

MINUTES
REDWOOD COMMUNITY RADIO
BOARD OF DIRECTORS MEETING
November 28th 2006, 1:00 pm
Humboldt House Inn, Garberville, CA

I. CALL TO ORDER AND OPENING COMMENTS

Marc calls the meeting to order at 1:10 pm and reads the meeting rules.

II. ROLL CALL

Board Members Present: Marc Patterson, President; Juna Berry Madrone, Treasurer; Traci 'Bear' Thiele, Secretary; Harold Day; Felix Omai.

Board Members Absent: L. Sydney King, Vice President; Marcia Bauer; Berk Snow; Bettye Etter.

Ex Officio Member Absent: Michael Jacinto.

Public Members Present: BR Graham; Behr; Jama Chaplin; Rohn Jennings; Sonda; Bob.

III. APPROVAL OF MINUTES for October 24th, 2006.

BR requests a change to the minutes where there is talk about membership amounts. The minutes say the amount is unchanged when it has been changed. Juna moves to adopt the minutes with the correction. Harold seconds the motion. The motion passes unanimously.

IV. ADOPTION OF AGENDA

Harold moves to adopt the agenda. Traci seconds that motion. The motion passes unanimously.

V. MANAGEMENT REPORTS

A. Interim Station Manager
No report.

B. Events Coordinator
BR reports on the Fall Fund Drive and the Halloween Boogie. The volunteers were 'bare bones' and several people did multiple shifts, but the events were pulled off successfully. BR says that she has fulfilled her contractual responsibilities and that she is working on organizing the Holiday Party as a volunteer.

VI. OPEN TIME @ 1:30 PM

Rohn suggests that our website post the draft minutes of the meetings as soon as they can and then post the revised approved minutes later. He says it would improve communications a little bit. Marc says that he does not approve of posting inaccurate information.

Jama says that first she wants to say how much she appreciates our new treasurer Juna, and how she has risen to the current challenges with dynamic energy. Jama suggests that if there are going to be cuts that the news not be affected or diminished in any way. Jama agrees with Juna that the events efforts need a very serious look.

Jama says that she hopes the new general manager will not be burdened with overseeing any events that are not great prospects. She suggests even suspending some annual events so as not to overwhelm the new incoming GM. She suggests that the Halloween Boogie become a simple DJ dance. Jama suggests delegating the power to negotiate hire to a subgroup like the hiring committee and the treasurer if getting the Board together to make these decisions during the holidays is a problem. Jama says she loves the idea of reinvigorating the PSRC and hopes we will get the local youth involved in this area.

VII. COMMITTEE REPORTS

A. Finance

Juna passes out a treasurer's report and reads the report aloud. She talks about progress on the 2007 Budget, conversion to QuickBooks, fixing our mortgage over payment, our current financial position. Juna uses a bear analogy to describe a possible cash flow shortfall. [See Attachment #1 - Treasurer's Report pasted below] There is discussion over the financial status and some of the Treasurer's recommendations.

B. Development

Marc asks for volunteers for the Development Committee, which he will be chairing. Traci passes out a proposed Development Plan for 2007. Several people offered to join the development committee.

C. Policy

Juna reports on the progress of the Policy Manual. Juna explains to the Board how the policy manual revisions will be presented to them as both a track changes and a clean document. This way Board members can see what edits and clarifications are being suggested, and how this compares to the archived policy language as originally adopted. Juna talks about items on the policy committee agenda for the future including sexual harassment policy, board polls, emergency meetings and closed sessions and exploring the issue of conflict of interest in news reporting.

D. Building & Memorial

Harold reports on the progress of the building committee projects including the planning for an office addition. Harold says the building committee will need to have a budget. Harold hopes to open this project up to additional community participation and support. He says the plans will come before the Board for final approval.

E. Hiring

Traci gives the Board an update on the activities of the Hiring Committee including ongoing interviews with the three remaining candidates. She predicts that the Hiring Committee will have a recommendation within a week.

G. Website Redesign

Traci reports on the progress of the website development. Signs have been posted inviting KMUD volunteers to help with testing the draft site. She talks about

development activities, merchandising possibilities and plans for a publicizing the website when it is time to release it to the public.

H. Election

Harold reports that there has been 0 response to the letter to programmers for nominations to the Board committees and the deadline is approaching. He says that BR has approached him and offered to be a representative to the Management Evaluation Committee. He says the ballots will need to be mailed very soon. Harold says that he will make phone calls to encourage people to engage in this process.

VIII. OTHER REPORTS

A. Community Advisory Committee (CAC) North

BR reports on behalf of the CAC north. She says that Eric and Sunshine spearheaded the tabling efforts during the fund drive and that there are efforts afloat to create a northern Humboldt studio. Juna clarifies that this kind of work is not part of the mandate of the CAC, but is appreciated nonetheless.

B. CAC Central
No report.

C. Programmers' Representatives

Harold reports on the last Programmers meeting. He was not pleased that the notices that went out to programmers had excluded important information about the trainings that were available. Harold says he will do his own notices about meetings and training in the future. Harold talks about making more training available and possibly even required. Juna also talks about her desire for additional training and plans for a women's engineering training coming up in March.

D. Correspondence Secretary

No report. Jama requests a thank you letter to Eric Johnston and Sunshine for their huge efforts during the On-Air Fundraiser. Juna suggests a letter to Mickey.

E. Programming

Marc says he will facilitate the reinvigoration of the PRSC to evaluate programming. He says they will start meeting at the beginning of the year. Juna suggests that all the Board programmers' reps be active in this committee.

F. Technical

Traci reads a letter from Simon to the Board [See Attachment #2 - Technical Director Letter to the Board pasted below]. The Board has brief discussion of items in the letter.

Marc calls a 10-minute break.

IX. UNFINISHED BUSINESS

Conflict of Interest – Code of Ethics Juna says this language has been before us for two months and has been posted for public review. She passes out and reads the cover letter [see Attachment #3], which explains the legal requirements. Traci moves that we adopt the proposed COI statement, policy and contract. [See Attachment #3] Harold seconds the motion. The motion passes unanimously.

B. Correspondence Secretary Policy

Juna introduces this policy proposal and says we have has 2 months to review this policy. Traci moves that we adopt the proposed Correspondence Secretary Policy [see attachment #4]. Juna seconds the motion. The motion passes unanimously.

Juna moves that all previous policies regarding Board correspondence be nullified. Traci seconds the motion. The motion passes unanimously.

C. Board Retreat

The Board discusses the need to do this as soon as possible after the GM Hiring occurs. This item is tabled pending hire of a new General Manager.

X. NEW BUSINESS

A. Ad Hoc Transition Team Resolution

Juna reads a statement explaining the need for this temporary committee. Juna reads the proposed resolution. There is discussion regarding the intent of the language. Traci moves to adopt this resolution [see Attachment #5]. Harold seconds the motion. The motion passes unanimously. Juna moves that we act immediately without delay to appoint Board Officers Marc, Traci and Juna to the Transition Committee. Traci seconds the motion. The motion passes unanimously.

B. Appointment of Shon Wellborn to Finance Committee

Juna talks about Shon Wellborn's position at the credit union and her willingness to help KMUD as a consultant to the Treasurer and the Finance Committee. Juna moves to appoint Shon Wellborn to the Finance Committee as an advisor. Traci seconds the motion. The motion passes unanimously.

C. Development Committee

1) Appointments

Traci moves that Sydney, BR and Traci be appointed to the Development Committee. Juna seconds the motion. The motion passes unanimously.

2) Development Plan 2007

BR says that Dave Sky has started planning an event. She has booked the Mateel for the Iron Maidens for the same time we plan our block party. She is calling it Rock the Block. BR wants the Board to give Dave Sky the authorization to use KMUD's name to solicit donations. Traci says she wants to see a plan for the event before making a commitment to this or any volunteer-produced fundraising event.

D. Budget 2007

This item is tabled till next month.

- E. Website Release
There is some discussion and brainstorming about the web release.
- F. News Story Conflict of Interest
Juna says that this is on the list of items that will be researched by the policy committee. This item will be tabled until a future meeting. Public attendees heckle to be heard in regards to this agenda item. Marc allows for 10 minutes of comment and discussion. Jama talks about the need for oversight and a process to evaluate the possibilities of conflict issues arising. She thinks that Estelle did a fabulous job reporting the latest controversial community story in spite of her conflict of interest. Rohn says that KPFA has a good journalists' COI policy that we should look at.

XI. CLOSED SESSION

- A. Personnel Issues

XII. MEETING SCHEDULE and ASSIGNMENTS, GOOD AND WELFARE

- A. Executive Committee Meeting: Wednesday December 13th, 1:00 pm Mateel Café
- B. Finance Committee Meeting: Tuesday December 5th (morning time not set) KMUD
- C. Development Committee Meeting: Will be announced.
- D. Policy Committee Meeting: Thursday Dec 1st 1pm Juna's house in Redway
- E. Building & Memorial Committee Meeting: Harold Thursday Dec 1st
- F. Hiring Committee Meeting: Thursday Dec 1st at 4pm
- G. Web Site Redesign Committee: will be announced.

XIII. ADJOURNMENT

Marc calls the meeting to a close at 3:45pm.

ATTACHMENTS

ATTACHMENT #1 - Treasurers Report and Recommendations

TREASURER'S REPORT NOVEMBER 2006

The finance committee met November 14. We worked on fine-tuning and balancing the Draft Budget 2007. Regrettably, bookkeeper Dian Griffith has been unable to complete the new draft at this time. We are very close to completing this project.

Purchase of a new computer and QuickBooks software is complete. Conversion to QuickBooks will be effective January 2, 2007.

Dennis Heider of Umpqua Bank has been very apologetic and gracious about resolving their mistake in calculating our mortgage at a variable rate instead of the fixed rate of 6.5%. We overpaid \$2,094.52 over the course of almost 3 years. This amount is now being treated as a pre-

payment that defrays our principle balance. I have reviewed our current mortgage statements and can confirm that this correction has been made.

The last several months I have cautioned that things may be tight financially for the upcoming months until the Spring On-Air Fundraiser. Berk's e-mail to the Board regarding unusually high spending for September and October also alerted us to the need for very careful financial planning.

I have carefully studied the last two months of cancelled checks and the earning and spending patterns of Redwood Community Radio by reviewing the Profit and Loss Statements for the last two years. Based on this, I am going to make some rough projections for the upcoming five months and some recommendations for your consideration.

Despite the fact that we attained our ambitious goal of \$85,000+ for the Fall On-Air Fundraiser, we are looking at a serious cash flow problem.

I'm going to use an analogy to help us grasp the cash flow pattern of Redwood Community. Think of the station as a large mammal – the bear. For the next five months, the bear goes into hibernation. She has built up a large layer of fat and now can live off that fat. During this period she burns more calories than she takes in. KMUD spends more money than it takes in the winter.

With the advent of spring, food sources become available. The bear starts to eat. Money starts to trickle in sometime in April in response to the silent drive letter. In May we shall appeal to the listeners and bring in pledges for another \$85,000. From this point on, the bear consumes lots of calories from various food sources: CPB grants, benefits, underwriting, merchandise sales, and the Fall Fundraiser. The bear is putting on a big layer of fat in anticipation for the long dry months of hibernation up ahead: December through April of the next year.

If you take a look at the Profit and Loss Statement for January 2006 through November 2006 you will note a bottom line figure. As of 11/21/06 we are \$36,776.72 in the red. If we subtract the costs for producing our benefits from the benefit income we come up with a net of just under \$5,000. This represents a \$50,000 shortfall from our projected benefit income for 2006. This 'red' figure signifies that we are now spending money meant for 2007.

I cannot over emphasize the importance of taking a long hard look at our benefits. In September and October alone, we spent \$6,684 in food. We are a radio station, not a restaurant. This \$6,684 is more than we made for the entire year from our benefits, including Reggae on the River. We need better control of costs for producing events.

This year we have a serious cash flow problem due to two basic factors: over spending and under earning. The bear just never consumed enough calories to put on that big layer of fat. We have a skinny bear going into the winter. She will exhaust her fat layer before spring and her body will go into auto-cannibalism. Our task as a Board must be to determine what cuts we must make in spending to get through this period. It is not a question of if we will run out of money, but when.

Here are my projections for the next five months, December 06 through April 07. These are based on analysis of recent past financial information. I have removed benefit income/expenses from this

analysis because it is a gray area for us right now. These figures do not represent the increase in payroll for a new General Manager and factor out restricted grant income.

We can probably squeeze by spending \$31,000 a month. We can expect income of about \$12,000 a month. This represents underwriting, donations, and merchandise sales. Optimistically, we begin 2007 with \$70,000 of our fund drive income intact. This \$70,000 plus a projected income of \$60,000 give us \$130,000 to make it through to April when silent drive money will start to come in.

We shall have a minimal shortfall of \$25,000. This shortfall increases if we spend too much in December and when we hire a new General Manager.

Here are my recommendations:

More than half of our budget goes for staff and independent contractors. Cut back to a skeletal staff until finances approve.

Convert underwriting for trade accounts to underwriting for cash accounts. The finance committee is scheduled to meet with Dave Lippe December 5.

Discontinue any programs that we have to pay for except Democracy Now if payment becomes due during this period. Re-subscribe once we have the money.

Discontinue stringer Daniel Mintz. Rely on KZYX feed or develop volunteer news reporters to cover Monday local news.

Discontinue memberships in the Garberville/Redway Chamber of Commerce and Merchants Guild if dues are billed during this period.

Discontinue Mission Uniform and Linen Service.

Solicit suggestions for income producing and cost saving measures from staff

Sell Daveau's truck. Revise asking price to \$6500 to leave room for bargaining. Put it on Craig's List.

I shall work to re-establish our line of credit. We should only use a line of credit when we have exhausted all other avenues for increasing income/cutting expenses.

Respectfully submitted,

Juna Berry Madrone
Treasurer

ATTACHMENT #2 - Technical Director Letter to the Board

Dear Board members,

I had planned to be at the meeting to explain the following, but there's an urgent problem with KLAI that needs looking at.

Shelter Cove:

We expect the FCC to grant the license to our Leggett translator (used to be on Cahto Peak, K205BT, now it's called K259BM, 99.7 FM). As planned, once we have the license, we will apply to the FCC for a *minor change* in order to move the translator to Shelter Cove, the frequency we'll apply for is 99.9 MHz.

As some of you know, translators are vulnerable, they can be taken off the air if some other organization applies for and puts us a *full power* station on the same or a nearby frequency. One of the reasons we upgraded our translator in Eureka to a full power station (KMUE), as well as K205BT to KLAI, was to protect them.

It is generally assumed that the FCC will accept applications for non-commercial stations early next year. There is a frequency available in Shelter Cove that we would serve us, it's 89.9. Our consulting engineer Gray Haertig told me that with a directional antenna it could be up to 500 watts. Probably 500 watts is overkill for what we want to achieve (serve the community of Shelter Cove) so we most likely would put in something a little less powerful.

The cost? Preparing the FCC application would be around \$3,500, the installation, including a directional antenna, and reusing the equipment currently in use at Leggett, I estimate about \$15,000. Once the application is granted we would have three years to complete the project, plenty of time for fundraising. Preparation of the application would have to be paid whenever it's filed.

While I'm not anxious to do any more installations I recommend the board approve going ahead with this project. There may never be competition for the 99.9 frequency in Shelter Cove, but it would behoove us to protect our assets.

Again, sorry I can't be at the meeting in person, but I do need to investigate the problem on Cahto Peak asap.

Sincerely,
Simon Frech
November 28, 2006

[ATTACHMENT #3] COI Statement, Policy and Contract

Article I Purpose

The purpose of the conflict of interest policy is to protect Redwood Community Radio's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of director, staff person, or committee member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any

applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest

A conflict of interest is a conflict between the private interests and the professional responsibilities of a person in a position of trust. Board members, staff members, and volunteers should act in the best interest of the organization rather than in the furtherance of personal interests or the interests of third parties.

The Board or management may make exceptions to the policies outlined below, when this serves the best interests of Redwood Community Radio, by following the I.R.S. Code governing Conflict of Interest for nonprofits. See attachment.

[Revision of Draft of Proposed Policy for Conflict of Interest 10-17-06 by Rohn Jennings, Jama Chaplin, Felix Omai, Juna Berry Madrone, Marcia Bauer](#)

Conflict of Interest, Financial

- A. This policy applies to board members, staff and volunteers who have significant decision making authority regarding the financial resources of Redwood Community Radio.
- B. Conflict of Interest Statements. Any board member, staff, committee member, or volunteer covered by this code has the responsibility to disclose potential conflicts of interest. Pertinent parties must fill out and sign the Conflict of Interest Statement each September, or at the beginning of their service. Board President, Committee Chairpersons or the General Manager will provide a copy of this Conflict of Interest policy to signatories; supervise signing, and file current copies of Conflict of Interest Statements in the board file drawer.
- C. Board members who have an actual or potential conflict of interest shall not participate in discussions or vote in such instances.
- D. Staff members or volunteers who have an actual or potential conflict shall not be substantively involved in decision-making affecting such transactions.

Nepotism

It is the policy of Redwood Community Radio that relatives of paid staff or volunteers, may not serve in managerial or evaluative capacities that affect relatives. These include work assignments, performance evaluations, promotions, demotions, disciplinary actions, and discharge.

Staff or independent contractors who receive remuneration from Redwood Community Radio and their relatives may not serve on the Board of Directors, the Grievance and Mediation Committee or the Evaluation Committee.

For the purposes of this policy, a relative is defined as a blood relative, a spouse, a domestic partner, an in-law, or a step-relative.

Redwood Community Radio
Conflict of Interest Statement - Financial

A conflict of interest is a conflict between the private interests and the professional responsibilities of a person in a position of trust. The operative word is 'trust'. I am in a position of trust to Redwood Community Radio members and have the responsibility to disclose any potential conflicts of interest. I understand that revealing a conflict of interest after having participating in a decision where such a conflict of interest exists or appears to exist can be extremely damaging to the reputation of RCR.

Printed Name

Position

I shall not derive any personal profit or financial gain, directly or indirectly, from my participation with Redwood Community Radio, excluding wages and benefits paid by RCR. I shall disclose to RCR any personal interest that I may have as defined below. If new matters arise in the future, I shall inform RCR in a timely manner.

If I am an officer, board member, committee member or staff member of a borrower organization or a loan applicant agency, I shall identify my affiliation with such agency or agencies; further, in connection with any decisions relating to that agency, I shall not participate in the decision, and the decision must be made and/or ratified by the full RCR Board.

I shall not use any list of RCR members or volunteers for personal or private solicitation purposes.

At this time, I am a Board member, a committee member, or an employee of the following businesses or organizations:

(List on reverse page.)

I have not been:

1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with RCR which has resulted or could result in personal benefit to me.

2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with RCR.

Exceptions to 1) or 2) are listed below:
(If more space is needed, use reverse page.)

ATTACHMENT # 4

Correspondence Secretary

- 1) Incoming Board correspondence will be delivered to the Correspondence Secretary's box.
 - a) Correspondence Secretary will present incoming correspondence during their report to the Board. The Board will instruct the Correspondence Secretary regarding appropriate response. Correspondence will be designated as 'routine' or 'special' as defined below.
 - b) Correspondence Secretary will file non-confidential correspondence, or a copy, in the Public File.
- 2) Outgoing correspondence will be deemed 'routine' or 'special' by the Board.
 - a) Correspondence Secretary will send 'routine' correspondence, and then e-mail copies to the entire Board. A copy will be filed in the Public File at Redwood Community Radio.
 - b) Correspondence Secretary will e-mail a draft of 'special' correspondence to the entire Board for review and approval. Correspondence Secretary may solicit and obtain approval in person, by phone, or by e-mail. No 'special' correspondence goes out until approved by a majority of the Board, or as dictated by the Board. A copy of non-confidential correspondence will be filed in the Public File.

ATTACHMENT #5

Transition Committee Resolution

The Board shall appoint an ad hoc Transition Committee. This committee will be empowered to assume management responsibilities in the day-to-day operations of Redwood Community Radio. The purpose of the committee is to assist Acting Manager Michael Jacinto and to orient the new General Manager once hired. The Transition Committee is temporary and limited. It will be dissolved by the new General Manager once it has served its purpose.

