

Seasons greetings to the members of ARRL Atlantic division. With the new year right around the corner, I wanted to give you a peek into some of the more weighty issues facing the League, and seek your feedback.

Before we dive into 2024, please join me in congratulating Marty Pittinger, KB3MXM, for his election to the Atlantic division Vice Director position for a full 3-year term, beginning January 2024. I know Marty will continue to provide the excellent service to the League as he has done in the past. Also, let us thank his challenger Robert Weinstock, W3RQ, for stepping up to run for the seat. We are stronger when our members are actively engaged in the League.

January 2024 Board of Directors Meeting

The Board of Directors will have it's first meeting, starting January 18th. For your convenience, I have summarized, what I consider, some of the most significant motions to be presented at the meeting, with my insights and thoughts following. All director motions known thus far are posted on the front page of the Atlantic division web site. [www.atldiv.org] . I encourage you to review these documents and provide any questions and feedback to me prior to the meeting.

- Restore the balance of QST print magazine subscription for those who accepted the discount offer for 3-year renewal
- Provide reduced membership fee for students
- Impose a Code of Conduct on directors which is the equivalent of a loyalty, confidentiality and obedience pledge to the League, further limiting transparency for ARRL members

My Thoughts

QST Print Magazine Subscription - For those of you who accepted the discount offer for 3-year renewal, only to be subsequently denied the balance of your QST print magazine subscription, I have sponsored a motion to restore your rights to receive the magazine. I am uncertain if any board members, other than those who joined the motion, will support it. It is highly likely to be opposed by management. However, I think it's the right thing to do.

Reduced Membership Fee for Students - Another motion proposes to provide membership to certain students and young folks at a reduced cost - likely half the adult fee. I believe this has merit and would go a long way to attracting younger members to ARRL. I am certainly leaning toward

voting in support of this, and would love to hear your thoughts.

Code of Conduct - Finally, the most significant motion on the agenda is a newly proposed Code of Conduct, which I believe is the equivalent of a loyalty, confidentiality and obedience pledge to the League itself and not to the members that elect us. This is a rerun of the 2017 fiasco. It will further limit transparency for ARRL members, and seriously affect the way ARRL operates. I strongly oppose it and here's why.

I consider the proposed Code of Conduct to be the most intrusive change that I have seen in my 10+ years on the board. An onerous Code of Conduct was passed in 2017, which includes a gag order section. It was suspended in July 2017 based on overwhelming membership outrage. The new directors elected in 2019 repealed it after membership outrage sent incumbents packing in four divisions. Another group, choosing to ignore the membership uprising in 2017 and 2018 is again attempting to impose a Code of Conduct intending to punish those directors who do not fall in line with the majority. The new language offered is an attempt to appear beneficial to the members so as not to alarm us. Don't be fooled.

This new Code of Conduct puts directors at the whims of the appointed ethics committee, and allows directors to be censured and recused by the board by a simple majority vote of the other directors (e.g., 8 to 7 vote) or dismissed from the board with a super majority vote (e.g., 10 to 5 vote). Sounds reasonable. What's not to like about rules and restrictions on directors that will impose ethics standards? Until you consider that there are no definitions of what constitutes objectionable behavior. It is purely subjective, opening the way for political maneuvering for control.

In the past, criticism of management or the board has been frowned upon. This new move is an administrative tool meant to act as a gag order, suppressing dissension. I invite you to read the motion in full. Read it very carefully and let me know what you think. I intend to vote against it. If Atlantic division members feel strongly about it, tell me why as I want to know. It is unlikely I will sign the required statements limiting my rights to represent your interests.

I believe that the ARRL exists for the members, not the other way around. As your representative, I intend to continue to express criticism when necessary to benefit ARRL members and Amateur Radio as a whole.

I have practiced non-profit corporate law since 1979, helping many radio clubs and other non-profits such as public-safety emergency response volunteers along the way. I have some significant concerns about the future of our League in this regard. Your League is a Membership Non-profit corporation, not a more common closed-board, appointed and replaced by internal director votes. The difference is significant under law.

Directors have a fiduciary duty to represent the best interest of the members electing them while executing those duties with honesty and loyalty to the League's mission in alignment with the best interest of its members. Your representatives must treat the members with respect and undertake loyalty to them, not to the League itself - indifferent to the legitimate interest of League members. This difference may seem subtle - it is not.

Our League is not a private club nor a piggy bank for pursuing projects and matters that are clearly not in the best interest of the membership, and run at the whims of directors (who in their own words believe they are on a pedestal).

This upcoming meeting promises to be contentious. If the new Code of Conduct passes, which I believe it will, directors and vice directors must sign the loyalty and obedience pledge immediately. The consequence of not doing so would be to resign or be thrown off the board. This motion would take the power to choose your director out of your hands and put it in the hands of an elite few. It was tried before.

The proposed Code of Conduct is engineered to try to sidestep the protection the law provides for an elected director. It was drafted last summer but was postponed to avoid the fall elections. Last time this was tried, all 5 directors seats next up for election were contested, with 4 out of 5 incumbent director seats changed. Historic for our ARRL. Nevertheless, I will NOT vote for this Code of Conduct unless I receive rational feedback from you as to why this proposed Draconian code is a good idea for our members.

Some of the motions passed in July 2023 were a mere lead up to this Code of Conduct. As with this new motion, the ones passed in July were drafted to appear mundane. Their effect was to increase the power of the management, to raise the level of board confidentiality, and decrease

transparency to the members. The CEO was granted power to increase confidentiality as he sees fit, denying information to some directors suspected of leaking information to members. Role call votes were made harder to require, hiding who voted for what. Why?

I cannot answer many of the questions you have asked me or reveal things you need to know even though you essentially own your League. For example, I am not permitted to send you ARRL's financial statements as some of you skilled in such matters requested. They are marked confidential and, while that is legal, in my view it is unethical. Unless the board of directors were to vote to provide that sunshine, which they have thus far been against, it will not happen. The IRS 990 tax return is not the same as financial statements, but it is all you can find. It discloses no useful details.

I know this was a long missive. Thank you for reading to the end. It is a reflection of my passion around these issues. Once again, I urge you to review the full text of these documents (posted on the front page of the Atlantic division web site. (www.atldiv.org) . I am available to answer your questions and invite your opinions and insights. I regard myself as your

representative, elected to do your will. After the next meeting I may not be.
Please provide me with your feedback before the January meeting so that I
may properly and fully represent you.

As always, 73 and I will see you on the radio.

Bob Famiglio, K3RF

ARRL Atlantic Division director

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