BY-LAWS OF
NORTH FORK VALLEY PUBLIC RADIO, INCORPORATED

ARTICLE I. NAME

The name of this organization shall be North Fork Valley Public Radio, Incorporated, hereinafter called the Corporation.

ARTICLE II. PURPOSE OF THE CORPORATION

The purpose of the corporation is to organize, develop, and operate a full-service, public, non-commercial, community-sponsored FM radio broadcasting station, headquartered in Paonia, Delta County, Colorado. The station shall be dedicated to serving the citizens in its broadcast area by recognizing the diversity of the community and presenting a broadcast service which will enrich the lives of its listeners through education and entertainment. The program format shall include, but not be limited to, news; public affairs; information and discussion on significant issues; and diverse forms of music and other arts.

ARTICLE III. MEMBERSHIP AND DUES

Section 1

Membership in North Fork Valley Public Radio, Incorporated shall be accepted by the Board of Directors upon determination of the applicants' qualifications as listed below:

(a) They shall be interested in the affairs of the Corporation; and

(b) They shall be at least fourteen (14) years old at the time of application for membership

(c) All persons, both volunteer and paid staff, approved by Station management to do on-air duty, must within ninety (90) days become a paid-up member of the Corporation, if they are not already members, and must continue their membership for as long as they do on-air duty. The Station Manager may waive any of these requirements.

Section 2.

(a) The annual membership fee shall be thirty-five ($35.00) per basic family membership.

(b) Underwriters shall be members for the duration of their contracts.

(c) A special business membership is available.

Section 3.

(a) The period of membership shall begin at the time of payment of the membership fee, and expire one (1) year thereafter.

(b) Only paid-up members shall be entitled to vote at the Annual Meeting or Special Meetings of the Corporation. Corporate or organizational members

shall be considered as individuals and shall be entitled to one vote at all meetings.

(c) Non-members attending the Annual Meeting, or Special Meetings, of the Corporation shall be encouraged prior to the beginning of such meetings to become members of the Corporation

ARTICLE IV. THE BOARD OF DIRECTORS

Section 1.

(a) Members of the Corporation shall elect the Board of Directors by secret ballot. Directors shall be elected to all open seats in a descending order of the vote for the Candidates, from highest to next highest, until all open seats are filled. Voting ballots will be posted on the KVNF website for downloading, may be mailed by request, and will be available at the KVNF business office not later than 30 days prior to the election, and at the Annual Membership Meeting. Should there be only one candidate standing for each of the vacancies, voting ballots will be considered superfluous and will not be used. Qualifications for directors shall include, but are not limited to, a demonstrated interest in the Corporation, a genuine interest in community broadcasting, and membership in the Corporation.

(b) Secret ballots shall be counted at the Annual Membership Meeting. To be counted, ballots must be received at the KVNF offices no later than 5pm on the last business day prior to the date of the Annual Membership Meeting or must be physically presented at the meeting.

Section 2.

(a) The maximum number of Directors of the Corporation shall be nine (9), and the minimum number shall be seven (7).

Section 3.

(a) Directors shall normally serve a term of three (3) years

(b) A call for nominations for Directors shall be issued 60 days prior to the Annual Membership Meeting. All candidates for Directors shall submit a Statement of Intent and a biography no later than 45 days prior to the Annual Membership Meeting.

(c) The terms of the Directors shall be staggered so that the terms of only three (3) Directors will expire at the end of any given year.

(d) In selecting the appointed replacement Director (s) the Board of Directors will give due consideration to the runner-up candidate (s) from the election of Directors at the previous Annual Meeting.

Section 4.

Directors shall not be compensated for their services as Directors. They may be reimbursed for out-of-pocket expenses incurred in performing the business of the Corporation.

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Section 5.

The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Directors. The Board of Directors may:

(a) Hold meetings at such times and places as it thinks proper;
(b) Suspend or expel members in accordance with ARTICLE III. Section 1 of these By-Laws;
(c) Appoint committees on particular subjects from members of the Board, or from other members of the Corporation;
(d) Audit bills and disburse the funds of the Corporation;
(e) Employ a General/Station Manager; establish the salary for this position; and set procedures for periodic performance evaluations of the General/Station Manager.
(f) Devise and carry into execution such other measures as it deems proper and expedient to promote the interests and welfare of the members, and to promote the objectives of the Corporation ;
(g) Proposed sale of transmitting/translating equipment, the KVNF broadcasting licenses, and/or FCC frequencies must be presented at no less than two (2) open meetings held at each transmitter location (90.9 Paonia, 89.1 Montrose) called for such purpose. The proposed sale must then be presented to a vote of the membership by mail-in, secret ballot and must pass by affirmation by 2/3 of votes received.

Section 6.

A paid staff person of the Corporation shall be ineligible to be elected or appointed as a Director of the Corporation during his/her tenure as a paid staff employee. A Director of the Corporation who accepts a paid staff position with the Corporation shall immediately resign as a Director before beginning his/her tenure as a paid employee.

Section 7.

The Board of Directors shall annually elect the officers of the Corporation from among the members of the Board of Directors. The outgoing Officers of the Corporation shall retain their offices and perform their normal duties until such time as new Officers are elected, notwithstanding any other provisions in these By-Laws.

Section 8.

The Board of Directors shall appoint a standing committee to act as the Community Advisory Board (CAB). The CAB will implement the requirements for a CAB as designated by applicable regulations and serve in an advisory capacity to the Board of Directors.

(a) The CAB will be composed of at least 4 and no more than 12 members including 1 Board member.
(b) The CAB will meet at least twice each calendar year to discuss and report on topics specified by the Board of Directors.
(c) The term of these members shall be two (2) years. A member can be re-appointed to succeed himself or herself. .

(d) A quorum of the CAB shall make nominations for the membership of the CAB to the Board of Directors. A quorum shall consist of a majority of the current members.
(e) CAB meetings shall be open to the public.

Section 9.

The office of Director Emeritus is hereby established. The Board of Directors may at its discretion appoint a retiring Director as a Director Emeritus in recognition of his/her long and productive service to the Corporation. The Director Emeritus shall enjoy the privileges of an active Director but shall have no vote in the proceedings of the Board. An appointed Director Emeritus may retain his title for life. The Board of Directors may at its discretion resolve to limit the number of Directors Emeriti holding appointments at any given time.

ARTICLE V. THE OFFICERS

Section 1.

Officers of the Corporation shall consist of the President, Vice-President, Secretary, and Treasurer. All Officers must be members of the Board of Directors.

Section 2.

Any decision of the members of the Corporation or Board of Directors may be overridden by the General/Station Manager if such a decision would result in a violation of the Rules and Regulations of the Federal Communications Commission, or any Federal, State or Municipal laws where applicable.

Section 3.

A standing Personnel committee shall be established and consist of the President of the Board of Directors and three (3) other Board members. Members are to be chosen by the members of the Board each year at the first meeting after the Annual Meeting.

Section 4.

(a) A standing Finance Committee shall be established, and consist of the Treasurer of the Corporation and two (2) of the Board members. Members of the Finance Committee shall be chosen by the members of the Board each year at the first Board meeting after the Annual Meeting, or at the first Board meeting when the new Treasurer of the Corporation is elected.
(b) The Finance Committee shall have the responsibility and authority to oversee all financial policies and financial operations of the Corporation. The Finance Committee shall conduct financial reviews periodically at intervals of no longer than ninety (90) days each, and shall report its findings and recommendations to the Board in a timely fashion.

Section 5.

(a) A standing executive committee consisting of the offers shall be established.

(b) The executive committee duties shall consist of, but not be limited to, the following: conducting business not requiring full Board of Directors approval, planning the annual meeting, preparing the agenda for regular business meetings of the Board, planning Board retreats, serving as a sounding board for the General Manager, and facilitating long-range planning.

ARTICLE VI. MEETINGS

Section 1. **Meetings of the Board of Directors**

(a) Regular meetings of the Board of Directors of the Corporation shall be held monthly, or as determined by the Board of Directors.

(b) Special meetings of the Board of Directors may be called by written request of three (3) or more Directors, or by the President.

(c) The number of Directors required for a quorum of the Board of Directors shall be as follows:

Number of Directors	Number of Directors Required for a Quorum
9 (maximum)	6
8	5
7 (minimum)	4

A quorum shall never be fewer than four (4) Directors.

(d) A Director who cannot attend a meeting of the Board of Directors may give his/her voting proxy in writing to another Director for any action or motion which has been proposed BEFORE the meeting where the proxy is to be exercised. The issuing and exercise of such proxies is limited to voting on actions or proposals of which the absent Director has had prior knowledge.

(e) Decisions of the Board of Directors shall be by majority vote of the Directors present.

(f) All regular and special meetings of the Board of Directors shall require public notice by public posting and radio broadcast at least five (5) days before said meetings, except in extreme emergency situations.

(g) Minutes of all Board of Directors meetings shall be posted in the radio station within ten (10) days after said meetings and any applicable and current financial reports.

(h) The Board of Directors may elect to go into Executive Session (closed to the public) for any of the following reasons:

1. To consider matters relating to individual employees, including compensation and terms of employment; or determining positions relative to matters that may be subject to negotiations with employees or employee

organizations; or developing strategy for and receiving reports on the progress of such negotiations, and instructing negotiators;

2. To consider matters relating to proprietary information;
3. To consider matters relating to litigation and other matters requiring the confidential advice of counsel;
4. To consider matters required to be kept confidential by federal law or rules, or state statutes;
5. To consider specialized details of security arrangements where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law;
6. To consider matters relating to commercial or financial information obtained from a person or other entity on a privileged or confidential basis;
7. To consider matters relating to contracts, leases and other such instruments or agreements, and to the purchase of property or services whenever the premature exposure of such purchase would compromise the interests of North Fork Valley Radio, Inc.

To go into Executive Session requires a motion to that effect, seconded, and approved by a simple majority of Directors present. To end an Executive Session, a motion to that effect must be made, seconded, and approved by a simple majority of Directors present. No business affecting the Corporation may be conducted in Executive Session.

Section 2. **Meetings of the Members of the Corporation**

(a) Annual Meetings of the members of the Corporation shall be held during the month of October on such date and at such time and place as specified by the Board of Directors. The purpose of the Annual Meeting shall be the election of Directors and for the transaction of such other business as may properly come before the meeting. Public notice of said meetings shall be posted and broadcast fifteen (15) days prior to the meetings.

(b) Special meetings of the members of the Corporation may be called upon notice of at least fifteen (15) days prior to each meeting. Notice shall be made by public posting and radio broadcast. The President shall call such a Special meeting upon the written request of any ten (10) members of the Corporation.

(c) A quorum shall consist of no less than forty-five (45) paid-up members of the Corporation.

(d) At the Annual Meeting or at Special meetings of the members of the Corporation, proxies and absentee ballots will not be accepted.

(e) Further rules for conduct of the meeting shall be determined by Robert's Rules of Order

ARTICLE VII. VACATION OR RESIGNATION OF DIRECTOR(S)

Section 1.

When a vacancy occurs on the Board of Directors, said vacancy shall be filled by a majority vote of the Board of Directors.

Section 2.

Directors appointed pursuant to Section 1 shall serve the remaining portion of the term of the Directorship to which he or she has been appointed.

Section 3.

A Director who is absent from any three (3) consecutive meetings of the Board of Directors, without prior notification of the President of the Board of directors, during a twelve (12) month period of his/her tenure will be assumed to have resigned and her/his position will be considered open for an appointed replacement.

Section 4.

Members of the Corporation may remove any Director by a two-thirds (2/3) vote of those present at a membership meeting

Section 5.

Any Board member may be removed for cause by a two-thirds majority vote of the full Board at a regular public Board meeting.

ARTICLE VIII. CONTRACTS, CHECKS, BANK MATTERS, ETC.

Section 1.

The Board of Directors may authorize any officer(s) or agent(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2.

All checks, drafts, notes, etc. shall be signed and executed by persons delegated to do so by the Board of Directors of the Corporation.

Section 3.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks; trust companies or other depositories as the Board of Directors may select.

Section 4.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or grant for the general purposes of the Corporation.

ARTICLE IX. AMENDMENTS

Section 1

The By-Laws of the Corporation may be altered, amended, or repealed and new By-Laws may be adopted, by a two-thirds (2/3) vote of the members voting by secret ballot. Ballots for By-Law changes shall be posted no later than 30 days prior to the membership meeting. Ballots shall include the proposed changes and shall include a rationale for the proposed change(s). Proposals for bylaw changes must be submitted to the KVNF business office no later than 45 days prior to the annual Membership Meeting.

Section 2 Proposed changes submitted by e-mail and/or fax are acceptable provided that they comply with all other provisions of this article and the Public Notice announcing the annual meeting.

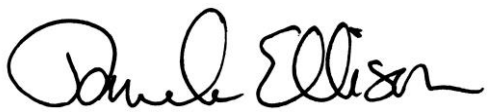
ARTICLE X. DISSOLUTION

Section 1.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

We, the undersigned, as Officers of NORTH FORK VALLEY PUBLIC RADIO, INCORPORATED, hereby certify that the above By-Laws were duly amended and adopted as the By-Laws of said Corporation at the Special Meeting thereof held on the 13th Day of December 2004.

By-laws revised per Annual Meeting 24 October 2009
By-laws revised per Annual Meeting 24 October 2013
By-laws revised per Annual Meeting 15 October 2015



Pamela Ellison, President