

Motion to Replace By-Law 46

Moved By:
Director Zygielbaum

Seconded by:
Director McIntyre

Whereas, it is important that ARRL Board Officers, Directors, and Vice Directors do their utmost to represent the interests of ARRL members; and

Whereas, doing so requires a primary emphasis on the fiduciary responsibilities that Board Members have to the ARRL to support its mission, to do no harm to the organization, and to care for its long-term health and performance; and

Whereas, By-Law 46, originally intended to define and remedy violations of Conflict of Interest by Directors and Vice Directors, has been found to be inadequately worded and incomplete with respect to remediation; and

Whereas, all members of the Board including Officers, Directors, and Vice Directors have a legal obligation to maintain fiduciary responsibilities and obligations.

Therefore, it is hereby moved to replace the current By-Law 46, "Conflict of Interest Policy", with a new section, "Statement of Board Member Authority, Responsibility, and Expectations". The new By-Law 46 includes, by reference, a "Statement of Board Member Authority, Responsibility, and Expectations" which describes the duties of a Board Member, contains a revised Conflict of Interest Policy, and provides illustrations and examples from existing ARRL governing documents. The proposed language and Board Member Statement are attached to this motion. As indicated in the proposed By-Law, the new By-Law 46 and its referenced statement will take effect immediately upon passage by the ARRL Board of Directors.

Cost: Negligible cost in updating and distributing documents.