

## **BYLAWS FOR THE KACU ADVISORY COUNCIL**

### **ARTICLE I**

These bylaws constitute the code of rules adopted by the KACU Advisory Council for the regulation and management of the Advisory Council.

### **ARTICLE II**

#### **Purpose**

The purpose of the KACU Advisory Council is to engage community leaders and to spread the mission of KACU Public Radio while gaining insight and expertise from community members on both external and internal issues.

### **ARTICLE III**

#### **Advisory Council**

#### **1. Powers**

The Advisory Council (Advisors) of this Corporation is not vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, nor the Certificate of Formation, as those powers belong to the Council of Trustees of Abilene Christian University. However, the Advisory Council is guided and accountable to these bylaws.

#### **2. Qualifications**

Advisorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are eligible to serve on the Advisory Council, as appointed by the Abilene Christian University Council of Trustees.

#### **3. Number of Advisors**

The Advisory Council shall consist of eighteen (18), but not less than nine (9) Advisors. Upon majority resolution of the Advisory Council, the number of Advisors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Advisor, or decreasing the total number of Advisors to less than nine Advisors.

#### **4. Term of Advisors**

Advisors shall serve terms of three (3) years. An Advisor may succeed himself for only one consecutive term. After serving two consecutive terms, an Advisor must vacate his position for at least one year before seeking re-election to another term.

#### **5. Election of Advisors**

Elections for Advisors filling expired terms shall be held at the last meeting of the fiscal year. Any Advisorship to be filled by reason of an increase in the number of Advisors shall be filled at the next regular meeting of the Advisory Council or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered

effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Advisory Council members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

## **6. Staggered Terms**

There shall be staggered terms of office for Advisors so that one-third of the Advisorships shall be up for election each year (or if the number does not evenly divide by thirds, the Advisory Council shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Advisory Council at which these bylaws are adopted there shall be a drawing of those in attendance and those who are absentee at the meeting in order to determine the initial terms of the Advisors. After the drawing, one-third of the Advisory Council members shall have an initial term of one year, one-third of the Advisory Council members shall have terms of two years, and one-third of the Advisory Council members shall have terms of three years. The minutes of this Council meeting shall show the results of the drawing. Initial Advisors serving less than a full three-year term as their initial term (i.e., Advisors who draw a one-year term or two-year term), shall be considered to have served a full three-year term for purposes of the limits on more than two successive terms.

## **7. Resignation**

Any Advisor may resign at any time by delivering written notice to the Secretary or Chair of the Advisory Council. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

## **8. Removal**

Any Advisor may be removed without cause, at any time, by a majority of the entire Advisory Council, at a Regular or Special Meeting called for that purpose. Any Advisor under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

## **9. Vacancies**

Vacancies shall be filled by majority vote of the remaining members of the Advisory Council, though less than a quorum and the Advisor filling the vacancy shall serve for the remainder of the term of the Advisorship that was vacated. Vacancies shall be filled as soon as practical. While it is advisable to have a nomination from the nominations committee, any Advisor may make nominations to fill vacant Advisorships.

## **10. Ex-Officio**

The General Manager of KACU, the Director of KACU Operations and the Chair of the ACU Department of Journalism and Mass Communication shall hold ex-officio positions on the Advisory Council. By virtue of their positions, they also hold voting power in addition to the eighteen (18) members of the Advisory Council.

## **11. Compensation**

Advisors shall not receive any salaries or other compensation for their services. The Corporation shall not loan money or property to, or guarantee the obligation of, any Advisor.

## **12. Legacy Members**

After serving two consecutive terms on the Advisory Council, Advisors may be invited to become KACU Legacy Members. Legacy members shall serve in an honorary capacity as mentors and counselors to the Advisory Council. Term limits shall not apply to Legacy Members. Legacy Members shall have no voting power.

## **ARTICLE IV Committees**

### **1. Executive Committee**

The Chair, Vice Chair, and Secretary of the Advisory Council shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Advisory Council in between Regular Meetings of the Advisory Council. The Advisory Council must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be binding for the Advisory Council. The Chair shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

### **2. Nominations Committee**

There shall be a nominating committee composed of 3 members, the of KACU or his/her designee, the nominations chair, and an at-large member elected annually from the Advisory Council. The chair of the committee is considered an officer and is elected from the Advisory Council, and shall not serve more than two consecutive years. This committee shall nominate candidates for officers as well as candidates for service on the Advisory Council. Nominations will be proposed before the final meeting of the fiscal year and following the election of the new Advisory Council filling expired terms, or as soon as practical thereafter. No name shall be placed in nomination unless the nominee has consented to serve if elected. The committee shall present to the Advisory Council a nomination to fill any vacancy on the Advisory Council.

### **3. Committees**

The Advisory Council may from time to time designate and appoint additional standing or temporary committees by majority vote of the Advisory Council. Such committees shall have and exercise such prescribed authority as is designated by the Advisory Council. The Advisors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of

Formation and these bylaws.

**ARTICLE V**  
**Code of Ethics**

The KACU Advisory Council shall comply with the Abilene Christian University Code of Ethics.

**ARTICLE VI**  
**Council Meetings**

**1. Place of Council Meetings**

Regular and Special Meetings of the Advisory Council will be held at a minimum of (5) times a year within the KACU service area.

**2. Regular and Special Meetings**

Regular meetings of the Advisory Council shall be held bi-monthly, but no less than 5 times a calendar year, or more frequently as deemed necessary by the Advisory Council. The Chair and or staff of KACU may call special Meetings. An orientation meeting and/or an orientation packet will be held each year for the new members of the Advisory Council.

**3. Notice of Council Meetings**

Notice of the date, time, and place of Regular Meetings shall be given to each council member by telephone or email within 5 days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each council member using the same methods, but with no less than 2 days prior to the meeting.

**4. Quorum**

A majority of the incumbent Advisors (not counting vacancies), or at least seven (7) members, shall constitute a quorum for the purposes of convening a meeting or conducting business within the authority of the Advisory Council. At Council meetings where a quorum is present, a majority vote of the Advisors attending shall constitute an act of the Council.

**5. Actions without a Meeting**

Any action required or permitted to be taken by the Advisory Council may be taken without a meeting, if a majority of Advisors individually and collectively consent in writing or electronically, setting forth the action to be taken. Such consent shall have the same force and effect as a unanimous vote of the Council.

**6. Open Meetings**

In accordance with FCC regulations, meetings are open to the general public.

**7. Proxy Voting**

Proxy voting is permitted in writing or by electronic means.

## **ARTICLE VII**

### **Officers**

#### **1. Roster of Officers**

The Advisory Council shall have a Chair, Vice Chair, Secretary, and Nominations Chairperson. The Advisory Council may have, at the discretion of the Advisory Council; the Advisors may appoint such other officers as. One person may hold two or more offices, except those serving as Chair or Secretary.

#### **2. Election and Removal of Officers**

All officers shall serve one-year terms. The Nominations Committee shall provide nominations, and nominations may also be made during an Advisory Council meeting where officers are to be elected. The election shall be conducted at the Advisory Councils' final meeting of the fiscal year and following the election of the new Advisory Council filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. The election of officers shall be by majority vote of the Advisory Council attending the meeting.

#### **3. Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Advisory Council shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Advisors present.

#### **4. Chair**

- The Chair will supervise and control the affairs of the KACU Advisory Council and shall exercise such supervisory powers as may be given by the Advisory Council.
- The Chair will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Advisory Council. The Chair shall preside at all council meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.
- The Chair shall serve as an ex-officio member of all standing committees, other than Nominations Committee, unless otherwise provided by the Advisory Council or these bylaws.
- The Chair shall, with the advice of the Advisory Council and in accordance with the requirements of these bylaws, set the agenda, in conjunction with the General Manager of KACU and/or the ACU Department Chair of Journalism and Mass Communications, for each meeting of the Advisory Council.

#### **5. Vice Chair**

- The Vice Chair shall act in place of the Chair in the event of the Chair's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the council.

- The Vice Chair shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

#### **6. Secretary**

- The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Advisory Council, and shall keep copies of all minutes at the principal office of KACU.
- The Secretary shall keep or ensure a record of the names and addresses of the Advisors at the principal office of KACU.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice Chair shall perform the functions of the Secretary.

#### **7. Nominations Chair**

- The Nominations Chair shall, with the approval of the Advisory Council and the Nominations Committee, set up procedures for any elections held by the Advisory Council, which also complies with these bylaws.
- In the case of the absence or disability of the Nominations Chair, or the Nominations Chair refusal or neglect to fulfill their duties, the Secretary shall perform the functions of the Nominations' Chair.

### **ARTICLE VIII**

#### **Rules of Procedure**

Robert's Rules of Parliamentary Procedure shall govern the proceedings and business of the Advisory Council unless otherwise provided herein.

### **ARTICLE IX**

#### **Amendments**

The bylaws may be amended at any time by a vote of the majority of Advisors at a meeting where a quorum is present.

### ***CERTIFICATION***

*The Advisory Council of KACU adopted these bylaws in 2010.*

