

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 By Laws 37, 38, 39 40, 41, and 42 are hereby amended as follows:

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 15 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 and report to the Board and 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 the Board and the Chief Executive Officer on volunteer programs, including but not limited to the field organization, affiliated clubs, Amateur Auxiliary, 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 and proposed Congressional initiatives
- Assisting the CEO, staff and General Counsel in advocacy efforts at 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
- Together with the Chief Executive Officer, monitoring the overall status of the Amateur Radio Service in the United States and reporting recommendations for improvement thereof to the Board of Directors.

The Executive Committee shall promptly inform the Board of Directors of actions taken. The Board of Directors may by majority vote reverse or rescind a vote of the Executive Committee.

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
- Supervise the conduct of all recall elections as provided in Bylaw 24
- 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 for 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
- Apply the ARRL Policy on Board Governance and Conduct of Members of the Board of Directors and Vice Directors, and the Conflict of Interest Policy in individual cases.
- Periodically consider whether either 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 prior to the Committee's decision. The vote of 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.

Rationale: This motion corrects grammar, updates terminology, adds a further task to the EC to monitor the overall status of the Amateur Radio Service in the USA, requires the EC to promptly inform the Board of actions taken, allows the Board to reverse a vote of the EC and adds another task to E & E to supervise the conduct of all recall elections per By Law 24. This is a needed codification of procedures.

Cost: Minimum IT time to update website which can be performed as routine maintenance.