

BYLAWS OF THE FOUNDATION FOR CREATIVE BROADCASTING, INC.

ARTICLE 1 : PURPOSE

1.01 General

- A. The Foundation for Creative Broadcasting (FCB) is a nonprofit corporation organized under Title 10 of the Arizona Revised Statutes. 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 and 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 2 : OFFICES

2.01 Offices

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

ARTICLE 3 : MEMBERSHIP

3.01 Eligibility

- A. Membership in the Foundation is open to anyone of any race, color, creed, gender or sexual orientation who fulfills any of the following conditions:
1. Membership, as defined by the Board, is available on an annual basis in exchange for volunteer service to FCB of thirty hours per year in any of the following categories: engineering, bookkeeping, secretarial, administration, broadcasting, underwriting, membership, and special duties.
 2. Membership is available by paid subscription as defined by the Board.
 3. No individual or organization may sponsor more than five individual or family memberships.
 4. Membership voting rights are limited to those members who have been in good standing for at least 30 days prior to the election where their votes may be tallied.

3.02 Powers

- A. The membership shall nominate and elect three board members annually from its own rolls as described in Article 4.06.

3.03 Initiative Power

- A. 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 (2/3) of the majority

of votes cast will enact the change. This power cannot be altered except by a **two-thirds (2/3)** vote of the membership.

3.04 Termination of Membership

- A. Any member may be removed from the membership roll if terms of membership are not maintained **in** accordance with Article **3.01**.

3.05 Liability

- A. The members of the Foundation carry no personal liability for the activities of the Foundation, as it is a **corporate** responsibility. The FCB shall indemnify any trustee, **director**, officer **or** employee for **all** 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, **director**, officer or employee, except in relation to matters to which he/she shall have been **determined to be grossly negligent with respect to** the matter **in** which indemnity is sought.

ARTICLE 4 : BOARD OF DIRECTORS

4.01 Purpose

- A. The governing body of the FCB shall be the Board, which shall establish and approve long **and** 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 **and/or General Manager**.

4.02 Number

- A. The Board shall consist of up to **19** members.

4.03 Membership

- A. Board membership shall be constituted as follows:
 1. Nine (9) members who shall be appointed by the Board of Directors
 2. Nine (9) members who shall be elected by the members in accordance with Article **4.06**.
 3. One (1) volunteer representative who shall be elected by the volunteers through a procedure defined and determined by the volunteers.

4.04 Term

- A. The term of office for general membership Board members is **three** years. No member **elected by the general membership or appointed by the board** shall serve for more than two consecutive terms.
- B. **The term of office for the volunteer representative shall be one year. Volunteer representatives shall serve for no more than three consecutive terms.**
- C. **After their term is completed as defined in 4.04a and 4.04b, a board member may be re-elected or re-appointed to the board after a waiting period of one full term.**

4.05 Eligibility

- A. **Members must satisfy the eligibility requirements specified in Article 3.01 at least thirty (30) days prior to the date of nomination or appointment to be eligible for Board membership.**
- B. **Paid employees of the Foundation for Creative Broadcasting are not eligible for Board membership.**

4.06 Elections

- A. Election of Three (3) General Membership Board members shall take place each year.

B. General Membership Election Process

1. Nomination

- a. In order to be eligible for election to the Board as one of the **nine (9) elected** General Membership Board members, an individual must meet the requirements for Board membership as specified In Article **4.05** and be nominated by one Board member or no fewer then three **(3)** FCB members.
- b. To be placed on the ballot for election, an individual must have a completed nomination submitted to the General Manager no later than six weeks prior to the posted election date.
- c. **Write in candidates must adhere to the same standards and requirements as all other Board election candidates.**

2. Notice.

- a. Notice of nominations to the Board shall begin **two (2)** 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, **posting on the station website** and radio announcements.
- b. Notice of the general election shall begin **two (2)** months prior to the posted election date and continue up to the election.

3. Voting

- a. The selection of **elected** General Membership Board members shall be decided by a vote which shall be done by signed ballot, **postmarked** or delivered in person to the station prior to the posted **close of the** election. The result of the vote shall be **certified** at the next regularly scheduled Board meeting and announced via the newsletter, **radio announcements and on the station website**. 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.
- b. In case of a tie vote for the last available Board position, the pre-election Board shall determine by secret ballot which nominee **shall** 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.

4.07 Inauguration of New Board Members

- A. Newly elected Board members shall be inaugurated at the first regularly scheduled Board meeting immediately following the completion of the election. New Board members shall participate **in** orientation and training as determined by the Board.

4.08 Vacancies and Appointments

- A. In the event of a vacancy on the Board, the Board shall appoint an eligible FCB member who shall serve for the unexpired term of the original **Board member**.
 1. Appointment to the Board shall require a two-thirds vote of Board members present.
- B. **The Board shall appoint eligible FCB members to fill the nine (9) appointed seats. Appointed members shall serve a three year term from the date of appointment.**
- C. **In the event of a vacancy of the Volunteer Board Representative, the Volunteers shall appoint an eligible FCB volunteer member who shall serve for the unexpired term of the original Volunteer Board member.**

4.09 General Board Meetings

- A. Unless otherwise specified by a two-thirds vote of Board members present at a regular meeting, the Board's meetings shall occur at least **six (6) times per year**, time and place to be determined **by the Board**. 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 **forty**

eight (48) hours prior to the monthly Board meeting unless otherwise specified by a two-thirds vote of the Board of Directors.

B. Notice

1. These meetings are open to the general public in accordance with the applicable regulations. Reasonable notice, seven (7) days prior, shall be given to the general public as to time and place of the Board meeting.

C. Quorum

1. Quorum shall be defined as a majority plus one of the current Board membership. The Board President is counted as a member of the quorum.

D. Voting

1. Each board member is entitled to one vote per matter for each matter submitted to a vote of members.
2. In the event of a tie vote, the Board President is entitled to one additional vote.

E. Annual/Election Meetings

1. At the first regularly scheduled meeting after the Board election, the pre-election Board shall conduct an annual meeting for the specific purpose of endorsing the election results, satisfying any election obligations specified in 4.09, officially naming the new Board members, and inaugurating the newly elected Board members. Directly after new Board members are seated, the newly elected Board members will nominate and elect officers of the Board.

F. Special Meetings

1. Special meetings of the Board may be called upon forty-eight (48) hours notice to the general public.

4.10 Rules of Order

- A. 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.

4.11 Disqualification and Removal

A. Disqualification

1. A Board member may be disqualified from the Board by membership initiative as specified in Article 3.03 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 thereof.
2. A Board member who is absent from two (2) consecutive regular Board meetings or two (2) consecutive standing committee meetings without a valid reason presented to the President of the Board may be disqualified from Board membership by a two-thirds (2/3) vote of the Board; and the position held by said individual shall be filled as specified in Article 4.08.
3. A Board member who fails to meet the definition of membership as defined in Article 3.01 is automatically disqualified from office.
4. Any member of the Board may be disqualified if the remaining members determine by a two-thirds (2/3) majority vote that the member failed to perform the duties of a Board member or has engaged in gross negligence or willful misconduct with respect to their duties as a Board member.

B. Removal

1. Once a member of the Board has been disqualified he/she may be removed from the Board by a two-thirds (2/3) majority 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 not

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.

2. If a member of the Board is disqualified by membership initiative in accordance with Article 3.03, that member shall be considered removed from the Board upon receipt of the certified initiative results.

4.12 Officers

- A. The officers of the Board shall be President, Vice-President, Secretary and Treasurer. 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.
- B. Duties of the Officers shall be established under FCB policies and procedures, which shall be reviewed on a regular basis.

4.13 Committees

- A. Committees shall be formed by the Board and be empowered as specified according to the needs of the Board. The Board shall also form, empower ad hoc committees as deemed necessary.
- B. The Board shall be empowered to dissolve Committees according to the needs of the Board.
- C. Executive Committee
 1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the chairpersons of committees as determined by the President.
 2. The Executive Committee shall convene 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.
 - a. Meetings of the Executive Committee may take place at a specified location, telephonically, by conference call or via the internet.
 3. 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. 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 and/or General Manager 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.

4.14 Conflict of Interest

- A. No Board member shall participate in decision making on any matter that may result in a financial advantage or gain to the Board member, 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 5 : STAFF AND VOLUNTEERS

5.01 Hiring and Firing

- A. The Board shall hold the power to hire and fire the Executive Director and/or General Manager. The Board shall have the right to delegate to the Executive Director and/or General Manager the power to manage, direct, hire and fire all paid staff .

5.02 Staff and Volunteers

- A. Staffing shall be according to an organizational plan recommended by the Executive Director **and/or General Manager** and approved by the Board.
- B. Staff and volunteers shall abide by conditions set forth in the Policies and Procedures as approved by the Board for their respective categories.

5.03 Policies and Procedures

- A. **Executive Director and/or General Manager shall annually review and revise staff and volunteers policies and procedures and present to the Board for approval.**
- B. **The following policies and procedures shall be maintained:**
 1. **Grievance procedures for staff and volunteers.**

ARTICLE 6 : COMMUNITY ADVISORY BOARD

6.01 Purpose

- A. For **providing** effective public input into planning and decision-making **by** the FCB, the Board shall support and maintain a Community Advisory Board (CAB).
- B. 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. The CAB shall not have the power to vote on issues before the Board.

6.02 Membership

- A. The CAB shall consist of members of the community **at large** appointed by the Board and operate according to the guidelines specified by the Board.
- B. The number of CAB members shall be determined by the Board.

ARTICLE 7 : FINANCES

7.01 Fiscal Year

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

7.02 Accounting and Auditing

- A. The Foundation will have an open accounting policy with financial reports available to Board, staff, and membership, **in accordance with the laws of the State of Arizona.**
- B. The Foundation will use generally accepted accounting principles and procedures. Audits shall take place as needed when approved by the Board, **and shall be completed at least once per year.**

ARTICLE 8 : OPERATION OF BROADCASTING FACILITIES

8.01 Rules

- A. The broadcasting facilities of the Foundation will operate in accordance with the regulations of the Federal Communications Commission of (FCC), and any other Governmental Entities **as required by law.**

ARTICLE 9 : AMENDMENTS

9.01 Amendments

- A. The Articles of Incorporation of the FCB and/or these bylaws may **only** be amended, altered, or replaced by an initiative of the membership in accordance with Article 3.03 or by a two-thirds (2/3) vote of the entire Board at a regularly scheduled Board meeting.
- B. **For a Board vote, proposed amendments must be presented to the Board as a motion and tabled for one meeting before calling for the vote. The vote may occur at the next meeting of the Board.**

9.02 Exceptions

- A. Article **3.03**, can only be amended, altered, or replaced by a two-thirds (2/3) vote of the membership.

END OF BYLAWS

These bylaws of the Foundation for Creative Broadcasting, Inc. were adopted on the **8th** day of **July, 2004**.

Officers name
Officer of the Board

Members Name
Member of the Board