

PO Box 10270, Truckee, CA 96162-0270

January 4th, 2024

Dear ARRL Leadership Circle, Maxim Society, and Legacy Circle Members:

Six years ago, we wrote to many of you asking that you help stop several harmful proposed changes to ARRL governance. You responded, the Board listened, and serious adverse proposed actions were withdrawn. As fellow ARRL supporters and major donors, we are writing to you once again because similarly **dangerous governance changes have recently been proposed** and will be voted on in just a few weeks.

As the primary American organization that represents Amateur Radio in the halls of government, ARRL is too important to lose the open, transparent, and democratic governance that has served members so well over the last century. Now, a proposed rewrite of Bylaw 46 would enable **governance conducted in near secrecy**, with elected Board members no longer free to share their opinions, observations and important facts concerning member-facing programs with their members.

The existing Bylaw 46 contains the League's conflict-of-Interest (COI) policy. That policy has served the organization and the members well over many years. The proposed replacement greatly expands the rules of behavior for Board members and creates the opportunities for **Directors with a minority view of an issue to be silenced or punished**. In particular, it:

- Requires Board members to take an **oath of confidentiality** covering anything that management declares to be confidential, even if it deals with matters of which a Director believes members should be aware
- **Expands the range of alleged violations** that can result in a Board member being declared **ineligible to serve**. Further, there appears no provision for due process by which an accused Board member may produce a defense.

Connecticut law (C.G.S. 33-1088 (b)) provides that only the class of members who elected a director can participate in a vote to remove that director from office, and ARRL's existing Bylaw 24 provides a process for member recall of a Director. The proposed amendment establishes additional mechanisms for Director removal that appear **in violation of Connecticut law**. This runs counter to claims by the proponents that the proposed amendment is needed to bring the League into compliance with state law.

Connecticut law (C.G.S. 33-1104 (a) (3)) provides that "A director shall discharge his duties as a director . . . in a manner he reasonably believes to be in the best interests of the corporation." Contrary to this directive, the proposed bylaw changes the standard for what is in the best interest of the corporation to **whatever a majority of Directors from other Divisions say it is**. As ARRL is a **membership corporation**, that means a Director must act in what he or she sees as the best interests of the membership.

Last summer, the Board majority raised the threshold for calling a roll-call vote from one Director to five, **leaving members unable to determine how their elected representatives voted** on a given matter. During the past few years, Directors have been **denied access** to requested internal records and even some financial analyses. This sort of secrecy places undue limits on a Director's exercise of his or her fiduciary obligation to the members and the League.

We believe that the expanded provisions of the proposed bylaw run counter to the character of a membership-based nonprofit entity, and **we urge you to voice your opposition to the adoption of the proposed bylaw revision**.

On the positive side, several Directors have proposed a motion to roll back the cessation of printed QST magazine for term members and allow them to continue receiving the printed magazine until the term for which they have paid expires. We believe this is the fair thing to do, and we encourage you to express support for the motion.

Upon taking office, the current **Chief Executive Officer** told staff that ARRL was now a **donor-centric** rather than a member-centric organization. While we strongly disagree with that philosophy, it remains clear that you, the most dedicated and supportive members of ARRL, are in the best position to communicate the above concerns to League leadership.

With the Board meeting just over two weeks away, **time is of the essence**. Please act now. For your convenience, we have appended a list of Board contacts.

Thank you.

Sincerely,

Rick Tavan, N6XI

Maxim Society and Legacy Circle Member

Frank Donovan W3LPL

Maxim Society – Benefactor Class

Jim Talens, Esq., N3JT

Maxim Society Member

Rusty Epps, W6OAT

Treasurer and Director, the Yasme Foundation

Marty Woll, N6VI

Director, the Yasme Foundation; Life Member, Past Vice Director

John Crovelli, W2GD

Life Member

Bob Wilson, N6TV

Life Member

See the full text of the proposed bylaw [here](https://www.atldiv.org/p2.pdf)

<https://www.atldiv.org/p2.pdf>

<https://www.atldiv.org/r1.html>

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