

## **Memo**

**To** The Board of Directors  
GFCBC

**From:** The Nominating Committee  
Martha Schmidt, Anneke Toomey, Wade Kemp, Gary Smith

**Date:** 9 May 2005

**RE:** Election Procedures

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Ladies and Gentlemen,

To ensure an orderly and fair election in conformance with our bylaws and in acknowledgement of the current transitional nature of those bylaws, the nominating committee recommends that a Special Meeting of the membership be called for the purpose of amending the bylaws by adding the provision stated below. No other amendments should be addressed at this Special Meeting and Article XI, if approved, should be effective immediately.

At present, the bylaws require that election of the directors be by the “majority of the membership.” The nominating committee feels that a majority of the membership may not be in attendance at the annual meeting and consequently, our election may be invalid.

Article XI, below, also provides for the orderly election of the three-year director as well as for some clarification of the election process itself. Article XI supercedes all provisions of the bylaws in conflict with this provision. It can be readily presented to the membership for ratification.

Respectfully,

Gary Smith

cc. Nominating Committee, Board of Directors

**Proposed amendment to the Bylaws of Great Falls  
Community Broadcasting at a Special Meeting of the  
Membership:**

**Article XI: Election Procedures**

Notwithstanding anything to the contrary contained in these bylaws, the directors shall be elected by the majority of the membership then in attendance at the annual meeting of the membership or, via written proxy, at the same meeting. The annual membership meeting shall be held at the time and place designated by the Board of Directors and shall occur no later than the last day of the second quarter of the calendar year.

In advance of the election, candidates shall make known to the nominating committee their willingness to serve for a term of three years. With the exception of one director, all directors are elected for a maximum term of one year.

The nominating committee shall collect information from each candidate pertinent to his or her candidacy and distribute such information to the membership in an organized fashion no less than two weeks prior to the annual membership meeting. At this same time, the ballot shall be presented to the membership.

The membership shall elect Directors in adequate number to replace all Directors whose terms have then expired and to fill any vacancy on the Board of Directors then in existence.

Of the Directors so elected, the candidate receiving the greatest number of votes and previously having expressed a willingness to serve a three-year term shall become the so-called “three-year director” as expressed hereinabove in these bylaws. All other directors elected at the annual meeting shall serve one-year terms.