

New Wave Corporation/KOPN Board Meeting

date: October 16, 2007

approved December 18, 2007

Communicate needed corrections prior to the next Board meeting:

Date: November 20, 2007,

Time: 7:00PM to: 9:00PM

Name: **Sheryl Clapton**, New Wave Corporation Board Secretary;

email: Sheryl@SherylClapton.com or Sclapton1@cougars.ccis.edu; Phone: 573-442-3588

Meeting called to order: 7:10 PM.

Board Members Attending:

Ellen Froeschner, Board President; Jenny Czyzewski; Kyle Cook; Mike Hagan, Board Vice President; Randi Bishop; Will Srite; Ryan Kind, Board Treasurer; Sheryl Clapton, Board Secretary

Staff Attending: David Owens, General Manager KOPN FM; John Clark, Chief Financial Officer;

Guests Attending: Scott Meiner and Seon "Sunny" Han.

Board Of Directors Absent:

Rich Winkel and Derrick Chievous

Meeting start time: 7:10PM

Agenda:

Changes to Agenda: 7:15pm

Add Evaluation for David Owens

Minutes for September 18, 2007 Board of Director's Meeting:

Minutes from last month's meeting were not available at this time: Kyle Cook stated he would be securing them.

Revisions: Minutes not available at this time for review by the Board of Directors.

General Manager's Report

(Attached to the end of these minutes)

Notes/Discussion:

Transmitter is up and running. The engineers have been out dealing with the reflected power. The Operating Log has also been changed to reflect new data. Mike spoke of the need for the log to be refined even more than it is.

CPB work session on HD (digital) radio was attended by the GM. The best way to go digital would be to purchase a new antenna; buy a separate antenna and/or an interleaved antenna. A

separate digital antenna could interfere with signal. We must do a tower analysis and change our studio transmitter link (STL). Our STL needs to be a duplex system so we have a return signal. Prices are still being investigated for the digital equipment which would be necessary to proceed. Discussion at the seminar included other local radio stations experiences and their success with digital broadcasting. Funding for In-Band-On-Channel through PTFP may be around for some time.

Discussion about rules for political candidates being placed on leave from broadcasting while campaigning. The letter from John Wells and relevant FCC code are attached at end of minutes. Mike Hagan's concern is the definition of "use" of the station. Mike would like to have a clearer understanding of the definition of the word "use". Before contacting interested parties, David researched. KOPN is not banning Almeta Crayton from volunteering for other off-air KOPN activities so long as the activities conform to the IRS and FCC rules. 7:50pm: After reviewing the legal advice the Board should establish policy to reflect rules. FCC, IRS rules state that any time on-air is considered "use." No political candidates shall be allowed to be a host or co-host or regular guest "on-the-air" during their candidacy. Randi Bishop stated concern over Wanda Fay's on air statements, with concern for further?

7:55pm: David Owens suggests policy be created to reflect the following: All staff while candidates for public office, in order to be compliant with FCC and IRS regulations and the on the advice of KOPN's attorney, must take leave of absence from any "on-air" activities while running for public office. They can appear, as any other candidate as part of a forum or as a guest in compliance with the equal time requirements of the FCC and the IRS.

Mike Hagan and William Srite will work with David on the drafting of a policy for the Board of Directors to consider and approve.

John Clark was present but did not participate in the discussion. Ameta Crayton and Wynna Faye Elbert were notified about and invited to the meeting in person and by phone by David Owens over a week in advance of the meeting. Neither were able to attend.

7:30pm: Programming Committee: needs another person on the committee who the Board appoints. Non-board/programmer member needed, According to the policy two are appointed by General Manager, two appointed by the Board of Directors. PSA will be created, Mike Hagan stated.

Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

Other Staff Reports:

8:03: The pledge drive is going well with \$24,564.00 on third day of a ten day drive. John Clark stated CPB CSG grant is approved, John Clark stated he can electronically send files out and/or hard copies as well. John stated he will continue sending both types.

Financial Report

8:10pm: notes: The financial reports were only sent electronically this month John Clark handed out hard copies during the Board Meeting.

Contracting with the auditor, David and Ellen wrote a Thank You note to Casey & Co for their past involvement with New Wave Corporation and KOPN FM.

The auditors sent a list for required material to be seen by the Auditor. This year there were several items which are past their useful depreciation lives which need to be evaluated prior to the Auditor’s visit. They will want to view depreciation schedule, fixed asset evaluation and more.

Ryan Kind asked John why our Profit and Loss where it is now. John stated that it was due to a reduction in depreciation actual compared to forecasted.

Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

Committee Reports:

KOPN Birthday Party: Special Committee: Ellen stated that help from the Board would be good. She asks for Board Members to become involved, Committee members: Mike, William Srite, Ellen, Randi, Jenny.

Peace Nook, November 10th annual meeting 6PM, will be awarding KOPN and past and current Board Members; John Clark noted this for the Board’s information, topic is stated to have been included in Julie Baka’s report.

Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

Old business

AmeriCorp position will once again be tabled to next meeting

Board Orientation: with Larry Dickerson is still in process.

Policy documentation: Policy Documentation, volunteers to work with policy old/new and revised.

Will volunteered to research old meeting minutes.

Policy request for new Board Policy be created for Sponsorships/Endorsements by KOPN/New Wave Corporation regarding Branding/using KOPN’s name/logo for endorsing

notes: _____

Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

New business

Action items:

8:30pm: William Srite nominated Scott Meiner to become a Board Member with the details of term of service to be announced during the next Board of Director's Regular Meeting November 20, 2007.
Seconded by: Kyle Cook, Vote result: Passed unanimously

Scott Meiner

Cell 573 489-7686

Business: 573-815-9995

Mailing address: 120 S 9th Street, Columbia, MO. 65201

Email: bluefugue@hotmail.com

8:46 Web Site: KOPN has a new web site, William and Mike spoke about a possible alternative web site design for KOPN's consideration. Charlie would still manage the site which is still under construction. More information to follow in upcoming Board Meetings.

9:00pm: Telecom telephone/communications committee composition- David Owens, Justin Giles, Will Srite, Mike Hagan, Rich Winkle.

Executive Committee: meeting October 23, 2007 7pm at Cherry Street Artisan to Evaluate the General Manager ready for next meeting.

Motion to Adjourn Meeting: Scott Meiner; Motion 2nd by: William Srite; Vote: passed unanimously to adjourn.

Adjourned at: 9:10

Minutes taken and submitted by: Sheryl Clapton, New Wave Corporation Board of Directors Secretary

Signature: SOF

date: October 16, 2007

Attachments/Inclusions:

**Agenda for the meeting of the
New Wave Corporation Board of Directors
October 16, 2007, 7:00 PM – 9:00 PM
in the Ashlock Room at the KOPN Offices and Studios,
915 East Broadway, Columbia, Missouri**

7:00 – Call to Order

- Recognize those present
- Solicit changes to agenda

7:02 – Minutes

- Approve **September 18, 2007** minutes

7:05 – Officer Reports

7:10 – Staff Reports

7:15 – Committee Reports

- Standing Committees
- Special Committees

7:20 – Special business

7:20 – Unfinished business

- AmeriCorps proposal
- Staff Health Care Benefit Plan
- Board Orientation
- Policy Documentation
- Co-branding, endorsement of outside entities
- Telecom quotes
- Website design

8:20 – New business

- Leave of absence for volunteer candidates

8:40 – Other business

9:00 – Adjourn

General Manager's Report to the New Wave Corporation Board of Directors

October 16, 2007

Financial Affairs –

- Financial statements:

- Transmitter update:
 - The new Broadcast Electronics 10S transmitter is operating well. We were experiencing variability in our reflected power which has stabilized in the last week conducting tests.
 - Engineering will be tweaking for a while...
 - And there is site clean-up and some painting...
 - We are still soliciting and receiving invoices from materials and service providers.

- Other infrastructure:
 - I went to a special CPB work session in North Carolina about digital radio September 24-26. I received a full scholarship for transportation, hotel and meals. It was an interesting meeting which raised a lot of questions. \$75,000 is available but we might need to raise as much again to realize this project. We did not put acquiring digital transmission in our budget for this fiscal year, and I do not anticipate requesting a revision. We need to do more research and prepare for such a campaign if we deem it advisable to pursue it.

Resource Development –

- Julie Baka emailed her Development Director's report earlier.
- Our Fall Membership/Fund Drive is doing very well. We could use your help in so many ways.

Programs and Services –

- Program Committee met Tuesday, October 9. We elected Ann Youmans, chair and Meg Poché, secretary. We discussed committee membership; the board charge and guidelines; waiver of volunteer time requirements; log errors; and volunteers as political candidates.

The issue of volunteers as political candidates arose when Almeta Crayton declared her candidacy for re-election to the Columbia City council. I asked Jules to contact Almeta to advise her that she would need to take a leave of absence from Straight Talk until after the election next April. I spoke to Almeta on the phone before leaving for a three day weekend, October 5 -7.

Upon my return I found that Wynna Faye Elbert had reacted badly to Almeta's leave. She made it an issue on-air on Saturday, October 6, and left a voice message on my phone requesting a meeting. I met with Wynna Faye, Almeta and Bill Thomas in Faye and Bill's office at the Armory on Tuesday, October 9. I related to them my reasons for requiring Almeta to take a leave. They were not satisfied and desire that Board take up this issue.

I have contacted our Washington attorney, John Wells King at Garvey Schubert Barer. His response—which I have emailed to you separately—was that we are “on solid ground” if we wish to not be required to extend equal time to all candidates.

Respectfully submitted,

David Owens
Tuesday, October 16, 2007

Subject: RE: On-air Volunteer running for City Council seat
Date: Mon, 15 Oct 2007 18:21:08 -0400
From: "John King" <JKING@gsblaw.com> [View Contact Details](#) [Add Mobile Alert](#)
To: "David Owens" <kopngm@yahoo.com>

David,

You are on solid ground. Apart from the IRS aspects of the matter, Section 315 of the Communications Act of 1934, as amended, is clear and unequivocal. See the attached. Paraphrased: if any licensee permits any legally qualified candidate for any public office to "use" the station, it shall afford equal opportunities to all other such candidates for that office. A board shift is clearly a "use" of a station, regardless whether the candidate talks about politics, his or her candidacy, or what he or she had for breakfast. (That's why TV stations banned "Bedtime for Bonzo" during Reagan's candidacy--each playing would be a "use" of the station, entitling opponents to equal opportunities.)

I hope this is helpful.

Best wishes.

John

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From: David Owens [mailto:kopngm@yahoo.com]
Sent: Monday, October 15, 2007 6:11 PM
To: John King
Subject: On-air Volunteer running for City Council seat

John, hello!

We have an interesting situation here: one of our volunteer airboard operators & show cohost of a weekly local issues talk show is standing for reelection to the City Council. I have told her that

she will need to take a leave of absence till until after the election so as to not compromise the station's 501c3 status or subject KOPN to hours of equal time for her opponents.

I have given her and her cohost copies of the IRS fact sheet FS-2006-17, Election Year Activities and the Prohibition on Political Campaign Intervention for Section 501(c)(3) Organizations, and pointed out to them the sections on the Prohibition on Political Campaign Intervention and What is Political Campaign Intervention, and the FCC's rules 73.1940 thru 73.1944, and pointed out the consequences for station should we allow any and only one candidate or any and all, to have a weekly talk show!

Three years ago when she ran unopposed for reelection she was not taken off the air due to my oversight. This year she is facing a field of three to seven opponents--one of whom is employed as the station's financial officer and another of whom is a past volunteer producer!

It is her belief now that our financial officer has maneuvered her removal from the air to her disadvantage! She contends that she has voluntarily refrained from using her talk show as a political form, not participating in discussions that would give her any advantage.

She has referred to the section in the IRS article on Candidate Appearances which permits candidates to "appear or speak at organization events in a non-candidate capacity," with the conditions that the candidate "is chosen to speak solely for reasons other than candidacy for public office;...speaks only in a non-candidate capacity;"...that no mention is made by anyone of the candidacy or the election;..."no campaign activity occurs in connection with the candidate's attendance; and The organization maintains a nonpartisan atmosphere on the premises or at the event where the candidate is present."

The FCC rules seem to be more general: that any appearance excepting coverage in bonafide news, is subject to the equal time rule.

She is bringing this to our board of directors. I feel that the board will back me on my decision but was wondering if you know of any vulnerability we might have in this.

Race has been raised as an issue by her because there is a difference, but it has not been a factor the station's decision.

David Owens

Handout emailed from David Owens RE: Candidates:

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TITLE 47 > CHAPTER 5 > SUBCHAPTER III > Part I > § 315

(a) Equal opportunities requirement; censorship prohibition; allowance of station use; news appearances exception; public interest; public issues discussion opportunities

If any licensee shall permit any person who is a legally qualified candidate for any public office to use a broadcasting station, he shall afford equal opportunities to all other such candidates for that office in the use of such broadcasting station: Provided, That such licensee shall have no power of censorship over the material broadcast under the provisions of this section. No obligation is imposed under this subsection upon any licensee to allow the use of its station by any such candidate. Appearance by a legally qualified candidate on any—

(1) bona fide newscast,

(2) bona fide news interview,

(3) bona fide news documentary (if the appearance of the candidate is incidental to the presentation of the subject or subjects covered by the news documentary), or

(4) on-the-spot coverage of bona fide news events (including but not limited to political conventions and activities incidental thereto),

shall not be deemed to be use of a broadcasting station within the meaning of this subsection. Nothing in the foregoing sentence shall be construed as relieving broadcasters, in connection with the presentation of newscasts, news interviews, news documentaries, and on-the-spot coverage of news events, from the obligation imposed upon them under this chapter to operate in the public interest and to afford reasonable opportunity for the discussion of conflicting views on issues of public importance.

(b) Charges

(1) In general

The charges made for the use of any broadcasting station by any person who is a legally qualified candidate for any public office in connection with his campaign for nomination for election, or election, to such office shall not exceed—

(A) subject to paragraph (2), during the forty-five days preceding the date of a primary or primary runoff election and during the sixty days preceding the date of a general or special election in which such person is a candidate, the lowest unit charge of the station for the same class and amount of time for the same period; and

(B) at any other time, the charges made for comparable use of such station by other users thereof.

(2) Content of broadcasts

(A) In general

In the case of a candidate for Federal office, such candidate shall not be entitled

§ 315. Candidates for public office

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to receive the rate under paragraph (1)(A) for the use of any broadcasting station unless the candidate provides written certification to the broadcast station that the candidate (and any authorized committee of the candidate) shall not make any direct reference to another candidate for the same office, in any broadcast using the rights and conditions of access under this chapter, unless such reference meets the requirements of subparagraph (C) or (D).

(B) Limitation on charges

If a candidate for Federal office (or any authorized committee of such candidate) makes a reference described in subparagraph (A) in any broadcast that does not meet the requirements of subparagraph (C) or (D), such candidate shall not be entitled to receive the rate under paragraph (1)(A) for such broadcast or any other broadcast during any portion of the 45-day and 60-day periods described in paragraph (1)(A), that occur on or after the date of such broadcast, for election to such office.

(C) Television broadcasts

A candidate meets the requirements of this subparagraph if, in the case of a

television broadcast, at the end of such broadcast there appears simultaneously, for a period no less than 4 seconds—

- (i) a clearly identifiable photographic or similar image of the candidate; and
- (ii) a clearly readable printed statement, identifying the candidate and stating that the candidate has approved the broadcast and that the candidate's authorized committee paid for the broadcast.

(D) Radio broadcasts

A candidate meets the requirements of this subparagraph if, in the case of a radio broadcast, the broadcast includes a personal audio statement by the candidate that identifies the candidate, the office the candidate is seeking, and indicates that the candidate has approved the broadcast.

(E) Certification

Certifications under this section shall be provided and certified as accurate by the candidate (or any authorized committee of the candidate) at the time of purchase.

(F) Definitions

For purposes of this paragraph, the terms "authorized committee" and "Federal office" have the meanings given such terms by section 431 of title 2.

(c) Definitions

For purposes of this section—

- (1) the term "broadcasting station" includes a community antenna television system; and
- (2) the terms "licensee" and "station licensee" when used with respect to a community antenna television system mean the operator of such system.

(d) Rules and regulations

The Commission shall prescribe appropriate rules and regulations to carry out the provisions of this section.

(e) Political record

(1) In general

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A licensee shall maintain, and make available for public inspection, a complete record of a request to purchase broadcast time that—

- (A) is made by or on behalf of a legally qualified candidate for public office; or
- (B) communicates a message relating to any political matter of national importance, including—
 - (i) a legally qualified candidate;
 - (ii) any election to Federal office; or
 - (iii) a national legislative issue of public importance.

(2) Contents of record

A record maintained under paragraph (1) shall contain information regarding—

- (A) whether the request to purchase broadcast time is accepted or rejected by the licensee;
- (B) the rate charged for the broadcast time;
- (C) the date and time on which the communication is aired;
- (D) the class of time that is purchased;
- (E) the name of the candidate to which the communication refers and the office to which the candidate is seeking election, the election to which the communication refers, or the issue to which the communication refers (as applicable);
- (F) in the case of a request made by, or on behalf of, a candidate, the name of the candidate, the authorized committee of the candidate, and the treasurer of such committee; and
- (G) in the case of any other request, the name of the person purchasing the time, the name, address, and phone number of a contact person for such person, and a list of the chief executive officers or members of the executive committee or of the board of directors of such person.

(3) Time to maintain file

The information required under this subsection shall be placed in a political file as soon as possible and shall be retained by the licensee for a period of not less than 2 years.

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