

WEFT BOARD OF DIRECTORS STANDARD OPERATING PROCEDURE

Revision 8, May 25, 2015

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Preface: The WEFT Board of Directors employs the use of the By-laws of Prairie Air, Inc, this Standard Operating Procedure (SOP), and Robert's Rules of Order to conduct its parliamentary procedures. The hierarchy of documents is in that order. The By-laws supersede any contradictions which may occur in the SOP and the SOP supersedes any contradictions with Robert's Rules.

1.0 General Responsibilities/Roles of the Board of Directors (BOD)

- 1.1 The Board of Directors serve as the managers of Prairie Air, Incorporated, a not-for-profit corporation under the laws of the State of Illinois
- 1.2 As outlined in the by-laws of Prairie Air, Inc., the Board of Directors have the responsibility to run WEFT-FM radio in a fashion that maintains its accessibility, responsibility, and responsiveness to the diverse communities of radio listeners in East Central Illinois
- 1.3 It is the responsibility of the BOD to oversee procedures for the training of WEFT volunteer personnel and the allocation of air time to volunteer personnel.
- 1.4 It is the responsibility of the BOD to oversee the management of both the paid and volunteer staff of WEFT to assure that all staff can work in an environment of respect and fair treatment.
- 1.5 The Board shall oversee policies and procedures of WEFT/Prairie Air and its committees, to assure that they are fair and equitable.
- 1.6 The Board shall assure that all committees of WEFT operate in accord with their policies and procedures.
- 1.7 The Board shall assure that all policies and procedures of any body of WEFT/Prairie Air are made available to all interested parties.
- 1.8 It is the responsibility of the BOD to assure that the policies of WEFT facilitate input from the communities of East Central Illinois that are served by the station. The BOD shall receive input from the Community Advisory Board regarding programming practices and policies of the station. The BOD shall receive input from residents of the listening area regarding policies and programming.
- 1.9 The Board of Directors has the responsibility of maintaining WEFT and advancing its interests in East Central Illinois.
- 1.10 The BOD is the principle financial body of Prairie Air/WEFT.

- 1.10.1 The Board is responsible for the development and approval of all budgets and other financial plans.
 - 1.10.2 The Board is responsible for oversight of all financial development/fund raising plans for WEFT-FM.
 - 1.10.3 The Board is responsible for monitoring spending by WEFT to assure compliance with the budget and other financial plans.
 - 1.10.4 The Board is responsible for maintaining the financial records of WEFT, and assuring that WEFT submits all required regulatory and tax reports, as well as any other financial reports that may be required.
- 1.11 The Board of Directors is the principle legal body of Prairie Air/WEFT
- 1.11.1 The Board is responsible for assuring that WEFT is in compliance with all relevant laws and regulations, including requirements of the Federal Communications Commission and other governmental agencies.
 - 1.11.2 The Board is responsible for assuring that WEFT maintains current records and other documents that are required by law or regulation, including the maintenance of the 'public file' and operating logs.
- 1.12 The Board of Directors, in consultation with the General Manager(s), is responsible for all personnel functions of WEFT.
- 1.12.1 The Board shall establish policies for the hiring, evaluation, and firing of all paid staff for WEFT-FM.
 - 1.12.2 The Board shall assure that hiring policies as established are being followed.
 - 1.12.3 The Board shall evaluate the performance and compensation of paid staff on an annual basis or as otherwise provided for by established policy or employment contract.
 - 1.12.4 The Board shall be the final decision making body in the selection and termination of all paid WEFT staff.
 - 1.12.5 The Board is responsible for establishing all terms of employment of paid staff, including amount and type of remuneration, length of employment, and responsibilities of the employee.

1.13 The Board is responsible for protecting the interests of WEFT.

1.13.1 The Board is responsible for protecting the ‘air space’ of WEFT 90.1 FM by taking all legal steps to halt the establishment of interfering broadcast stations in East Central Illinois.

1.13.2 The Board is responsible for assuring that the physical facilities of WEFT are maintained in safe working order and that all relevant contracts and financial arrangements are maintained to keep WEFT on the air.

1.14 The Board is responsible for obtaining and maintaining a location for the WEFT transmitter, and assuring that any lease, rental, or mortgage payments are made as due.

1.14.1 The Board is responsible for obtaining and maintaining a location for the studios of WEFT radio, and assuring that any lease, rental, or mortgage payments are made as due.

1.14.2 The BOD is responsible for taking any other steps that will protect WEFT from being unable to continue broadcasting.

1.15 The Board of Directors is responsible for performing any other functions as shall be required by law or by the Board’s own actions.

2.0 Definitions

Within the context of this document, the following definitions shall apply:

2.1 “*By-laws*” refers to the Bylaws of WEFT/Prairie Air, Inc. as adopted on December 14, 1992, and amendments made subsequently.

2.2 “*Board*”, “*BOD*,” or “*Board of Directors*” refers to the Board of Directors of WEFT Prairie Air, Inc.

2.3 “*Member(s)*” refers to duly chosen members of the BOD as outlined in the Article 6 of the By-laws.

2.4 “*Officers*” refers to the duly-elected officers of the Board as described in Article 7 of the By-laws.

2.5 “*Executive Committee*” shall refer to the officers and the General Manager of WEFT (ex officio and non-voting).

2.6 “*Member of WEFT*” refers to Members of WEFT/Prairie Air, Inc. as described in the

Article 4 of the By-laws.

- 2.7 “Associate” or “Associate of WEFT” refers to associates of WEFT as described in Article 5 of the By-laws and as identified by the Associates Committee.
- 2.8 “General Manager” or “Station Manager” shall refer to the person or persons appointed by the board to be in charge of the day-to-day operation of WEFT as described in the By-laws Article 7.05.
- 2.9 “Meeting” means the deliberations of at least the number of members the BOD, or any committee thereof, required to take action on behalf of such body or committee where such deliberations determine or result in the joint conduct or disposition of the governing or advisory body's business, or the committee's business, as the case may be, but only to the extent that such deliberations relate to public broadcasting. For a meeting to occur, the following must be present: 1) a quorum must be in attendance, and 2) the deliberations must take place, and 3) the deliberations must determine or result in the joint conduct or disposition to the business as they relate to public broadcasting. The WEFT BoD will determine on a case-by-case basis whether the elements that make a gathering into a "meeting" subject to the open meeting provisions are present.

3.0 Membership

3.1 Who are Members

- 3.1.1 The number of Directors shall be 15. On even numbered years, 7 Board members shall be elected including 2 by the Members, 3 by the Associates, and 2 by the current Board. On odd numbered years, 8 Board members shall be elected including 2 by the Members, 3 by the Associates, and 3 by the current Board.
- 3.1.2 Procedures for the election of members are outlined in the By-laws.

3.2 Officers

- 3.2.1 The officers of the board shall include a Chair, a Vice-Chair, a Recorder, and a Treasurer. The officers shall be elected by the board in the December meeting of each year, as outlined in Article 7.02 of the By-laws.

3.2.2 Duties

3.2.2.1 The Chair

The chair of the BOD shall serve as the principle executive officer of Prairie Air, Inc. and WEFT-FM as outlined in the by-laws Article 7.04

The chair of the BOD shall prepare the agenda and board packet (see below) for any regularly scheduled or special meeting of the BOD. These responsibilities may be delegated as appropriate.

The Chair shall preside at all meetings of the Board of Directors, except where conflict of interest may exist or be established by procedures outlined below.

In the event that the Chair is unable to fulfill this duty for any reason, the Vice-Chair shall preside in her or his stead.

3.2.2.2 The Vice-Chair

The principle responsibility of the Vice-Chair is to serve in place of the Chair in the event that the Chair is unable to serve in any of his or her functions.

The Vice-Chair may execute for Prairie Air, Inc./WEFT any contract, deed, mortgage, bond, or other instrument, or may otherwise fulfill any function delegated to the Chair in the bylaws (Article 7.04) when the Vice-Chair is expressly delegated to assume these functions.

3.2.2.3 Secretary (Recorder)

The Secretary shall be responsible for taking minutes of all meetings of the BOD and of the Executive Committee.

The Secretary is responsible for the prompt dissemination of such minutes.

The Secretary shall send the unapproved minutes to the Board's electronic mail (e-mail) or by other means no more than seven (7) days after the meeting.

The minutes shall be posted at the station and on the Associates' electronic (e-mail) list no more than seven (7) days after the Board's approval of the minutes.

The Secretary shall prepare any other communications which are delegated by the board.

3.2.2.4 Treasurer

The Treasurer shall serve as the Chief Financial Officer of Prairie Air, Inc./WEFT.

The Treasurer, in consultation with the General Manager and other paid or volunteer staff as may be appropriate, shall be responsible for preparing the annual budget for approval by the board.

The Treasurer shall be responsible for insuring that financial reports are prepared for the BOD at each regularly scheduled Board meeting.

The Treasurer shall be responsible for insuring that the financial records of WEFT/Prairie Air, Inc. are maintained in a timely fashion, and in accordance with standard accounting practice.

The Treasurer shall be responsible for insuring that appropriate financial and tax-related reports are filed with the appropriate bodies, as required.

3.2.2.5 The Treasurer and Station Manager in projection of a short term cash flow need, with written approval of the treasurer and Board Chair; the Station Manager is authorized to access our Line of Credit (LOC) to maintain a cash position that would keep a two month cash balance in our operating checking account, based on average expenditure per month over a twelve month period. Each potential withdrawal from the LOC should be no more than one month's average expenses. In the event that either the Board Chair or the Treasurer is unable to give approval within three business days, then a Board vice Chair may be asked to sign the approval for making a withdrawal from the Station LOC.

3.2.3 Recall

3.2.3.1 As described in Article 7.03 of the by-laws, officers of the BOD may be recalled from office by the Board whenever the Board judges that the best interests of WEFT/Prairie Air, Inc. will be best served thereby.

3.2.3.2 Recall of a Board member may take place at any regularly scheduled meeting of the BOD.

3.2.3.3 The recall of officers shall occur by a 2/3 vote of members present and voting at the meeting.

3.2.3.4 Written notice of the intention to hold a recall vote shall be provided to all members at least one month prior to the vote.

3.2.3.5 A member wishing to initiate a recall proceeding against an officer shall contact the Chair at the earliest possible date. In the event that the officer to be recalled is the Chair, the member may contact the Vice-Chair or General

Manager to begin the recall process. Notice to initiate the recall process may take place at a regularly scheduled meeting of the BOD.

3.3 Member Responsibilities

3.3.1 Members should serve as representatives of WEFT and/or Prairie Air, Inc. as circumstances require. Members should:

3.3.1.1 Represent WEFT and Prairie Air, Inc. to external (non-WEFT) members of the community (both individuals and organizations) and to others as circumstances require.

3.3.1.2 Represent the board of directors to WEFT members, associates, employees, and other affiliates of WEFT as circumstances require.

3.3.1.3 Fairly and accurately represent the views of the Board, and clearly differentiate personal viewpoints from official positions of WEFT and/or Prairie Air, Inc.

3.3.2 Members must maintain the confidentiality of any confidential or sensitive information discussed by the board, or obtained in the conduct of BOD duties.

3.3.3 Members are responsible for maintaining and enhancing the public image of WEFT as circumstances allow. When communicating information regarding WEFT or Prairie Air, Inc, members should take into account the effect of that communication on the image of the station.

3.3.4 Members should remain knowledgeable and informed about the issues before the BOD.

3.3.5 Members should be informed participants in the deliberations and decision-making processes of the board.

3.3.6 Members are expected to attend each meeting of the board.

3.3.6.1 When it is not possible to attend a meeting, members are expected to contact the Chair or Vice Chair of the Board to inform them of their anticipated absence.

3.3.6.2 Failure to attend 2 consecutive meetings shall be considered a failure to meet responsibilities of membership. The board shall take action as outlined below.

3.3.7 Members are expected to arrive at meetings in a timely fashion, and to stay for the

duration of the meetings.

3.3.8 Members should prepare for meetings by reading the Board Packet (see below).

3.3.9 Members are responsible for informing the BOD of any conflicts of interest that may exist in their participating in discussions and decision-making on any issue before the board.

3.3.10 Members should inform the officers of the Board of impediments to the fulfillment of the above mentioned responsibilities.

3.3.11 Members may request a leave-of-absence from membership.

3.3.11.1 A maximum leave of 3 months will be granted by the Chair of the BOD.

3.3.11.2 Renewals of a leave of absence, normally for a period of no more than three months, may be granted by a majority vote of the remaining members of the BOD at a regularly scheduled meeting of the Board.

The renewal of a leave of absence may be accompanied by a vote to elect a temporary replacement for the absent member.

The request for a replacement member can come from either the Board of Directors or the body from which the member was originally elected.

In all cases, the replacement member shall be elected by the body from which the member taking the leave of absence was originally elected.

A conflict of interest shall exist for that member whose leave is being considered. Therefore, members shall not vote on issues related to their own leave of absence.

3.4 Rights

3.4.1 Members have the right to be treated fairly and respectfully by other board members, WEFT members and associates, and others affiliated with WEFT.

3.4.2 Members have the right to have a fair attempt made to accommodate temporary impediments to their abilities to fulfill the responsibilities of the board.

3.4.3 Members have the right have a vote on all issues that come before the board (except as specifically outlined in the By-laws of Prairie Air, Inc. or in the Standard Operating Procedure).

3.4.4 Members should identify when they have a conflict of interest regarding an issue before the board, and do not have a vote on issues where a conflict of interest exists.

3.4.4.1 A vote of 2/3 of the board of directors present and voting may declare that a member has a conflict of interest, even when the member does not declare a conflict of interest on his or her own.

3.4.4.2 Members shall not vote on a motion regarding their own conflict of interest.

3.4.5 Members have the right be nominated and therefore stand for election to a position as officer of the BOD.

3.5 Remedies of failures to meet responsibilities.

3.5.1 When a member has failed to meet the responsibilities of BOD membership (as outlined above and in the by-laws), the Chair shall make every effort to ascertain any extenuating circumstances that may have prevented the member from meeting the responsibilities.

3.5.2 If extenuating circumstances are determined to exist, the BOD may request that the member take a leave-of-absence (as outlined above).

3.5.3 If the member does not obtain a leave of absence, then the Board shall take one of the following actions, as appropriate:

3.5.3.1 In the event that the member was elected by WEFT members, the board may begin the Recall Process as described in Article 6.17 of the By-laws.

3.5.3.2 In the event that the member was elected by the Associates, the board may communicate to the Chair(s) of the Associates regarding the failure of the member to meet her or his responsibilities.

Such a communication shall be in writing.

Such a communication should provide specific information as to the actions or responsibilities that have been neglected by the member.

Such a communication can include a recommendation that the member be subject to recall as outlined in Article 5.09 of the By-laws.

The communication can also include other recommendations for action that

the board deems appropriate.

A copy of this communication shall also be sent to the member discussed.

3.5.3.3 In the event that the member was elected by the Board, the Board may initiate a recall process.

The recall of Board-selected members shall occur by a 2/3 vote of members present and voting at a regularly scheduled meeting of the BOD.

Written notice of the intention to hold a recall vote shall be provided to all members at least one month prior to the vote.

Such a notice shall provide specific information as to the actions or responsibilities that have been neglected by the member.

4.0 Meetings

In general, WEFT BOD meetings are open to the public. Some meetings, or portions of open meetings, may be closed. Closed sessions may be conducted to consider matters relating to individual employees, confidential personnel matters, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of WEFT. If a session is closed to the public, a written statement containing an explanation of the reasons for closing the meeting must be made publicly available within a reasonable period of time thereafter. The explanation for a closed meeting, however, does not have to be made available in the same manner as the notice of an open meeting. The explanation for the closing of a meeting preferably should use the words of the statute.

4.1 The BOD normally meets each month, on the fourth Monday of the month.

4.1.1 Due to holidays, vacations, or other circumstances, the board may reschedule the regularly monthly meeting.

4.1.2 Processes for rescheduling a meeting should follow the procedures for calling a special meeting, as outlined below.

4.2 From time to time, the chair or executive committee may call a special meeting of the board at a time and place to be announced.

4.2.1 A decision to call a special meeting may originate with the chair, with the general manager, or with any member.

- 4.2.1.1 If a member or the general manager requests a special meeting of the board, the chair shall contact the executive committee to determine if a special meeting is warranted.
- 4.2.1.2 If the majority of the executive committee recommends the calling of a special meeting, the Chair shall call such a meeting within a time frame specified by the executive committee. The time frame for the meeting shall not violate the provisions for announcement of special meetings described below.
- 4.2.2 Notwithstanding any other provisions for calling special meetings, any member may make a motion to call a special meeting.
 - 4.2.2.1 Such a motion will be debated and voted on following the regular procedures of the BOD.
 - 4.2.2.2 Passage of such a motion will require the Chair to call a special meeting of the BOD within a time frame specified in the motion. The time frame for the meeting shall not violate the provisions for announcement of special meetings described below.
- 4.2.3 Announcement of special meetings shall normally be made at least 2 weeks prior to the special meeting.
 - 4.2.3.1 Special meetings can be held with shorter notice, with the approval of at least 77% of the membership.
 - 4.2.3.2 The chair shall make every effort to contact all members regarding approval to hold a special meeting with less than 2 weeks notice.
 - 4.2.3.3 In the event that a response from any member is not forthcoming, the chair shall take all of the following steps that are available:
 - Send a letter to the member's home.
 - Send an e-mail message to the member.
 - Phone and leave messages at both home and work phone numbers.
 - Leave a letter in the member's WEFT mail box.
 - 4.2.3.4 If, after following these steps, a response is not received within 4 days, the chair may omit this member in the count required to obtain the 77% approval.

- 4.2.3.5 In an emergency situation, as determined by a majority vote of the officers, a special meeting may be called with less than 2 weeks notice.
- 4.2.4 Although proxy voting is not permitted at regular board meetings, proxy voting will be permitted at special meetings held at times other than the regularly scheduled monthly meetings of the board.
 - 4.2.4.1 A member may send to the chair, at any time prior to, or during a special meeting of the BOD, written and signed notification of either a general proxy or a directed proxy.
 - 4.2.4.2 A general proxy shall designate some member of the board to cast the vote of the proxy-granting member on any and all votes that may arise during the meeting. A general proxy may also be limited to votes on some particular issue.
 - 4.2.4.3 A directed proxy directs the chair to cast the vote of the proxy-granting member in a specific way for a specific motion. If the motion shall be amended, the proxy shall be null and void.
- 4.3 The Chair shall attempt to set aside some time at the first part of each regularly scheduled meeting for public comment.
 - 4.3.1 No advanced reservation of time is required. All attempts will be made to allot time fairly to all persons wishing to speak. But because of necessary time constraints no guarantee is made that all persons wishing to speak will have the opportunity.
 - 4.3.2 Members of the public will not speak unless recognized by the Chair.
 - 4.3.3 Verbal and physical disruptions from the public are prohibited.
 - 4.3.4 Members of the public are required to comply with rules and with directives and orders of the Chair.
 - 4.3.5 The Chair has the authority to eject anyone from the meeting room who fails to comply.

5.0 Voting

- 5.1 When a quorum is present, a majority of the votes cast, ignoring abstentions, is sufficient for the adoption of any motion that is in order, except those which require a two-thirds vote. On

a tie vote the motion fails. If a vote from which the chair has abstained results in a tie, the chair may vote to break the tie, unless the vote is by secret ballot.

5.2 Motions Requiring a Two-thirds Vote.

- 5.2.1 Amend (Annul, Repeal, or Rescind) any part of the By-laws or Rules of Order, previously adopted; it also requires previous notice
- 5.2.2 Limit or extend the limits, of debate
- 5.2.3 Extend the time appointed for adjournment or for taking a recess
- 5.2.4 Any other item for which a two-thirds vote is specifically required by this SOP or the WEFT By-Laws.

6.0 Elections

6.1 The Board members shall be residents of Illinois and citizens of the United States. The term of directors shall be 2 years or until a successor has been duly elected. In all regularly scheduled elections for the Board, those qualified to vote shall be notified in writing of the time, place, and manner of voting. Notice shall be delivered not less than 30 days and not more than 60 days in advance of the vote. Vacancies on the Board shall be filled by election by the appropriate class of people.

It is recommended that candidates be familiar with Board proceedings. In addition, prior to elections, the Board may ask candidates to attend a regular Board meeting or other public meetings as interview sessions.

6.2 Member elections to the Board

6.2.1 Per the By-laws of Prairie Air, Inc., Member elections to the Board of Directors shall be held each June and shall be conducted through the mail. The Members may elect up to two individuals to the Board each year. The Board shall manage the election. The call for nominees should be mailed to all WEFT Members in April. The call for nominees letter should include the following:

- The election schedule.
- Responsibilities of Board members.
- Board meeting time and place.
- Length of term.
- A request that willing and able candidates provide a biographical summary that includes responses to the following:

- a) Tell us about yourself
- b) What has your involvement been with WEFT?
- c) Why do you want to serve on the WEFT Board of Directors?

6.2.2 The biographical summary for each candidate should be posted at the station for not less than 21 days prior to the mailing of the ballots. It is recommended that the biographical summary be posted on the WEFT mailing list.

6.2.3 Candidates names should be listed on the ballot in a random order. The ballots should be mailed to the membership in late May. The following should be included in this mailing:

- Voting instructions
- Biographical summary on each candidate.
- A ballot
- The date ballots are due.

6.2.4 Returned ballots shall be evaluated as follows:

6.2.4.1 When ballots are evaluated, each clear indication for a candidate counts as one vote.

6.2.4.2 If the ballot is considered to be 'spoiled', it will not be counted.

6.2.4.3 Votes are totaled for each candidate.

6.2.4.4 The candidate(s) with the most votes wins the election. Ties will be resolved by the Board of Directors.

6.3 Board elections to the Board

Regular Board elections to the Board of Directors shall be held each September. The Board may elect up to two individuals to the Board each year. The Board shall manage the election.

6.3.1 The call for Board-elected candidates should be put before current Board members in a timely manner so potential candidates can be recruited.

6.3.2 Each willing and able candidate shall provide a biographical summary that includes responses to the following:

- a) Tell us about yourself
- b) What has your involvement been with WEFT?

c) Why do you want to serve on the WEFT Board of Directors?

6.3.3 The biographical summary for each candidate should be posted at the station for not less than 21 days prior to the election. It is recommended that the biographical summary be posted on the WEFT mailing list.

6.3.4 Per article 6.05 of the By-laws, BOD elections by the current Board of Directors shall be held each September. On even numbered years, Board members shall elect 2 members to the current Board. On odd numbered years, Board members shall elect 3 members to the current Board. The Board shall manage the election. A timely call for nominees should be provided. The call for nominees should include the following:

A request should be made that willing and able candidates provide a biographical summary that includes responses to the following:

- a) Tell us about yourself
- b) What has your involvement been with WEFT?
- c) Why do you want to serve on the WEFT Board of Directors?

6.3.5 The biographical summary for each candidate should be posted at the station for not less than 21 days prior to election.

6.3.6 Generally, elections should be held in open session. Portions of the election may require a closed meeting as long as they meet the criteria of the Corporation for Public Broadcasting (CPB) and Section 396(k)(4) of the Communications Act.

6.3.7 Generally, candidates provide a verbal statement followed by questions, responses, and discussion. Each candidate has the option to leave the room for additional discuss to take place. Each candidate returns, as necessary, to the room to respond to any concerns that may have arisen during the private discussion.

6.3.8 Voting is performed by secret ballot. Each standing BOD member may vote, including incumbents.

6.3.9 Ballots should be counted by two people that are independent of the particular election.

6.3.10 The election results should be announced and the newly elected members begin their positions at the conclusion of the meeting in which they were elected.

6.4 Board elections to the Programming Committee

6.4.1 Prospective candidates of the Board to the Programming Committee need to provide a biographical summary that includes responses to the following:

- a) Tell us about yourself
- b) What has your involvement been with WEFT?
- c) Why do you want to serve on the Programming Committee?

6.4.2 The biographical summary for each candidate should be posted at the station for not less than 21 days prior to the election. It is recommended that the biographical summary be posted on the WEFT mailing list.

6.5 BOD Officer Elections

The Board of Directors shall appoint the following officers: the Chair of the Corporation, one or more Vice-Chairs, a Secretary of the Corporation, a Treasurer, and a non-officer member of the Board. No person shall hold more than one office. The officers of the corporation shall be elected annually by the Board of Directors at its December meeting. Vacancies may be filled or new offices created at any meeting of the Board of Directors. Each officer shall hold office for one year or until his or her term on the Board of Directors expires or a successor has been duly chosen.

6.5.1 Nominations of candidates for BOD officers may be made up to the time of election. Board members may nominate themselves.

6.5.2 Generally, elections should be held in open session. Portions of the election may require a closed meeting as long as they meet the criteria of the Corporation for Public Broadcasting (CPB) and Section 396(k)(4) of the Communications Act.

6.5.3 Generally, candidates provide a verbal statement followed by questions, responses, and discussion. Each candidate has the option to leave the room for additional discussion to take place. Each candidate returns, as necessary, to the room to respond to any concerns that may have arisen during the private discussion.

6.5.4 Voting is performed by secret ballot. Each BOD member may vote for one candidate or abstain from voting for each officer position.

6.5.5 Ballots should be counted by two people that are not connected to the particular officer position election.

6.5.6 The election results should be announced prior to the next officer election since the results may affect potential candidates for the next office(s). Elected officers assume their positions at the conclusion of the meeting in which they were elected unless filling a vacancy.

Revision History:

Revision 0 adopted March 22, 1999

Revision 1 approved August 26, 2002. Adopted the following steps:

2.8.1.1.1.1 The Secretary shall send the unapproved minutes to the Board's electronic mail (e-mail) or by other means no more than seven (7) days after the meeting.

2.8.1.1.1.2 The minutes shall be posted at the station and on the Associates' electronic (e-mail) list no more than seven (7) days after the Board's approval of the minutes.

Revision 2 approved January 27, 2003 (Section 5.0 Elections adopted)

Revision 3 approved April 25, 2005 (Member election vote count clarified)

Revision 4 approved March 27, 2006 (Revised step 3.1.1 to be in conformance with the By-Laws).

Revision 5 approved March 24, 2008 (Added steps 2.9 Meeting definition, added paragraph under the heading 4.0 Meetings, added steps 6.3.4-6.3.10 to existing section 6.3 Board elections to the Board, added new section 6.6 BOD Officer elections, corrected step 3.2.1 to be in conformance with By-Laws).

Typographical error correction approved June 4, 2012. (corrected page number in Table of Contents)
Procedure revision number not changed.

Revision 6 approved August 27, 2012 Created the following new paragraph 4.2.2.5:

The Treasurer and Station Manager in projection of a short term cash flow need, with written approval of the treasurer and Board Chair; the Station Manager is authorized to access our Line of Credit (LOC) to maintain a cash position that would keep a two month cash balance in our operating checking account, based on average expenditure per month over a twelve month period. Each potential withdrawal from the LOC should be no more than one month's average expenses. In the event that either the Board Chair or the Treasurer is unable to give approval within three business days, then a Board vice Chair may be asked to sign the approval for making a withdrawal from the Station LOC.

Deleted reference to meeting start time in paragraph 4.1.

Revision 7 approved August 23, 2013. Added Preface which states the hierarchy of documents (Bylaws, SOP, Robert's Rules).

Revision 8 approved May 25, 2015. Revised the ballot structure and vote counting in the Member election to the BOD (sections 6.2.3 and 6.2.4) to eliminate the option of voting 'against' a candidate.

Basis Document and Revision Summary**Revision 3**

Revision to section 5.1.4, approved on April 25, 2005.

Rationale for revision:

We (Arun Bhalla, Avi Laird, Mark Niswander) were tasked by the BOD with revising the Member election section of the SOP because the previous version was overcomplicated. Before coming up with a simpler method, we stated some assumptions:

- Members can vote for multiple candidates.
- Members should be able to vote against candidates. A single-candidate race shouldn't be decided before ballots are counted.
- Some elections may have no winners if there are no valid candidates or if no candidate receives enough votes.
- The election should be determined after one mailing.
- The voting system should be simple.

We considered a few different voting systems – the Condorcet method, the Borda count, Approval voting, and Majority-choice approval – and devised a voting system similar to Approval voting which allows for multiple winners.

We think it critical that Members should be able to vote either *for* or *against* any candidate and that a winning candidate should receive more 'FOR' votes than 'AGAINST' votes. Hence, each 'FOR' vote counts as +1 point, each 'AGAINST' vote counts as -1 point, and winning candidates must receive a positive (greater than zero) total number of points.

We note that it's possible to receive a tied point total. For instance, Candidate A could receive a vote of 35-25, and Candidate B could receive a vote of 30-20. Each candidate has a total of 10 points, but we prefer to break the tie in favor of Candidate A due to the candidate's greater support.

The following is an example of ballot results for candidates A through E:

Candidate A receives 12 FOR, 12 NO, 50 ABSTAIN
Candidate B receives 8 FOR, 16 NO, 50 ABSTAIN
Candidate C receives 25 FOR, 10 NO, 39 ABSTAIN
Candidate D receives 35 FOR, 22 NO, 17 ABSTAIN
Candidate E receives 17 FOR, 2 NO, 55 ABSTAIN

Each candidate's total follows:

Candidate A has $12 - 12 = 0$ points

Candidate B has $8 - 16 = -8$ points

Candidate C has $25 - 10 = 15$ points

Candidate D has $35 - 22 = 13$ points

Candidate E has $17 - 2 = 15$ points

Candidates A and B are ineligible because they did not receive a positive point total. Candidates C and E are tied and would both be elected if two seats are available. In the case of one open seat, Candidate C would win by having more 'FOR' votes (25 vs. 17).

Revision 4

Revision to section 3.1.1, approved on March 27, 2006.

Revised step 3.1.1 which stated:

“The board is made up of 15 members — 5 elected by the Associates, 5 elected by the members of WEFT, 5 elected by the board.”

This was an error and not in conformance with the By-Laws. This step was changed to verbatim wording from the By-Laws.

Revision 5

Step 2.9 definition of 'Meeting' was added and derived from the CPB definition. Section 3.2.1 was revised because it was in conflict with the By-Laws (officer elections are held at the December meeting not at the January meeting). Section 4.3 Public meeting rules were added as a result of an incident at the January 2008 meeting and the need to establish published rules for public comment. Section 6.3.4 – 6.3.10 was added to provide written clarification on how Board elections to the Board are conducted. Section 6.5 BOD Officer elections was added to provide written clarification on how Board officer elections are conducted.

Revision 6

Change #1: The BOD voted in favor of proceduralizing the accessing of the line of credit, i.e., obtaining a loan for WEFT. A paragraph describing this process was added in section 3.2.2.5. The Finance Committee developed the process and language and presented the paragraph to the BOD.

Change #2: The BOD voted in favor of deleting the reference to the regular meeting start time of 7:15pm (in section 4.1) because it was too restrictive and did not allow for other meeting start times.

Revision 7

The BOD voted to adopt Robert's Rules when there were no other procedures to establish precedent. Thus a preface to the BOD SOP was added to set the hierarchy of documents.

Revision 8

On May 25, 2015, the BOD voted to effectively rescind Revision 3 (April 25, 2005) and revert back to the previous method of counting ballots for the Member election to the BOD. Revision 3 provided a method where voters could vote FOR (+1), AGAINST (-1), or ABSTAIN (0) in a Member election to the BOD. Revision 8 revises the ballot structure and the vote counting to eliminate the option of voting 'against' a candidate and provides that the candidate(s) with the most votes win the election. At the time

of this revision, the BOD had seven open seats and the majority of sitting BOD members felt it was time to eliminate the unusual method of potentially voting against a candidate. The decision created some controversy.