

Twenty Ballot Proposals – Mon Aug 16th 2010

as submitted by Member-Petitioners submitting New or Changed KBOO BYLAW Articles

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1: PREAMBLE

The KBOO community firmly rejects the culture of retribution and exclusion in favor of transparency and accountability of management to the members of THE KBOO FOUNDATION.

It is therefore the members' intent that the Board of Directors foster the relation between the members and their Foundation by applying and not rejecting KBOO's oft-stated core values off the air as well as on-air.

Because THE KBOO FOUNDATION is incorporated as a membership nonprofit corporation, the members also understand that the KBOO Directors have a duty to give complete, undivided loyalty to the corporation and its members.

The relationship between THE KBOO FOUNDATION, its members and its Board of Directors requires the highest level of honesty, transparency, accountability and full disclosure to be a necessary part of Board decisions and actions.

Because 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 review and supervision.

2: CONFLICTING BYLAWS

It is the members' intent that conflicts between bylaws be resolved in favor of supporting the members' intent that all corporate powers shall be exercised under the supervision and ultimate control of the membership.

3: ARTICLE IV: Section 1. Classes of Members.

It is the members' intent that all members shall have identical powers of supervision and control of the KBOO Foundation.

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.

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 is terminated or is transferred to the designated person.

4: ARTICLE V: Sec 2: Special Meetings

Special meetings of the members of the corporation may be called by the Board of Directors..

It is the members' intent that a special meeting shall also be called whenever a member demands to have the corporation act to resolve a conflict which the Board has failed or refused to resolve under processes which are transparent and under which the Board shall account for its failure or refusal.

A special meeting shall also 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.

Written member demands for a special meeting shall be addressed to THE KBOO FOUNDATION.

5: Art. IV, Sec 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 meeting and of any special meeting.

Notice is effective when electronically posted to the member's email 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. Sec 6. Members' List.

The Foundation shall prepare and maintain in electronic form a current alphabetical list of the names, addresses and membership dates of all its members.

The list of members shall be available for 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

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declared candidates.

A member, the member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirement of Chapter 65 of Oregon Revised Statutes, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection.

The corporation shall make the list of members available at the meeting, and any member, or the members' agent or attorney, is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

7: ARTICLE V. Sec 7: Quorum

A quorum shall consist of five percent of the members of the corporation, 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.

8: ARTICLE VI: Board of Directors , Sec. 1: General Powers.

Sec. 1(a) The Foundation members intend the KBOO Foundation to be a organization supervised by and subject to the control of its members, who actively participate in setting major policies and making major decisions.

Sec. 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.

Sec. 1 (c) 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 in order that the record of decisions shall be reviewable by any Foundation member and in order that decisions representing negligence and malfeasance of any Foundation member exercising powers under the authority of the Foundation can be traced.

Sec. 1 (d) All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation 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,

9: 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.

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.

10: ARTICLE VI: Section 7: Board Vacancy

Sec. 7(a) 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.

Absences may be excused by the Board for proper reasons; the decision to excuse is invalid unless recorded in the Minutes together with the list of Directors voting for or against..

Sec. 7(b) It is the intent of the Foundation members that one, or more than one, sitting Board member may be removed, with or without cause, by a vote of two-thirds of the members 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. Those proposed for removal shall be named in the notice.

Sec. 7 (c) It is the intent of the Foundation members that any Board member appointed by the Board to fill a vacant seat may be removed, with or without cause, by a two-thirds of the sitting Directors who were elected by the members.

11: ARTICLE VI: Section 8(a) Removal of Board member for repeated absence

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 reasons and the decision to excuse shall be recorded in the Minutes together with the list of of Directors voting for or against

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

It is the intent of the Foundation members that one, or more

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than one sitting Board member may be removed, with or without cause, by a vote of two-thirds of the members 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.

Those proposed for removal shall be named in the notice.

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

It is the members' intent that any Board member appointed by the Board to fill a vacant seat may be removed, with or without cause, by a two-thirds majority of the sitting Directors who were elected by the members.

14: ARTICLE VI: Section 8(d) Limiting the term of a Director's appointment

It is the members' intent that a board member appointed to fill a vacancy shall serve for a term ending at the next annual election

15: ARTICLE VI: Sec. 13: Open Meetings

It is the intent of THE KBOO FOUNDATION that the Board of Directors, the Board's committees and other committees created by the Board 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 upon what authority it is privileged.

Any decision based on discussion in a closed session shall be announced 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 of the opportunity to specify 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.

16: Article VIII: Sec. 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 Foundation, 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.

No such Committee may, elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor adopt, amend, or repeal the Articles of Incorporation or these bylaws.

17: 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.

18: Article VIII: Section 3. Other Committees.

The Board of Directors may create other committees not having and exercising the authority of the Board of Directors in the management of the Foundation.

Members of these shall include at least one Board member appointed by the Board as an observer, one staff member appointed by staff as an observer, and any member of the corporation who attends three consecutive meetings. Observers have no voting power.

19: 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 Foundation's

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Community Advisory Board.

In that capacity, it shall review the programming goals established by the Foundation, the service provided by the Foundation, and the significant policy decisions rendered by the Foundation; and shall 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 Foundation and make such recommendations as it considers appropriate to meet such needs.

Program Director decisions shall be placed before the Board of Directors.

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.

20: 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 its meetings, and shall also take and post electronic minutes of its meetings. Electronic posting shall be done on KBOO's web pages

Any Standing Committee of Directors, Standing Other Committee or Other Committee mentioned in Art.VIII shall not hold closed meetings but shall be free to attend a closed session of Board of Directors , upon receipt of published notice and a Board request for attendance, for the purpose of contributing to the frank and candid discussion mentioned in Art. VI, Sec, 13
