

AMENDED and CORRECTED
MEMBERS' PETITION TO BALLOT
for
BYLAW ADDITIONS AND CHANGES

Pursuant to KBOO Bylaws Article XIII this Petition is submitted to The KBOO Foundation for the purpose of placing each of the attached 19 (nineteen) Proposed Additional or Changed KBOO Bylaws on the Ballot for voting and counting at the Annual Meeting of members required to be held in September 2010, or in the alternative, for the members to vote on each of the attached 20 (twenty) Proposed Changed KBOO Bylaws by responding as polled by mail.

This AMENDED and CORRECTED MEMBERS' PETITION shall replace the content of each and any petition however designated previously submitted by petition of its members to The KBOO Foundation under the name of Petitioner Kathleen Leonard-Bushman, 12024 SW River Rd., , Apartment 3, Milwaukie 97222. and submitted for the purpose of having proposals for Bylaw additions and changes duly placed before members of the KBOO Foundation for possible adoption by vote.

This AMENDED and CORRECTED PETITION is hereby delivered electronically to The KBOO Foundation by e-mail posted to manager@kboo.org . A printed copy shall also be delivered to The KBOO Foundation at its registered office at 20 SE 8th Avenue, Portland, OR 97214.

/sgd/ Kathleen Leonard-Bushman, 12024 SW River Rd., ,Apartment 3, Milwaukie
97222 DATE:September 6, 2010

Herewith is the submitted List of more than 30 named co-petitioners, all volunteers or paid-up members .of The KBOO Foundation withMEMBERSHIP EXPIRATION DATE included.

Susan Boyl	09/17/10	Roger Horiuchi	07/30/11
Beverly Brown	08/13/11	Chris Henry	08/26/11
Walter Brown	08/13/11	George Hutchinson	08/31/11
Kathleen Bushman	07/13/11	Jeff Kipilmann	11/04/10
Don Caughey	01/20/11	Terry Leland	08/17/11
Kathy Conner	09/23/10	Gregory Little	08/16/11
J oann Corbett-Pappadopoulos		Yaney Maciver	04/09/11
	04/30/11	Yvette Maranowski	09/17/10
Tenzin Dadon	10/15/10	David R, Meade	02/04/11
David E. Delk	10/19/10	Tim Nam	12/11/10
Tsering Dolma	10/15/10	Glen Owen	02/21/11
Ed R. Epley	07/07/11	Michael Papadopoulos	08/31/11
Daniel Flessas	08/31/11	Danielle Parks	10/14/10
Scott Forrester	05/24/11	Tenzin Sherab	10/15/10
Jeremy Griffith	07/30/11	Tenzin Tsering	10/15/10
Roberta L. Hall	01/31/11	Margi Willowmoon	11/14/10

BYLAW PROPOSALS
Member-Petitioners' submission
of
New or Changed KBOO BYLAW Articles
for
Membership Vote

1: PREAMBLE

Because The KBOO Foundation is a membership nonprofit corporation created under Oregon Law, the members of the Foundation exercise control as owners of the corporation because they have the sole authority to adopt bylaws and to elect directors. The members also understand that the KBOO Directors have a duty to give complete, undivided loyalty to the corporation by respecting the intent of the members; it is the members' intent that the Board of Directors foster the relation between the members and their Foundation by applying KBOO's oft-stated core values off the air as well as on-air.

To safeguard against abuse of the relationship between The KBOO Foundation, its members and its Board of Directors, the members require the highest level of honesty, transparency, accountability and full disclosure in the making of Board decisions about actions to be taken by The KBOO Foundation.

Internet technology makes it possible for all members to be speedily informed of Board decisions and actions and of the information on which those decisions and actions are made. The members intend that The KBOO Foundation's decision power shall ultimately rest on the KBOO membership's power of supervision and speedy review.

Members of KBOO have no simple and inexpensive remedy against actions and decisions of the KBOO Foundation which appear to affect the rights of a member or of members.

It is the members' understanding, hope and intent that their right individually or collectively to seek relief from decisions and actions of The KBOO Foundation will result from exercise of effective membership control of Foundation decisions and actions.

2: CONFLICTING BYLAWS

Conflicts between bylaws shall be resolved in favor of enforcing the members' intent that all corporate powers of The KBOO Foundation be exercised under the supervision and ultimate control of the membership.

It is the members' intent that there shall be one class of members of this corporation .Although BYLAWS Article IV Section 2 provides that membership of this corporation shall consist of all paid-up members, volunteers, and staff and BYLAWS Article VI Section 14 provides that no person shall serve as staff and Board member at the same time, these three groups form part of a single community of persons each having identical ownership powers of supervision and control of The KBOO Foundation, its policies and its decisions.

It is also the members' intent that only a natural person shall become a member of this Foundation; no Corporation , organization or business is a natural person capable of exercising powers of supervision and control which are identical to those to be shared with members who are natural persons.

Where an organization or business is a current member which has designated a person to vote on its behalf, pursuant to KBOO BYLAWS: Art . V Sec. 8, that membership will be either be allowed to expire without option of renewal or may be transferred to a designated person who is able to share in the ownership powers of members.

4: ARTICLE V: *Section 2: Special Meetings*

Special meetings of the members of The KBOO Foundation may be called by the Board of Directors. The members' intent is that a special meeting shall be called whenever a member demands to have the Foundation act to resolve a conflict which the Board has failed or refused to resolve under processes which are transparent; the Board shall account for its failure or refusal. It is also the members' intent that a special meeting be called when any member present at a meeting of the board of directors and participating in discussion demands a review and possible reversal or amendment of a board decision for the reason that the decision may affect the rights of a member or of members under Oregon statute, KBOO Articles of Incorporation or KBOO Bylaws. Member demands for a special meeting addressed to The KBOO Foundation shall be in written or electronic form and shall state the purpose or purposes for which the meeting is called.

5: *Art. V, Section 4: Notice of Meetings.*

It is the members' intent that The KBOO Foundation shall, whenever possible, use Internet technology to reduce the expenditure needed to notify each member of the place, date, and time of the annual and of any special meeting. Notice is effective when electronically posted to the member's e-mail address or when mailed postpaid to the member's street address no fewer than fourteen days before the meeting . Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Chapter 65 of Oregon Revised Statutes. Notice of a special meeting shall also include a description of the purpose or purposes for which the meeting is called.

6: ARTICLE V Section 7: Quorum

A quorum for a members' meeting shall be five percent of the members of The KBOO Foundation, except that where a special meeting is demanded by a member, the quorum shall be double the number of directors in attendance plus one. When the absence of a quorum is noticed by a member no business may be transacted beyond fixing the time to which to adjourn, to recess or take measures to obtain a quorum.

7: ARTICLE VI: Board of Directors , Section 1: General Powers.

Section 1(a)

It is the members' intent that The KBOO Foundation be supervised by and be subject to the control of its members, who shall actively participate in setting major policies and making major decisions.

Section 1(b)

Active membership participation in setting major policies and making major decisions, requires that the members shall be informed of the deliberations and of the facts and reasons on which KBOO decisions are made; it also requires all decisions to be arrived at openly, so that all meetings of board members and of committees shall be open, accessible to members and electronically recorded. Such records shall be maintained for at least ten years, and in electronic form shall be available for free public inspection and copying.

Section 1 ©

Active membership participation in the making of both major and minor decisions requires The KBOO Foundation to allow and to facilitate unmoderated, uncensored communication between individual members ; it also requires the taking of minutes to record policy decisions, and proposed actions, with the names of those voting so that the record of decisions shall be reviewable by any Foundation member and so that decisions representing negligence and malfeasance of any Foundation member exercising powers under the authority of this corporation can be traced. All minutes shall be archived in electronic or print form, and in electronic form shall be available for free public inspection and copying.

Section 1 (d)

It is the members' intent that all affairs of The KBOO Foundation shall be managed under the direction of the Board of Directors or of its committees or staff acting under the supervision and control of the membership. Each director is accountable to the membership for decisions or actions made on behalf of The KBOO Foundation,

8: *ARTICLE VI: Section 3 :Term*

It is the members' intent that the term of office for an elected Board Member shall be three years, beginning October 1 and ending September 30. The term of office for any Board member appointed by the Board of Directors shall end at the next annual meeting of members of The KBOO Foundation.

Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is seated. A Board member may be reelected without limitation on the number of terms the Board member may serve.

9: *ARTICLE VI: Section 7: Board Vacancy*

Any vacancy on the Board of Directors and any newly created Board positions shall be filled by a majority vote of the members then on the Board of Directors. until the next annual election.

10: *ARTICLE VI :Section 8(a): Absence from Meeting*

Any Board member who misses three or more Board meetings per year, including the annual meeting and annual Board retreat, may be removed by a majority vote of the Directors then in office. The Board may excuse absences for proper reason and the decision to excuse shall be recorded in the Minutes together with the list of votes together with the vote count.

11: *ARTICLE VI: Section 8(b) Membership Removal of Directors*

It is the intent of the Foundation members that one, or more than one or more sitting Board member may be removed, by a vote of two-thirds of the members of The KBOO Foundation present at a special membership meeting called for that purpose. The notice for the meeting shall state that the purpose of the meeting is the removal of one or more than one Director and the reason proposed for cause or without cause for the removal shall be also stated. Those proposed for removal shall be named in the notice.

12: *ARTICLE VI: Section 8(c) Board Removal of Appointed Directors*

It is the intent of the Foundation members that any appointed Board member may be removed, with or without cause, by a two-thirds of the sitting Directors who were elected by the members. Fair and reasonable notice of the proposed removal shall be announced and published in the agenda of a Board meeting. The notice for the meeting shall state that the purpose of the meeting is the removal of one or more than one Director. Those proposed for removal shall be named in the notice.

13: Art. VI: *Section 13: Open Meetings*

It is the intent of The KBOO Foundation that the Board of Directors, its committees and other committees created by it shall hold open meetings preceded by adequate electronic notification published on the KBOO Web pages. It is also the intent of the membership that the Board of Directors may only hold sessions closed to the public after issuing notice that the Directors intend to discuss a topic identified as privileged in statute or bylaw, the notice shall state the topic and state on what authority it is privileged. Any decision based on discussion in a closed session shall be made in public session, shall be recorded and Minutes should be taken and published. Privileged topics include those relating to the initial hiring of staff, and to subsequent disciplinary meetings. The staff person may request that the hearing be open, and must be given notice of that hearing and opportunity that it be open.

In no case may the Directors meet in closed session to discuss matters of policy, matters of governance, or the candidacy of any member for appointment or for election.

The Directors may also choose to hold a closed session so that every director may engage in frank and candid discussion with legal counsel retained in litigation involving The KBOO Foundation, also in frank and candid discussion with financial advisers in regard to the acquiring, exchanging or relinquishing of KBOO's investments.

14: Article VIII: *Section 1: Committees of Directors.*

The Board of Directors may create and appoint one or more committees of the Board of Directors, each of which shall consist of two or more Directors, which shall exercise the authority of the Board of Directors in the management of the corporation, subject to the supervision and control of the membership; no committee of the board may authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of any Foundation asset or license; of value greater than \$1000, elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles of Incorporation or these bylaws.

15: Article VIII: *Section 2(a): Nominating Committee.*

It is the intent of the membership that the nomination of candidates for election is a matter for only the candidates to determine: Director and Staff involvement in KBOO elections and Board appointment shall be transparent and limited to the election or the appointment process.

16: Article VIII: *Section 3. Other Committees.*

The Board of Directors may create other committees not having and not exercising the authority of the Board of Directors in the management of the corporation. Any member of The KBOO Foundation who attends three consecutive meetings of any such committee is a member of that committee. At any meeting of such a committee there may be present to observe the proceedings a Board member appointed by the Board, and a staff member appointed by staff; the status of observer carries rights to committee membership. At each such meeting one committee member shall be chosen to chair the subsequent meeting.

17: Article VIII: Section 9: Sec 4(a): Program Committee.

The Program Committee shall conduct ongoing evaluations of programming and programmers; evaluate program proposals; make recommendations concerning programming changes to the Program Director; and advise the Board of Directors regarding programming goals and issues. The Program Committee shall also serve as the corporation's Community Advisory Board. In that capacity, it shall review the programming goals established by the corporation, the service provided by the corporation, and the significant policy decisions rendered by the corporation; advise the Board of Directors with respect to whether the programming and other policies of the corporation are meeting the specialized educational and cultural needs of the communities served by the corporation; and make such recommendations as it considers appropriate to meet such needs. Program Director decisions shall be placed before the Board of Director; Board decisions which concern programming are made under the supervision and control of the membership through the power to call a special meeting of members.

18 Article VIII: Section 9: Committee Requirements

All committees shall hold open meetings pursuant to Article VI, Section 1(b) of these bylaws, shall post electronic notice of their meetings, and shall also take and post electronic minutes of their meetings. Electronic posting shall be done on KBOO's web pages.

No Standing Committee of Directors, Standing Other Committee or Other Committee mentioned in Art. VIII shall hold closed meetings; but any member of any such committee shall be free to attend a closed meeting of the Board of Directors, upon receipt of proper notice and a Board request for attendance, for the purpose of contributing to the frank and candid discussion mentioned in Art. VI, Sec. 13

19: Article X: Section 4: Use of Members List by Members

In addition to what is required under KBOO BYLAWS: Article 5 Section 6, the Members' list to be prepared by the KBOO Foundation shall contain current alphabetical list of the names, addresses and expiry dates for all its members.

The list of members shall be available for free electronic inspection and copying by any member for the purpose of communicating with other members about the decisions and actions of the Foundation, or to solicit support for the holding of a membership meeting, or to solicit support for the appointment of a member to the Board of Directors, or to solicit votes for declared or undeclared candidates .

"Addresses" shall include telephone numbers and e-mail addresses in order to facilitate rapid and inexpensive communication between members on matters relating to KBOO business especially about Foundation decisions and actions which appear to affect the rights of a member or of members.

Individual members shall be afforded the option of not providing telephone numbers and e-mail addresses to the KBOO Foundation