



## KMUD BOARD OF DIRECTORS

### **MINUTES - Final February 18, 2025**

A regular meeting of the KMUD Board of Directors was held via zoom. After a quorum was established, the meeting was called to order at 3:06 p.m. by President Chestine Anderson

#### **A. ROLL CALL**

BOARD PRESENT: George WinterSun, Flurina Niggli, Matt Knight, Stephanie Thomas, Javier Rodriguez, and Chestine Anderson

BOARD MEMBER ABSENT: Lelehnia DuBois and Michelle Vassel

STAFF PRESENT: Kara Randolph, Sarah Starck

GUESTS: Jama Chaplin (parliamentarian) and Lisa Deny

#### **B. BOARD BUSINESS:**

1. Approval of January 21, 2025 minutes: Motion to approve the January 21, 2025 corrected minutes by George WinterSun, seconded by Flurina Niggli, 6 yes Flurina Niggli, Matt Knight, Stephanie Thomas, Javi Rodriguez, George WinterSun, Chestine Anderson, 0 No, 0 Abstain. Motion passed.
2. Approval of Agenda: Motion by Anderson to approve agenda with item C, RCR's Underwriting Policy, being tabled as it is not ready, Niggli seconded, 6 yes, 0 No, 0 Abstain. Motion to approve agenda passed with item C tabled.

#### **C. OPEN TIME**

Jama Chaplin spoke regarding FCC form 316 which we may be required to file if 50% of the board is changing. It needs to be filed 45 days ahead of the change. If we are required to file, it would need to be filed by early March.

Disposition: Chaplin will look into the requirements in more depth.

#### **D. UNFINISHED BUSINESS**

Motion to Review and approve Election By-Law changes (attachment 1, tabled from last meeting) by Rodriguez, seconded by WinterSun, 6 yes, 0 No, 0 abstain. Motion passed. (First vote)

Motion to review and approve Election Policy Manual changes (attachment 2, tabled from last meeting) by Anderson, seconded by Niggli, 6 yes, 0 no, 0 abstain. Motion passed.(First vote)



Motion to review and approve the Accounting Manual in the board packet (tabled from last meeting) by Anderson, Niggli seconded, 6 yes, 0 no, 0 abstain. Motion passed.

#### **D. NEW BUSINESS**

Motion to appoint Suzanne Samberg to the Grievance Panel by Anderson, Knight seconded, 6 yes, 0 no, 0 abstain. Motion passed.

Motion to review and approve Policy Manual 2.3.2. Board Member Handbook and Contract and Conflict of Interest Forms (attachment 3) by Niggli, seconded by Anderson, 6 yes, 0 no, 0 abstain. Motion passed (first vote)

Motion to review and approve Workplace Violence Prevention Plan (WVPP) and Illness and Injury Prevention Program (IIPP) Review Plan and Approval Schedule (attachment 4) by Thomas, seconded by Anderson, 5 yes, 0 no, 1 abstain. Motion passed. WinterSun abstained as he felt the vote was unnecessary. (not a policy so only 1 vote required)

Motion to review and approve the Programmer Membership policy (attachment 5) by Rodriguez, seconded by WinterSun, 6 yes, 0 no, 0 abstain. Motion passed.(first vote)

Motion to review and approve Fair Access to the Airwaves policy changes (attachment 6 on the agenda, 6.11. in the Policy Manual) by Niggli, seconded by Thomas. After some discussion and a change of wording to include the Board, the following wording was 6 yes, 0 no, 0 abstain. Motion passed: (first vote)

Programmers can say (in decent language) what they think, ~~although~~ with some exceptions. These exceptions include ~~endorsements of ballot measures and political candidates (including themselves);~~ initiating talk about RCR issues without first informing RCR Management, and personal messages. ~~Talk show hosts and engineers~~ Paid staff members and board directors, when on-air or otherwise representing KMUD, are considered as "the voice of KMUD", so they will refrain from endorsing political candidates or ballot measures.

Off budget equipment is needed for a new audio processor for KMUE. The signal in Eureka is weak. The management team believes that a more exact budget for this may be available very soon as the need is pressing. Margie Plant and Virgil Scigla are working on a cost estimate. It will be somewhere between \$8,000 and \$20,000.

#### **E. REPORTS;**

The Board received a management report from Station Manager Kara Randolph, a Finance Committee report from Finance Committee chair Flurina Niggli, and a financial report from Financial Manager Sarah Starck. Starck's financial report stated that there is now \$100,000 in the Board-restricted reserve funds.



The Board received reports from the Programmer Representative, Member Representative, Correspondence Secretary, Mediation, Building and Grounds, and Appreciation Party Committees.

The Election Committee reported that Margaret Lewis and Douglas Fir were the unopposed candidates in the Mediation Committee election, Charlie Custer (1 year term) and Reid Reid (3 year term) were the unopposed candidates in the Programmer Representatives Election, and Elise Sauer was the unopposed candidate in the Membership Representative Election.


#### **F. CLOSED SESSION**

No reportable action.

#### **G. ADJOURNMENT**

There being no further business, the meeting was adjourned at 5:25p.m. by President Chestine Anderson

Respectfully Submitted,

DocuSigned by:  


Stephanie Thomas  
Secretary

#### **COMMITTEE MEETING SCHEDULE**

All meetings take place online until further notice. Those interested in attending one should first check to ensure no changes have been made to this schedule. Zoom meeting IDs, passcodes, phone numbers, and links for the Board meeting can be found on the website and in the email distributed before the meeting. For access to other meetings, please contact the committee chair. Please note schedule changes due to the holidays and/or other reasons.

Board of Directors	3rd Tuesday, 3:00 p.m. March 18
Membership Drive	4th Tuesday, 4:00 p.m. (Matt Knight) Feb 25
Development	2 <sup>nd</sup> Thursday, 4:00 p.m. (George WinterSun) March 13
Policy	1st Monday, 11:00 a.m. (Chestine Anderson) March 3
Executive	1st Monday, 12:00 p.m. (Chestine Anderson) March 3
Finance	1st Tuesday, 3:00 p.m. (Flurina Niggli) March 4
CAB	Quarterly, Spring meeting at 5pm, May 8



Please note that only those sections of the Bylaws and the Policy Manual that include actual changes are in these attachments. Those sections that have no changes are NOT included.

## ATTACHMENT 1 – Bylaws changes

### Article II. Membership

**Section 1.** RCR is a membership-based organization. A “Member” is any real person who has paid at least the basic or sliding scale annual fee or completed an approved exchange of service in lieu of fees. The Board of Directors shall determine the dollar amounts associated with the various categories of Membership. Each Member is entitled to one vote in Member elections.

**Section 2.** ~~Members who are also~~ Current Programmers and Engineers are considered Members of RCR by virtue of their service, and are entitled to vote in both Member elections and Programmer elections.

### Article V. Nominations for Election to the Board of Directors

**Section 1.** Board candidates shall be nominated by Members from their respective constituencies. Any Member may nominate ~~him or herself~~ themselves for election.

**Section 2.** The nomination period for the Programmers’ candidates shall be from ~~the first day of the month prior to the Annual Meeting until the end of the third week of the month following the Annual Meeting~~ December 1<sup>st</sup> until February 15<sup>th</sup> of the month following the Annual Meeting.

**Section 3.** The nomination period for the Members’ ~~seat~~ candidates shall be from ~~the first day of the month prior to the Annual Meeting until the end of the third week of the month following the Annual Meeting~~ December 1<sup>st</sup> until February 15<sup>th</sup>.

.....

**Section 5.** New Directors shall be seated at ~~the beginning of the regular April meeting in the month following the close of elections,~~ after the existing Board approves its minutes. All expiring Board terms shall be considered to end as after new ~~Members~~ Directors are seated at that Board meeting.

## Attachment 2 Election Policy Manual changes

### 3. ELECTIONS (Internal to RCR) ~~POLICIES AND PROCEDURES~~

#### 3.1. GENERAL

##### 3.1.1. Bylaws

All elections shall be governed by RCR bylaws in addition to this document, which establishes policies, procedures, and timelines and which replaces and supersedes all previous election policies and procedures.

##### 3.1.2. Annual Meeting of the Members

The Annual Meeting of the Members, currently held in January, plays a key role in the governance of the organization (Bylaws Article III, Section 1, and Article VII). Reports are



delivered, and candidates for the board have an opportunity to speak to the assembled Members. Further Board nominations may be made. The Election Committee shall see to it that this meeting is announced on-air frequently in the weeks before the meeting.

### 3.1.3. Election Committee

The Election Committee shall be appointed by the Board of Directors at the Board meeting in November ~~two months before the annual Redwood Community Radio Members' Meeting~~. The recommended candidates are the Programmers' and Members' representatives who are serving the second year of their respective terms. These two shall be the election coordinators for the elections in their respective categories. In addition, the Programmers' election coordinator also manages the Mediation Committee election, which happens every three years. A Board member who will be running for their second term may not coordinate an election.

A third Board member shall also be appointed who shall be responsible for creating Board binders for the newly elected Board members, for giving updated versions of appropriate binder documents to seated board members, and for monitoring the progress toward each election.

### 3.1.4. Referee

A neutral person who is willing to receive and help count ballots shall be recommended by the Election Committee for appointment by the Board at the December Board meeting. (or if there is no December Board meeting, at the January Board meeting).

## 3.2. MEMBERS' REPRESENTATIVES TO THE BOARD

### 3.2.2. Voter Eligibility

All Members in good standing as of January 1 ~~the first day of the month when the Annual Meeting is held~~ are eligible to vote, with one ballot being issued per Member. Programmers are considered Members of RCR and thus are eligible to vote for member representatives. (See Bylaws Article II, Section 1.) Children under the age of five and animals are ineligible.

### 3.2.4. Nomination Period 5/26/10; 11/7/17; 5/12/21

The nomination period is from December 1 until February 15. ~~the first day of the month prior to the annual meeting until the end of the third week of the month following the annual meeting.~~ (Bylaws Article V, Section 3). This shall be announced on the air starting in December, on the RCR listserve, in the e-newsletter if possible, ~~the month before the annual meeting~~ and aired frequently in the week preceding the annual meeting. The Election Committee chair shall post a sign at the station.

### 3.2.5. Ballots 11/7/17; 09/08/21

All candidates may submit a written statement. The ballot mailing shall include the date(s) of the candidates' talk show(s), the date ballots are due, and a return envelope addressed to the referee. Ballots shall be mailed to all eligible Members by the close of the fifth business day in March ~~the month following the close of nominations.~~ Family members will receive two ballots. Marked ballots must be returned to the referee postmarked or by hand no later than March 31. the last day of that month. Ballots shall be counted by the close of the tenth business day in April ~~the month following the close of voting~~ (Bylaws Article V, Section 3). Ballot duplication shall be prevented by numbering ballots and by one other security measure.

### 3.2.6. Mailing List



The membership mailing list is not available to candidates. The election coordinator shall inform paid staff once there are two nominations so staff ~~they~~ can begin to prepare the database for producing mailing labels and a copy of the list for the election coordinator's file.

### 3.2.7. Board Member Seating

New Board members shall be seated at the regular April meeting. ~~beginning of the meeting in the month following the close of elections.~~ (See Bylaws Article V, Section 5, and Policy 3.4.).

## 3.3. PROGRAMMERS' REPRESENTATIVES TO THE BOARD

### 3.3.2. Voter Eligibility

All programmers and engineers in good standing may vote.

### 3.3.3. Candidates' Forum

The Programmer election coordinator shall schedule a candidates forum during a Programmers' meeting before or at the beginning of the voting period. The Programmers' election coordinator also manages the Mediation Committee election every three years and volunteers vote in that election. In those years the meeting will be a combined Programmers and Volunteers meeting which includes these two candidates forums.

### 3.3.4. Nomination Period 5/12/21

The nomination period is from December 1 until February 15 ~~the first day of the month prior to the annual meeting until the end of the third week of the month following the annual meeting~~ (Bylaws Article V, Section 2). This shall be announced to all programmers on the RCR listserv by December 1. ~~by the first day of the month before the annual meeting.~~ The Election Committee chair shall post a sign at the station.

### 3.3.5. Ballots 09/08/21

All candidates may submit a statement. Ballots shall be mailed to all eligible programmers by the close of the fifth business day in March ~~the month following the close of nominations, with Mediation Committee ballots in the same mailing and~~ with return envelopes addressed to the referee. When there is a Mediation Committee election, see Policy 3.6.5. Marked ballots shall be returned to the referee postmarked or by hand no later than March 31. ~~the last day of that month.~~ Ballots shall be counted by the close of the tenth business day in April ~~the month following the close of voting~~ (Bylaws Article V, Section 2). Ballot duplication shall be prevented by numbering ballots and by one other security measure.

### 3.3.6. Board Member Seating

New Board members shall be seated at ~~the beginning of the regular April meeting immediately following the close of balloting~~ (Bylaws Article V, Section 5, Policy 3.4).

3.4. SEATING OF NEW BOARD AND BOARD APPOINTMENT 3/21/00; by policy "Voting" passed 4/01 and Bylaws 2003; 05/12/21

The Election Committee shall produce an on-air promo that solicits candidates for the annual appointment of a board member. This promo shall be aired from March 1 until ten days before the April board meeting. It will state that candidates must be Members of RCR 30 days before their nomination.

The Board shall open nominations for the annual board-appointed seat at the March Board meeting. Nominations not made at that meeting shall be delivered to the Board at least six days before the April meeting. The Board shall consider ~~nominations~~ for the annual Board





appointment at the April Board meeting ~~where just after~~ elected members are seated. If other candidates are nominated later, all Board members shall be notified as soon as possible, but no later than six days before the next meeting for a candidate to be eligible.

~~Just after the opening of the meeting following the close of elections, the two newly elected Board members shall be seated. Next the Board may choose the appointee, to be seated immediately.~~

Should the Board choose to seek other candidates before selecting its appointed member, the vote and seating of the appointed member seat can be postponed until the following month's meeting. New candidates may be sought to reach a decisive vote. As before, the Board shall be notified of candidates as soon as possible and by six days before the meeting.

Just after the opening of the April meeting, the outgoing board will approve its minutes, retiring board member(s)' terms will end, as the newly elected Board members shall be seated. Board member appointment nominees have a set amount of time to read an optional statement (5 minutes maximum), and then additional time for a Q&A if there are any questions by the nominee or the Board. Next the Board may vote to elect the appointee to be seated immediately. The new Board then approves the meeting's agenda. That agenda shall include the appointment of temporary officers. At the Orientation Retreat, the new board will discuss work assignments, including officers and committee chairs. Those appointments will occur at a regular meeting as soon as the board is ready to make them.

### 3.6. REPRESENTATIVES TO THE MEDIATION COMMITTEE 3/28/06; 06/27/06

#### 3.6.1. Candidate Eligibility

All candidates interested in a three-year term representing the programmers and volunteers on the Mediation Committee shall be programmers or volunteers in good standing 30 calendar days prior to nomination. ~~(Note: An employee or person contracted for services is ineligible to be on the Mediation Committee.)~~ Volunteers must meet the Voter Eligibility criterion below as well.

#### 3.6.2. Voter Eligibility

All programmers and engineers and volunteers in good standing may vote. A volunteer who delivers six hours of service to the organization in a six-month period may vote.

#### 3.6.4. Nomination Period 05/12/21

The nomination period is from December 1 until February 15. ~~the first day of the month prior to the annual meeting until the end of the third week of the month following the annual meeting.~~ The Programmer's election coordinator Election Committee chair shall send a notice to the RCR listserve notify all programmers and volunteers and shall post a sign near the studios.

#### 3.6.5. Ballots

Two representatives will be elected to the Mediation Committee. All candidates may submit a statement. Mediation Committee ~~b~~Ballots shall be mailed to all programmers and engineers ~~volunteers~~ by the close of the fifth business day of March in the same mailing as the programmer's representative ballots in the month following the close of nominations, with return envelopes addressed to the referee. Eligible volunteers (see Policy 3.6.2.) may ask the Station Manager for a ballot with return envelope. ~~For programmers, the ballots will be sent in the same mailing as the programmers' representative ballots.~~ All ballots shall be returned to the referee postmarked or by hand no later than March 31. ~~the end of that~~



~~month.~~ Ballots shall be counted by the close of the tenth business day in April. ~~the month following the close of voting.~~ Note: RCR's general election policies apply. See Section 3.1.

### **Attachment 3 - Board Member Handbook and Contract and Conflict of Interest Forms**

Policy Manual.

2.3.2. Board Member Handbook and Contract and Conflict of Interest Forms 06/02  
The Board Member Handbook and Contract and Conflict of Interest forms are part of the Board binder. Board members must fill out and sign ~~the latter document~~ both the Board Member Handbook and Contract form and the Conflict-of-Interest Statement form at the beginning of their service. The original signed forms will be ~~housed by Management in the Board file drawer~~ scanned into the Station Manager's files.

### **Attachment 4 - Workplace Violence Prevention Plan (WVPP) and Illness and Injury Prevention Program (IIPP) review plan and approval schedule -**

RCR has a Workplace Violence Prevention Plan and an Injury and Illness Prevention Program, approved by the Board on 5/21/24. These are administered by the Station Manager. The Management team will review annually in May whether any updates or edits are needed. Once reviewed the Board will be asked to accept them on the June consent calendar.

### **Attachment 5 - Programmer Membership policy**

#### **1.MEMBER POLICIES**

##### **1.3 PROGRAMMER MEMBERSHIP**

Upon signing the Programmers and Engineers Agreement, current Programmers and Engineers are considered Members of RCR, without payment of membership dues, in appreciation of their service.

### **Attachment 6 - Fair Access to the Airwaves policy changes**

#### **6.11. FAIR ACCESS TO THE AIRWAVES**

Programmers can say (in decent language) what they think, ~~although with some exceptions.~~ These exceptions include ~~endorsements of ballot measures and political candidates (including themselves);~~ initiating talk about RCR issues without first informing RCR Management, and personal messages. ~~Talk show hosts and engineers~~ Paid staff members and board directors, when on-air or otherwise representing KMUD, are considered as "the voice of KMUD", so they will refrain from endorsing political candidates or ballot measures.



