

DATE: 2018 January 4

TO: ARRL Board of Directors, Officers, and CEO

FROM: Robert F. Teitel, W3IDT, Life Member

RE: Current turmoil regarding ARRL decisions and actions.

This is a very long, very detailed, and very tempered communication. I hope you will take the time to read it, to reflect upon it, and to respond to it.

[Note: My first attempt to send this to you had an email address list not correctly formatted; so the emails bounced. This is the second attempt.]

1. I have been an ARRL member for maybe 55 years - have had a 50 year pin for perhaps 5 years. And a Life Member for who knows how many years. Signed up daughter Miriam, K3MIM then KA3UBJ, as a Family Life Member when she was about 10 years old many, many years ago.

I have subscribed to NCJ and QEX for decades, and have more Handbooks, Antenna Books, Compendiums, and other League published material than my wife thinks is reasonable. And have been able to make occasional Diamond Club contributions including this past year.

I have been "in the right place at the right time" to further the League's interest in several Legislative, Public Relations, and spectrum preservation / interference efforts, the details of which are not directly relevant to this memorandum, except to reinforce that I have been an active supporter of the ARRL for many decades.

2. I have regrettably, in hindsight, avoided getting into ARRL politics, other than regularly voting for elected representatives. That means I have not raised my voice, until now, on the following range of issues:

- a. The FCC RM-11708, et al, filings and the resulting NPRM 16-96,
- b. The HR-555 / S-1534 Home Owners Association "compromise" bill,
- c. The NTS / FEMA / ARRL relationship issue (removal of Mr Joe Ames, W3JY, as Chairman of NTS Eastern Area and as EPA Section Manager),
- d. The Code of Conduct (aka "ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors"),
- e. The censure of Mr Dick Norton, N6AA, based on the Code of Conduct, and
- f. Organization Structure; proposed Articles of Incorporation and Bylaws changes.

I've taken the time to read many of the statements, emails, filings, comments, etc, on the older issues ('a' and 'b'), and also many of the emails, white papers, letters, petition, etc., on the more recent issues ('c' through 'f').

3. It seems to me that:

**On A and B (regulatory and legislative actions):** While these two items are very different issues, they seem to have in common positions taken by the ARRL apparently without adequate input by ARRL members who have specific expertise in the relevant subject areas leading to their subsequent strong opposition.

The clear message from ARRL members who are technical experts in analog and digital

modulation techniques, incompatibility of and interference between narrow band and wide band signals, and the possible use of non CFR 97.309(A) messaging codes is that RM-11708, which led to the current NPRM 16-96, will have serious consequences, especially for the development and use of narrow band amateur communication.

Similarly, I find it stunning that Fred Hopengarten, K1VR, and Jim Talens, N3JT, two well regarded attorneys, and long time major ARRL supporters, have both expressed their serious misgivings about HR-555 / S-1534. In fact, they oppose it.

**On C (Joe Ames, W3JY):** While a court has declared that the ARRL stated "truths" in its description of reasons for the removal of Mr Ames, W3JY, as the (elected) Chairman of the NTS Eastern Area - as an affirmative defense in a defamation suit - that does not necessarily mean that his removal was the correct action at the time.

First, as a FEMA official initially contacted Mr Ames directly in his role in the NTS, his subsequent removal from that position - for whatever reason - must have appeared strange to FEMA. The whole episode probably could have been handled in a more prudent manner.

Second, I do not understand, nor have I seen any justification, why W3JY was also removed as the elected EPA Section Manager. He did not appear to have done anything untoward in that position. Without an extraordinary reason for removal, the ARRL members of the EPA section should have been given the opportunity to decide his fate as Section Manager in a forthcoming election.

**On D (Code of Conduct):** The real impact of the Code of Conduct (aka "ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors") seems to be more than a bit murky or is otherwise egregious.

First, as a single example, what does the heading of section (8), "Support of Board Decisions: A Board member must accept and publicly support Board decisions", coupled with the text of item (F) therein, "A Board member may not publicly oppose a Board action prior to the effective date of his or her resignation from the Board." really mean?

I read and comprehend the English language fairly well. To me, those two lines say that a Director can not express to those members he/she represents that 1) he/she, in fact, objected to - voted against - some Board action, and 2) why he/she objected to that action, unless such Director first resigns from the Board.

That is an egregious diminution of the very concept of a membership organization with elected representative leadership!

If those lines mean something other than my simple reading, please let me know.

Second, the Northern California Contest Club (NCCC), in their recent public letter to ARRL Directors and Officers, raised an interesting question regarding the censure of Mr Norton, N6AA, as follows: Does the Code of Conduct actually prevent the Directors from describing the details of, and rationale for, their action against N6AA? (See more below as item E.)

Third, I grant that some Board issues - for example, those relating to ARRL paid staff personnel matters - could be considered "confidential" and not to be discussed outside Board meetings.

But surely the League has in place such rules? However, though there are entire sections on, (6 "Confidentiality") and (9 "Relations with staff") in the Code of

Conduct, the confidentiality of paid staff personnel matters seem nowhere explicitly addressed.

**On E (censure of Dick Norton, N6AA):** This action was apparently based on some behavior / words uttered at the Visalia 2017 ARRL Forum. Two well known ARRL members [K6FG, K3LR] have written public letters stating, in essence, that N6AA did absolutely nothing nefarious.

First, the NCCC has written a formal letter to ARRL officials. This letter quotes from a letter sent by Hudson Division Director Mike Lisenco, N2YBB, to his constituents, "... there were individual witnesses who attended the forum in Visalia who came to us with a different story than those released by Mr. Norton's supporters. ... I will not discuss the specific reasons enumerated as they are of a personnel [sic] nature and not appropriate for discussion ...".

Note: Un-named "individual witnesses" and "I will not discuss the specific reasons ..."

The NCCC letter concludes, "Essentially, he [N2YBB] is saying the Board censured Director Norton [N6AA] based upon 'secret' facts".

Second, as noted above, and surmised in the NCCC letter, it appears that the Code of Conduct actually prevents Directors from telling us the reasons for their action against N6AA.

**On F (Structure; Articles of Incorporation / Bylaws revision):**

First, a Google search on "ARRL Structure" results in a reference to an ARRL web page, [www.arrl.org/organization-structure](http://www.arrl.org/organization-structure), and includes the following snippet: "[The] ARRL is a representative democracy – its members control its policies through the power of the ballot. The ARRL Articles of Association and By-laws give **direct** responsibility to set ARRL policy to an elected Board of Directors."

That's a very good start, except that, as noted in a CQ Magazine "White Paper" on on ARRL Secrecy and Censure (Dec 12, 2017), "(Interestingly, it has been pointed out to us that a majority of the current League board members have not actually been elected, but rather have been either appointed to fill a vacancy or put into/kept in office by virtue of potential opponents being disqualified from running, sometimes on very questionable grounds and, again, shrouded in secrecy.)" [Disclosure: I've subscribed to CQ Magazine for 50 or so years.]

So, how can the "... members control its policies... [through] an elected Board of Directors" when the current set of contentious actions and policies (my items 'c' through 'f') have been executed or proposed by a Board of Directors a majority of whom have not been elected?

Second, I've read the proposed changes to the ARRL Articles of Incorporation ("AoI") and to the Bylaws, but don't want to spend the time to go through each one individually and, thus, will present only a few examples. Some changes, to me as a non-lawyer, seem almost silly or, charitably, sloppy; some are major changes to the organization; while others seem simply irrational. All surely have some (important?) legal reasoning behind them – reasoning, however, not conveyed to us, the members.

I haven't found any document(s) explaining the purpose or rationale for any of the proposed changes to the AoI or to the Bylaws.

**Example (1)** : Paragraph '2.' in the "Members" section of the Bylaws is to be amended by adding the sentence, "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."

However, Article 11 of the (existing) AoI already states, "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."

Why the additional sentence in the Bylaws?

In effect,

Changing "to be heard" to "to respond"?

Changing "expelling" to "revoked"?

Changing "upon good cause shown" to "for cause"? Wrong direction!

Adding "majority vote"?

Better would be "two-thirds" or even "three-fourths" for such a drastic action.

Is there some good legal reason for the additional sentence?

Much of the email / internet chatter about the proposed AoI and Bylaws changes have been regarding this Bylaws addition; for instance, a) "So, can the Board really revoke membership (even Life Membership) from someone they don't like?", or b) "They can remove an elected Director simply by revoking his/her membership?".

How about an explanation or justification for the additional sentence in the Bylaws, and what the words or construction of that new sentence really intends to convey?

**Example (2):** The penultimate sentence of Article 10 of the (existing) AoI states, "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."

The last sentence of that same Article 10 currently states, "Notices shall be sent by First-Class mail or electronic mail to the last known address **to** each Director."

The second occurrence of the word "to" is awkward, reasonably replaced with "of".

Instead the entire sentence is proposed to be rewritten as, "Notices shall be sent to the last known address of each Director by First-Class mail or electronic mail."

Am I missing something in terms of meaning? Why the complete rewrite?

Furthermore, the sentence starts, "Notices shall ...". What Notices?

The prior, unchanged sentence states, "... provided due notice of the proposed amendment ...".

OK, so "Notices shall ..." (note plural) in the last sentence refers to the "... due notice ..." (note singular) of the prior sentence.

Maybe in a language cleanup that should have been fixed.

And, "... shall be mailed to each Director ..." in the retained sentence, and "... by First-Class mail or electronic mail" in the proposed sentence.

Sloppy at best.

There's more, though. Note the "... due notice of the proposed amendment shall ..." in the retained sentence.

Maybe I'm a stickler of the meaning of words, but "amendment" to me means one,

single amendment, not a wholesale restructuring of the governing documents of the organization.

Amendment / Amendments,  
Notice / Notices, and  
Mailed / First-Class mail or electronic mail.  
More than sloppy.

**Example (3): More silliness, yours and mine:** The revisions of Article 12 of the AoI changes the list of persons subject to "no person shall be eligible for the office of ..."

from "Director, Vice Director, President, Vice President, or Treasurer who ..."  
to "Director, President, Vice President, Treasurer or Vice Director, who ..."  
in the first instance of the list; but in the second rendering of the list  
to "Director, President, Vice President Treasurer or Vice Director, unless..."

Me thinks there are more than a few errors in the use of commas (especially the lack thereof in the second list) unless, of course, I'm missing some important legal issue. [I prefer the Oxford comma, by-the-way.]

Why the proposed change in the order? What is its real intended effect?

The proposed revision of this Article includes the requirement of full compliance to Code of Conduct by the list of persons above, and adds, "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."

How about at least "good cause shown"?

And maybe "by two-thirds vote" or "by three-fourths vote"?

How about dropping that outrageous concept altogether?

**Example (4):** I think I have an inkling of what new AoI Articles 15 and 16 try to do. Limit personal liability exposure of directors (small 'd') in 15 to their compensation (elsewhere stated to be 'none') unless a long list of exceptions, but neither Vice Directors nor Officers appear to be included. And, in 16, pay the legal expenses of, in this case, directors and officers (small 'd' and 'o') who are sued unless, again, a long list of exceptions; Vice Directors again appear to be excluded.

Please, someone tell me I don't understand these articles.

And then explain them so that I do understand them.

**Example (5):** The proposed revision to Bylaws paragraph '9.' under Life Membership stipulates (by deletion of the positive text) that Life Membership is no longer transferable to an eligible (Family Member, Licensed) Spouse.

I'll leave it to the lawyers to sort this out. Me thinks that current couples (Life Member + Family Member / Licensed) are probably "grandfathered".

Would be nice to know why this was done.

Ah, the cost saving of not having to send out copies of QST to the spouse?

**(almost final) Example (6):** New section 46 of the Bylaws, parts (a) and (b). Part (a) contains provisions for the removal from office AND termination of

membership of an Officer, Director, or Vice Director, for "cause" - not even "good cause".

Absolutely appalling!

Why are there to be three disparate clauses "to expel", "to revoke", and "termination" (regarding membership) sprinkled in the text of the AoI and Bylaws? (See AoI Article 2 and Bylaws Article 11 as discussed in my example 1, and this new Bylaws section 46.)

And why are there, as proposed, two disparate clauses to remove an Officer, Director, or Vice Director from office? (AoI article 12 and this new Bylaws section 46)

Part (b) provides for the reprimanding or censuring of an Officer, Director, or Vice Director without any warning or opportunity to be heard.

"... without any warning or opportunity to be heard."  
WOW. What happened between "ARRL ... representative democracy ... " and this clause?

What, if any, is the effect of reprimanding or censuring?  
If "none", then why is it proposed at all?

**(really final) Example (7):** The proposed amendments by Mr Lisenko, N2YBB, seem to be a utter mishmash of adding persons to the Board, to the Executive Committee, and to Standing Committees: One President here, three Vice Presidents there, or maybe just one Vice President with voting rights and two without. And a occasional Vice Director gets a seat at the table.

"The ARRL Articles of Association and By-laws give **direct** responsibility to set ARRL policy to an elected Board of Directors."

Seems to me to be a pretty good structure for a membership organization.

What is this mess trying to do? In plain English, please?

So, where are we?  
I'm tired of writing, you're tired of reading.

START OVER.  
FIX WHAT IS POSSIBLE TO FIX.

From my original list of items to be discussed:

a. The FCC RM-11708, et al, filings and the resulting NPRM 16-96:  
FIND A WAY TO ASK THE FCC FOR A "DO-OVER" - ACCEPT YOU MADE A BAD MISTAKE.  
GET INPUT FROM OUR EXPERTS ON THE TECHNICAL BANDWIDTH ISSUES.

b. The HR-555 / S-1534 Home Owners Association "compromise" bill:  
FIND A WAY TO PULL THE BILL (Yes, I know, throws some politicians under the bus)  
OR, AT THE VERY LEAST, GET IT AMENDED.  
AGAIN, LISTEN TO OUR EXPERTS ON ZONING AND REAL ESTATE ISSUES.

c. The NTS / FEMA / ARRL relationship issue (removal of Mr Joe Ames, W3JY, as Chairman of NTS Eastern Area and as EPA Section Manager):  
AT LEAST LET EPA SECTION MEMBERS DECIDE HIS TENURE AS EPA SECTION MANAGER.

d. The Code of Conduct (aka "ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors"),  
START OVER.  
MAKE CLEAR THAT DIRECTORS AND VICE DIRECTORS (and Section Managers, as well) HAVE A DUTY TO COMMUNICATE TO THEIR CONSTITUENTS, ESPECIALLY WHEN THEY DISAGREE WITH SOME BOARD ACTION. (It is the prerogative of their constituents, suitably informed, to re-elect or not.)

e. The censure of Mr Dick Norton, N6AA, based on the Code of Conduct.  
WITHDRAW WITH APOLOGY.  
OR CITE VERY CLEARLY AND VERY PUBLICLY  
(1) What Articles of Incorporation and/or Bylaws provide for "Censure", and  
(2) What action or speech was reprehensible enough to warrant such censure.

f. Organization Structure; proposed Articles of Incorporation and Bylaws changes.  
START OVER.  
STATE PUBLICLY - in plain English - WHAT EACH PROPOSED AMENDMENT INTENDS TO ACCOMPLISH.  
ACCEPT INPUT FROM MEMBERS.

Done.

I would greatly appreciate a thoughtful response from the Board of Directors, Officers, or CEO in such form that I can share with other interested amateur radio operators.

/S/

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ARRL Life Member

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