

A Note to Members from ARRL President Rick Roderick, K5UR **Comments inline by Jay Hennigan, WB6RDV**

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In the last few weeks, the ARRL's Board of Directors has been the subject of an organized misinformation campaign. It is being orchestrated by a group of hams, some of whom are well-intentioned but have been misled.

By whom has this group of hams been misled? Specifically what "misinformation" has been distributed, and what are the facts that the League can provide to correct the misinformation?

This effort, which consists of a series of mischaracterizations, initially dealt with (1) the ARRL Board's censure of an ARRL Director, and (2) some proposed revisions to ARRL's *Articles of Association* and *Bylaws* that are likely to be considered at the upcoming ARRL Board meeting and which were circulated by a member of the Board. None of the proposed *Article* and *Bylaw* changes has yet been addressed by the Board of Directors.

Nor have the proposed changes to the Articles and Bylaws been officially distributed by the Board to the membership in a timely manner for their consideration and input. Why not?

More recently, other equally erroneous and false statements have been made with respect to completely unrelated issues, in an effort to draw into question ARRL's decision-making processes. The principal suggestion is that ARRL operates under some "cloak of secrecy." The criticism is unfair and undeserved.

If the criticism is unfair and undeserved and there is no cloak of secrecy, please describe specifically what N6AA said and specifically what rule he violated. Please describe the specifics of the alleged conflict that resulted in the disqualification of K4AC and K3RF from the ballot. Note that directors and candidates are not personnel.

ARRL's representative system of governance, which has worked exceptionally well in the advocacy and promotion of Amateur Radio and the interests of ARRL members for more than 100 years, is unchanged. And the legislative and other advocacy positions currently being pursued are critical to the long-term survivability of the Amateur Radio Service.

Then why is the membership learning, solely by leaked documents with no official opportunity for input, that there are proposals by Board members to dismantle this representative form of government by diluting the votes of elected Directors, barring elected Vice-Directors from Board meetings, crippling the recall process, and codifying into the Bylaws a flawed "code of conduct" based on secrecy? If there is no cloak of secrecy, why are these proposals not on any official ARRL web page or document available to the membership?

The ARRL Board does seek thoughtful, informed input on policy issues concerning Amateur Radio from its roughly 150,000 members.

Yet there are proposals for fundamental changes to the very Articles of Incorporation and Bylaws before the Board less than four days away. The ARRL Board has not only failed to seek thoughtful, informed input but deliberately hidden the nature of these proposals from the membership.

ARRL's governance structure provides that regionally elected, volunteer directors will represent the interests of the members in their respective Divisions, working collectively and collegially within our Board to make policy and to advocate their constituents' interests.

And this representation is proposed to be diluted by giving voting rights to unelected officers.

ARRL's Board members hold cabinet meetings and forums at hamfests and conventions, and they staff ARRL booths at hamfests and conventions in order to find out what interests and concerns you have as

ARRL members. They take this feedback from you, and they come to Board meetings twice a year to make policy for the organization. They work together collegially to develop the best policy decisions. This structure presumes that the Board's collective wisdom is far greater than that of any one Board member, and each Board member is obligated by our *Articles* and *Bylaws* to come to meetings with a good idea of what the members need and what is best for Amateur Radio as a whole.

And when a Board member speaks out at such an event, he is very publicly censured for very secret reasons.

As is the case with most large, national non-profit associations, ARRL Board meetings are not open to the public. It has always been that way, as a matter of necessity. That is because, at all such meetings, confidential issues such as spectrum protection, employee compensation, financial information, and FCC submissions are candidly discussed, and the members' interests at those meetings are advocated by the Directors on a representative basis.

Yet the League goes further in its so-called ethics document by forbidding Directors from disclosing how they and their colleagues have voted, and they're required to lie to their constituents and claim to support those issues with which they (and those they represent) disagree.

Unfortunately, it was necessary for the Board to take the highly unusual action of publicly censuring one of its members recently. The Board heard the allegations made by an ARRL member of what transpired at an Amateur Radio event; it heard reports from other amateurs who were there, and it heard all the information that the Director involved chose to present. Everyone had a chance to speak and to evaluate the presentations. The Board, in an 11 to 3 vote with one abstention, took action to protect the organization's integrity based on the information presented. This process and procedure are what nonprofit associations have to be prepared to employ, and do employ, to maintain order within their organizations and to ensure that the interests of the affected Director are protected as well. This is not a procedure that any nonprofit organization would conduct publicly.

It's perhaps justified that the procedure not be conducted publicly, but once the evidence is in, the membership deserves to know specifically what was done to warrant the censure. The only witnesses to the incident who have spoken publicly have stated that there was no violation. From the standpoint of the membership, the word of an anonymous and cowardly accuser was given more weight than that of eyewitnesses to the event.

The ARRL *Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors* has been drawn into question, probably as the result of the fact that the Board's censure decision was based upon a violation of that policy by the Director involved.

Specifically what violation? Earlier in your note you claim no cloak of secrecy. So tell us.

The Policy is intended to protect the democratic decision-making processes by which ARRL has operated effectively for so long, and to set forth principles to guide an organization's decision making and the behavior of individual board members when acting on behalf of ARRL. When it was adopted by the Board a year ago, it was posted for ARRL members to read.

If ARRL has operated effectively for so long without it, why the urgency. You claim that it was posted for ARRL members to read. Was it in QST? Were there any links to it from other portions of the ARRL website?

The policy calls for honesty, integrity, transparency, confidentiality, and equity. The purpose of adopting such a statement formally is to provide employees, volunteers, and board members with guidelines for making ethical choices and to ensure that there is accountability for those choices. When board members of a nonprofit adopt a code of ethics, they are expressing their commitment to ethical behavior. It is intended to protect the Board's deliberations and to protect the staff from inappropriate actions by Board members. It

seeks to preclude precisely the type of selective disclosures and unilateral and subjective characterizations of proposed Board actions that have happened recently. There is nothing at all insidious about the policy, which is subject to regular review and modification, as are all other ARRL organizational documents.

One very effective way to avoid selective disclosures and unilateral and subjective characterizations of proposed Board actions is to fully disclose things in advance and characterize them accurately. Why has this not been done?

As to the criticism of the proposed *Articles* and *Bylaws* changes, the Board has not yet considered them. It may or may not adopt some or all of the changes recommended by its Executive Committee or by an individual Director. Any responsible Board of Directors regularly reviews, amends and updates its *Articles* and *Bylaws*. And ARRL member input is welcome on all such subjects. Indeed, the recommended *Article* and *Bylaw* changes were not considered to be Board confidential. The problem, however, is that it is not fair to members, or to the representative Directors who have yet to evaluate them collectively, to have the proposals mischaracterized or misrepresented.

If they are not considered to be Board confidential, why are they not readily available officially from ARRL itself? Does ARRL only want its members to learn of such proposed changes from what you characterize as misinformation? If there is no cloak of secrecy, should not the membership be fully informed about such fundamental changes well in advance of the meeting so that they can provide input to their elected representatives?

ARRL Directors are volunteers. They are smart, dedicated radio amateurs who each devote thousands of hours per year of their own time to representing you as best they can.

To those who try to suggest that the Board has abandoned its obligation to the members in favor of the organization — you draw a distinction that doesn't exist. The Board absolutely understands that the members are the organization.

Then keep us informed. Open the Board meetings to live-streaming except when there is a demonstrated need for confidentiality. Have the minutes reflect all motions, including those withdrawn. Don't adopt a policy forbidding the membership from learning how their representatives voted, and then insult us by telling us that secrecy regarding how our elected representatives have voted is "ethical".

The members of ARRL are always best served by an informed Board that works together to make policy that is in the best interests of the organization. The divisive tactics that are being used now, commenced through disinformation and a lack of candor, are harmful not only to the organization, but to Amateur Radio operators everywhere, the good work of the ARRL staff, and the Service that we love so much.

I am personally insulted that you would characterize the actions of those raising the alarm about the reprehensible tactics of the ARRL Board as lacking candor and disinformation. Your note has brought more heat than light to this situation.

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