

BYLAWS of CARBONDALE COMMUNITY ACCESS RADIO
d.b.a. KDNK FM RADIO
(AS AMENDED October 19, 2015)

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BYLAWS of CARBONDALE COMMUNITY ACCESS RADIO
d.b.a. KDNK FM RADIO
(AS AMENDED Jan. 20, 2014)

ARTICLE I: Name, Office and Agent

A. NAME - The name of the corporation is Carbondale Community Access Radio, a Colorado non-profit corporation, doing business as KDNK FM Radio (the "Corporation").

B. STATUS - The Corporation is a not for profit corporation formed pursuant to C.R.S. Section 7-40-101, et seq., as amended.

C. REGISTERED LOCATION AND AGENT - The Corporation shall maintain in the State of Colorado a registered office and a registered agent located at the registered office. The Board of Directors ("Board") may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board may fix by resolution.

ARTICLE II: Purpose

A. PRIMARY PURPOSE: The Corporation's primary purpose shall be to promote and operate a listener-supported, noncommercial, community radio broadcasting station and to provide diverse and innovative programming which reflects the concerns and interests of the communities it serves. Subject to the limitations stated herein, the purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the laws of the State of Colorado and Section 501 (c) (3) of the Internal Revenue Code of 1986.

B. FCC AUTHORIZATION: To that end, the Corporation is empowered to obtain and hold appropriate authorization from the Federal Communications Commission; to construct, operate and maintain non-commercial, educational broadcast stations used primarily for transmitting cultural, public affairs, educational and entertainment programs pursuant to the rules and regulations of federal broadcast stations; to obtain and to hold by contribution, deed, or lease, real or personal property and funds to be used in connection with the operation of broadcast stations; and to solicit and accept in trust or otherwise, money and property to be used for these purposes.

C. PUBLIC BENEFIT: The Corporation shall be a ~~public benefit~~ non-profit corporation, organized and operated exclusively for charitable, scientific, literary, entertainment and educational purposes.

ARTICLE III: General Membership, Voting

A. ANNUAL DUES: There shall be one class of members of the Corporation. Members of the Corporation consist of those who have paid annual dues in an amount to be reviewed by the Corporation's Board and/or staff annually and who are held to be in good standing by the Board. Members shall not conduct any activity that is detrimental to the welfare of the Corporation. Such conduct may result in membership revocation if deemed appropriate by a majority of the Board.

B. TRANSFER OF MEMBERSHIP: Memberships are not transferable.

C. MEMBERSHIP LIST: The Corporation shall prepare and maintain a current alphabetical list of the names, addresses, email addresses, and membership dates of all its members. The list of members shall be available for inspection by any member entitled to vote at a membership meeting, beginning the earlier of ten days before such meeting for which the list was prepared or two business days after notice of the meeting is given and continuing through the meeting, and any adjournment thereof.

D. ELIGIBLE VOTERS: All classes of membership, with the exception of Pet Memberships, in good standing of the Corporation are entitled, either in person or by proxy, to one vote.

ARTICLE IV: Meetings of Membership of the Corporation

A. ANNUAL MEETING: There shall be an annual meeting of the members of the Corporation held every November or December, on a date to be determined by the Board. The annual meeting shall commence no earlier than 5:30 p.m. At such meeting, members shall be elected to the Board in accordance with the requirements set forth herein. The annual meeting shall also be held for the purposes of receiving a report from the Board and any officers of the Corporation on the activities and financial condition of the Corporation and transacting such other business as may properly come before the members.

B. SPECIAL MEETINGS OF THE MEMBERS: Special meetings of the members may be called by the Board at its discretion or upon the written request of five percent of the members signed, dated, and delivered to the Secretary and describing the purpose or purposes for which it is to be held. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than specified in the notice of the meeting shall be transacted at any special meeting. The special meeting shall be governed by the same rules as the annual meeting, as described herein, including notice, quorum and all other requirements.

C. NOTICE OF MEETINGS OF THE MEMBERS: The President or Secretary of the Corporation shall give or cause to be given notice of the time, place and purpose of holding each annual or special meeting by mailing such notice at least twenty one (21) calendar days prior to such meeting to each member at the respective addresses as they appear in the records of

the Corporation. In lieu of physical mailing of such notice, the President or Secretary may use electronic notification by e-mail, internet or other similar means. Notice of the meeting shall also be broadcast on KDNK and press releases to local newspapers must also be sent out by the station manager one week in advance of the meeting.

D. QUORUMS, MAJORITY VOTE, BALLOTING: A quorum shall consist of five percent of the members of the Corporation. No business may be transacted at a meeting unless a quorum is present or represented by proxy. A majority may be achieved by members voting in person, by ~~proxy~~ electronic ballot, or by absentee ballot in an annual or special meeting. Brief (150-word maximum) biographies of Board candidates and absentee ballots shall be e-mailed at least 10 calendar days prior to the election.

ARTICLE V: Board of Directors

A. GENERAL: The affairs of the Corporation shall be controlled and managed by a Board of Directors, consisting of nine Board Members elected by the general membership of the Corporation at the annual meeting, and up to three additional Board Members appointed by the elected members of the Board.

B. DUTIES OF THE BOARD: The Board shall:

- (a) hold monthly meetings (or more frequently if necessary) to determine policy and manage the affairs of the Corporation;
- (b) appoint committees on particular subjects;
- (c) administer and review the finances of the Corporation, audit bills and disburse the funds of the Corporation (with the ability to delegate this function to specified agents);
- (d) devise and carry into execution (or delegate others to carry into execution) such other measures as the Board deems proper and expedient to promote the purposes of the Corporation and to best protect the interests and welfare of the members and community.
- (e) manage the business and property of the Corporation,
- (f) provide for the operation of the broadcast facilities,
- (g) make all decisions of policy,
- (h) approve staff structure, hire agents and representatives to carry out the purposes of the Corporation,
- (i) review insurance policy every other year,
- (j) review bylaws every other year,
- (k) actively engage in fundraising,
- (l) conduct an annual self-evaluation,
- (m) maintain an active nominating committee, and
- (n) keep current versions of all documents pertinent to the operation of the Corporation.

C. QUALIFICATIONS: All Board Members must be members of the Corporation before they begin their terms. Board Members may not be the spouse, relative or relative by common law marriage of a KDNK employee; nor can Board Members be paid employees of KDNK.

D. ELECTION OF BOARD MEMBERS: At each annual meeting, the members of the Corporation shall by secret ballot elect three members of the Board. Applicants must submit a brief biography (150 word maximum), and each application must be returned no later than three weeks before the annual meeting. The Board shall be responsible for insuring that an adequate number of candidates representative of the diversity of the Corporation's members are nominated. The nominating committee may interview potential candidates to ensure they have skills necessary to serve the Corporation. The election shall be conducted by members present at the annual meeting or voting by electronic ballot. The election shall be concluded at the annual meeting by a count of ballots cast at the annual meeting in person or by proxy. The results of the election shall be announced by the President at the annual meeting or as soon thereafter as is reasonably practical. The three candidates who receive the most votes shall be elected.

E. BOARD MEMBER TERMS: Board Members shall serve three-year terms, commencing with the next meeting following their election. To facilitate the transition of newly-elected Board members, retiring members are expected to attend both the November and December meetings at the end of their term. The voting rights transfer from the retiring to new board member at the first meeting following the election.

F. CONTINUANCE OF TERM: After the expiration of the term for which he/she was elected, a Board Member who is not reelected and whose successor has not been elected may, unless he/she sooner resigns, dies, becomes incapacitated or is removed, continue to hold office until a successor is elected.

G. TERM LIMITS: Board members are limited to serving two terms. In the case of a board appointed director, they can serve one 2-year term and two 3-year terms.

H. RESIGNATION OF BOARD MEMBERS: A Board Member may resign at any time by giving notice to the Chairperson of the Board or the Secretary. Any resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective. If a notice of resignation is received before the effective date therein, a substitute director may be elected by the Board in advance to take the office on the date on which such resignation is to become effective. The Board can request a Member's resignation if it determines by a majority vote that the Member's duties are not being adequately fulfilled.

I. BOARD VACENCIES: If a vacancy occurs on the Board by reason of resignation, death, incapacity or removal of a Board Member before the expiration of a Member's term, the Board shall be so notified and the Nominating Committee may be charged with the responsibility of recommending to the Board a replacement Board Member to finish the vacant Board Member's term. The public and the membership may be notified of a vacancy, at the Board's sole discretion, by announcements on KDNK. Candidates and nominees must supply the Corporation with a brief biography and a letter requesting to be appointed to

the Board. After receiving such application, the Board shall by a majority vote elect a new Board Member to fill the vacancy for the remainder of the vacant term.

J. ATTENDANCE: Board members are expected to attend every meeting. A Board Member who misses more than three (3) regular monthly meetings in a one-year period may be subject to removal at the discretion of the Board. In the event of a board member's absence, an email notification to the board is expected. The Secretary shall be responsible for tracking and reporting any violations of this clause. Such member may be removed by the majority vote of the Board.

K. MEETINGS OF THE BOARD OF DIRECTORS: Regular Board Meetings shall be held monthly at a regular time and place established by the Board. Notice of these meetings shall be broadcast on KDNK. Regular Board Meetings are open to the press and public.

L. EXECUTIVE SESSIONS: Executive sessions are defined as Board meetings which are closed to the press and public; and are attended only by Board Members, who can include or exclude staff, and may include any person the board wishes to invite. Use of executive session is confined to five areas: personnel issues, legal issues, proprietary issues, confidential or financial information, and real estate negotiations. Board votes cannot be taken in executive session. Executive sessions are for discussion only. KDNK is not governed by Sunshine Laws, but we are governed by Federal law through the Communications Act, by Corporation for Public Broadcasting rules, and by our own KDNK Bylaws.

M. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: Special Board Meetings to consider specific issues may be called at any time by any Board Member upon no less than seven days advance notice. The time, place and purpose of a Special Board Meeting must be publicized beforehand as are Regular Board Meetings.

N. QUORUM: A quorum of the Board shall constitute a simple majority of the current active members of the Board for the transaction of business.

O. VOTING: Each Board Member shall have one vote. A majority vote is the majority of those Board Members present.

P. COMPENSATION: Board Members shall not be compensated for their services as Board Members. They may be reimbursed for out-of-pocket expenses incurred in conducting the business of the corporation. It is permissible for Board Members to contract for goods and services rendered, or to be contract laborers as defined by the Internal Revenue Service.

Q. STATION MANAGER: The Station Manager shall have the responsibility and authority for day-to-day administration of the business of the station under the general supervision of the Board. The Station Manager's duties shall be governed by the provisions of his or her job description with the Corporation and as directed by the majority of the board.

R. APPOINTED MEMBERS: The Board may appoint up to three voting members to the Board for two year terms. Appointed Board Members may not be re-appointed for a second term, but may run for one of the elected seats at any subsequent annual meeting. The Board may accept applications for appointed seats immediately following the annual meeting. Appointments may be made at the Board's discretion.

S. CONFLICT OF INTEREST POLICY: All members of the Board shall comply with the Corporation's policy regarding conflict of interest and within the statute C.R.S. 7-128-501.

ARTICLE VI: Officers and Committees

A. DESIGNATION OF OFFICERS: The principal officers of the Board shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected by and from the Board at its January meeting.

B. RESIGNATION OF OFFICER POSITIONS: Board Members may resign from officer positions but may remain as Board Members.

C. REMOVAL OF OFFICER POSITIONS: Any officer may be removed by the Board, with or without cause, upon a finding by vote of the Board that the interests of the Corporation will be served by such removal.

D. OFFICER POSITION VACANCIES: If a vacancy should occur in any office by reason of the death, resignation, incapacity or removal of such officer, the Board shall be so notified and the Board or Nominating Committee charged with the responsibility of recommending at the next meeting of the Board a replacement of the officer for the remainder of the term.

E. PRESIDENT: The President shall be the principal executive officer of the Board and shall direct, supervise, coordinate and have general control over the affairs of the Board. The President shall preside at all meetings of the Board. The President has the power to appoint members and the chairs of committees that may be created from time to time. The President shall give an annual report on its stewardship at the annual meeting of the board, and shall perform such other duties as may be assigned by the Board.

F. VICE-PRESIDENT: The Vice-President shall perform the duties of the President in the case of the President's absence or inability to act.

G. SECRETARY: The Secretary shall maintain the corporate records, prepare and serve the corporate notices, keep the minutes of all meetings of general membership and of the Board, sign such instruments as require the signature of the Secretary, maintain a Board policy document, and perform such other duties as from time to time may be assigned by the Board.

H. TREASURER: The Treasurer shall oversee the financial books and records of the Corporation, the deposit of corporate funds, maintain proper records of monies received and spent, submit to the board quarterly statements of accounts and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall be a signatory on all accounts.

I. COMMITTEES: The Board may create and appoint one or more standing committees of the Board, each of which shall consist of two or more Board Members and can include staff and members. Standing committees shall be delegated by the authority of the Board in the management of certain aspects of the Corporation, except that a standing committee of the Board may not authorize distributions; approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Board Members or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles of Incorporation or these Bylaws. Board members shall be appointed to committees as needed by the Board. Staff members shall continue as committee members until their employment ceases or a successor is appointed. Members of the corporation shall continue as committee members until they resign or are removed by the Board. One member of each committee shall be elected chairperson by the members of the committee. Board and staff vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments. Committees may meet whenever the members of the committee or the Board deem it necessary. A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

(a) Standing Committees. Standing committees of the Board include but need not be limited to the following:

(1) *Executive Committee*. The Executive Committee shall consist of the officers and shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board but do not merit a special meeting of the Board.

(2) *Nominating Committee*. The Nominating Committee shall advise the Board regarding nominations for Board elections and filling Board vacancies; present nominations to the membership at the annual meeting; ensure that the provisions of these Bylaws regarding Board elections are carried out; analyze regularly the attendance of Board members; consult with Board members who are not attending regularly; and make recommendations to the Board regarding inactive members of the Board.

(b) Other Non-standing Committees. The Board may create other committees not having and exercising the authority of the Board in the management of the

corporation. Members of these committees shall include at least one Board member appointed by the Board and one staff member appointed by the Board. The committee may also include any member of the corporation who agrees to participate.

ARTICLE VII: Finances

A. AUDIT: A financial audit, to be conducted by an outside certified public accountant, shall be regularly conducted in accordance with CPB requirements.

B. CONTRACTS: The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

C. LOANS: The Board of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution or from any person, firm or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation.

D. CHECKS, DRAFTS, ETC: All checks, drafts or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such Officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board.

E. DEPOSITS AND ACCOUNTS: All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any Officer of the Corporation as shall be determined by resolution of the Board.

F. LIMITATION: Any withdrawal, contract, obligation, loan or other transaction involving more than \$5,000 must be signed or endorsed by the General Manager and the Treasurer of the Corporation.

ARTICLE VIII: Liability

A. LIABILITY AND INDEMNIFICATION: In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations or liabilities; and the Corporation shall indemnify any Director or former Director of the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which said person is made a party of by reason of being or having been such Director, except in relation to such matters as to which he/she shall be

adjudged in such action, suit or proceeding to be liable for gross negligence, intentional action, or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Directors may be entitled under any Bylaw, agreement, vote of the Board or otherwise.

B. INSURANCE: The Corporation may purchase and maintain on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, comprehensive all risk liability, including Director's Insurance and Libel and Slander Insurance and such other forms of insurance as the Directors shall determine. The Board and Station Manager shall review insurance coverage annually.

ARTICLE IX: Community Advisory Board

A. CREATION: There shall be a Community Advisory Board as required under Section 396(k)(9) of the federal Public Telecommunications Act of 1978.

B. APPOINTMENTS: The Community Advisory Board (CAB) shall report to the Board of the Corporation and members shall serve for periods of one year or more. Invitations to join the Community Advisory Board shall be made without regard to race, creed, color, national origin, age, sex, marital status or sexual preference. The Community Advisory Board shall be open to all members of the community. The KDNK Board may appoint a Chairperson and other persons to serve in various capacities to fulfill the obligations of the Community Advisory Board. No individual member of the public or representative of any particular organization or group has a legal right to membership on the Community Advisory Board.

C. FUNCTION OF THE COMMUNITY ADVISORY BOARD: The Community Advisory Board shall be permitted to review the programming goals established by the Corporation, the service provided by the Corporation, and the significant policy decisions rendered by the Corporation. The CAB may also be delegated any other responsibilities, as determined by the Board of Directors. The CAB shall advise the governing body of the Corporation with respect to whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs. The role of the CAB shall be solely advisory in nature, except to the extent other responsibilities are delegated to the CAB by the Board of Directors. In no case shall the CAB have any authority to exercise any control over the daily management or operation of the Corporation or the station.

D. REPORTING TO THE BOARD OF DIRECTORS: The Chairperson of the Community Advisory Board report to the Board of Directors by attending the next monthly Board meeting and submitting minutes from the CAB meeting outlining important programming and community interests and problems. The report shall outline recommended direction in programming and opinions on the art of radio.

ARTICLE X: Amendment of Bylaws

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of members casting ballots at the annual meeting or any duly noticed special meeting of the members. The text of the proposed changes shall be available for inspection at the Corporate offices, and notice of the availability of the proposed changes shall be announced to the public on the station.

Approved as amended by a majority vote this date.

By: