

Redwood Community Radio Board of Directors

MINUTES - FINAL

March 18, 2025 3:00 p.m.

A. ROLL CALL

BOARD PRESENT – George WinterSun, Flurina Niggli, Stephanie Thomas, Lelehnia DuBois, and Chestine Anderson. Javier Rodriguez joined at 3:13.

BOARD MEMBERS ABSENT – Matt Knight and Michelle Vassel

STAFF PRESENT – Kara Randolph and Sarah Starck

GUESTS: Jama Chaplin (Parliamentarian), Lisa Deny, Andy Caffrey, and Elise Sauer (Board electee)

B. BOARD BUSINESS

1, Motion to approve the February 18, 2025 minutes by Flurina Niggli, seconded by Stephanie Thomas, 5 yes Flurina Niggli, Stephanie Thomas, George WinterSun, Lelehnia DuBois, and Chestine Anderson, 0 No, 0 Abstain. Motion passed.

2. item C Draft Audit under New Business tabled. Item F under New Business Management proposal for northern Humboldt studio tabled. Motion to approve the Agenda with those changes by Anderson, seconded by WinterSun, 5 yes, 0 No, 0 Abstain. Motion passed.

C. OPEN TIME

Andy Caffrey spoke of his qualifications to be a board-appointed nominee.

Jama Chaplin spoke of her qualifications to be a board-appointed nominee.

D. CONSENT CALENDAR ITEMS

Item E Fair Access to the Airwaves and Restrictions policy was removed from the consent calendar and then Motion to approve consent calendar items Election By-Laws changes (second vote) – attachment 1; Election Policy Manual changes (second vote), - attachment 2; Policy Manual 2.3.2. Board Member Handbook and Contract and Conflict of Interest Forms changes (second vote) – attachment 3; Programmer Membership policy (second vote) – attachment 4; appointment of Kat Hart to the Development Committee; and acknowledgement of the resignation of Larry Bruckenstein from the Grievance Panel by Anderson, seconded by Niggli, 6 yes (including Javier Rodriguez), 0 no, 0 abstain. Motion passed.

E. UNFINISHED BUSINESS

Discussion of the new audio processor for KMUE was tabled to a future meeting.

Rodriguez asked that “and Restrictions” be added to the title of the Fair Access to the Airwaves policy with no change in the body of the policy attachment 5 (second vote.). Motion to approve by Anderson, seconded by Niggli, 6 yes, 0 no, 0 abstain. Motion passed.

F. NEW BUSINESS

Motion to approve RCR Nonprofit Education Radio Station Underwriting Policy (first vote) – attachment 9 by Anderson, seconded by WinterSun, 5 yes, 0 no, 0 abstain. (Thomas had left the meeting by this vote).

Motion to approve a new policy in section 5.1. which affirms that we have an Injury and Illness Prevention Plan (IIPP) which includes a Workplace Violence Prevention Program (WVPP) (first vote) attachment 6 by Niggli, seconded by WinterSun, 5 yes, 0 no, 0 abstain. Motion passed.

Motion to approved the BLOCK party proposal by Anderson, seconded by Niggli, 5 yes, 0 no, 0 abstain. Motion passed

Motion to approve the addition to Reserve Fund policy 4.13. (first vote) attachment 7 by Niggli, seconded by Anderson, 5 yes, 0 no, 0 abstain. Motion passed.

Motion to approve changes to Policy Manual 4.10. Check Signers (first vote) attachment 8 by Niggli, seconded by WinterSun, 5 yes, 0 no, 0 abstain. Motion passed.

The Board-appointed seat is now open for nominations by Board Members.

The March 29th Fundraiser at the Arcata Theater Lounge is coming together nicely, with 3 KMUD DJs and the Irie Rockerz as the band. The money will go toward the new studio up in northern Humboldt.

Anderson motioned to approve the Financial Statements submitted by the Financial Manager, Niggli seconded, 5 yes, 0 no, 0 abstain. Motion passed.

G. REPORTS

THE Board received a management report from Station Manager Kara Randolph, who added that the roof is in good condition and open hire for the membership coordinator position starts Monday.

There was a financial report from Finance Manager Sarah Starck, who added that the audit is proceeding smoothly and she expects a draft audit soon. Flurina Niggli, treasurer, made a Finance Committee report.

The Board received a report from Programmer Representatives, the Community Advisory Board, the Correspondence Secretary, and the Development Committee

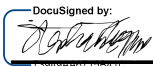
H. Closed session – personnel

No reportable action.

I. Adjournment

There being no further business, the meeting was adjourned at 5:23 pm by President Chestine Anderson.

Respectfully Submitted,

DocuSigned by:


Stephanie Thomas
Secretary

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 1st until February 15th 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 1st until February 15th.

....

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 listserve 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 listserv 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 ~~by~~ 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 - 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 5 - Fair Access to the Airwaves policy changes

6.11. FAIR ACCESS TO THE AIRWAVES AND RESTRICTIONS

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.

ATTACHMENT 6 – Injury and Illness Prevention Plan

5.1. INJURY AND ILLNESS PREVENTION PLAN

To be compliant with state law, RCR has an Injury and Illness Prevention Plan, which includes the Workplace Violence Prevention Program, approved by the Board on 5/21/24. These are administered by the Management Team and will be reviewed annually at the beginning of each year. Once reviewed, the Board will be asked to accept them on the next month's consent calendar.

ATTACHMENT 7 – Reserve Fund

4.13. RESERVE FUND

11/14, 03/10/16, 01/13/20; 05/11/20; 12/09/20

The Board shall maintain a reserve fund. The Board shall work to increase the reserve annually. The Board shall review the balance annually, as a component of the budget review process. In order to use these funds, Management must first submit a written proposal and repayment plan to the Board, and the Board must vote to approve release of the funds. Spending from the reserve fund is for the purpose of emergencies only and is not to be used for operating expenses. If the reserve must be used for operating expenses, a budget review shall take place with emphasis on cutting expenses immediately until the time at which RCR can build back up the reserve fund. A fundraising plan will be developed as needed.

ATTACHMENT 8 – Check Signers

4.10. CHECK SIGNERS

07/12/22

RCR will authorize two Board members as check signers in addition to the Station Manager and Financial Manager. ~~There will also be another staff member authorized as a check signer.~~ Check signers will follow protocols defined in the Accounting Manual.

~~Two people must sign all checks over \$5,000, and one of them must be a Board member. If the Station Manager and staff member signer are not available, two Board members will sign the check. The signers must verify that the expenditure has been approved by the Board. This policy is for budgeted and other necessary expenditures of RCR.~~

ATTACHMENT 9 - KMUD: Nonprofit Educational Radio Station Underwriting Policy

6.20. UNDERWRITING

06/16/98, 05/06/14

~~RCR shall accept no underwriting from individuals or committees concerning candidates or ballot measures in local, state, or national elections.~~

Purpose: This policy ensures compliance with the Federal Communications Commission (FCC) requirements for underwriting announcements on our noncommercial, educational community radio station. We are committed to maintaining the integrity of our noncommercial status while providing opportunities for for-profit, non-profit and governmental entities to support our programming. For several reasons, RCR is choosing to adopt the same rules for all entities, although the FCC's rules for for-profit entities are more stringent.

Key Principles:

1.Sponsorship Identification: All underwriting announcements must clearly identify, but not promote, the sponsor and state at the time of broadcast that the program was "paid for or furnished by" the sponsor.

2. Content Limitations of underwriting announcements:

- Permitted Content: Underwriting announcements may include the sponsor's name, location, contact information (e.g., phone number, email address), and logo or tagline. Descriptions of products and services that are factual and value-neutral may be included.
- Prohibited Content: the first four sections describe "promotional language."
 - Price Information: No mention of prices, rates, or any value-related information (e.g., "special offers," "free," "discounts").
 - Call to Action: No phrases encouraging the audience to take specific actions (e.g., "visit our store/website," "buy now").
 - Inducements to Purchase: No offers such as free gifts, free parking, bonuses, or limited-time promotions.
 - Comparative or Qualitative Claims: No statements comparing products or services to others or asserting superior qualities (e.g., "best pizza" or "finest service", or qualitative language like "environmentally sustainable").
 - Personal pronouns, except "they, them and their."
 - Advocacy for political candidates or initiatives
 - The FCC defines messages that "express the views of any person with respect to any matter of public importance or interest" as advertisements, therefore prohibited in underwriting.
 - Programmers must not comment on the announcements (e.g. "I go there" or "They're great").

3. Duration:

- Underwriting announcements should not exceed 30 seconds to avoid being considered promotional.

4. Non-Interruptive:

- Announcements must not disrupt or alter the regular flow of programming. The beginning, mid-point, and end of an hour are natural breaks in programming which are ideal for airing announcements.

5. Content limitations of other segments of our broadcast:

- It is also important to not promote for-profit entities that compensate RCR for underwriting messages at other times during the broadcast day.

Compliance:

- The Station Manager will regularly review underwriting content to ensure it aligns with FCC guidelines.
- Repeated violations of these rules may result in penalties, as outlined by the FCC, which can include substantial fines for improper content.

By adhering to these guidelines, our station remains compliant with FCC regulations and preserves its educational, noncommercial nature.