

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 Article is hereby added to the ARRL Articles of Association:

Article 16:

1. The Corporation shall, to the fullest extent permitted by law, indemnify its directors and officers for liability (including any obligation to pay a judgment, settlement, penalty, fine or excise tax, or reasonable expenses incurred with respect to any proceeding) to any person for any action taken, or any failure to take any action, as a director or officer, except liability that (a) involved a knowing and culpable violation of law by the director or officer, (b) enabled the director or officer or an associate, as defined in subdivision (2) of Section 33-840 of the Act, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director or officer to the Corporation under circumstances in which the director or officer was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's or officer's duty to the Corporation. For purposes of this Article 16, a "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative and whether formal or informal. Any lawful repeal or modification of this provision shall not adversely affect any right or protection of a director or officer existing at or prior to the time of such repeal or modification. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of shareholders or disinterested directors or otherwise.
2. The indemnification rights provided in this Article shall inure to the benefit of the heirs, executors and administrators of the director or officer.
3. Expenses incurred by a director or officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation as authorized by the Act.

4. For purposes of Articles 15 and 16, references to directors and officers shall include former directors and officers, and references to sections of the Act shall include any amendments to such sections or any successors to such sections of the Act.