Services Committee ("PSC") Emergency Communications & Field Services Committee ("EmComm-Field Services" or "ECFSC").

37(a). The membership of each Standing Committee shall consist of five Directors, plus one or more Vice Directors. No Director or Vice Director may serve on more than one Standing Committee at a time. Executive Committee Members, in addition to their service on the Executive Committee, may serve on a Standing Committee.

37(b). The President shall appoint the Members and Chairman of Standing Committees within 15 business days after the conclusion of the Annual Meeting. The terms of the Members and the Chairman of each

Standing Committee shall commence with the announcement of their appointments and will end at the termination of the following Annual Meeting.

37(c). The Treasurer shall serve as a member of the Administration and Finance Committee.

37(d). The President shall appoint the First Vice President and the Second Vice President, individually, to separate Standing Committees and may appoint the International Affairs Vice President to serve on any committee, except the Executive Committee, if the President deems his service in such capacity to be of benefit to the ARRL. No Vice President may serve as Chairman of a Standing Committee.

37(e). Standing committees shall submit written reports to the Board at least two weeks prior to each regular meeting of the Board of Directors. Standing Committees may originate, with notice to the President, studies in their fields and may generate recommendations to the Board on their own initiative.

By-Law 39. The Programs and Services Committee shall:

- Create and modify services and programs, and advise the Chief Executive Officer re same, that address and support DX awards, contests, radio sport, W1AW, W1AW services, Logbook of The World and the incoming and outgoing QSL bureau services;*
- Create and modify services and programs, and advise the Chief Executive Officer re same, that address and support, volunteer examiners, Volunteer Counsel, Volunteer Consulting Engineers, and educational initiatives;*
- Evaluate and recommend awards recipients to the Board for outstanding volunteer service or outstanding achievement;*
- Recommend the creation or modification of Board policy that relates to or affects matters for which the Programs and Services Committee has responsibility.*

By-Law 40. The Emergency Communications and Field Services Committee (ECFSC) shall:

- Create and modify programs, services, and training and advise the Chief Executive Officer and Director of Emergency Communications, with the objective of improving the League's support of, and training for, Section Managers, Section Emergency Coordinators, Section Traffic Managers, Affiliated Club Coordinators and other Field Service volunteers;*
- Create and modify programs, services, and training and advise the Chief Executive Officer and Director of Emergency Communications, in the pursuit of "best practices" for the Amateur Radio Service in the provision of volunteer emergency communications through the League's Amateur Radio Emergency Service (ARES) and National Traffic System (NTS);*
- Monitor and assess current and evolving trends in emergency communications technology, organizational structures, and participant skills in the United States and around the world, to assure the ARRL's maximum awareness of, access to and implementation of "best practices" in these fields;*
- Create and modify programs, services, and training and advise the Chief Executive Officer and National Club Coordinator, to improve the League's support for the ARRL's affiliated and Special*

Service Clubs, including such policy, programs, services and training as necessary to assist the affiliated and Special Service Clubs in the recruitment and retention of new and existing licensees, Club and ARRL Members, and the enhancement of the technical and communications skills of their Members;

- *Coordinate and cooperate with other Amateur Radio national societies, especially within IARU Region 2, in the development and expansion of the ability of Amateur Radio to provide emergency communications services;*
- *Provide guidance and direction to the Chief Executive Officer and Director of Emergency Management in translating Board and ECFSC policy into prioritized tasking, funding and staffing recommendations for the implementation of the Board policy, programs, services and training created or modified by the ECFSC;*
- *Provide guidance and direction to the Chief Executive Officer and National Club Coordinator in translating Board and ECFSC policy into prioritized tasking, funding and staffing recommendations for the implementation of the Board policy, programs, services and training created or modified by the ECFSC;*
- *Recommend the creation or modification of Board policy that relates to or affects matters for which the Emergency Communications and Field Services Committee has responsibility.*
- *Consistent with the best governance of the ARRL, the Chairman and a majority of the Members of the ECFSC shall be selected from the Divisions with the greatest historical exposure to natural disasters.*

EMDSC Sunset and Standing Committees Initial Membership

Pursuant to Minute 33, July 2020 Board of Directors Meeting, the Emergency Management Director Selection Committee having completed the task of drafting the Bylaw and Standing Order changes necessary to facilitate the creation of the third Standing Committee, the Board thanks the Emergency Management Director Selection Committee for its work and hereby sunsets the EMDSC.

Notwithstanding any provision of the newly adopted By-Law 37, and at the request of, and with the consent of, the President, the current Members and Chairs of the Emergency Management Director Selection Committee, the Administration & Finance Committee, and Programs & Services Committee are appointed to serve as the Members and Chairs of the Standing Committees until the end of the next Annual Meeting of the ARRL Board of Directors.

Clarification of Intent

A concern was raised regarding the intent of certain language in EMDSC-1. The concern is whether By-Law 39 or By-Law 40, particularly the language proposed (“create and modify”) creates the authority for either Program & Services or Emergency Communication-Field Services to direct ARRL staff, other than the Chief Executive Officer.

The language does not, and it is not the authors’ intent, to grant either Committee the authority to manage ARRL staff.

Modification of By-Laws by EMDSC-1 *Clarification of Intent* required a roll call vote. The Directors voted accordingly:

Mr. Abernethy	Aye
Mr. Carlson	Aye
Mr. Lippert	Aye
Mr. Norris	Aye
Mr. Williams	Aye
Ms. Jairam	Nay
Mr. Zygielbaum	Nay
Mr. Hopengarten	Aye
Mr. Ritz	Aye
Ms. McIntyre	Aye
Mr. Hippisley	Aye
Mr. Ryan	Aye
Mr. Baker	Nay
Mr. Norton	Nay
Mr. Stratton	Aye

The Motion CARRIED.

The Board was on break from 2:20 - 2:30 PM with all returning except Mr. Hudzik.

12. Director's Motions

a) Mr. Baker moved, seconded by Mr. Ryan that:

WHEREAS, The Dade Radio Club in Miami, Florida, is an ARRL affiliated club active in public service and recreational amateur radio. They operate five repeaters under their callsign W4NVU and operate two practice emergency nets each week and providing a focal point for emergency communications.

DRC's application for affiliation was approved by the ARRL Executive Committee on September 11, 1946. A plaque marking the 75th anniversary of ARRL affiliation was issued by the current ARRL Southeastern Division Director and Vice Director and was presented to club president Julio Herrera, KK4KMO, during the club's 2021 Field Day activities.

This motion recognizes the Dade Radio Club has actively supported ARRL and continues to actively support ARRL and participate in the ARRL Field Organization, and the ARRL Board appreciates their support.

The Motion CARRIED (with applause).

b) Mr. Carlson moved, seconded by Mr. Abernethy that:

WHEREAS, the Tri-Town Radio Amateur Club, W9VT, is one of the oldest Amateur Radio Clubs in Illinois; and

WHEREAS, the Tri-Town Radio Amateur Club has continuously served the Chicago South Suburban Region since it was founded on December 18th, 1931; and

WHEREAS, the Tri-Town Radio Amateur Club has been an ARRL Affiliated Club since March 15th, 1932;

Therefore, be it resolved that the ARRL Board of Directors congratulates the Tri-Town Radio Amateur Club on its 90-year Anniversary.

The Motion CARRIED (with applause).

Mr. Carlson asked for permission of the Chair to Rise for a point of Personal Privilege- Mr. Carlson, due to a personal matter resigned from his position. Mr. Luetzelschwab was then appointed.

c) Mr. Hopengarten moved, seconded by Ms. Jairam, that:

WHEREAS, the Norfolk County (Massachusetts) Radio Association (NCRA) was founded in 1921, and

WHEREAS, the NCRA has long supported the American Radio Relay League, and has been an Affiliated Club since 1933, and

WHEREAS, the NCRA has been continuously active in amateur radio since its founding, and today uses the callsign W1AGR to honor a founding member, and

WHEREAS, various NCRA members over the decades have made memorable contributions to amateur radio in numerous areas of technology, and

WHEREAS, NCRA members have provided communication support for various public service needs such as municipal events, Skywarn reporting, Red Cross, and local disaster training, and

WHEREAS, the NCRA today stands as a resource to mentor new amateur radio operators,

THEREFORE, be it resolved that the ARRL Board of Directors hereby congratulates and recognizes the NCRA for its contributions to amateur radio on its 100th anniversary.

The Motion CARRIED (with applause).

d) Mr. Ritz moved, seconded by Mr. Lippert that:

WHEREAS, it is in the best interest of the ARRL, its management, staff, and members to have governance documentation that accurately reflects how the ARRL conducts business; and,

WHEREAS, the current “Rules and Regulations Concerning Advisory Committees” document, and Section 5.4 of the Director’s Workbook, “Advisory Committees- Standard Operating Procedures”, are both out of date as compared to current processes that are used to define and regulate the Advisory Committees.

THEREFORE, the “Rules and Regulations Concerning Advisory Committees” document shall be updated per the mark-up provided as Appendix 1 of this Motion, and Section 5.4 of the Director’s Workbook document, “Advisory Committees- Standard Operating Procedures”, shall be updated per the mark-up provided as Appendix 2 of this motion”.

The Motion CARRIED.

e) Ms. McIntyre moved, seconded by Mr. Ritz that:

WHEREAS, The Santa Cruz County Amateur Radio Club was formed on February 3, 1916, as documented in the Santa Cruz Morning Sentinel newspaper.

WHEREAS, QST reported the formation of this radio club in the April 1916 issue, when QST was in its 2nd year of publication.

WHEREAS, SCCARC operates the K6BJ repeater system, a vital link between Santa Cruz County on the coast and the Santa Clara Valley and Greater Bay Area.

WHEREAS, SCCARC supports Amateur Radio in Northern California, which has played a major role in inspiring generations of engineers in Silicon Valley.

Therefore, be it resolved that the ARRL Board of Directors congratulates and recognizes SCCARC, K6BJ, on their 105th Anniversary.

The Motion CARRIED (with applause).

f) Mr. Ryan moved, seconded by Mr. Williams that:

WHEREAS, The Ogden Amateur Radio Club (OARC) was founded in May 1921 and WHEREAS, The OARC is the oldest organized Amateur Radio Club in the State of Utah, and

WHEREAS, The OARC has been in continuous operation since its founding providing technical training, public service and fellowship to its members and the community, and

WHEREAS, The OARC has supported the ARRL and has been an affiliated club for over 80 years;

THEREFORE, be it resolved that The Board of Directors of the ARRL hereby congratulates the Ogden Amateur Radio Club on its 100th anniversary.

The Motion CARRIED (with applause).

g) Mr. Ritz moved, seconded by Ms. McIntyre that:

WHEREAS, Section 12.3, Paragraph 3 of the Directors Workbook, regarding the "ARRL Doug DeMaw, W1FB Technical Excellence Award", currently states:

"As established by the Board, the judging is done by a panel of ARRL Technical Advisors that work with the Publications Department at ARRL Headquarters. The recommendation of the judging panel is then forwarded to the ARRL Programs and Services Committee, which is asked to affirm the recommendation and then forwards it to the full Board of Directors at the second meeting of the Board in the year following the date of the award", and

WHEREAS, the above process exactly matches how ARRL staff currently vets for the award, and

WHEREAS, ARRL Standing Order 13 states:

"13) The ARRL "Technical Excellence Award" shall be presented to the author whose article published in ARRL periodicals for that year, is judged to have the highest degree of technical merit, as judged by the Programs and Services Committee, and concurred in by the Board of Directors."

THEREFORE, It is deemed that the current Director Workbook version is the correct procedure and Standing Order 13 is to be noted as removed from the list of current Standing Orders, effective July 2021. i.e., Standing Order 13 (removed July 2021).

The Motion CARRIED (with applause).

The Board was on break from 3:00 PM - 3:20 PM with all present as noted.

h) Mr. Hopengarten moved to table, seconded by Mr. Norton that:

- 1. The Administration and Finance Standing Committee shall create a guideline document defining and distinguishing the responsibility and authority of the Board and its members from the responsibility and authority of the managers of the operating organization. The document must be written so as to assure a match of responsibility and authority at all levels of the organization. The development of the document shall be done in a manner that engages review and contributions by the members of the Board.*
- 2. The standing committee responsible for the Field Organization shall create a guideline document describing the expected relationship between Division Directors and the Section Managers and their appointees within the Division. The guidelines must be sensitive to the existing reporting responsibilities of the Section Managers to the Field Organization managers. The development of the document shall be done in a manner that engages review and contributions by members of the Board.*
- 3. The Executive Committee shall oversee the development of these two guidelines and create a method to develop a training program for new Board members which covers these guidelines as well as existing Board and corporation documents, organization, and history.*

4. *The Legal Structure Review Committee shall review the resulting guidelines during their development to identify any conflicts with the ARRL's existing legal structure and recommended changes in that structure to mitigate those difficulties.*
5. *Each tasked committee shall report its activities and progress at the January 2022 Board Meeting.*
6. *Each tasked committee shall complete the work defined in this motion at the July 2022 Board Meeting. The work shall be submitted as a motion for approval by the Board to put the guidelines in practice.*

The Motion to table CARRIED.

i) Moved by Mr. Ryan, seconded by Dr. Niswander, that:

The ARRL President is hereby authorized to create a committee to search for a Treasurer for the ARRL for presentation and approval to the Board of Directors.

The Motion CARRIED.

13. Other Business:

A discussion ensued about additional ways the organization could meet the needs of the amateur radio community. With positivity, the Board agreed to continue the dialogue over the upcoming months.

14. Closing Courtesies:

*On the motion of Mr. Luetzelschwab, seconded by the Board, it was **Voted (with applause)** that:*

WHEREAS, planning and executing the ARRL Board of Directors is a challenge of great magnitude

WHEREAS, additional challenges with a return to in-person meetings required additional planning and execution

WHEREAS, it requires patience, tact, and polite persistence to gain the cooperation of Directors, Vice Directors, Officers, and guests

WHEREAS, only a select few humans have the capacity to accomplish these tasks while maintaining positivity and helpfulness

THEREFORE, BE IT RESOLVED that the ARRL Board family recognizes and greatly appreciates Dee Methe, KC1MHN, and the ARRL staff for accomplishing what only a few people have done over human history – arranged and conducted another productive ARRL Board Meeting in July 2021.

15. Adjournment:

*There being no additional business, on the motion of Mr. Hippisley and seconded by Mr. Ritz the meeting
ADJOURNED at 4:40 PM.*

Kelly Wells
Recording Secretary