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Berkshire Community Radio Alliance
p.o. box 152 great barrington 01230
www.berkshireradio.org

2006 ANNUAL ELECTION ABSENTEE BALLOT

There are 5 open seats on the Board of Directors this year and there are 6 qualified candidates running for a seat on the board. As a member, you may vote "YES" for up to 5 candidates and "NO" for as many as you please.

John Breasted	<input type="checkbox"/> YES	<input type="checkbox"/> NO
Don McGrory	<input type="checkbox"/> YES	<input type="checkbox"/> NO
Chris Meyer	<input type="checkbox"/> YES	<input type="checkbox"/> NO
Nick Ring	<input type="checkbox"/> YES	<input type="checkbox"/> NO
Janice Stefanacci Seward	<input type="checkbox"/> YES	<input type="checkbox"/> NO
Phil Tierney	<input type="checkbox"/> YES	<input type="checkbox"/> NO

Please sign and date this form in the space provided. Form must be received by the organization in advance of the annual election, 4pm Sunday, September 17, 2006.

This portion of the form is for member verification only. Bottom portion will be removed prior to the vote tally.

Thank you for your participation.

NAME _____ DATE _____

SIGNATURE _____

Berkshire Community Radio Alliance

Proposed Bylaw Amendments Presented to the Membership Annual Meeting of the Members, September 17, 2006

Mark the box in each line according to your preference. A "Yes" vote is a vote in favor of the change. A "No" vote is a vote against the change. In order to pass, an amendment must be approved by a 2/3 vote.

Article I: Name, Purpose and Mission

- | Yes | No | <u>1.2 Purpose.</u> |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | Add "and in accord with the BCRA mission statement" |

Article II: Board of Directors

- | Yes | No | <u>2.1 Powers and Duties.</u> |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | Add "Members and its" between its and Board of Directors. |
| <input type="checkbox"/> | <input type="checkbox"/> | Add "if such exists," after "Station Manager," |
| | | <u>2.2 Composition of the Board.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Add "if such exists," after "Station Manager," |
| | | <u>2.5 Removal.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "A Director may be removed by a 3/4 vote of the Membership at an annual or special meeting, written notice of 14 days having been given to all Board Members that removal of a specified Director shall be an order of business at such a meeting, due public notice having been given." |
| | | <u>2.6 Resignation.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "President of the Board or the Secretary" with "Board of Directors". |
| | | <u>2.7 Vacancies.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "until the next Annual Meeting" with "in a timely manner, to serve until the next Annual Meeting or Special Meeting". |

Article III: Officers

- | Yes | No | <u>3.4 Resignation.</u> |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "President of the Board or the Secretary" with "Board of Directors". |
| | | <u>3.6 President.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Strike "The President of the Board of Directors shall preside at all meetings of the Board". |
| | | <u>3.7 Vice President.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Add "or by unanimous agreement of the Board of Directors." to the end of the first sentence. |
| | | <u>3.8 Secretary.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "keep the minutes" with "maintain the minutes". |

3.9 Treasurer.

Strike "The Treasurer shall serve as Chair of the Finance Committee."

Yes **No** 3.10 Station Manager.

Add "should such exist," after Station Manager in the first sentence.

Article IV: Memberships

Yes **No** 4.1

Add title "Voting Membership."

Add "by completing a Membership form" after "person"

4.1.1 Subscribing Member.

Replace "contributed" with "met"

4.1.2 Volunteer Member.

Add "in the last twelve (12) months" after "person who,"

4.2 Waiver of Requirements.

Renumber as 4.4

Replace "waive the Membership requirement for reasons of financial hardship or for anyone who, due to disability, cannot volunteer their time." with "waive Membership requirements on a case-by-case basis."

4.3 Minimum Contribution.

Renumber as 4.2

4.4 Minimum Volunteer Requirements.

Renumber as 4.3

4.5 Dual Qualification.

Renumber as 4.1.3

4.7 Voting.

b) Strike "Ratification of"

d) Replace "see 6.1.4" with " see 6.2.2.1"

4.7.1 Quorum.

Renumber as 6.2.3

Replace "25%" with "20%"

Replace "purposes of elections of Directors at the Annual Meeting" with "votes to be conducted at an annual or Special Meeting."

- | Yes | No | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <u>4.7.2 Absentee Ballot.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 7.4 |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "Absentee ballots shall be made available at the studio and on the website fourteen (14) days prior to the Annual or a Special Meeting, and shall be presented in advance of the meeting."
<u>4.7.3 Restrictions.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 7.5 |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all, including title, with "Proxies. A Member may provide a proxy release to another Member in good standing. Such release shall be signed and dated by the Member and identify the Member to whom they grant their proxy. Such release shall be presented in advance of the annual or special meeting. No Member may carry more than two (2) proxies." |

Article V: Committees.

- | Yes | No | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <u>5.1 (2)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Add "if such exist," after "Staff Members,"
<u>5.1(3)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "approved by" with "with due notification provided to the Board"
<u>5.1(4)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "Criteria for Committee Membership shall be set by each Committee unless otherwise specified, and with the approval of the Board. A current Membership list of each Committee shall be provided to the Board and made available to the general Membership."
<u>5.1(5)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "Committee Members may be removed by consensus minus one of the rest of the Committee with seven (7) days notice prior to such action being taken."
<u>5.1(6)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "Should 5.1(5) fail, the Member may be removed by consensus minus one of the Board with seven (7) days notice prior to such action being taken."
<u>5.1(7)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "or studios so that the information is available to anyone who is interested." with ",studio and website."
<u>5.1(9)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace "Directors, Staff and Members" with "Directors, Members, and Staff, if such exist,"
<u>5.1(10)</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "Committees must keep regular minutes of proceedings and report to the Board when required." |

- | Yes | No | |
|--------------------------|--------------------------|--|
| | | <u>5.2 Executive Committee.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 5.2.1 |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with " The Executive Committee shall be comprised of the officers of the Board and the Station Manager, if such exists. The Board may delegate to such Committee the powers and authority of the Board to implement the policies of the Board; and the management of the business and affairs of the corporation to the extent permitted by law. The Executive Committee may not change Board policy or protocol; or alter or amend the Articles of Organization or Bylaws. It may make such recommendation to the full Board of Directors." |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace 5.2 with "Standing Committees. Committees listed in this article are standing Committees and may only be dissolved by amendment to the Bylaws." |
| | | <u>5.3 Personnel Committee.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 5.2.3 |
| | | <u>5.4 Finance Committee.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 5.2.5 |
| <input type="checkbox"/> | <input type="checkbox"/> | Add "if such exists," after "Station Manager" |
| <input type="checkbox"/> | <input type="checkbox"/> | Strike "who will serve as the chair" |
| | | <u>5.5 Nominating Committee.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 5.2.2 |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "The Nominating Committee shall contain at least one Director and is responsible for publicizing openings of the Board and the recruitment of new Board Members. It shall, by application and interview, prepare materials and qualifications regarding candidates and present to the Board and Membership prior to the annual elections. The Nominating Committee shall not endorse any candidate." |
| | | <u>5.6 Program Committee.</u> |
| <input type="checkbox"/> | <input type="checkbox"/> | Renumber as 5.2.8 |
| <input type="checkbox"/> | <input type="checkbox"/> | Replace all with "Programming Committee. The Programming Committee shall regularly review current, new and future programming for the station; review, document and follow-up on listener, Member or staff complaints; and is advisory to all staff and Board Members. The Program Director shall serve as chair. The Station Manager, if such exists, may serve on the Committee as a non-voting Member." |
| <input type="checkbox"/> | <input type="checkbox"/> | Add " <u>5.2.4 The Bylaws Committee.</u> The Bylaws Committee shall review and evaluate the Bylaws to accord with the goals of the Mission Statement and the changing needs of the organization. The Committee may draft proposed amendments to be considered by the Board and the Membership." |
| <input type="checkbox"/> | <input type="checkbox"/> | Add " <u>5.2.6 Fundraising Committee.</u> The Fundraising Committee shall coordinate the fundraising efforts of BCRA, including: events; campaigns; on-air fund drives; and grant-writing efforts." |
| <input type="checkbox"/> | <input type="checkbox"/> | Add " <u>5.2.7 Public Relations Committee.</u> The Public Relations Committee shall assist in creating a clear and cohesive message based on the mission of the organization, serving as a resource for the Board and Committees to provide publicity, marketing and promotional materials." |

Yes **No**

- Add "5.2.9 Tech Committee. The Tech Committee shall maintain the existing equipment necessary to produce and broadcast programming; and research and recommend the need for new equipment."
- Add "5.2.10 Facilities Committee. The Facilities Committee shall be responsible for the physical facility of BCRA and provide protocols for the care, safety and security of the facility."

Article VI: Meetings and Notices

Yes **No**

6.1 Meetings, Notices.

- Replace all with "Meetings of the Board. Meetings of the Board of Directors shall be called by the Board and may be held at the principle office of the corporation, or such place as the Board may designate. All meetings of the Board will be open to the public, except when the Board is acting as the Personnel Committee."

6.1.1 Regular Meetings.

- Replace all with "Regular Meetings of the Board. At least six (6) regular meetings of the Board shall be held each year."

6.1.2 Annual Meetings.

- Renumber to 6.2.1

- Replace all with "Annual Meeting of the Members. The Annual Meeting shall be held in September of each year or at such other time as the Board decides. The purpose of the Annual Meeting is for the election of Board Members, ratification of the annual budget, and such other business as may come before the Membership."

6.1.3 Special Meetings.

- Renumber to 6.1.2

- Replace all with "Special Meeting of the Board. Special Meetings may be called by written request of two (2) Directors, provided to the full Board. The meeting must be held within 14 days of earliest receipt, due public notice being given. The agenda of such meeting shall be limited to that listed in the notice.

6.1.4 Special Meetings of Members.

- Renumber to 6.2.1

- Replace all with "6.2.2.1 Special Meeting of Members by Petition. Special Meetings of Members may be called for the purpose of voting on such matters as may be brought before the Membership. The voting Membership may petition the Board at any time to hold a Special Meeting. Such a petition must contain signatures of at least 10% of the voting Membership and an explanation of the purpose for the meeting. The petition shall be submitted to an officer of the Board and verified. A Special Meeting shall be scheduled to occur within thirty (30) days of the submission of an approved petition. Public notice must be given. 6.2.2.2 Special Meeting of Members by the Board. The Board may call a Special Meeting by a 2/3 majority vote. Public notice must be given"

Yes **No** 6.1.5 Emergency Meetings.

- Renumber as 6.1.3
- Strike "If a majority of the Board consents to the proposed action, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors."
- Replace "written or oral notice having been given 48 hours in advance." with "of the decision."

6.2 Failure to Attend Meetings.

- Renumber as 6.1.5
- Replace "by 2/3 vote" with "by 3/4 vote"

6.3 Quorum.

- Renumber as 6.1.4
- Replace "the acts of the majority of Directors" with "the decisions of the Directors"

6.4 Public Notice.

- Renumber as 6.3
- Replace all with " Notice stating the time, place, and agenda of Member and Board Meetings shall be posted at the station and on the website, not less than ten (10) days before the date of the meeting. Announcements stating the time and place of Member and Board meetings shall be broadcast on air at least three (3) times during normal business hours for at least three (3) days prior to the meeting. "

Article VII: Nominations and Elections

Yes **No** 7.1 Nominations.

- Replace "thirty (30) days" with "fourteen (14) days"
- Replace "See article 6.4" with "see article 6.3"

Article VIII: Execution of Instruments, Deposits, and Funds

Yes **No** 8.3 Deposits.

- Replace "from time to time" with "promptly".

Article IX: Corporate Records and Reports

Yes **No** 9.1 Corporate Records & Reports.

- Replace "its principal office" with "the radio station"

9.1(a)

- Strike "if this corporation has Members,"

9.1(c)

Strike "if any" and "if applicable"

Yes **No** 9.1(d)

Strike "if any"

9.2 Director's Inspection Rights.

Strike "absolute" and "of every kind.."

9.3 Member's Inspection Rights.

Strike "reasonably"

9.3(a)

Replace "on" with "to"

9.3(b)

Strike "for the election of Directors"

Strike "subsequent to the date of demand"

Strike "after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled."

9.3(c)

Replace all with " To inspect, upon written demand of the Secretary and at any reasonable time, the books, records or minutes of the proceedings of the Members, Board or a Committee, excluding personnel records and individual Member donations.

Article XII: Amendment of Bylaws

Yes **No** 12.1

Replace "section 6.1.4" with "section 6.1.5"

Replace "section 6.4" with "section 6.3"

Yes **No** 12.2

Replace "section 6.1.4" with "section 6.1.5"

Replace "section 6.4" with "section 6.3"

Yes **No** 12.3

Replace "section 6.1.4" with "section 6.1.5"

Replace "section 6.4" with "section 6.3"