

## BOARD MEETING MINUTES

April 28th, 2015 12:00 p.m.

KLTV

**Call to Order:** Gary Chapin, President, called the meeting to order at 12:02 PM.

**Roll Call:** Post. 1 – Andy Hamilton, present  
Post. 2 - Gary Chapin (President), present  
Post. 3 - Brian Magnuson (Treasurer), present  
Post. 4 - Rick Winsman, present  
Post. 5- Keath Huff , unexcused  
Post. 6- Erin Brown, (Vice-President) present  
Post 7 - Don MacDonald, excused  
Post. 8 - Melissa Boudreau, (Secretary) unexcused  
Post. 9 - James Johnston, present

### **Approval of the Agenda:**

Erin Brown made a motion to approve the agenda.

Andy Hamilton seconded.

The agenda was approved.

### **Approval of Minutes:**

Rick Winsman approved the minutes from the March 2015 meeting.

Brian Magnuson seconded.

The minutes were approved.

### **Treasurer's Report:**

Brian Magnuson reported on the current Treasurer's Report.

Brian Magnuson stated that our mortgage is now paid in full.

Brian Magnuson indicated that Line 5060 will need to be examined with bookkeeper, Crystal Swett.

Erin Brown made a motion to approve the March 2015 Treasurer's Report.

Andy Hamilton seconded the motion.

The Board approved the Treasurer's report.

## **Old Business:**

### **Kalama Robotic Camera Purchase:**

Barry Verrill and Corban Reidel investigated robotic cameras at NAB in April and showed their findings to the Technology and Building Committee on Monday, April 27th, 2015.

Brian Magnuson made a motion to purchase 3 Panasonic Robotic Cameras, a new Switcher for the Government Station, and all other needed supplies, including, but not limited to, decoders and installation, to record the City of Kalamas meetings. The entire project will not exceed \$32,000.

Rick Winsman seconded the motion.

Rick Winsman asked a question about the lighting in the City of Kalama's Council Chambers. Brian Magnuson seemed to think that the lighting would be acceptable, especially with the new cameras.

The board approved the motion.

### **JVC-200 Camera Purchase:**

The other item that Barry Verrill and Corban Reidel researched at NAB in April was check out cameras to replace the 6 JVC-100's that have been promised to various organizations and peoples. The 6 JVC-100's will be sold for \$800 per camera. Barry Verrill reported that KLTV will purchase 4 JVC-200's and 1 JVC-300. The JVC-300 will be used for staff use only. The purchase of these new cameras will not exceed \$10,000 in addition to the monies from the sale of the cameras. Barry Verrill has requested one JVC-200 and one JVC-300 to ensure they meet requirements of KLTV.

### **WATOA:**

Rick Winsman reported that he and KLTV staff member, Tory Fletcher, will leave on April 28, 2015 for the WATOA Conference in Lake Chelan, WA. Rick Winsman read through some of the sessions.

## **New Business:**

### **Building Renovations:**

Brian Magnuson reported that they are securing bids for repairs to our building's siding.

Erin Brown gave her report on the KL Chamber of Commerce Board Training. 3 Board Members will attend from KLTV. Here is the schedule for the meetings...

★Lower Columbia College, 7:30 am - 9 am ★Heritage Room at LCC - Admin. Bldg.

May 8 Role of the Board vs. the CEO Facilitated by Rick Winsman  
May 15 Financial Accountability. Facilitated by Scott Davis, CPA, Davis and Associates  
May 22 Handling Conflict. Facilitated by Jennifer Leach, WSU Extension Faculty and President of the Longview School Board.  
May 29 Working as a Team. Facilitated by Frank McShane, Cascade Networks  
June 5 Facilitating and Leading Meetings Facilitated by Terry McLaughlin, Cowlitz County Assessor  
June 12 Strategic and Succession Planning. Facilitated by Erin Brown, Executive Director

**Board and Board Committee Changes:**

Gary Chapin reported that Don MacDonald has resigned his position on the KLTV Board effective on April 28, 2015. Don has served KLTV for many years and has been instrumental in making the station what it is today.

Gary Chapin, Erin Brown, Brian Magnuson, and Melissa Boudreau will serve on the nominating committee to find a replacement for Don MacDonald.

Gary Chapin will send out a copy of KLTV's Mission Statement for all board members to review and suggest changes.

**Reports:**

**Strategic Planning:** Rick Winsman  
(no report)

**Public Relations/ Marketing:**Erin Brown  
(no report)

**Policy and Procedures/ Programming:** Gary Chapin, James Johnston  
Gary Chapin gave the recommendations for changes to KLTV's By-Laws.

**SECTION 4.3 MEETINGS**

The Board of Directors of the Corporation shall hold its regular annual meeting on the third Monday in March of each year, or such other times as they may determine immediately following the annual meeting of the membership. Special meetings of the Board of Directors may be called by the President or any three Directors with a

minimum of three days actual notice to each Director, given personally, by mail, or by electronic notice to which the Director has given written consent. Such notice shall state the time, place and purpose of the meeting. Directors may attend meetings telephonically or by electronic means. The Directors may waive notice in writing of any meeting, and the attendance by a Director at any meeting shall constitute a waiver of notice by him as to the time and place thereof.

#### SECTION 7.1 FULL MEMBERSHIP

All full Membership Meetings of KLTV shall be open to all Members except as to the Executive Sessions as authorized by law. Annual Meetings of the Membership shall be held at a designated place and time to be set by the President.

#### SECTION 7.2 BOARD OF DIRECTOR MEETINGS

The regular Board Meetings of the Corporation shall be held monthly at the designated place and time to be set by the President. Notice of the time and place of the meetings shall be given to each Director personally, by mail or by electronic notice to a Director who has given written consent to such notice.

#### SECTION 7.3 SPECIAL MEETINGS

Special Membership Meetings may be called at any time by the President or by a majority of the Membership provided that each member was sent notice as provided in Section 7.4 as to the date, time and place of the meeting at least ten days in advance of such Special Meeting and shall include an agenda for Special Meetings.

#### SECTION 7.4 MEETING NOTICES

Notice of change in the time or place of the Annual Meeting, Notices of Board Director Meetings, or the call for a Special Meeting will be posted at the KLTV studio and on the television station reader board and will be sent electronically to all Members who have given written consent to such notice and provided the Secretary with their email address. Notices shall specify the time, place of the meeting and the business to be transacted and issues requiring discussion. Prior to the Regular Annual Meeting, the Executive Director will confer with the President on items of discussion. The Executive Director will prepare a written Agenda, including appropriate attachments, and distribute same to all Members three working days before the Meeting.

## SECTION 7.5 VOTING

Every Individual and each representative of a Family or Association Membership shall be entitled to one vote on all issues before the Membership. Any Member may require that the vote of each Member be recorded on a particular matter in the minutes, in which case a roll call will be taken. Voting by Proxy is prohibited, except that Directors may vote by written proxy given to another Director.

Brian Magnuson made a motion to amend our bi-laws to include language to facilitate electronic communication.  
Melissa Boudreau seconded.

The language that will be added after a vote from the member is:  
Electronic communication for notices, consents, waivers, and other corporate acts  
Directors and members may receive notices of meetings by electronic transmission, if they consent to do so.  
Members may receive notices of meetings by fax, if they consent to do so.  
For votes where proxies are allowed members may submit electronic proxies.  
Directors and members may use electronic transmissions to execute written consents, rather than a manual signature, provided that the transmission provides sufficient information to determine the sender's identity.  
Directors and members may conduct votes by mail or by electronic transmission.  
The Board President must set forth in a record accompanying the meeting notice the name of each candidate and/or the text of each proposal to be voted upon, and designate an address, location or system to which the member may electronically transmit the ballot. Votes by mail or by electronic transmission must be unanimous in written consent. Any electronic votes taken will be reported on at the next meeting.

Andy Hamilton made a motion to approve the potential By-Law Changes  
Brian Magnuson seconded the motion.  
The Board Approved the motion.

The By-Laws will now be sent out to the membership to vote on them.

**Government Affairs:** Keath Huff, Rick Winsman  
(No Report)

**Technology/ Building:** Gary Chapin, Brian Magnuson  
(No Report)

**Education:** Jim Johnston/Brian Magnuson  
(No report)

**Non-Dues/Non-Franchise Revenue:**Keath Huff/Rick Winsman  
(no report)

**Executive Director Report:**

Barry Verrill reported on his follow-up with the accident with our mobile truck. He checked into drug testing for employees. Cost of drug testing is \$35 per test. There is already a section in the employee handbook that authorizes this.

Barry Verrill told the Board about his NAB trip and profitable it was to the station.

Barry Verrill asked for questions on his report. There were no questions.

**Membership Comments:**

LeRoy Gerlund told the board how much he appreciated their efforts. The board also thanked LeRoy for all his efforts.

**Adjournment:**

Gary Chapin adjourned the meeting.  
The meeting was adjourned at 1:01 PM

**General Meeting, scheduled for 12:00 p.m., Tuesday, May 26th, 2015 at the KLTV meeting room.**

Minutes Approved \_\_\_\_\_ Board Secretary  
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