

****DRAFT****

KVNF Board of Directors Meeting

Date: November 17, 2025

Location: The Lab | 290 W Main Street, Cedaredge

Members Present: Greg Krush, President; Drew McCracken, Vice President; Greg Stunder, Treasurer; Melissa Newell, Secretary; Annette Choszczyk, Sue Westervelt, Paul Frazier, Anne Karsian

Members Absent: Sara Johnstone

Staff Present: Ashley Krest

Guests Present: Kim and Ken Besel, Meg O'Shaughnessy, Dixie Parker, Jayden Pearson, Amy Thiemes

The meeting was called to order at 5:37PM by President Greg Krush.

I. Public Comment

- A. Public comments were offered by:
 - 1. Amy Thiemes, owner of The Lab, welcoming everyone
 - 2. Kim Besel, thanking staff and board for their hard work and commitment, making the station a success through difficult times
 - 3. Meg O'Shaughnessy, see attached for Meg's full comment per her request
 - 4. Dixie Parker, expressing gratitude for the station and offering programming suggestions (more local DJs and fewer nationally-syndicated programs)

II. Minutes of September 2025

- A. Minutes were reviewed. Paul Frazier moved to accept the September minutes, and Sue Westervelt seconded the motion. Minutes were unanimously approved.

III. Election of Officers

- A. Annie Karsian presented a motion for a slate of directors
 - 1. President: Greg Krush
 - 2. Vice President: Anne Karsian
 - 3. Treasurer: Greg Stunder
 - 4. Secretary: Melissa Newell
- B. Annette Choszczyk seconded the motion, and the slate of officers was unanimously approved for 2026.

IV. Appointment to Board Committees for 2026

- A. Four committees are mandated per the bylaws, and committee members for 2026 will be:
 - 1. Executive: Greg Krush, Anne Karsian, Greg Stunder, Melissa Newell
 - a) This committee will meet monthly.
 - 2. Personnel: Per the bylaws, this committee shall be the president + three other directors.

- a) This committee will be: Greg Krush, Annette Choszczyk, Sara Johnstone, and Melissa Newell. This committee will (likely) meet in March and August.
- 3. Finance: Per the bylaws, this committee shall be the treasurer + two other directors.
 - a) This committee will be: Greg Stunder, Sara Johnston, and Drew McCracken. This committee will meet once Sara Johnstone returns from her travels, and, at this time, the cadence of subsequent meetings will be decided.
- 4. Nominating: Per the bylaws, this committee shall be the vice president + two other directors.
 - a) This committee will be: Anne Karsian, Sue Westervelt, and Paul Frazier. This group will start to meet in February.
- 5. The Development Committee is an ad hoc committee, not required per the bylaws, and has been sunset. General Manager (GM) Ashley Krest will direct fundraising and development requests, as needed, to members of the Board of Directors (BOD) and can reconstitute this committee when and as she sees fit.

V. Set meeting times and dates for 2026

- A. The BOD currently meets nine times per year, but starting in 2026, will meet seven times annually: January, March, May, July, September, and November with the annual member meeting in October. Meetings will continue on the third Monday of each stated month at 5:30PM.

VI. Financial Report, Preliminary 2025 Final Numbers, Approval of FY2026 Budget

- A. Presented by Treasurer Greg Stunder and GM Ashley Krest, variances include:
 - 1. Member income for FY2025 is over budget by \$100,000 due in part to the Summer SOS drive, major gifts, and the cookbook project. Side note, another 350 cookbooks have been ordered, thanks to the donor.
 - 2. CPB deposited an extra, unanticipated \$12,658 before its closure.
 - 3. Underwriting was \$9,000 short of meeting its revenue goal.
 - 4. Grant income was almost \$15,000 short of meeting its revenue goal.
 - 5. Program acquisition is over by \$30,000 due to the decision to make the payment to NPR ahead of the start of the 2026 fiscal year.
 - 6. 'Interconnect' was an unexpected extra \$11,000 programming-related fee.
 - 7. The 'construction' line item in the FY2025 budget will remain at \$0 until the auditor moves expense items over from supplies and maintenance/repair. It will likely end up totalling about \$36,000-\$40,000.
 - 8. As previously discussed, contract labor is significantly over budget. This accounts for freelance news, the cookbook design, and a contract events and volunteer coordinator. More is budgeted in 2026 for contract labor including for a Spanish language consultant.
 - 9. Payroll is down considerably, balancing out the contract labor. This is due to staffing transitions and a leave of absence due to illness.

B. The FY2026 draft budget presents a deficit of \$47,000. This is due to the loss of CPB funding and will largely be made up by an increase in memberships, major gifts, and grants. Melissa Newell moved to approve the FY2026 budget, and Paul Frazier seconded the motion. The FY 2026 budget was unanimously approved.

VII. GM report

A. Presented by GM Ashley Krest, highlights include:

1. Strategic Plan Check-In including an update on 'Beyond the Dial' initiatives, financial stability due to a strong start with major gifts totaling \$48,000 already in FY2026, the creation of a grant schedule/calendar with the help of grant contractor, Mia, and the successful replacement of the 89.1 transmitter.
2. A major gifts summary from contractor Alyssa Pinkerton was presented. Ashley and Membership Director, Melanie Finan, feel set up for success with a goal of 34 major donors and a \$95,000 revenue goal for FY2026.
3. A Rocky Mountain Community Radio (RMCR) conference recap was provided. Held in downtown Denver, there were a multitude of valuable workshops and seminars including: Development, Strategic Plan, & Leadership; Music & Programming; and News. Ashley briefly touched upon the award of a grant and pilot project for a shared broadcast engineer amongst RMCR stations.
4. Spotify and AI are creating some issues for DJs that the Program Committee will need to address and develop a policy around.

VIII. Program committee report

A. As presented by Anne Karsian:

1. The Program Committee is a highly engaged, "small but mighty" committee.
2. The committee has established a self evaluation process for DJs in which the committee then reviews self-evaluations. The responsibility is delegated away from Dre, lightening her very heavy workload.
3. A phone survey is coming. Brody is refining questions that will be related to hearing about what listeners value, learning demographics, etc. The survey will involve random calls to KVNF members and will be in addition to the emailed survey that is currently 'out there'.

IX. New Business

A. Paul Frazier presented on GoGoPhotoContest.com.

1. This is a fundraising opportunity for nonprofit organizations, and the host (GoGoPhotoContest) takes a percentage of revenue to cover management fees. The model of the program would allow the Station to feature local products and interweave aspects of community at many levels.
2. Paul will bring more information to the next meeting.

X. Next Board Meeting

- A. The next Board meeting will be held on Monday, January 19, 2026 at 5:30PM in Montrose. Exact location to be confirmed.
- B. 2026 Meeting Schedule will be as follows:
 - 1. March 9 in Paonia
 - 2. May 18 in Delta
 - 3. July 20 in Montrose
 - 4. September 21 in Ridgway
 - 5. October 19 in Hotchkiss (annual meeting)
 - 6. November 16 in Cedaredge

Melissa Newell moved to adjourn the meeting, and Drew McCracken seconded the motion. President Greg Krush adjourned the meeting at 6:53PM.

Respectfully Submitted,
Melissa Newell, Secretary

November 17 2025 @ The Lab Cedaredge Colorado
Regular Meeting of KVNF Public Radio Board of Directors
Public Comment offered by Meg O'Shaughnessy

Re Bylaw Changes enacted at July 2025 Regular meeting of Board of Directors

My name is Meg O'Shaughnessy

I've been a member supporter of KVNF Public Radio Since 1985.

A volunteer DJ for twenty years, I have served on the Board of Directors and as Assistant Station Manager to General Manager Dottie Talmage from 1989 to 1993.

I bring this public comment to the board's attention.

I speak on behalf of a number of committed member supporters of KVNF public radio community.

We have the following concerns

We recognize that bylaws are legally binding rules for a corporation's internal operations, governing everything from board meetings and officer duties to voting procedures and shareholder rights. They are essential for consistent, transparent corporate governance, establishing a framework for how decisions are made, and business is conducted.

It's my understanding that this board assessed that it was, according to Colorado law, within the board's purview to amend the bylaws of the non profit corporation KVNF.

Law.justia.com/codes notes three exceptions, as follows

- **(1)** The board of directors may amend the bylaws at any time to add, change, or delete a provision, unless:
- **Now quoting** <https://law.justia.com/codes/colorado/title-7/corporations-continued/nonprofit-corporations/article->
 - (((a) Articles 121 to 137 of this title or the articles of incorporation reserve such power exclusively to the members in whole or part; or
 - (b) A particular bylaw expressly prohibits the board of directors from doing so; or)
 - **(c) It would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting....**

Board to Membership: The board is considered accountable to the members, who elect them. This is often outlined in the organization's bylaws. The board acts on behalf of the members to ensure the organization stays true to its mission and operates effectively.

Notice of membership meetings and proposed bylaw changes is essential good practice for public radio stations as notice ensures transparency, accountability, and member participation in the organization's governance. Timely and clear notice allows members to be informed about and prepare for important decisions, and it is often a legal and regulatory requirement.

The creation of a nominating committee exercising what they see to be their prerogative to select candidates and shape a slate to be voted on as a slate of three candidates with the only option for

voting members a vote of yes or no is a procedure which precludes the membership vote required by the 2020 bylaws. This is our primary concern.

"If at an annual meeting the membership gathered approves to use the mechanism of voting for a slate, that would serve as compliance with the legal document which is the current Bylaws of the Non profit Corporation KVNF.

At the time of the July 2025 Board of Directors meeting, the KVNF board was operating under the then current bylaws, last edited in 2020. It appears to be out of order to make the changes made without notice of proposal, and without the vote of the membership at the annual meeting and may potentially be technically classified as a violation of the existing bylaws.

While this particular concern has activated our response - we are committed to an holistic approach, to the bigger picture; to recovering the essence of representation, transparency and accessibility in our community public radio, to revitalizing membership input and participation beyond the consistent generosity demonstrated by the current membership community, most notably in recent months in response to this administration's cuts to federal funding.

A word about the cadre of community public radio members who were present at the annual meeting, those who expressed their position in the straw poll vote on the subject and others invested through their membership in the health and sustainability of the station, who have subsequently been learning what transpired at October's annual meeting and at the July board meeting, - We CARE

5 We plan to avail ourselves of the following provision in KVNF's bylaws

Article VI Section 2. Meetings of the Members of the Corporation

b. "Special meetings of the members of the Corporation may be called upon notice of at least fifteen (15) days prior to each meeting. Notice shall be made by public posting and radio broadcast. The President shall call such a Special meeting upon the written request of any ten (10) members of the Corporation".

We will follow Article IX Section One

Ballots for By-Law changes shall be posted no later than 30 days prior to the membership meeting. Ballots shall include the proposed changes and shall include a rationale for the proposed change(s). Proposals for bylaw changes must be submitted to the KVNF business office no later than 45 days prior to the annual Membership Meeting.

I thank you for your attention and request that this public comment be entered into the minutes and this written statement available to interested parties.

I close by acknowledging that what unites us, members, staff and Board of Directors is the appreciation for this vital indispensable resource serving our communities in Western Colorado.

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