

# WFHB Bylaws

Approved by WFHB Membership

June 2016



## **Article 1 – Name**

The name of the Corporation is Bloomington Community Radio, Inc., also referred to as BCR.

## **Article 2 – Definitions**

### **2.1 Board Defined**

As used herein, the term “Board” shall be defined as the Board of Directors of the Corporation.

### **2.2 Officer Defined**

As used herein, the term “Officer” shall be defined as an Officer of the Corporation or an Officer of the Board of Directors, as the case may be.

### **2.3 Member Defined**

As used herein, the term “Member” shall be defined as any individual, group of individuals or organization who has made the required minimum contribution to the Corporation.

## **Article 3 – Offices**

The principal offices of the Corporation shall be located in Bloomington, Indiana. The Corporation may have such other offices, either within or without the state of Indiana, as the Board may determine from time to time.

## **Article 4 – Purpose**

The purposes of the Corporation are the development and operation of non-commercial, educational broadcast facilities, the carrying out of educational and media activities and such other projects as may be related to public education or communication.

## **Article 5 – Membership**

### **5.1 Authority of the Board of Directors**

In accordance with these bylaws, and/or in the event of an individual dispute, the Board of Directors may determine the Membership of the Corporation.

## 5.2 Classes of Membership

**5.2.1** A Participating Member in the Corporation shall be any person who has met the required minimum amount of work as defined in these Bylaws. Participating Members shall have the right to vote on the election of Directors and on any other matters brought before the Membership for an electoral decision. Members of the Board and paid employees of the Corporation shall be considered Participating Members for as long as they continue in their positions.

**5.2.2** A Contributing Member in the Corporation shall be any person who has made the minimum monetary contribution to the Corporation as determined by the Board of Directors. A Contributing Member shall have no voting power.

## 5.3 Terms of Membership

**5.3.1** The term of Membership for a Participating Member shall extend for twelve (12) months from the first day of the first month in which the required minimum amount of work has been met.

**5.3.2** The term of Membership for a Contributing Member shall extend for twelve (12) months from the first of the month in which the contribution was made.

## 5.4 Definitions

**5.4.1** The minimum monetary contribution shall be established by the Board and may be changed from time to time by the Board when deemed appropriate; said changes may be made on a case-by-case basis.

**5.4.2** The required minimum amount of work for a Participating Member shall be a total of thirty (30) hours of authorized work for the Corporation, paid or unpaid, within any consecutive 12-month period. During this period, at least four (4) hours of work must be done during each of three (3) different months.

## 5.5 Resignation from Membership

A Member may resign from Membership at any time by submitting written notice of resignation to the Board. However, no Member shall be entitled to any refund of any contribution or gift made to the Corporation.

## 5.6 Membership Meetings

A list of the names of all valid Participating Members shall be posted in a prominent location at the main offices of the Corporation no later than 24 hours prior to any Membership Meeting. The first order of business at each Meeting shall be the hearing of any dispute regarding the list of Participating Members. In the event of any dispute, those members of the Board of Directors and any paid Staff Members present shall resign to a separate area to discuss the names in question. The recommendation of any two paid Staff Members and the majority vote of those Board Members present shall be required for each disputed name to be added to or deleted from the list of

Participating Members. The Secretary shall then announce any changes made to the list of Participating Members.

#### **5.6.1 Annual Meeting.**

The Members shall meet annually for the following purposes: to elect Board Members, to receive reports from the Board and the Staff, to offer recommendations to the Board and the Staff, and to act upon any other business requiring the input or vote of the Participating Membership. The Annual Meeting of the Membership shall be held at a time and place designated by the Board. In no event shall the Meeting be held later than June 15<sup>th</sup> of each year. Should the Board fail to designate any other place or date for the Meeting, the Meeting shall be held at the main offices of the Corporation at 8:00 p.m. on the last Wednesday before June 15<sup>th</sup>. Each Member shall be notified in writing or by electronic communications of the date, time and place of the Annual Meeting.

#### **5.6.2 Quorum**

The attendance of twenty percent (20%) of Participating Members at a meeting shall constitute a quorum at that Meeting. The vote or recommendation of the majority (51%) of Participating Members (including valid absentee ballots) shall be the act or recommendation of the Members.

#### **5.6.3 Call of Meetings**

Meetings of the Members other than the Annual Meeting may be called by the Board, or by a petition signed by 20% of the Participating Membership, and directed to the secretary at least thirty (30) days before the proposed date of the Meeting.

#### **5.6.4 Notice of Meeting**

Notice of any Meeting of Members shall be given at least fourteen (14) days prior thereto by written notice to each Member at his/her address of record. If mailed, such notice shall be deemed delivered when deposited in the United States mail, properly addressed and with the postage thereon prepaid or sent by email or electronic message specified by the member.

#### **5.6.5 Waiver of Notice**

When written notice is to be given to any Member under the articles of incorporation, Bylaws, or any provision of law, a waiver of notice in writing, signed at any time by the Member entitled to the notice shall be equivalent of giving notice. The attendance of a Member at a Meeting shall constitute a waiver of notice of the Meeting.

#### **5.6.6 Absentee Voting**

Absentee ballots shall be provided to the membership for the purposes of voting on any issue. Absentee ballots, properly signed by a valid Participating Member, must be received by the Secretary no later than the scheduled time that a meeting is convened

or as otherwise defined in these bylaws. No other form of absentee ballot or proxy shall be accepted as valid. No proxy votes will be accepted.

## **Article 6 – Board of Directors**

### **6.1 Membership of the Board**

#### **6.1.1 General Powers**

The Board is the final authority on all matters pertaining to the functioning of the Corporation. The business management of the Corporation, its finances, and its properties shall be trusted to the Board. The Board shall have the authority to transact the necessary business of the Corporation between Meetings of the Participating Members. The Board shall employ all paid staff, and have the power to remove any staff member if he or she fails to perform the duties of his/her position. The Board is similarly empowered to remove any Member of the Board of Advisors that fails to perform the duties of that position.

#### **6.1.2 Composition of the Board**

The Board shall consist of at least seven (7) and no more than nine (9) elected, voting Members. The Station Manager shall serve as a non-elected, non-voting member of the Board. No other Members of the Board may also hold paid staff positions. In the event of the resignation of a Member of the Board, fewer than seven Members shall be allowed until a replacement is found.

#### **6.1.3 Term of Office**

The term of office of a Director shall be three (3) years from the date of election. Elections shall be held at the Annual Meeting of the Corporation. The terms of office shall be so arranged that at least one (1) Director is elected at each Annual Meeting.

#### **6.1.4 Vacancies**

If a seat on the Board of Directors becomes vacant, through resignation or for any other reason, the remaining Directors will elect a new Member to complete the term's office. The new Director's term of office will expire on the same date on which the previous Director's term would have expired.

### **6.2 Member Election of Directors**

#### **6.2.1 Nominations**

Nominations for the office of Director must be submitted in one of the following ways:

1. The Board shall appoint a nominating committee which shall submit at least one (1) but no more than two (2) nominations for each seat to be filled. These nominations must be made public at least sixty (60) days prior to the Annual Meeting by posting in a prominent location at the main offices of the Corporation.

2. Participating Members may add names to the list of candidates by submitting petitions to the Board. Such petitions must be signed by at least ten (10) valid Participating Members. A Participating Member may sign only one (1) such petition for each seat to be filled. Petitions must be submitted to the Board no later than thirty (30) days prior to the Annual Meeting.
3. The Board may nominate one (1) name, at or before the Annual Meeting, for each seat to be filled. Nominees should be willing to serve the proposed term.

### **6.2.2 Elections**

The only people eligible to be elected to the Board are those that have been duly nominated. Directors shall be elected by majority vote of Participating Members, either in person or by absentee ballot, voting at the Annual Meeting at which a quorum is present. Each Participating Member shall have one vote for each position to be filled. There shall be no cumulative voting. Absentee ballots, properly signed and received before the Annual Meeting shall be counted only on the first ballot for each seat. If no candidate receives a majority vote, or in the case of a tie, the Participating Members present will cast additional ballots until all seats have been filled. In the event that a position is not filled by election, the Board shall be required to call another Meeting of Participating Members within ninety (90) days for the purpose of election for the unfilled seat(s).

### **6.3 Meetings and Procedures**

All actions of the Board shall be decided by the majority vote of those members at a meeting at which a quorum is present, unless otherwise provided in these Bylaws. Fifty-one percent (51%) of the voting members of the Board shall constitute a quorum. The Station Manager shall not be considered for purposes of establishing a quorum. Members of the Board may cast votes and participate in a meeting by telephone. Board Members may cast votes on specific issues in writing, by telephone, or by any other reasonable means, up to 48 hours before or after a meeting.

#### **6.3.1 Annual Meeting**

The Annual Meeting of the Board shall be held, without notice other than the Bylaws, immediately following and at the same location as the Annual Membership Meeting. The purpose of the Annual Meeting shall be to receive reports from the Officers, Directors, committees, and the general manager, and for other such business as may be transacted at a regular Meeting. In addition, Officers for the upcoming year shall also be chosen. If for any reason the Annual Meeting is not held the scheduled time, it shall be held as soon as may be convenient.

#### **6.3.2 Regular Meetings**

The Board may provide, by resolution, the time and place for holding additional Meetings, without notice other than the resolution.

### **6.3.3 Special Meetings**

Special Meetings of the Board may be called by any three (3) Directors. The Directors may fix the time and place of such Meeting.

### **6.3.4 Notice of Meetings**

Notice of Annual or Special Meetings of the Board shall be given in person, by mail or electronic communications or by telephone to each Director at least ten (10) days before each meeting.

### **6.3.5 Written Action**

Any taken at a Board Meeting, or at a Meeting of any committee established by the Board, may be taken without a meeting if done in writing and signed by all Members of the Board or committee. Approval of such action shall be made as required in the bylaws for the issue under consideration.

### **6.3.6 Committees**

The Board may establish committees to carry out specific tasks and to make recommendations to the Board. The Board may determine the number of persons to comprise any committee. All committees shall be responsible to the Board. Committees may be dissolved by completion of assigned tasks or by resolution of the Board. Committees can determine the date and time of their Meetings.

### **6.3.7 Resignation of Board Members**

A resignation from the Board of Directors shall be submitted in writing to the President, who will present it at the first Meeting of the Board following its reception.

### **6.3.8 Removal of Board Member(s)**

A Director may be removed from office only by a unanimous vote of all of the remaining Board Members and a majority vote of all Participating Members. Absentee votes will be accepted.

### **6.3.9 Waiver of Notice**

When written notice is to be given to any Director under the articles of incorporation, Bylaws, or any provision of law, a waiver of the notice in writing, signed at any time by the Director entitled to the notice shall be equivalent of giving notice. The attendance of a Director at a Meeting shall constitute a waiver of notice of the Meeting.

## **Article 7 – Corporate Officers**

### **7.1 Offices**

The principal Officers of the Corporation shall be a President/Chair, a Secretary, and a Treasurer. Each of the principal Officers shall be elected by the Board. Other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Officers of the Corporation shall also be the Officers of the Board.

#### **7.1.1 President/Chair**

The President/Chair shall be the Chief Officer of the Corporation and shall preside at all Meetings of the Board.

#### **7.1.2 Secretary**

The Secretary shall keep the minutes of the Meetings of the Board, or said minutes shall be kept at the Secretary's direction; shall see that all notices are duly given in accordance with these by-laws; shall see that all elections are duly and correctly held; and shall perform such related duties as from time to time may be assigned to him or her by the President or the Board. The Secretary shall preside at any Meeting of the Board at which the President is absent.

#### **7.1.3 Treasurer**

The Treasurer of the Corporation will perform the duties normally assigned to his or her office and shall preside at any Meeting of the Board at which the President and the Secretary are absent.

### **7.2 Election and Term of Office**

The Officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board and will serve terms of one (1) year.

### **7.3 Resignation**

A resignation by an Officer shall be submitted in writing to the Board at a Board meeting. The Officer shall continue to perform the duties of his or her office until a replacement has been found.

### **7.4 Removal**

Any Officer may be removed by the Board whenever in its best judgment the best interests of the Corporation would be served by removal. An Officer may be removed by a vote of no less than two-thirds (2/3) of the full Board of Directors, excluding the Officers in question.



### 7.5 Replacement of Resigned or Removed Officer

The Board shall be notified as soon as possible of the need to replace an Officer. The Board will then elect a replacement within two (2) months of the date of the vacancy to fill the unexpired term of the Officer.

## **Article 8 – Executive Committee**

### 8.1 Membership and Election

The Board may at their discretion decide to form an Executive Committee. Should they do so, this Executive Committee shall consist of at least three (3) Members of the Board, and shall be elected by the majority vote of the full Board of Directors.

### 8.2 Duties

The Executive Committee shall be charged with handling emergency matters between regular Board Meetings, reviewing personnel problems, and handling any other matter specifically delegated to it by the full Board.

### 8.3 Reconsideration of Executive Committee Actions by the Full Board

Any Director, including any Member of the executive committee, may move for reconsideration by the full Board of any decision of the committee. The full Board shall adopt a procedure for the review of committee decisions.

## **Article 9 – Community Advisory Board**

The Board may select from the community at large an unspecified number of persons to serve on an advisory panel known as the Board of Advisors, for terms of one (1) year. These Advisors may be reappointed for such additional one (1) year terms as the Board may deem proper. The Advisors shall serve in an advisory capacity to the Board of Directors. Members of the Board of Advisors shall not be Staff Members. The Advisory Board Membership should reasonably reflect the diverse needs and interests of the community.

## **Article 10 – Contracts, Loans, Checks and Deposits: Special Corporate Acts**

The Board may authorize any Officer or Officers, their agent or agents, to enter into any contract or to execute or deliver any instrument in the name of or on behalf of the Corporation. This authorization may be general or confined to specific instances. In the absence of other designations, all deeds, mortgages, and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the chair or the secretary, or by an assistant secretary, the treasurer or assistant treasurer. The secretary or an assistant secretary, when necessary or required, shall affix the corporate seal to instruments. When executed no other party to the instrument or any third party shall be required to inquire about the authority of the signing Officer or Officers.

## **Article 11 – Rights of Members**

### **11.1 Equal Opportunity**

Staff, management, and Directors of the Corporation shall not consider racial characteristics, ethnic background, personal beliefs, sex, physical disabilities, or sexual orientation in making any decisions about membership status, employment, or participation in the activities of the Corporation.

### **11.2 Free Speech**

The Members' right of free speech shall not be abridged or restricted by the Corporation, either during broadcasting or other operations, except as may be required by law.

### **11.3 Disciplinary Action**

Accusations which may warrant disciplinary action by the staff, management, or Board of Directors shall be considered only if they are based upon specific grounds. Any person so accused shall have the right to defend themselves in the presence of those who bring the accusations, except where provided by law.

### **11.4 Right of Appeal**

Members shall have the right to appeal the decisions of the staff, management, or Executive Committee to the full Board of Directors.

### **11.5 Due Process**

Membership status shall not be changed or denied to anyone without due process under these Bylaws and the laws of the State of Indiana.

### **11.6 Decision Making**

Staff, management, and Directors who are under consideration for disciplinary action shall disqualify themselves from participation in the decision-making process, without prejudice to any of their rights as set forth in these Bylaws.

## **Article 12 – Obligations to Candidates for Membership**

No person shall be offered any position based upon that person's monetary donations or promises of monetary donations to this Corporation. No contractual obligations as a provision of a grant of monies or other assets to this Corporation shall be made without the approval of the Board.

**Article 13 – Amendments**

Amendments of these Bylaws may be proposed by either twenty-five percent (25%) of the Participating Members or twenty percent (20%) of the Board of Directors. Amendments shall first be submitted to the Board for review. Three-fourths (3/4) of the full Board must approve the proposed amendment. The proposed amendment must then be submitted by the Board to the full Participating Membership within ninety (90) days of its approval by the Board. Absentee ballots shall be provided to the Participating Members when written notice of the Membership Meeting is sent. Initial approval of the amendment must be made by at least fifty-one percent (51%) of the Participating Membership, including valid absentee ballots, at a meeting at which a quorum is present. After approval, an amendment must be ratified by a second vote, including absentee ballots, no sooner than thirty (30) days following the initial approval of the amendment. Ratification of an amendment must be made by the affirmative vote of fifty-one percent (51%) of the Participating Members.

**Article 14 – Severability**

If any section, clause, provision, or portion of these Bylaws is judged unconstitutional or invalid by a court or competent jurisdiction, the remainder of the Bylaws shall be unaffected.

**Article 15 – Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Monroe County exclusively for such purpose, or to such organization or organizations, as said Court shall determine, which are organized and operated for such purpose.