

MINUTES OF THE WRKF BOARD OF DIRECTORS MEETING

DECEMBER 7, 2016

OFFICES OF SOUTHERN STRATEGY GROUP

DIRECTORS Present: Rodney Braxton, Chairman; J. Cullens, Vice-Chair; Janet Olson, Treasurer; Jim Brandt, Secretary; Mary Kay Carleton, Rodd Naquin, Lance Porter, Dustin Puryear, Jenee Slocum, Mary Ann Sternberg, Stafford Wood, and Paul Maassen, General Manager

OTHERS PRESENT: Sue Lincoln, Latricia Huston, Barbara Clark, Chelsea Costanza, and Bea Cole

Chairman Braxton called the meeting to order at 5:10 pm. A quorum of directors was present. He welcomed Paul Maassen as General Manager to his first meeting of the WRKF Board of Directors. He noted that this was WRKF's Annual Meeting, as specified in our By-Laws.

BOARD MINUTES: It was moved by Mary Ann Sternberg and seconded by Janet Olson that the Minutes of the October 26, 2016 regular meeting of the WRKF Board of Directors be approved, as circulated. The motion carried unanimously.

EXECUTIVE SESSION: Upon a motion duly made, seconded and unanimously approved, the board recessed the regular board meeting to meet in Executive Session. Sue Lincoln left the meeting at this point. At the conclusion of the executive session, a motion was duly made, seconded, and unanimously approved, to adjourn the Executive Session and reconvene the regular board meeting. At this point, WRKF staff members joined the regular meeting and introduced themselves to the Board of Directors. Chairman Braxton reported that no action was taken during the Executive Session.

AMENDED BY-LAWS

J. Cullens reviewed the proposed amendments to WRKF's By-Laws. He noted that the proposed amendments had been circulated in advance of the meeting as stipulated in our current By-Laws. He summarized the proposed major changes as follows:

- Increases the maximum size of the BOD to 19 members (from 15), sets the minimum at 9 (from 7).
- Allows the BOD to extend the six year term--or more--of a BOD member for one year by majority vote. (currently, once a member serves six consecutive years, he or she must step down)
- Refers throughout the By-Laws to the "Executive Director (a/k/a General Manager)" because the current By-Laws do not consistently identify this position (i.e., sometimes it is called Executive Director, sometimes President, and never General Manager)
- Creates a number of additional standing committees, including an "Advisory Committee" to be comprised of up to 10 non-BOD members.
- Establishes a policy that any check in the amount of \$1,000 or more must be signed by two individuals: Executive Director and Treasurer.
- The amended By-Laws will go into effect on January 1, 2017, if approved.

A motion was made by Rodd Naquin and seconded by Stafford Wood to approve the proposed amendments to WRKF's By-Laws. The motion carried unanimously.

NOMINATING COMMITTEE REPORT

Stafford Wood, Chair of the Nominating Committee, presented the committee's report. She began by thanking, on behalf of the entire BOD, Janet Olson, Bob Mann, and Dustin Puryear for their service on WRKF's BOD. She presented a plaque of appreciation to Janet Olson.

She next reported that the committee, composed of Rodney Braxton, J. Cullens, and herself, was recommending two new nominees for election to the Board. She noted that information on the two proposed nominees had been circulated in advance. The two new nominees are:

Michael D. Adams, a partner in the law firm of DeCuir, Clark, & Adams, L.L.P.

Len Aparcar, who holds the Wendell Gray Switzer Jr. Endowed Chair in Media Literacy at the Manship School of Mass Communication at LSU.

Ms. Wood went on to report that the Nominating Committee was also recommending that Jenee Slocum be re-elected to serve another three-year term on the Board. Jenee Slocum, Ph.D, is Director of the Reilly Center for Media & Public Affairs at the Manship School of Mass Communication at LSU.

A motion was made by Cyril Vetter and seconded by Stafford Wood to elect Michael Adams, Len Aparcar, and Jenee Slocum to the WRKF Board of Directors for a three year term. The motion carried unanimously.

ELECTION OF OFFICERS

Stafford Wood reported that the Nominating Committee was recommending the following slate of officers to serve WRKF in 2017:

Chairperson--J. E, Cullens, Jr.

Vice-Chair--Jim Brandt

Treasurer--May Kay Carleton

Secretary--Rodd Naquin

A motion was made by Janet Olson and seconded by Cyril Vetter to elect the slate of officers for 2017 recommended by the Nominating Committee. The motion carried unanimously.

DATES/LOCATION OF 2017 BOD MEETINGS

J. Cullens stated that unless there was an objection, he would be glad to host the board meetings in 2017 at the offices of Walters, Papillion, Thomas, Cullens, LLC, Attorneys at Law, located at 12345 Perkins Road. The 2017 meeting dates were set for February 15, May 17, August 16, and November 15 at 5 PM. The date for the Annual Meeting will be established at a later date.

CONSIDERATION OF WRKF'S 2015 FORM 990--IRS RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX

A motion was offered by Janet Olson and seconded by Cyril Vetter to approve WRKF's Form 990 for 2015, as circulated to the Board. The motion carried, with Ms. Wood in opposition.

ADJOURNMENT

There being no other business to come before the Board, and upon a motion duly made, seconded and carried, the meeting was adjourned at 6:40 PM.

Respectfully submitted,

Jim Brandt
Secretary