



**Potomac Valley Radio Club
9710 Traville Gateway Drive #146
Rockville, Maryland 20850**

January 4, 2018

To ARRL Officers and Directors:

I am directing this letter to you on behalf of the officers, trustees and members of the Potomac Valley Radio Club (PVRC), an ARRL-affiliated club that has been devoted to excellence in the competitive aspects of ham radio since 1947. Currently, the club has over 1,189 members, and it places high nationally in all ARRL contests, winning several nearly every year. The vast majority of its members are ARRL members, and many are Life, Diamond, Maxim Club or Legacy members as well. Importantly, our members are active in almost every area of amateur radio. Moreover, a number of our members have been presidents, vice presidents, directors and vice directors of ARRL.

Now, for the very first time, PVRC is compelled to express its profound concern in the wake of actions and proposals by ARRL officers and directors that we strongly believe are detrimental to Amateur Radio and thus to the interests of PVRC members. We are particularly concerned about elements of the ARRL Code of Conduct and proposals for changes in the Bylaws. Some of what follows has been raised by others but we, the 1,189 members of PVRC, find it appropriate to reiterate these concerns, and we expect ARRL to respond as requested.

The ARRL's Code of Conduct is an acceptable means for establishing good governance, even for a 501(c)(3) non-profit organization such as ARRL. Indeed, Board members should be held to their statutory duties. Since its inception, ARRL has required duties of care, loyalty and good faith of its officers and directors. But until this past January, the notion of a Director being prohibited from expounding on his opposition to a Board vote, what he expressed in the Board meetings, the issues that were discussed, etc. had never, as far as we know, led to his ouster. Even more distressing, we hear again and again of our elected representatives failing to respond when asked about matters such as legislative proposals, disciplining directors directly or indirectly, and more.

The level of confidentiality (mislabelled loyalty) now imposed on Directors transcends the reasonable level one would expect from a *membership organization* such as ARRL, and is inconsistent with ARRL's historical openness. In balancing transparency and an appropriate need to maintain confidentiality associated with some policy decisions, the proposals now before the Board are simply inconsistent with the interests of the ARRL membership, as are certain Code of Conduct provisions as they have been applied.

It is frightening to see that a Director can be “fired” if what he expresses outside a Board meeting could conceivably “bring the organization into disrepute.” What is the standard of this “disrepute”? Does disagreeing with a Board vote, and explaining why, deserve punishment? What is the standard to determine what constitutes “disrepute”? This is reminiscent of proceedings where a secret set of values are imposed and a verdict announced without further disclosure. It is a gag order. Too much said and the Director is subject to removal. What kind of good governance requires this Draconian approach? Is this something an unenlightened lawyer somewhere has advised you? Is this misguided misapplication of protective measures imported from the corporate world? A rational examination of the proposed Bylaw changes and the Code of Conduct as it currently reads would lead most any reasonable person to conclude that the ARRL has brought itself into disrepute.

Even worse, there is a proposal to eject an ARRL member (even a Life Member?) for “cause” - without specifics. Will PVRC, as an ARRL-affiliated club, risk expulsion or disqualification for submitting this letter? That is the fear the extant proposals and Code of Conduct evince. ARRL Directors need to stop this slide into the Dark Side before it is too late.

Along with the concept of inquisitorial proceedings, the Ethics and Elections Committee treat disqualification of a candidate for Director or Vice Director as a personnel matter, and confidential. This is wrong for several reasons. First, an elected official is not an employee. Personnel policies do not apply. Second, disqualification should be rare, imposed only if, for example, a conflict is “continuous and pervasive.” No one-topic conflict meets the “pervasive” test. The more appropriate remedy would be recusal

PVRC is also profoundly concerned about the proposal to allow the President and certain Vice Presidents to vote as though they were Directors. This would reduce elected Directors’ voting power. Combined with appointed directors, and the power of incumbency, the representative membership democracy ARRL has enjoyed for over a century will be destroyed. Is there a *compelling* justification for this proposal?

In short, the collegial concept of governance at ARRL has been undermined by what appears to be an effort to consolidate power in a management team that is opposed to open, membership-based decision-making. Directors’ fiduciary duties will not be at the minimum level necessary to achieve good governance. Moreover, it eschews the notion of implementing its Bylaws in a transparent and fair fashion. PVRC finds this most troubling.

It is rumored that Connecticut corporate counsel was retained to provide guidance that suggests that the more severe elements of the Code of Conduct are required by Connecticut law. As noted by others, we think the League should waive the lawyer-client privilege so that outside lawyers familiar with corporate governance matters can review it. PVRC asks that opinion of counsel on this matter be released.

As stated above, most PVRC members are longtime ARRL supporters, in spirit and financially. They wish to remain so. However, absent withdrawal of the proposed Bylaw amendments at the January meeting, amendment of the Code of Conduct and reversal of questionable actions against certain Directors and Vice-Directors, I will work with the leadership of other major clubs to support opposition candidates in future Director elections.

On behalf of PVRC, I trust the Directors who read this letter will act appropriately, rejecting the proposed Bylaw changes, revising the Code of Conduct and reversing actions against certain Board members.

Yours truly,

A handwritten signature in black ink, appearing to read "Bud Governale". The signature is fluid and cursive, with the first name "Bud" and the last name "Governale" clearly distinguishable.

Bud Governale, W3LL
President, PVRC