

Bylaws of The Foundation For Creative Broadcasting, Inc.

Article I Purpose

The Foundation for Creative Broadcasting (FCB) is a nonprofit corporation organized under Title 10, Sections 451-458 of the All. - Revised Statutes, In keeping with Title 43, Section 147 of ARS. The purpose of the FCB Is to promote, support, and maintain radio broadcasting dedicated to community, service and creativity. The FCB Is dedicated to the production and broadcast of programming which enriches the lives of listeners, programming which Informs the audience about public issues and social concerns and which therefore justifies general public support; programming of quality which is respectful of the sensitivities end intellect of the audience; programming which respects and rejoices In human aspiration, achievement and diversity, programming which reaches significant numbers of people and justifies the use of the mass medium of broadcasting; programming which entertains and satisfies sufficiently to Justify voluntary and enthusiastic financial support by the audience.

Article II

The principal office of the FCB shall be In Tucson, Pima County, Arizona, as stated In the Articles of Incorporation.

III.1. Eligibility.

Membership In the Foundation Is open to anyone of any race, color, creed and sex who fulfils enter of the following conditions:

- a. Membership as defined by the Board, is available on a monthly basis in exchange for volunteer service to FCB of ten hours per month in any of the following categories: engineering, bookkeeping, secretarial, administration, broadcasting, underwriting, membership, and special
- b. Membership is available by subscription as defined by the Board.

III. Powers.

The membership nominates and elects Three Board members annually from its own rolls as described In Article IV.6.

III.3. Initiative Power.

The membership holds the power to recall any Board member and to change the policies of the Foundation and its broadcasting facilities by initiative and vote. Petitions presented to the Board containing signatures of 10% of the membership on the roll will precipitate a vote on the Issue by the membership. All expenses shall be borne by the petitioner. Written notices will be mailed by the Board to the membership two (2) weeks prior to the meeting called for the purpose of voting on the matter. The vote will be by secret ballot in person or by signed, mailed ballot. Two-thirds of the majority of votes cast will enact the change. This power cannot be altered except by a 2/3 vote of the membership.

III.5. Termination of Membership.

Any member may be removed from the membership roll if terms of membership are not maintained In accordance with Article III.1.

1116. Liability.

The members of the Foundation carry no personal liability for the activities of the Foundation, as it is a corporal responsibility. The FCB shall Indemnify any trustee, officer a employee for expenses and costs, Including attorney' fees, actually and necessarily incurred by the individual In connection with any claim asserted against the individual, by action In court or otherwise by reason of the individual being or having been such trustee, officer or employee, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter In which indemnity Is sought.

Article IV Board Of Directors

IV 1. Purpose.

The governing body of the FCB shall be the Board, which shall establish and approve long & short term goals, strategies, and policies. The Board shall be responsible for selection, negotiation of the employment contract, evaluation and termination of the Executive Director.

IV.2. Number.

The Board shall consist of up to 20 members.

IV.3. Membership.

Board membership shall be constituted as follows:

- a. fourteen (14) members who shall be appointed by the Board of Directors
- b. Six (6) members who shall be elected by the members in accordance with Article IV.6.

IB.4. Term.

The term of office for general membership Board members is Two years. No member shall serve for more than two consecutive terms.

IV.5. Eligibility.

Any person who is a member of the FCB on the date of nomination or appointment shall be eligible for Board membership with me exception of paid employees and current on-air volunteers of the FCB. In addition, Board members must satisfy the eligibility, requirements specified in Article III.1.

IV.6. Elections.

Election of Three (3) General Membership BOARD members shall take place each year.

IV.6.a.General Membership Election Process

IV.6.a.1 Nomination

In order to be eligible for election to the Board as one of the Twenty (20) General Membership Board members, an individual must meet the requirements for Board membership as specified In Article IV.5 and be nominated by one Board member or no fewer then three FCB members. To be placed on the ballot for election at the annual meeting, an individual must have a completed nomination submitted to the General Manager no later than six weeks prior to the posted election date. (Refer to Article IV.9.c).

IV.6.a.2 Notice.

Notice of nominations to the Board shall begin three (3) months prior to the general election and continue until nominations are closed. Notice shall be defined as: posting in a prominent place at the station offices, publication in the bi-monthly station newsletter and radio announcements Notice of the general election shall begin three (3) months prior to the posted election date and continue up to the election.

IV.6a.3 Voting

The selection of General Membership Board members shall be decided by a vote which shall be done by signed, mailed ballot or delivered in person to the station prior to the posted election date. The result of the vote shall be announced at the next regularly scheduled Board meeting and via the bi-monthly news letter. Each FCB member shall have as many votes as there are Board positions standing for election; but no more, than one vote may be cast for any one nominee by any one FCB member. Voting results shall be determined on the basis of most votes received. In case of a tie vote for the last available Board position, the pre-election Board shall determine by secret ballot which nominee sell be seated, such vote to be decided by a simple majority. The specific procedures of the election are to be outlined in an election manual approved by the full Board and posted with notice. (Refer to Article 6.a.2)

IV.7. Inauguration of New Board Members.

Newly elected Board members shall be inaugurated at the first regularly scheduled Board meeting immediately following the completion of the election. (Refer to Article IV.9c). Newly elected Board members shall participate In orientation and training as determined by the Board.

IV.8 Vacancies.

In the event of a vacancy, on the Board of a General Membership Board position, the Board shall appoint an eligible FCB member who shall serve for the unexpired term of the original electee. Such appointment procedure shall begin with nomination at a regular Board meeting. At the next regular Board meeting,

nominees shall be interviewed by the Board at the end of that meeting under new business the board meeting may be seated. Appointment to the Board shall require a two-thirds vote of Board members present.

IV.9.a. Meetings

Unless otherwise specified by a two-thirds vote of Board members present at a regular meeting, the Board's meetings shall occur at least once each month, time and place to be determined. Board members shall receive meeting packages including agendas and reports from all Committee meetings and information relating to any topic requiring Board action or vote at least five (5) days prior to the monthly Board meeting unless otherwise specified by a two-thirds of the Board of Directors. These meetings are open to the general public in accordance with the applicable regulations Reasonable notice, 48 hours prior, shall be given to the general public as to time and place of the Board meeting.

IV.9.b. Quorum

Quorum shall be defined as a majority plus one of the current Board membership. The Board president is counted in the quorum.

IV.9.c. Voting

Each board member, excepting the president is entitled to one vote per matter for each matter submitted to a vote of members. In the event of a tie vote, the Board president is entitled to one vote.

IV.9.e. Election Meetings.

At the first regularly scheduled meeting after the Board election, the pre-election Board Shall meet for the specific purpose of endorsing the election results, satisfying any election obligations specified herein, officially naming the new Board members, and inaugurating the newly elected Board members. Directly after this business, with the newly elected Board members will nominate and elect officers and continue with regular

IV.10. Rules of Order.

The Board shall use Roberts Rules of Order. Revised as its procedural rules except where 'Roberts Rules' contradict these Bylaws in which case the Bylaw procedures shall prevail.

IV.11. Disqualification and Removal.

A Board member may be disqualified from the Board by membership initiative as specified In Article III.3 or by a two-thirds (2/3) vote of those Board members present and voting at a duly noticed regular Board meeting. Written notice shall be provided to all Board members thirty (30) days Prior to the meeting specifying the proposed disqualification and stating in general terms the grounds therefore. A Board member who Is completely absent from three (2) consecutive regular Board meetings or two (2) consecutive standing committee meetings without a valid reason presented in writing to the President of the Board shall automatically

be disqualified from Board membership; and the position held by said individual shall be filled as specified In Article IV.8.

A Board member who fails to meet the definition of membership (refer to Articles III.1 & III.2) may be disqualified from office by a majority vote of the Board.

Any member of the Board may be disqualified if the remaining members determine by a majority vote that the member has engaged in willful misconduct with respect to their duties as a Board member.

Any member of the Board may be disqualified if the remaining members determine by a majority vote that the member has failed to perform the duties of a Board member. The Board shall establish and adopt a resolution setting forth duties of a Board member.

Once a member of the Board has been disqualified he/she may be removed from the Board by a majority plus one vote of the remaining Board members. This removal vote shall take place at the next regularly scheduled meeting following the meeting at which the member was disqualified. Intent to remove a member must be duly noted as an agenda item prior to the meeting at which the removal vote takes place. After removal, the member removed shall no longer have any authority to act on behalf of the FCB unless specifically authorized to do so by the Board and shall have none of the rights, responsibilities or privileges of a Board member.

Once disqualified, if a member is not removed at the next scheduled meeting of the Board, pursuant to the above, the member shall remain as a Board member as if no disqualification had occurred. Failure of the Board to remove a member does not limit the right of the Board to disqualify and remove a member of the Board at any subsequent time.

If a member of the Board is disqualified by membership initiative in accordance with Article III.3, that member shall be considered removed from the Board upon receipt of the certified initiative results.

IV.12. Officers

The officers of the Board shall be President, Vice-President, Secretary and Treasurer. The officers shall be elected by the Board at the first regular Board meeting in after the annual Board election. Officers' terms shall be for one (1) year. Officers can be removed from office by a two-thirds (2/3) vote of the entire Board.

IV.13. Committees

Committees shall be formed by the Board and be empowered as specified herein; and the Board shall also form and empower ad hoc committees as deemed necessary.

IV.13.a. Executive Committee.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the chairpersons of committees as determined by the President . The Executive Committee meets as needed. The Executive Committee may meet at the call of the President or at the call of two (2) members

of the Executive Committee. Except as limited herein, the Executive Committee shall have the power to conduct the business of the Board when all members of the Executive Committee concur that there is an emergency or that it is clearly not practical to transact such business at a regular or special meeting of the Board. Other powers may be granted temporarily by the Board. Meetings of the Executive Committee may take place telephonically by conference call. The Executive Committee shall have the responsibility for general supervision of the administration and property of the organization in the absence of the full board and evaluation of the Executive Director for presentation to the full Board. The Executive Committee shall have the authority to make final determinations in matters relating to contract negotiations and personnel issues.

IV.14. Conflict of Interest.

No Board member shall participate in decision making on any matter that may result in advantage or gain to the director, his or her relatives, business or domestic partner. Decision making shall include advocating a position, lobbying or voting upon subjects before the Board or any of its committees. A relative shall be defined as any person related to the individual by blood or law. A domestic partner is a spouse or person with whom the individual has a relationship comparable to that of a marital relationship.

Article V Staff And Volunteers

V.1. Hiring and Firing.

The Board shall hold the power to hire and fire the Executive Director. The Board shall delegate the power to hire and fire to the Executive Director.

V.2. Staffing

Staffing shall be according to an organizational plan recommended by the Executive Director and approved by the Board.

Staff and volunteers shall abide by conditions set forth in the Policies and Procedures as approved by the Board for their respective categories.

Article VI Community Advisory Board

For the purpose of effective public input into Vu planning and decision-making or the FCB, the Board shall support and maintain a Community Advisory Board (CAB).

The CAB shall consist of members of the community appointed by the Board and operate according to the guidelines specified by the Board. The number of CAB members shall be determined by the Board.

The role of the CAB shall be advisory in nature. The CAB shall report directly to the Board or to committees of the Board. The CAB shall make recommendations to the Board and shall participate in Board committees in an advisory capacity as requested by the Board. The CAB's recommendations shall not be binding on the Board.

Article VII Finances

VII.1. Fiscal Year

The fiscal year of the Foundation shall be determined by the Board.

VII.2. Accounting and Auditing.

The Foundation will have an open accounting policy with financial sources available to Board, staff, and membership. The Foundation will use generally, accepted accounting principles and procedures. Audits shall take place as needed when approved by the Board.

Article VIII Operation Of Broadcasting Facilities

The broadcasting facilities of the Foundation will operate in accordance with the regulations of the Federal Communications Commission of (FCC), and other constitutionally governing Entities.

Article IX Amendments

The Articles or Incorporation of the FCB and/or these bylaws may be amended, altered, or replaced by an initiative of the membership in accordance with Article III.3 or by a two-thirds (2/3) vote of the entire Board at a regularly scheduled Board meeting, except that Article III.3, can only be amended, altered, or replaced by a two-thirds (2/3) vote of the membership.