

**Minutes of Special Meeting
ARRL Board of Directors
May 22, 2014**

Agenda

1. Roll call and announcement that the meeting is being recorded
2. Consideration of the agenda for the meeting
3. Explanation of procedures for the conduct of the meeting
4. Review of a recent decision of the Ethics and Elections Committee with regard to the application of the conflict of interest policy
5. Adjournment

1. Pursuant to the written request of a majority of Directors in accordance with Bylaw 26, the Board of Directors of the American Radio Relay League, Inc. met in special session by Webinar at 9:00 PM EDT Thursday, May 22, 2014 with President Kay Craigie, N3KN, in the Chair and the following directors present:

Bill Edgar, N3LLR, Atlantic Division

George R. Isely, W9GIG, Central Division

Greg Widin, KØGW, Dakota Division

David Norris, K5UZ, Delta Division

Jim Weaver, K8JE, Great Lakes Division

Mike Lisenco, N2YBB, Hudson Division

Cliff Ahrens, KØCA, Midwest Division

Tom Frenaye, K1KI, New England Division

Jim Pace, K7CEX, Northwestern Division

Bob Vallio, W6RGG, Pacific Division

Dennis Bodson, W4PWF, Roanoke Division

Brian Milesosky, N5ZGT, Rocky Mountain Division

Doug Rehman, K4AC, Southeastern Division

Dick Norton, N6AA, Southwestern Division

David Woolweaver, K5RAV, West Gulf Division

Also present without vote were Rick Roderick, K5UR, First Vice President; Jim Fenstermaker, K9JF, Second Vice President; Jay Bellows, KØQB, International Affairs Vice President; David Sumner, K1ZZ, Chief Executive Officer and Secretary; and General Counsel Christopher D. Imlay, W3KD.

2. The Chair recognized Mr. Edgar as the organizer of this meeting by Webinar. A few minutes were devoted to resolving technical issues and confirming that all participants could hear one another.
3. On motion of Mr. Isely, seconded by Mr. Edgar, the agenda was adopted.
4. The Chair reviewed proposed procedures for the conduct of the meeting that had been circulated in advance.

5. On April 24, 2014 the Ethics & Elections Committee had determined by majority vote that, while emphasizing there was no allegation of impropriety on the part of either person, under the ARRL conflict of interest policy set out in Bylaw 45 the employment of Katie Allen, WY7KRA, by CQ Communications, Inc. had created a conflict of interest for her husband, Dwayne Allen, WY7FD, that disqualified him from serving as Vice Director of the Rocky Mountain Division. On April 25, 2014, in accordance with Bylaw 45(g)(iii), the necessary number of Directors made written request that the decision of the Ethics & Elections Committee be reviewed by the Board of Directors. Informal discussions among Directors and volunteer Officers culminated in the holding of this Special Meeting.

6. Two draft motions had been circulated prior to the meeting by Directors Bodson and Lisenco. The Chair invited Mr. Bodson to explain the rationale for his motion, but Mr. Bodson asked that Mr. Lisenco go first. Mr. Lisenco explained the rationale for his motion and answered questions. Mr. Bodson then withdrew his draft motion from being considered.

7. Mr. Lisenco moved, seconded by Mr. Ahrens, the adoption of the following resolution:

Whereas:

It is the responsibility of the Board of Directors of the American Radio Relay League to protect the well-being of the ARRL at all times. To that end, the Ethics and Elections Committee is charged with administering and monitoring compliance with the conflict of interest policy.

The Board of Directors appreciates and thanks the Ethics and Elections Committee for their ongoing work in a difficult situation.

The Board of Directors, in reviewing the determination of the Ethics and Elections Committee, concludes the following:

A potential conflict of interest exists under current ARRL By-Laws resulting from the familial relationship between Dwayne Allen, WY7FD, Rocky Mountain Division Vice Director, and his wife Katie Allen, WY7KRA, resulting from her recent employment by CQ Communications, Inc.; and furthermore

Now Be It Resolved That:

Such potential conflict of interest can and will be managed by Mr. Allen's agreement to the following:

- (1) He will diligently recuse himself, as per ARRL By-Law 45(d)(i), from portions of any Board, Committee or other ARRL meeting (including any and all discussions or votes) regarding ARRL advertising rates; advertising policies; advertising campaigns or strategies; marketing and financial plans, policies, and campaigns; marketing strategies; publication sales, plans, and policies; the ARRL Financial Plan as it

pertains to the above mentioned issues, and matters directly related to the foregoing, and any other discussion or vote where a conflict of interest might arise;

- (2) Mr. Allen will abide by ARRL By-Law 45(a) as it pertains to non-disclosure;
- (3) The ARRL Board of Directors may revisit the issue of a conflict of interest involving Mr. Allen if in the opinion of the Ethics and Elections Committee he has not complied with the terms of this resolution.
- (4) That all the while Ms. Allen, WY7KRA, is employed by CQ Communications, Inc., Mr. Allen, WY7FD, will diligently abide by the terms of this resolution.

The Board of Directors further finds that, by signing a statement of acceptance of these terms, Mr. Allen's term as Rocky Mountain Division Vice-Director will continue.

8. The Chair invited each Director in turn, alphabetically by Division, to speak to the motion. At his turn to speak Mr. Bodson moved to amend the motion by striking the last sentence and substituting therefor, "The Board of Directors finds that Mr. Allen continues as Vice Director of the Rocky Mountain Division." Dr. Weaver seconded the motion to amend. After discussion the motion to amend was defeated. Mr. Frenaye asked to be recorded as voting against the motion to amend. Directors continued to speak to the original motion in turn, followed by those volunteer officers who wished to do so. The Chair called for a vote, whereupon the original motion was ADOPTED. Mr. Frenaye requested to be recorded as voting no.

9. President Craigie instructed the Secretary to convey the resolution to Mr. Allen and thanked Mr. Edgar for making the Webinar possible.

10. On motion of Mr. Bodson, seconded by Mr. Lisenco, the meeting was adjourned at 10:58 PM EDT.

David Sumner, K1ZZ
Secretary