

May 2, 2008

MCTV Board of Directors
PO Box 1750
El Granada, CA 94018

To the Board of Directors of Mid-Coast Television,

I request that this letter be provided to each member of the Board of Directors.

The conduct of MCTV's current election is a matter that the board may wish to consider. Management's execution of the current MCTV election has bypassed requirements of the bylaws.

MCTV's management rushed the ballot into the mail. In that way, management denied half of the candidates the required opportunity to communicate with members and solicit votes. The bylaws clearly require that all candidates be afforded the opportunity to solicit votes from the membership. By rushing ballots into the mail less than one day after the closing of nominations, and prior to requesting candidate statements, no such opportunity could possibly exist. Management has impaired the election, the rights of candidates, and the rights of members.

MCTV's management sent incorrect, incomplete, and obfuscatory information to members about the proposed changes to the bylaws. MCTV's management did not provide members with a reasonable opportunity to consider the proposed changes. Without a clearly marked, complete text with change bars, strikeouts, and other clear and unmistakable representation of the before and after versions, and without a clear and understandable neutral presentation of the changes, as is consistently done in public elections when legal text is being changed, members have been afforded no opportunity to make an informed decision on the matter. An informed electorate being a fundamental requirement of a fair election, management has further impaired the election, the rights of candidates, and the rights of members.

Would not the membership, the public, and MCTV itself be better served by elections conducted in a manner compliant with both the letter of the bylaws and the precepts of fair elections?

Sincerely,

Scott Boyd
PO Box 370553
Montara, CA 94037

Particulars

Non-board-nominated candidates were denied “A reasonable opportunity for a nominee to communicate to the members the nominee’s qualifications and reasons for the nominees’ candidacy” as guaranteed by MCTV’s bylaws.

- a. Members received the names and qualifications of board-nominated candidates on April 10, before the deadline for nominations.
- b. Because MCTV rushed ballots into the mail prior to any possibility of including candidates’ statements, members had the ballot in their hands for at least four days before they received candidates’ statements from MCTV.
- c. MCTV notified candidates that they needed to deliver their statements 48 hours before the deadline, despite the fact that they could have sent this notification at least 48 hours earlier.

Non-board-nominated candidates were denied “A reasonable opportunity for all nominees to solicit votes” as required by MCTV’s bylaws.

- a. MCTV refused to provide an electronic copy of their membership list, despite the fact that ballots were already in the mail. This delayed by no less than one full day efforts by non-board-nominated candidates to communicate with the membership.
- b. Meanwhile, the ballots were already in members’ hands.
- c. MCTV management, despite knowing the disadvantage imposed by the rushing out of ballots and the denying non-board-nominated candidates access to the membership, implored members to vote as quickly as possible:

“When you receive your ballot, please be sure to fill it out and mail it back to MCTV as soon as possible.”

Not all members were given an opportunity to review the revised bylaws on the MCTV ballot.

- a. Members who joined after April 10, while eligible to vote in the election, were not provided a copy of the existing bylaws, the proposed new bylaws, a list of changes to the bylaws, or a clear and complete description of the changes.
- b. The ballot did not include information about the proposed bylaws changes.
- c. Members who did receive information did not receive adequate or complete information about the proposed changes
- d. Copies of the proposed new bylaws were mailed to members
- e. Copies of the current bylaws or changes to the proposed bylaws were not mailed to members.
- f. The cover letter provided incomplete information about the proposed bylaws. It described some innocuous changes to the bylaws but did not mention significant changes to governance or to limitations on conflicts of interest by members of the board.

TIMELINE

<i>February 26</i>	Barry Parr requests a copy of MCTV's bylaws from MCTV executive director Connie Malach.
<i>March 19</i>	Having not received a copy of the bylaws from MCTV, Barry Parr requests a copy from Rich Gordon's office, having recently discovered that MCTV was supposed to file a copy with the county.
<i>April 4 (approximately)</i>	After two weeks of reminders, MCTV delivers a copy of the bylaws to the county. Barry Parr asks Supervisor Gordon's office to mail the bylaws.
<i>April 10</i>	MCTV sends out copies of the proposed new bylaws and descriptions of board-nominated director candidates to members of MCTV, in time to afford consideration before receiving ballots. <i>[These were not sent to anyone who joined after April 10.]</i>
<i>April 12 Saturday</i>	Barry Parr receives the bylaws and discovers that a deadline in four or five days to nominate candidates for the board of directors.
<i>April 14 Monday</i>	Barry Parr delivers his membership application to MCTV, and notifies MCTV of his intention to nominate directors for open positions on the board. Mr. Parr alerts people who were interested in the issues that he had raised regarding MCTV that he was running and recommended they join MCTV so they could vote for him and his nominees.
<i>April 15 Tuesday, approximately</i>	Shortly after delivering his membership application to their office, MCTV blocked the mail slot with a piece of heavy equipment, painted over the "mail slot" sign, and instructed Comcast employees in the same building not to receive mail, phone calls or anything pertaining to MCTV, and to say that Connie Malach was not there. No directions were left for Coastsiders trying to deliver membership applications to the office.
<i>April 18 Friday</i>	Three nominations and about 20 membership applications were delivered to the El Granada Post office for delivery to MCTV via certified mail. Another seven or so individuals also applied by Friday. At least one person managed to force her membership application through the blocked mail slot Friday afternoon, and

	called Connie Malach personally to tell her she had delivered her application.
<i>April 19 Saturday, less than 24 hours after closing nominations</i>	MCTV created, folded, stuffed, and addressed 127 ballots. MCTV had not requested statements from the candidates yet. Mailing the ballot this quickly allowed MCTV to close the membership rolls at a time that gave significant advantages to board-nominated candidates.
<i>April 20 Sunday, 24 hours after mailing the ballots</i>	MCTV sent an email to candidates requesting a statement for a mailing to members, setting a 48 hour deadline – Tuesday, at 5pm. At this time, Mr. Parr indicated to executive director Connie Malach and MCTV attorney (and Ms. Malach's husband) Mike Day that he believed the election procedure was unreasonable and favored board-nominated candidates. Both Malach and Day are members of the board of directors. At this meeting, Ms. Malach provided a printout of the membership mailing list from an Excel file. Mr. Parr told Ms. Malach that because the election had been called so quickly he needed an electronic copy to get a mailing to members before they voted their ballots. She refused to supply the file.
<i>April 21 Monday</i>	Ballots began to arrive in members' mailboxes. At this point, MCTV members were able to vote although they had received information only about board-nominated candidates.
<i>April 23 Wednesday</i>	Non-board-nominated candidates mailed a flyer to MCTV members. Many, but not all, would receive it that night, two days after they received the ballots. Non-board-nominated candidates were able to get their flyer in the mail by April 23, only after round-the-clock efforts to re-enter addresses into a database, as well as write, produce, print, insert in envelopes, label, add postage, and deliver flyers to every post office on the coastside to assure same-day delivery, all within 48 hours of receiving notice that the ballots had been mailed 24 hours earlier.
<i>April 24 Thursday</i>	MCTV-mailed candidates' statements arrive in members' mailboxes.