Amendment to the WJFF Amended and Restated By Laws 2020

WJFF Radio Catskill Board of Trustees Meeting Minutes
April 25, 2022 at 6:00pm
Virtual meeting online and in person at the Delaware Valley Arts Alliance, Narrowsburg, NY
Approved May 24, 2022

Trustees Present: Jeff Barnes, Dale Blagrove, Amy Brightfield, Duncan Cooper, Barbara Demarest, Kirsten Foster, Kathy Geary, Leif Johansen, Leila McCullough, Clay Smith, Sally Stuart, Michael Williams

Trustees Absent: Judith Schwartzstein

Staff Present: Tim Bruno, Patricio Robayo

C.A.B. members: Joseph Abraham

Members of the public present who identified themselves: none

A quorum being present, Kirsten Foster called the meeting to order at 6:03pm.

Nom & Gov, Chair Amy Brightfield

WJFF By Laws Proposed Amendments were sent to each BOT member via email for review and published on the WJFF website for the public. The Executive Committee met with the Nom & Gov committee on March 25th. The committee viewed and shared a spreadsheet with all 27 proposed changes. Each change was identified by the Article number and section number. The original text was included in full and the amended text was presented alongside the original text. Any additions or deletions were indicated in red. Every item was discussed and the reason for each change was clarified. The executive committee made a motion to recommend that the BOT vote to approve all changes as presented by the Nom & Gov committee. See below for all the details.

Special thanks to Barbara Demarest who did the initial By Laws review and Leif Johansen who maintained the Google Spreadsheet with all the details and notes.

MOTION (Geary / Demarest): to approve all the proposed amendments to the WJFF By Laws as presented by the Nominating and Governance committee and approved and recommended by the Executive Committee.

In Favor: Jeff Barnes, Dale Blagrove, Amy Brightfield, Duncan Cooper, Barbara Demarest, Kirsten Foster, Kathy Geary, Leif Johansen, Leila McCullough, Clay Smith, Sally Stuart, Michael Williams

Opposed: None

Abstaining: None

Submitted by Kathy Geary, Secretary of the Board
<table>
<thead>
<tr>
<th>Item</th>
<th>Page</th>
<th>Article</th>
<th>Section</th>
<th>Current Language</th>
<th>Proposed Language</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>6</td>
<td>V</td>
<td>1bii</td>
<td>Appoint all Officers for the Corporation and approve the members of any Committee of the Board appointed by the President. Appointments to committees shall be made for one year at the meeting following the election officers.</td>
<td>Appoint all Officers for the Corporation and approve the members of any Committee of the Board OR ADVISORY COMMITTEES appointed by the President. Appointments to committees shall be made for one year at the meeting following the election officers.</td>
</tr>
<tr>
<td>2</td>
<td>6</td>
<td>V</td>
<td>2</td>
<td>The number of Trustees constituting the Entire Board shall be the number of Trustees in office and entitled to vote following the most recent election of Trustees.</td>
<td>The number of Trustees constituting the Entire Board shall be the CURRENT number of Trustees in office and entitled to vote, following the most recent election of Trustees.</td>
</tr>
<tr>
<td>3</td>
<td>6</td>
<td>V</td>
<td>3</td>
<td>Each candidate for the Board of Trustees shall be at least 18 years of age and a citizen of the United States of America.</td>
<td>Each candidate for the Board of Trustees shall be at least 18 years of age. <strong>No more than two trustees may be non-citizens and a citizen of the United States of America.</strong></td>
</tr>
<tr>
<td>4</td>
<td>6</td>
<td>V</td>
<td>3</td>
<td>Those elected as Trustees are considered to be volunteers and are expected to maintain the standard of a volunteer in good standing of the corporation and to be contributing members of the Corporation in accordance with membership levels set by the Board from time to time.</td>
<td>Those elected as Trustees are considered to be volunteers and are expected to maintain the standard of a volunteer in good standing of the corporation and to be contributing members of donors to the Corporation annually, in accordance with membership levels set by the Board from time to time.</td>
</tr>
<tr>
<td>5</td>
<td>7</td>
<td>V</td>
<td>4b</td>
<td>Staggered Terms. The terms of the Trustees shall be staggered into 3 equal as possible classes, so that the terms of one-third of the Trustees elected by the Voting Volunteers and the terms of one-third of the Trustees elected by the Board shall expire each year.</td>
<td>Staggered Terms. The terms of the Trustees shall be staggered into 3 equal as possible classes, so that the terms of one-third of the Trustees elected by the Voting Volunteers and the terms of one-third of the Trustees elected by the Board shall expire each year.</td>
</tr>
<tr>
<td>6</td>
<td>7</td>
<td>V</td>
<td>5a</td>
<td>Election by the Board. To become a Trustee elected by the Board, a person shall be nominated by the Nominating Committee,</td>
<td>Election by the Board. To become a Trustee elected by the Board, a person shall be nominated by the Nominating AND GOVERNANCE Committee,</td>
</tr>
</tbody>
</table>
The Nominating Committee, with the assistance of the Corporation’s staff

Application form for those seeking to nominate a candidate for election to the Board shall be made publicly available at the office of the Corporation in Jeffersonville and on the Corporation’s website.

Services Not Counted Toward the Eligibility Threshold. The hours logged in the production and airing of radio programs that are not the sole property of the Corporation, i.e., programs that air on other radio stations without payment of royalties to the Corporation for such airing rights, do not count toward the 36 hours needed to become a Voting Volunteer. The Corporation encourages the producers of such programs to become Voting Volunteers by contributing at least 36 hours of volunteer service to the Corporation by other means, such as shift work, answering phones, working at events and the like.

Election by the Voting Volunteers. To become a Trustee elected by the Voting Volunteers a person shall be nominated and elected in accordance with the process outlined below.

Election by the Voting Volunteers. When an election by the Voting Volunteers is set by the Board of Trustees, the staff member assigned to administer the election shall prepare a set of steps and timetable to be followed in the election and will make that information publicly available.

If a volunteer elected trustee seat becomes vacant with more than a year remaining in the term, a special volunteer election will take place to fill the vacant seat.
Public Announcement of Voting Volunteers. A list of all Voting Volunteers shall be posted at the Corporation’s Office in Jeffersonville and on the Corporation’s Listserve one month prior to the mailing of Volunteer candidate Ballots.

iv. Extenuating Circumstances and Dispute Resolution. Any volunteer wishing to dispute his or her exclusion from the list of Voting Volunteers, or to explain extenuating circumstances that might have prevented him or her from completing the full 36-hour eligibility requirement, may do so in writing to the staff member responsible for coordinating Volunteers and the staff member responsible for overseeing programming, up to and including 14 days prior to the date the ballots are mailed. A determination of eligibility shall be made and communicated to the volunteer at least 7 days prior to the date the ballots are mailed.

vi. Election. The Election by the Voting Volunteers shall be conducted by written ballot. The ballots listing the candidates for election and their accompanying statements shall be sent to the mailing addresses of record of the Voting Volunteers 21 days prior to the Annual Meeting in June. Ballots may be returned by mail or in person and may be delivered to the designated staff person up until 3pm two business days before the commencement of the Annual Meeting. The votes shall be counted the day before the annual meeting. All candidates will be informed of the outcome of the vote upon completion of the count and the results announced at the Annual Meeting.

Eliminate. Staff will prepare steps and timetable and make publicly available.
Section 6. Removal. Any Trustee may be removed at any time for cause by a two-thirds vote of the Entire Board at a regular meeting or special meeting of the Board called for that purpose. Any trustee missing three consecutive meetings of the Board shall be automatically removed without further action of the Board unless a majority of the Trustees has excused such Trustee from attendance due to extreme circumstance(s). Among other possible circumstances constituting “cause,” losing status as a volunteer in good standing shall constitute “cause” for purposes of this section.

Section 7. Resignation. Any Trustee may resign from the Board at any time by delivering a resignation in writing to at least two members of the Executive Committee. The acceptance of a resignation by the Board shall not be necessary to make the resignation effective, but no resignation shall discharge any accrued obligation or duty of a Trustee.
Section 9. Vacancies and Newly Created Trusteeships. Any newly created Trusteeships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of Trustees then in office, regardless of their number. The Trustees so elected shall serve until the next annual meeting at which the election of Trustees is the regular order of business and his or her successor is elected or appointed or qualified. A vacancy on the Board shall be deemed to exist on the occurrence of any of the following: a. The death, resignation or removal of any Trustee; b. An increase in the authorized number of Trustees by resolution of the Board; c. The failure of the Trustees, at any annual or other meeting of Trustees at which any one or more Trustees are to be elected, to elect the full authorized number of Trustees to be voted for at that meeting.

c. Time and Place of Meetings of the Board. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice thereof. Minutes from these meetings will be forwarded to station management by the Secretary and posted at the Corporation’s offices and on the website following their approval and acceptance by the Board.

ii. Regular Meetings. Regular meetings of the Board are held at least eight times a year. An annual schedule of meetings is adopted at the first meeting following the annual election and posted at the Corporation’s Jeffersonville office and on the Corporation’s website.
b. Notice to Trustees. Members of the Board must be notified of the time and place of Regular meetings and of the Annual meeting at least 7 days in advance. Notice of the Board may be held without additional notice of the time and place if such meetings are fixed by the Bylaws or the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting shall be given to each Trustee by (i) e-mail, facsimile or telephone at least 5 days before the day on which the meeting is to be held or (ii) mailed to each Trustee, postage prepaid, addressed to him or her at his or her residence or usual place of business, or at such other address as he or she may have designated at least 7 days before the day on which the meeting is to be held. To discuss matters requiring prompt action, notice of special meetings may be sent to each Trustee by e-mail, facsimile, or telephone, or given personally, no less than 48 hours before the time at which such meeting is to be held, unless an emergency meeting must be held within 48 hours, in which case the notice period may be waived by any Trustee who attends the meeting without protesting the lack of notice prior to the meeting or its commencement.

Section 12. Alternative Meeting Formats. Any one or more Trustees of the Board or any committee thereof may participate in a meeting of the Board or committee thereof by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long
Each Officer shall be appointed for a one-year term and shall hold office until his or her successor is duly elected and qualified, or until his or her death, resignation or removal.

Section 9. Compensation. No compensation of any kind shall be paid to any Officer for the performance of his or her duties as Officer, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

Redundant with Section V Section 15. All officers are trustees.

There shall be kept at the office of the Corporation correct books of account of the activities of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all appendices attached thereto, copies of the the Board. Corporation’s policies and all minutes of meetings of the Board.

The corporation shall keep correct records of the activities of the Corporation, including minutes, the Certificate of Incorporation, the Bylaws and all appendices, and all policies of the Corporation.
These Bylaws may be amended or repealed by a two-thirds vote of all Trustees present at any duly called and held meeting of the Board, provided that written notice of the proposed amendment(s), including the text thereof, shall have been conveyed by mail or email to each Trustee at his or her residence or usual address at least 8 and not more than 30 days in advance of such meeting.