

**North Fork Valley Public Radio, Incorporated
PROPOSED BYLAW CHANGES – October 5, 2017**

The following proposed changes to the North Fork Valley Public Radio, Inc. (NFVPR) Bylaws are largely housekeeping in nature and were approved unanimously at the July 17, 2017 meeting of the NFVPR Board of Directors:

ARTICLE III. MEMBERSHIP AND DUES

Section 1.

- (c) All persons, both volunteer and paid staff, approved by Station management to do on-air duty, must within ninety (90) days become a paid-up member of the Corporation, if they are not already members, and must continue their membership for as long as they do on-air duty. ~~The Station Manager may waive any of these requirements.~~

Delete the language that allows the station manager to waive the requirements for membership which should not be waived.

Section 2.

- (a) The annual membership fee shall be thirty-five (\$35.00) ~~per basic family membership.~~
Members may be individuals, families, businesses, corporations or organizations.
- ~~(c) A special business membership is available.~~

Delete “per basic family membership” and to add the following sentence which clearly defines who may be a member.

Delete (c) as it is redundant to the definition of membership.

Section 3.

- (b) Only paid-up members shall be entitled to vote at the Annual Meeting or Special Meetings of the Corporation. ~~Corporate or organizational members shall be considered as individuals and shall be entitled to one vote at all meetings.~~ *Up to two individuals are entitled to vote under a family membership; every other membership category is entitled to one vote.*

Delete “Corporate or organizational members shall be considered as individuals and shall be entitled to one vote at all meetings”, and replace it with “Up to two individuals are entitled to vote under a family membership; every other membership category is entitled to one vote”, which more clearly defines who may vote.

ARTICLE IV. THE BOARD OF DIRECTORS

- (g) ~~Proposed sale of transmitting/translating equipment, the KVNF broadcasting licenses, and/or FCC frequencies must be presented at no less than two (2) open meetings held at each transmitter location (90.9 Paonia, 89.1 Montrose) called for such purpose. The~~

~~proposed sale must then be presented to a vote of the membership by mail-in, secret ballot and must pass by affirmation by 2/3 of votes received.~~

- (g) *Not transfer KVNF broadcasting licenses and/or frequencies without presenting the proposed changes at no less than two (2) open meetings held at each transmitter location (90.9 Paonia, 89.1 Montrose). The proposed transfer must then be presented to a vote of the membership by mail-in, secret ballot and must pass by affirmation by 2/3 of the votes received.*

Delete “Proposed sale of transmitting/translating equipment, the KVNF broadcasting licenses, and/or FCC frequencies must be presented at no less than two (2) open meetings held at each transmitter location (90.9 Paonia, 89.1 Montrose) called for such purpose. The proposed sale must then be presented to a vote of the membership by mail-in, secret ballot and must pass by affirmation by 2/3 of votes received”, and replace it with “Not transfer KVNF broadcasting licenses. and/or frequencies without presenting the proposed changes at no less than two (2) open meetings held at each transmitter location (90.9 Paonia, 89.1 Montrose). The proposed transfer must then be presented to a vote of the membership by mail-in, secret ballot and must pass by affirmation by 2/3 of the votes received.” This is a rewrite of the section which was designed to prevent the Board disposing of licenses and/or frequencies without the express consent of the membership. The language in the original section does not follow the format of the section. It also incorrectly refers to the licenses and/or frequencies as marketable assets, while in reality they are not owned by KVNF but only licensed for use by the FCC, and cannot be sold but only transferred. The new proposed language also prevents the Board from transferring these assets without the consent of the membership. The old language also technically prevents the sale or disposal of obsolete or broken equipment that is no longer in use by KVNF, creating a collection of disused items and hampers the efficient use of assets by KVNF.

Section 8.

- (a) The CAB will be composed of at least 4 and no more than 12 members ~~including 1 Board member.~~
- (b) The CAB will meet at least twice each calendar year to discuss and report on topics ~~specified by the Board of Directors.~~ *relevant to the Corporation.*

Delete “including 1 Board member”. Regulations require that the CAB be comprised of independent community members, and do not include a Board member. Regulations also require that the CAB set its own agenda of topics, not one dictated by the Board. The proposal is to delete “specified by the Board of Directors” and replace it with “relevant to the Corporation”, clarifying the independence of the CAB.

ARTICLE VI. MEETINGS

Section 1. Meetings of the Board of Directors

- (e) Decisions of the Board of Directors shall be by majority vote of the Directors present, *including those made by qualified proxy.*
- (g) *Draft minutes* of all Board of Directors meetings shall be posted in the radio station within ten (10) days after said meetings and any applicable and current financial reports. *Approved minutes shall be posted on the website.*

Adds language that defines the majority vote by clarifying the use of a proxy vote, as allowed. Section 1(e)

Add “Draft minutes” and “Approved minutes shall be posted on the website”. The Board approves the meeting minutes at the regular meeting the following month, so it is not possible to post anything but the draft minutes in the station within 10 days of a meeting. The final approved minutes are to be posted on the website. Section 1(g)

Section 2. Meetings of the Members of the Corporation

- (d) ~~At the Annual Meeting or at Special meetings of the members of the Corporation, proxies and absentee ballots will not be accepted.~~

Delete this section. Article IV, Section 1(a) clearly defines the process for voting and allows for members to vote by mail eliminating the need for proxies.

ARTICLE VII. VACATION OR RESIGNATION OF DIRECTOR(S)

Section 1.

When a vacancy occurs on the Board of Directors, said vacancy ~~shall~~ *may* be filled by a majority vote of the Board of Directors.

Clarifies that a vacancy on the Board of Directors “may” be filled by the Board as deemed necessary, in keeping with the mandatory minimum as defined in the By-Laws. The Board is not required to fill a vacancy if it is operating within the required number of Directors.

******OFFICIAL BALLOT******

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<input type="radio"/> In Favor of the proposed Bylaw Changes	<input type="radio"/> Opposed to the proposed Bylaw Changes
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VOTING INSTRUCTIONS

If you are NOT coming to the Annual Meeting
October 5, 2017, 6:00 p.m, @ KVNF Community Room

In order for your mail-in vote to be counted, follow these rules:

1. Your completed mail-in ballot must be mailed to KVNF, PO Box 1350, Paonia, CO 81428 or delivered to the station at 233 Grand Avenue, Paonia, CO. It must be received by the end of business (5 p.m.) on Wednesday, October 4, 2017.

2. You must print your name(s) and address in the upper left corner of the envelope or use a return address label. (This allows the election judges to verify membership without opening the envelope.) Do not put your name on your ballot itself, AND

3. Please write "KVNF Ballot" on the bottom left corner of your envelope, so your membership status can be verified and your envelope WILL NOT BE OPENED prior to ballot counting.

To protect your voting identity, election judges will open and recycle all verified envelopes before beginning the process of vote counting.

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