

Community Radio Project Bylaws

Revised July 17, 2009, June 8, 2010, January 17, 2012, July 22, 2014, February 3, 2015, March 22, 2016, and December 11, 2017

**Bylaws of the
Community Radio Project**

Community Radio Project's mission is to inform, entertain and empower the people of the Four
Corners region.

Article I: Membership

Section A

Non-voting membership in the Community Radio Project ("CRP") shall be open to all persons who seek non-voting membership and pay annual dues.

Section B

The amount of the dues shall be set by the Board of Directors ("BOD") at the annual meeting to be held in April or May of each year.

Section C

The BOD secretary, with assistance from the staff, shall maintain a roster of all members.

Section D

Members whose annual dues are lapsed for more than one year shall be dropped from the membership roles.

Section E

Members of organizations wholly owned by CRP, such as KSJD radio, are also members of CRP so long as such membership is not inconsistent with the policies of

membership for CRP.

Article II: Board of Directors

Section A

The Board of Directors (“BOD”) for CRP is composed of up to 11 members, with a simple majority of sitting members required for a quorum.

Section B. Membership

1. Eligibility: Only persons who are members of CRP are eligible for membership on the BOD.

2. Compensation: Members of the BOD and its committees are not compensated for their time spent attending meetings or performing the functions of the role on the BOD or committee. Upon request, CRP may reimburse members or pay for reasonable and necessary expenses incurred by a member of the BOD in performance of the duties required by their position, but such reimbursement is solely at the discretion of the Executive Director and the Treasurer for CRP.

3. Terms:
 - a. Except for as referenced in subsection (b), members of the BOD serve 2 year terms, beginning on the date of the first annual meeting after being approved for membership by a vote of the BOD.

 - b. In order to achieve staggered lapsing of director terms, the BOD may elect to determine half of its membership to serve a 1-year term, beginning at an annual meeting. Members serving 1-year terms shall be determined by a vote of the BOD at an annual meeting.

c. Prospective members of the BOD must attend at least a portion of one meeting of the BOD before being eligible for nomination on the BOD. A prospective member may attend the same meeting at which his/her nomination is voted upon by the Board.

4. Nominations:

a. Any person eligible for membership on the BOD may be nominated for membership via a motion by one of the existing members of the BOD.

b. Nominations for membership may be made at any meeting of the BOD where a quorum is present. Voting on the nomination may take place immediately if all members of the BOD are present and unanimously agree to do so. Otherwise, voting on the nomination takes place at the following meeting, unless, upon motion and a second, a majority of the members of the BOD present for the vote decide to table action on the nomination. A nomination is valid for 6 months after it is made, unless invalidated sooner by the member who made the nomination.

c. Interested members of CRP may submit a letter of intent on their own behalf.

d. The Board shall be provided written notice that includes the name of the nominee at least 10 days before an election. If the notice is not provided 10 days before the election, a unanimous vote of the entire board is required to elect the nominee.

5. Voting:

a. Voting for members of the BOD may only occur after a person has been nominated for a position on the BOD.

b. Voting for BOD members shall be by paper ballot.

- c. Only sitting members of the BOD may vote.
- d. If there are more nominees for membership on the BOD than there are vacancies on the BOD, those voting may indicate, on their ballot, the nominee they wish to serve as members of the BOD, indicating not more nominees than there are vacancies. Nominees may only receive one vote per ballot.
- e. The paper votes shall be counted by the BOD secretary, and then verified by the BOD treasurer.
- f. Ties shall be decided by all those who voted on the first ballot.
- g. Voting results will be determined by a simple majority of the BOD members present at the time the vote is taken.

Section C. Officers

1. The BOD shall select from its membership a President, Vice President, Secretary, and Treasurer. Selection shall be by nomination and voting by a majority of members of the BOD present at the "Annual Meeting" of the BOD, or at any other meeting after the resignation of an Officer.
2. Officers shall serve one-year terms starting at the annual meeting where they are elected or the annual meeting following their election to fill a vacancy.
3. If approved by a majority of the members of the BOD prior to voting for Officers, a member of the BOD may submit their vote by e-mail.
4. The President of the Board shall preside over the Officers and all meetings of the

BOD and shall ensure that the members of the BOD are properly informed about the matters to be addressed by the BOD. The President has the authority to execute legal documents on behalf of the BOD. The BOD may designate or restrict the authority and duties of the President upon two-thirds majority vote of the remaining members of the BOD.

5. The Vice President of the BOD shall exercise the duties of the President in the absence of the President, or at the request of the President. The BOD may designate or restrict the authority and duties of the Vice President upon two-thirds majority vote of the remaining members of the BOD.

6. The Secretary of the BOD shall maintain all records of the BOD and shall ensure that minutes are kept of each meeting. The BOD may designate or restrict the authority and duties of the Secretary upon two-thirds majority vote of the remaining members of the BOD. The Secretary must assume the duties of the President if the President and Vice President is unable to do so.

7. The Treasurer of the BOD shall ensure that the financial records of the BOD are true and accurate, and shall report to the BOD at each meeting of the BOD. The BOD may designate or restrict the authority and duties of the Treasurer upon two-thirds majority vote of the remaining members of the BOD. The Treasurer must assume the duties of the President if the President, Vice President, and Secretary are unable to do so.

8. The Board may appoint an Executive Director to carry out the activities of CRP and to see that all policies and directives of the Board are accomplished. The Executive Director works at the pleasure of the Board and may be terminated by a vote of two-thirds of all board members (not 2/3 of those attending a single meeting).

- a. The Executive Director may negotiate for, execute and deliver (or cause to be negotiated, executed or delivered) contracts, deeds, and other instruments on behalf of the CRP as are necessary or appropriate in the ordinary course of its

business or as are duly authorized or approved by the Board.

- b. The Executive Director shall: 1) Recommend appropriate objectives, policies, plans, programs and budgets for the Friends to the Board; 2) Implement objectives, policies, plans, programs and budgets as directed by the Board; 3) Assist the Board in evaluating the performance of CRP in light of approved goals, plans, policies and budgets; 4) For the purposes of Board action, the Executive Director shall not be considered a voting member of the board. The Executive Director serves as an ex officio, non-voting member of the board.
- c. The president with the help of the board shall conduct an annual review of the performance of the Executive Director.

Section D. Meetings

1. The BOD of directors shall meet as frequently as necessary, but at least four times per year, at a place suitable for participation by members of the public.
2. A quorum of the members of the BOD must be present at a meeting in order for the BOD to conduct business, or, in the case of e-mail motions, acknowledge the motion and cast a vote.
3. Meetings of the BOD shall be open to the public. The Secretary of the BOD and Executive Director shall ensure that the public is properly notified of the time and location, of each meeting of the BOD at least seven days in advance. Notification shall be made on CRP's website seven days in advance and at least twice per day, three days in advance of a meeting on CRP's radio stations (KSJD, KZET and KICO).
4. The purpose of each meeting shall be circulated to the members of the BOD at least 24 hours prior to the time of the BOD meeting.

5. Executive Session: At any time during a meeting of the BOD, any member of the BOD may move for the BOD to enter into executive session. If so approved, members of the public and staff will be asked to leave the meeting room during executive session but may return when executive session ends. The board may elect to invite anyone to participate in the executive session. Executive session may be terminated either upon motion and following vote by a member of the BOD or by the President upon his own motion without a vote. Discussion during executive session shall be maintained in confidence, but any action to be taken by the BOD as a result of executive session must be done by motion after executive session is terminated.

6. Motions during meetings: Any member of the BOD may move at any time for a specific action to be taken by the BOD during a meeting of the BOD where a quorum is present. Upon a second to the motion, the BOD may discuss the proposed action in preparation for a vote on the motion. After discussion, the members of the BOD present may vote on the motion in a form determined by the Presiding Officer. After the votes are cast, the Presiding Officer shall announce the result of the vote and determine whether the votes are adequate for the action.

7. Motions by E-mail: Upon approval by the President only after making a reasonable determination that action is necessary and cannot wait until the next scheduled meeting of the BOD, motions and seconds may be made by electronic mail or other acceptable form of communication. Upon notice of the motion and second is made to the members of the BOD, voting may be made in a form authorized by the President. All members of the BOD must be counted towards a majority. If the motion is approved, then the President shall ensure that notice of the action is provided at the next meeting of the BOD.

8. All or portions of any board or committee meeting may be "CLOSED" to the public in the event matters relating to individual employees, proprietary information, litigation or other matters which are confidential upon advice of counsel or financial information obtained on a confidential basis, or other matters deemed by the board to be

inappropriate for public disclosure. If a meeting is closed, an explanation will be disseminated in the same way that an open meeting is posted, following the meeting. CRP shall document and make available to the public (i.e. on CRP's Website resources) the reasons for closing a meeting within 10 days of each Closed Meeting.

Section E. Vacancies, Resignation, or Removal of a Director

1. The BOD must ensure that there are a sufficient number of members present on the BOD to fulfill the obligations of the BOD, and is empowered to fill vacancies and replace members who are formally removed by the BOD
2. Resignation: Any member of the BOD may resign at any time for any reason.
3. Vacancies: Vacancies on the BOD may be filled at any time by the BOD after nomination and voting.
4. Removal for Absences: BOD member attendance shall be reflected in the minutes of monthly BOD meetings, recorded and maintained by the Secretary. If a member of the BOD expects to be absent from a monthly board meeting, the member must notify the President of the BOD prior to the meeting. A member of the BOD may be removed for excessive absences by a majority vote of the remaining members of the BOD when the member has failed to attend 4 consecutive meetings, or 6 meetings in the preceding 12 months.
5. A director may be removed from the BOD for any reason by a two-thirds majority vote of the remaining BOD.
6. A BOD member may appeal their removal from the BOD in writing, submitted to the President of the BOD within 60 days of the removal. The appeal must be reviewed by the BOD. Any member of the BOD may call for another vote on the removal, at which

time another vote shall be taken upon the same conditions as the vote for removal, such vote to occur no later than 60 days from the call for the vote.

Section F. Responsibilities, Duties, and Authority

1. The members of the BOD have the following responsibilities, functions, and duties:
 - a. To select and remove the officers, agents and Executive Director of the CRP, and prescribe such powers, duties, and rates of compensation, if any, as may be consistent with law, the articles of incorporation, and the bylaws.
 - b. To conduct, manage, and control the affairs and business of the CRP, and to make rules and regulations not inconsistent with law, the articles of incorporation, and the bylaws.
 - c. The BOD may authorize any officers or agents of the CRP or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CRP. Such authority may be general or may be confined to specific instances.
 - d. All checks, drafts, notes, deposits etc. shall be signed and executed by persons delegated to do so by the directors of the BOD.
 - e. The BOD may accept on behalf of the CRP gifts, contributions, bequests, or devises for the general purposes of the CRP.
 - f. Disbursements written on the CRP account may only be as authorized by the BOD.
 - g. At least once per calendar year, each member of the BOD must pay annual membership dues as required of non-voting members to be seated as a Director

of the CRP. In addition, members of the BOD shall be expected to make a personally significant contribution to CRP each year.

2. Committees: The BOD may designate committees to serve as working groups and provide advice to the BOD. Such committees are not empowered to make policy. This is the sole discretion of the Board of Directors. Membership on a committee is not limited to members of the BOD, unless otherwise directed by the BOD. Committees shall choose a Chairman to preside over the committee and to report to the BOD as requested by the BOD.

3. Conflicts of Interest: No member of the BOD may vote in any matter in which the member has a conflict of interest or in which voting may appear improper, unless the member divulges the conflict of interest or impropriety to the other members of the BOD prior to or at the time of voting and the remaining members of the BOD present at the meeting unanimously agree that the purported conflict does not prevent the member from voting. If any member of the BOD believes that any other member should not be eligible to vote under this provision, then the member must inform the other members of the BOD who shall take action necessary to protect the interests of CRP.

Section G. Standards of Conduct

Each member for the BOD must discharge their duties as a member of the BOD, including the duties assigned to them as a member of a subcommittee or committee and each member with discretionary authority must discharge the duties under that authority 1) in good faith; 2) with the care an ordinary prudent person in a like position would exercise under similar circumstances, 3) in a manner the director or officer reasonably believes to be in the best interests of the CRP.

Article III. Amendments

Section A. Procedure

1. Amendments to these by-laws may be proposed by a member of the BOD by written submission to the full BOD, and such proposal will be included in the first BOD meeting following the submission.
2. Amendments are effective immediately upon approval by motion, second, and a two-thirds vote of all the members of the BOD.

Section B. Compliance

Any amendment (including other alterations to the by-laws), any resolution or any rule will be void if it is not in compliance with applicable FCC regulations or any federal, state, or local laws and regulations.

END.