

MOVED: Upon review and advice of ARRL's Connecticut Corporate Counsel Day Pitney, and from review and revision of the existing ARRL Articles of Association and Bylaws by the working group of the Executive Committee; therefore, be it known that we, the subscribers, do hereby associate ourselves as a body politic and corporate entity pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock with the following Articles of Association:

ARRL Articles of Association

Be it known that we, the subscribers, do hereby associate ourselves as a body politic and corporate pursuant to the statute laws of the State of Connecticut regulating the formation and organization of corporations without capital stock and the following are our Articles of Association:

Article 1:

The name of our corporation shall be "The American Radio Relay League, Incorporated" (informally referred to as ARRL, the national association for Amateur Radio). Our corporation commenced its corporate existence as the American Radio Relay League, Incorporated, when its Articles of Association were approved by the Secretary of the State of Connecticut on January 29, 1915. The original Articles of Association were subscribed by Hiram Percy Maxim, Clarence D. Tuska and Lawrence A. Howard. The affairs of the corporation have since that time been continuously governed by a Board of Directors selected by the membership.

Article 2:

The purposes for which our corporation is formed are the following: the promotion of interest in Amateur Radio communication and experimentation; the establishment of Amateur Radio networks to provide electronic communications in the event of disasters or other emergencies; the furtherance of the public welfare; the advancement of the radio art; the fostering and promotion of noncommercial intercommunication by electronic means throughout the world; the fostering of education in the field of electronic communication; the promotion and conduct of research and development to further the development of electronic communication; the dissemination of technical, educational and scientific information relating to electronic communication; and the printing and publishing of documents, books, magazines, newspapers and pamphlets necessary or incidental to any of the above purposes. No part of the assets or income of our corporation shall inure to the benefit of or be distributable to the members, the officers, or any of them, or to other private persons except that our corporation shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article 3:

The principal office of the corporation shall be maintained at 225 Main Street, Newington, Connecticut.

Article 4:

The affairs of the Corporation shall be governed by a Board consisting of fifteen Directors, each representing a territorial Division comprising a geographical area as defined in the By-Laws. The Directors shall be elected for terms of three years by the members eligible to vote, according to the schedule prescribed in the By-Laws. Election of Directors shall be by mail or electronic vote in accordance with the rules and regulations prescribed in the By-Laws. The Board shall meet twice a year at times and places as provided in the By-Laws. The first meeting shall be called the Annual Meeting and the second shall be called the Second Meeting. Special meetings of the Board shall be called by the President upon written request of a least one-half of the membership of the Board as then constituted.

Article 5:

At the time of the election of each Director there shall also be elected a Vice Director who shall have power of succession to the office of Director as hereinafter prescribed. No person shall be eligible for the office of Vice Director who does not possess the qualifications herein specified for the office of Director.

Article 6:

During the intervals between meetings of the Board of Directors, the affairs of the Corporation shall be administered by an Executive Committee consisting of the President, five Directors selected by the Board of Directors, and, without vote, the First Vice President and Chief Executive Officer. The term of office of the Executive Committee members shall be for one year or until their successors are elected. The Executive Committee shall meet at the call of the President, but no less often than semi-annually. The Executive Committee may in its discretion submit for determination or decision by members of the Board of Directors any proposal pending before the Executive Committee. When such submission is made, it shall be in precise terms embodying the text of the proposed resolution. Such action shall be binding upon the Executive Committee.

Article 7:

A vacancy in the Board of Directors shall be deemed to occur upon the death, resignation, recall, move of permanent residence outside the division from which elected, or refusal to act of any Director. Upon the occurrence of such vacancy, the Secretary shall proclaim it and thereafter the duties of the Director shall be assumed by the Vice Director, and the Vice Director shall hold office of Director for the remainder of the term. Should the office of Vice Director be vacant, the vacancy shall be filled by appointment by the President. The Vice Director shall also serve as Director at any

meeting of the Board of Directors which the Director is unable to attend, and during such period of service, the Vice Director shall be considered to have all of the duties, responsibilities, authority and obligations of a member of the Board of Directors.

Article 8:

The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, an International Affairs Vice President, a Secretary, a Treasurer, a Chief Executive Officer, and such additional officers as may be prescribed in the Bylaws, each of whom shall be elected by a majority of the Directors at the Annual Meeting on even-numbered years. The Chief Executive Officer shall be compensated at rates agreeable to him or her and the Board of Directors.

Article 9:

In the event of a vacancy in the office of President, the First Vice President shall serve as President for the remainder of the term. In the event of a vacancy in the office of First Vice President, the Second Vice President shall serve as First Vice President. Other officer vacancies may be filled at any meeting of the Board of Directors. Should the President be absent or unable to act, the First Vice President shall preside at meetings of the Board of Directors and of the Executive Committee, and he shall perform the duties of the President. Should the First Vice President be absent or unable to act, the Second Vice President shall perform the duties of the First Vice President.

Article 10:

These articles may be amended by a three-fourths vote of all Directors, or, provided due notice of the proposed amendment shall have been placed in the mail to each Director at least thirty days in advance, by a two-thirds vote of all Directors. The Board of Directors may from time to time adopt By-Laws not inconsistent with the Articles and applicable statutes. By-Laws may be amended by a three-fourths vote of all Directors, or, provided due notice of the proposed amendment shall be mailed to each Director at least thirty days in advance, by a two-thirds vote of all Directors. Notices shall be sent to the last known address of each Director by First-Class mail or electronic mail.

Article 11:

The membership of the League shall consist of (a) Full members who shall be entitled to all rights and privileges of the League except as otherwise provided in these Articles, in the Bylaws, or in the Rules and Regulations of the ARRL Field Organization; and (b) International members and Associate members who shall be entitled to all rights and privileges of the League except the right to vote for Directors, Vice Directors and Section Managers and the right to hold office. The Board of Directors shall by appropriate By-Laws specify the requirements of each membership class, provided, however, that the Board of Directors shall not terminate or reduce the rights of any member except for the lapse or termination of a condition now required as precedent to the exercise of such rights. Nothing herein contained shall preclude the Board of Directors from expelling a member upon good cause shown and after notice and an opportunity to be heard.

Article 12:

No person shall be eligible for the office of Director, President, Vice President, Treasurer or Vice Director, who has not been a Full member of the League for at least four continuous years immediately preceding nomination and throughout the subsequent term of office, nor shall any person be eligible who does not hold and who has not held continuously a valid amateur radio license during that period in accordance with the applicable laws and regulations of the United States. No person shall simultaneously hold the office of President or Vice President and Director. No person shall be eligible to serve, or to continue to serve as Director, President, Vice President Treasurer or Vice Director, unless they are at all times in full compliance with these Articles, the Bylaws and the Rules and Regulations of the League relating to ethics, elections, conflicts of interest, as determined in accordance with the Bylaws.

Article 13:

No substantial part of the activities of our corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and our corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, our corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of our corporation.

Article 14:

Upon the dissolution of our corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of our corporation, dispose of all of the assets of our corporation exclusively for the purposes of our corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of our corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARRL By-Laws

Members

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

(a) Full Membership. An applicant for Full Membership must be a citizen or resident of the United States, its possessions, or the Commonwealth of Puerto Rico, and the holder of an unexpired Amateur Radio operator's license issued by the United States.

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

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

2. Applications for membership or renewal of membership shall be submitted to the Secretary. In the case of any applicant whose character, reputation or conduct might make him an undesirable member, the Secretary shall refer the application to the Executive Committee for review; in all other cases, the Secretary shall have the authority to grant membership.

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

Dues

4. The dues of Members shall be \$49.00 annually worldwide, payable in advance. For members outside the United States, except for International members who elect not to receive QST by mail, the Chief Executive Officer shall assess such additional mailing costs as are consistent with the postal rates for destinations outside the United States. Members choosing to pay dues for more than one year in advance, but for no more than five years, may be entitled to lower rates as determined periodically by the Chief Executive Officer and as published in QST.

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

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

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

(a) is legally blind; or

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

Life Membership

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

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

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

General Provisions as to Officers, Directors and Vice Directors

11. Every volunteer Officer, Director and Vice Director of the League shall serve and continue in office until his or her successor shall have been qualified and elected. One or more honorary officers may be elected.

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

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

14. The members of the Board of Directors shall be the President, the Vice-Presidents, the Treasurer, and one director from each of the several territorial divisions of the League.

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

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

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

Elections

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

19. The Ethics and Elections Committee shall delete the name of any nominee who is either ineligible for election or has withdrawn by written communication. If there is only one eligible nominee, the Ethics and Elections Committee shall declare him or her

elected without balloting by the membership. If there is more than one eligible nominee, then on or before October 1 of that year the Secretary shall make a paper or electronic ballot available to every person who was a full member of the League in the divisions in which elections are being held on the tenth day of September of that year. The ballot shall list the names of the candidates for director in the division in alphabetical order.

20. Ballots, to be counted, must reach the address established for their return no later than noon Eastern Time on the third Friday of November of the election year. The Ethics and Elections Committee shall appoint a committee of three tellers including at least one Director and shall arrange to have a certified public accountant present to certify the results of the balloting. No outer envelopes marked as containing ballots shall be opened until the meeting of the committee of tellers held for the purpose of counting the ballots. The committee of tellers shall meet at the headquarters office of the League as soon thereafter as possible and in the presence of each other shall open the envelopes containing ballots and shall count the vote, after first eliminating the ballot of anyone disqualified from voting.

Alternatively, the Ethics and Elections Committee may arrange for the distribution of ballots and tabulation of results by a qualified and disinterested entity provided that the tabulation is observed by a representative of the Committee and the qualified and disinterested entity attests to the accuracy of its tabulations. Upon completion of the ballot count and/or receipt of the attested ballot tabulation, a report of the results of the vote shall be prepared and signed, in the name of the Ethics and Elections Committee, declaring duly elected as Director the candidate in each division receiving the greatest number of votes therein; and all records and ballots shall be turned over to the Secretary for presentation at the next annual meeting of the Board of Directors.

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

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

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

23. In the year 2003 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Central, Hudson, New England,

Northwestern, and Roanoke. In the year 2004 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Pacific, Rocky Mountain, Southeastern, Southwestern, and West Gulf. In the year 2005 and every third year thereafter, a Director and a Vice Director shall be elected in the following Divisions: Atlantic, Dakota, Delta, Great Lakes, and Midwest. The terms of Directors and Vice Directors shall begin at noon on the first day of January of the year after that in which they are elected.

24. In accordance with the provisions of Article 7 of the Articles of Association, members of a territorial division may petition for recall of the director or vice director of their division. Any League member may give notice of proposed recall by mailing to the Secretary by certified mail a letter to that effect. The fact of receipt will be communicated only to Officers, the Director and Vice Director of the division concerned, the sender and the Ethics and Elections Committee. The recall petition shall be presented to the Secretary not later than 75 days after the mailing of the notice of recall and not later than June 1st of the final year of the term of office. A valid petition shall contain the dated signatures obtained on or after the date of mailing of the notice to the Secretary, and will include not less than 10 percent of the number of Full members voting in the election at which the director or vice director was elected, or not less than 10 percent of the Full members resident in the division on the preceding December 31st if the director or vice director was elected without membership balloting. Upon certification by the Ethics and Elections Committee that the petition is valid, the Secretary shall prepare a ballot asking the single question, either "Shall the Director be recalled, yes or no." Or, "Shall the Vice Director be recalled, yes or no." If a majority of the votes cast are for recall, then the office of director or vice director shall be declared vacant. No director or vice director shall be subject to more than one recall election during a single term in office. A person removed from office by recall, shall not be eligible to be a candidate for Director or Vice Director for three years following removal from office.

Meetings

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

26. Special meetings of the Board of Directors may consider or act upon only those matters which are set out in the request provided for in Article 4 of the Articles of Association and issues directly incidental thereto or arising therefrom. The call for any such meeting shall specify the matters to be considered. Special meetings may be

conducted using electronic methods whereby all participants are able to communicate with one another in real time.

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

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

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

Divisions

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SOUTHWESTERN DIVISION, the counties of Imperial, Inyo, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara and Ventura of the state of California, and the state of Arizona;

WEST GULF DIVISION, the states of Texas and Oklahoma.

Officers

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

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

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

34. The Vice President for International Affairs shall monitor the conduct of international liaison by the ARRL staff. He shall initiate recommendations for ARRL representation at international meetings. He shall encourage the growth and strengthening of IARU, its member societies and Amateur Radio worldwide. He shall coordinate and monitor planning and strategy for improving international frequency allocations to the Amateur Radio Service.

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

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

(a) The Chief Financial Officer, who shall have responsibility for and supervision over any matters related to personnel policies, comptroller functions, purchasing and administrative services and data processing. He shall, under the general direction of the Chief Executive Officer, employ such personnel as may be necessary for the effective accomplishment of the duties set forth above. He shall be the Business Manager of the League. He shall collect all monies due the League and shall deposit the same in the name of the League in the depository specified by the Board of Directors, and shall deliver to the Treasurer such surplus funds as may be available for investment. He shall certify the accuracy of bills and vouchers on which money is to be paid and shall

draw and countersign checks. He shall have charge of the books and accounts of the League and shall furnish the Chief Executive Officer from time to time such statements as may be required. He shall be in responsible charge, under the Chief Executive Officer, of all the property of the League. He shall perform such other duties as may be assigned to him by the Chief Executive Officer. His entire time shall be devoted to the duties as set forth above. He shall furnish a bond satisfactory to the Board of Directors, the expense of the same to be borne by the League.

Standing Committees

37. The following standing committees are established:

Administration and Finance

Programs and Services

Each Standing committee shall consist of five Directors, plus one Vice President or one Vice Director. Additionally, the Treasurer shall serve as a member of the Administration and Finance Committee. Appointment shall be made by the President at the Annual Meeting and shall be for a term of one year. The President shall designate the chairman of each committee. No elected member of the Executive Committee may serve on a Standing Committee. Standing committees shall make written reports at least 30 days prior to each regular meeting of the Board of Directors. Standing committees may originate studies in their fields and may generate recommendations to the Board on their own initiative.

38. The Administration and Finance Committee shall:

- Annually review and report to the Board of Directors the compensation packages of the Chief Executive Officer, and the Chief Financial Officer.
- Review and recommend all changes to the ARRL membership dues structure to the Board of Directors. All changes shall be listed in the annual operating budget.
- Annually review the operating budget prepared by the Chief Financial Officer and Chief Executive Officer
- Once approved, forward the annual operating budget to the Board for ratification
- Review the Chief Financial Officer's budgetary projections and make appropriate recommendations to the Board
- Review ARRL finances on a continuing basis
- Advise and supervise the Treasurer on investment of ARRL funds

- Make recommendations to the Board regarding audit and tax matters, and act as Board audit committee
- Monitor and review fundraising efforts
- Make recommendations to the Board and Chief Executive Officer regarding fundraising programs
- Interface with ARRL Foundation on issues related to fundraising, especially related to scholarships and grants for non-ARRL programs
- Make recommendations to the Board and Chief Executive Officer regarding staff management, procedures, and remuneration
- Monitor and review key infrastructure projects, including capital improvements and significant information technology changes
- Advise the Chief Executive Officer on marketing issues, including but not limited to identifying markets, building and implementing the marketing plan, proposing products, services, and programs to support marketing efforts, and promoting programs; promotional and sales issues, including but not limited to promoting programs and services to ARRL members, licensed non-members, related communities of interest, and the general public; and publications programs, including books, CDs, QST, and other periodicals
- Evaluate Chief Executive Officer in coordination with the President
- Review ARRL management performance and effectiveness on a continuing basis

39. The Programs and Services Committee shall:

- Guide development of service delivery mechanisms, evaluate services, and recommend program priorities
- Advise Chief Executive Officer on services provided to individual members other than publications, including but not limited to contests and awards, information services including Logbook of the World and W1AW, and incoming and outgoing QSL bureau services
- Advise Chief Executive Officer on volunteer programs, including but not limited to the field organization, affiliated clubs, volunteer examiners, Volunteer Counsel/Consulting Engineers, and educational initiatives
- Evaluate and recommend awards recipients to the Board for outstanding volunteer service or outstanding achievement

Executive Committee

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

- Applying existing Board policy to make decisions between Board meetings
- Evaluating proposed rules and regulatory changes for the Board
- Assisting staff and General Counsel in Board recommendations for petitions to the FCC and other governmental and international agencies
- Periodically reviewing and recommending to the Board any changes in the ARRL Articles of Association, By-Laws, Standing Orders, and Memoranda of Understanding with other organizations
- Monitoring progress of Board actions and recommendations (task tracking)
- Monitoring progress of the implementation of, and suggesting ongoing revisions to, the ARRL Strategic Plan, working in conjunction with Standing Committees as appropriate
- Reviewing and recommending programs designed to represent the organization to the public, enhance the organization's image, and communicate with the media

Ethics and Elections Committee

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

- Apply guidelines for ethical conduct by ARRL officials adopted by the Board and make recommendations to the Board in specific cases to address noncompliance with those guidelines
- Determine eligibility of candidates for Director and Vice Director, including but not limited to receipt and review of petitions and certification of eligible candidates
- Certify a nominee's eligibility under Article 12 to fill a Vice Director vacancy under Article 7

- Supervise the balloting for Director and Vice Director, including but not limited to review of all campaign statements and materials, oversight of the balloting process in accordance with Bylaw 20, and releasing the election results
- Advise the Chief Executive Officer on, and recommend to the Board standards for, Section Manager elections
- Receive and evaluate disclosures by Board Members, Vice Directors and candidates for the office of Director or Vice Director of actual or potential conflicts of interest and report its findings to the Board of Directors
- Make factual findings regarding the presence or absence of conflicts of interest and report those findings to the Board of Directors together with any recommendations to address such ascertained conflicts
- Periodically consider whether and how the ARRL Conflict of Interest Policy should be revised or amended to better meet its objectives and report to the Board on its recommendations
- Decisions of the Ethics and Elections Committee may be reviewed by the Board of Directors upon the written request of any candidate for that office or five or more Directors. Review shall be limited to the materials submitted to the Ethics and Elections Committee. A majority of the Board of Directors is required to change any decision of the Ethics and Elections Committee.
- With respect to the eligibility of candidates for Director and Vice Director, the Ethics and Elections Committee shall apply the applicable procedural and substantive provisions of the Conflict of Interest Policy set forth in these Bylaws.
- The members of the committee shall be annually appointed by the President at the Annual Meeting from among those Directors not subject to election during the year of service. The President shall designate the chairman of the Committee.

Additional Committees

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

Official Publication

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

hands of the Chief Executive Officer. The policy of the journal shall be determined by the Board of Directors.

44. There shall be an official ARRL internet web site maintained by the League under the management of the Chief Executive Officer. Policies regarding the official ARRL internet web site shall be determined by the Board of Directors.

Conflicts of Interest

45. Conflict of Interest Policy.

a. Purposes

The purposes of this Conflict of Interest Policy are threefold: (1) to preserve the confidentiality of business, financial, strategic, or other information, data or plans not intended for public dissemination which, if disclosed, could in the view of the Board harm the League; (2) to protect the integrity of the decision making process of the Board so that the deliberations, contributions and decisions of the Board are made in the sole interest of the League and its members collectively; and (3) to ensure that no one will be eligible for, or hold, the office of Director, Vice Director, President or Vice President whose business connections are of such nature that his or her influence in the affairs of the League could be used for his or her private benefit or materially conflict with the activities or affairs of the League. The Board shall effectuate the following policies in order to further these three purposes and to fulfill the fiduciary obligations that Board members have to the League. This policy is intended to supplement but not supersede any applicable laws governing conflicts of interest in Connecticut nonprofit and charitable corporations.

b. Conflicts of Interest

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

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

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

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

c. Duty to Disclose

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

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

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

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

d. Recusal

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

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

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

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

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

e. Disqualification

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

f. Annual Statements

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

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

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

References

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

Rationale: This motion makes grammatical corrections, clarifications, corrections and updates the language to the Articles and By Laws. No major policy changes are made in this part of the AABL motion(s).

Costs: Minimum IT time to update website which can be performed as part of routine maintenance.