

Proposed By-Law Changes

Attached are four proposed changes to the New Wave Corporation by-laws. For transparency and to allow for appropriate feedback and questions, we are required to post proposed changes at least 10 days before they can be given a vote. These changes are scheduled for discussion and vote at the next board meeting, Tuesday, April 16th, 7:00-9:00 PM in the Ashlock Room at the KOPN office, 915 E. Broadway, Columbia.

Questions and/or comments may be directed to KOPN general manager Sean Spence at sean@kopn.org or 573-823-1308.

BYLAWS AMENDMENT PROPOSAL
Submitted to February 19, 2019 board meeting

Current text

3.02.2: Election and Terms of Office. Members of the New Wave Corporation shall elect nine directors, and up to six Directors may be appointed by the Board. No paid staff Member shall be a Director except that the General Manager shall be an ex-officio Member of the Board of Directors and shall attend all Board meetings but shall not be entitled to vote or be counted for the purpose of establishing a quorum.

Showing changes

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With changes incorporated

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PROPOSED BYLAWS CHANGE

CURRENT WORDING

Article 3.02: Membership on the Board of Directors.

3.02.1: Number. The Board shall be composed of no fewer than nine (9) or more than fifteen (15) members.

SHOWING PROPOSED CHANGES

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WORDING AFTER CHANGES ADOPTED

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PROPOSED BYLAWS CHANGE

CURRENT WORDING

3.02.2

a. **Elected Directors.** Elected Directors shall be elected at the annual meeting of the Corporation. Voting members may cast one vote for each open position on the ballot, but no more than one vote for any individual candidate. All elected Directors shall serve for staggered terms of no more than three years, with one-third elected each year. Elected Directors shall serve no more than two complete consecutive three-year terms, with one year intervening before another term may be sought.

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a. **Elected Directors.** Elected Directors shall be elected at the annual meeting of the Corporation **and will assume office at the first Board meeting following the election.** Voting members may cast one vote for each open position on the ballot, but no more than one vote for any individual candidate. All elected Directors shall serve for staggered terms of no more than three years, with one-third elected each year. Elected Directors shall serve no more than two complete consecutive three-year terms, with one year intervening before another term may be sought.

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PROPOSED BYLAWS CHANGE

CURRENT WORDING

Article 5.01: Duties. Subject to these By-laws and the control of the Board of Directors, the General Manager shall have full supervision and control over the activities and affairs of the New Wave Corporation. The General Manager shall be responsible for the daily management of New Wave Corporation, including maintaining effective liaison with the Board of Directors; developing, implementing and maintaining effective personnel policies and initiating appropriate actions in accordance with those policies; overseeing the development of budgetary plans and analyzing corporate performance relative to those plans; preparing monthly operating reports and presenting those reports at Board meetings; preparing and distributing the annual corporate report; and other activities necessary to ensure effective operations. The General Manager may hire and fire other staff subject to the advice of the Board of Directors. S/he shall be an ex-officio member of all committees of the New Wave Corporation.

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