

# **BYLAWS of REDWOOD COMMUNITY RADIO**

Revised November 7, 2017

## **Article I. General**

**Section 1.** This organization shall be known as Redwood Community Radio, Incorporated hereafter referred to as RCR.

**Section 2.** The principal office of RCR shall be located in Redway, California.

**Section 3.** RCR is established for the purpose of operating a 501(c)(3) non-profit non-sectarian community radio station.

**Section 4.** RCR is organized under the general non-profit corporation laws of the State of California.

## **Article II. Membership**

**Section 1.** RCR is a membership-based organization. A “Member” is any real person who has paid at least the basic or sliding scale annual fee, or completed an approved exchange of service in lieu of fees. The Board of Directors shall determine the dollar amounts associated with the various categories of Membership. Each Member is entitled to one vote in Member elections.

**Section 2.** Members who are also Programmers are entitled to vote in both Member elections and Programmer elections.

**Section 3.** No Member shall have any right, title, or interest in any of the property or assets of RCR, nor shall such property or assets be distributed to any Member upon dissolution of the corporation.

## **Article III. Meetings**

**Section 1.** There shall be an annual meeting of the Members for the purpose of nominating their representatives to the Board of Directors and for conducting other business pertinent to RCR.

**Section 2.** The Board of Directors may call other meetings of the membership, as needed.

**Section 3.** The Board of Directors shall meet at regular monthly meetings and as necessary. There shall be a quorum of five Directors to conduct business. The date and time of the upcoming meeting shall be set at the previous meeting.

**Section 4.** Special meetings of the Board may be called by the President or three of the Directors. Special meetings of the Board shall be held upon four days’ notice by first-class mail or 48 hours’ notice delivered personally, by email or by telephone. Telephone shall be the first method used to attempt to contact Directors. The articles or bylaws may not dispense with notice of a special meeting.

#### **Article IV. Election to the Board of Directors**

**Section 1.** The Board of Directors shall consist of nine members elected for three-year terms. No Director may serve more than two consecutive full terms. A Director who is elected to fill the remaining portion of a vacated office for more than one year shall be regarded as serving one full term in that capacity. A Director who is appointed by the Board to fill a vacancy for one year or less shall not be regarded to have served a full term.

**Section 2.** Members of the Board shall be separately elected by three constituencies: by Members, by Programmers, and by the Board itself. Terms are staggered so that one Director in each category will be elected each year.

**Section 3.** No employee or contractor of RCR may serve as a voting member of the Board.

**Section 4.** A “Programmer” is a person who produces or substitutes for a producer of or who regularly engineers a program for RCR and who has signed a Programmer’s Agreement.

**Section 5.** Any Member who is not a Programmer may be elected by the Members at large to the Members’ seat. Any Programmer may be elected by the Programmers to the Programmers’ seat. Any Member may be elected by the Board to the Board seat. All candidates for the Board of Directors shall be Members in good standing for at least 30 days immediately prior to the time of their nomination.

**Section 6.** It is the intent of the Board of Directors to represent a cross-section of the community.

#### **Article V. Nominations for Election to the Board of Directors**

**Section 1.** Board candidates shall be nominated by Members from their respective constituencies. Any Member may nominate him- or herself for election.

**Section 2.** The nomination period for the Programmers’ candidates shall be from the first day of the month before the Annual Meeting until the close of the last business day (Monday through Friday) in the month following the Annual Meeting. Ballots shall be mailed to all eligible Programmers by the end of the third week in the month following the end of nominations. Marked ballots must be returned postmarked or by hand by the end of that month. Ballots shall be counted by the close of the tenth business day in the month following the close of voting.

**Section 3.** The nomination period for the Members’ seat shall be from the first day of the month in which the Annual Meeting is held until the end of the following month. Ballots shall be mailed to all eligible Members by the end of the third week in the month following the close of nominations. Marked ballots must be returned postmarked or by hand by the end of that month. Ballots shall be counted by the end of the tenth business day in the month following the close of voting.

**Section 4.** Ballots for elected Board positions shall be returned by mail to a neutral independent referee to be designated by the Board. The Referee and an Elections

Committee to be appointed by the Board shall supervise the counting of the ballots and certify the tally as correct.

**Section 5.** New Directors shall be seated at the beginning of the regular ~~August~~ meeting in the month following the close of elections. All expiring Board terms shall be considered to end after new Members are seated at that Board meeting.

**Section 6.** The Board shall appoint an Elections Committee, made up of three Directors, who will oversee the election process and will certify the elections at the conclusion of the ballot counting.

## **Article VI. Responsibilities and Duties of the Board of Directors**

**Section 1.** The Board of Directors is responsible for establishing the policies of RCR, and for hiring, firing and supervising the station management.

**Section 2.** The Board shall be responsible for overseeing the finances of RCR.

**Section 3.** The Board shall appoint such standing committees as may be necessary for the orderly operation of RCR. The President of the Board shall appoint the chair of each standing committee, subject to the approval of a majority of the Board.

**Section 4.** Special committees may be created by the Board as necessary.

**Section 5.** Whereas the Board has ultimate responsibility for what is broadcast on KMUD, it is the responsibility of all Directors to encourage standards of broadcasting that ensure fairness, equal access and quality programming.

## **Article VII. Officers of the Board of Directors**

**Section 1.** The Board shall be presided over by a President, Vice President, Secretary and Treasurer. Each officer shall be elected by the Board for a one-year term. Terms of office shall begin at the first meeting following Board elections.

**Section 2.** The President shall preside at all meetings of the Board, and at the annual meeting of the Members. The President shall be an ex-officio member of all Board committees. The President shall have such other powers and duties as may be prescribed by the Board.

**Section 3.** The Vice President shall preside in the absence of the President at any meetings, and shall have such other powers and duties as may be prescribed by the Board.

**Section 4.** The Treasurer shall oversee the keeping of records of all business transactions. Basic financial records available to the Board shall be posted at the RCR office and shall be available to any Member upon request for a nominal fee within a reasonable time, not to exceed one month. The Treasurer or his or her designated representative from the Finance Committee shall present a financial report at the annual Members' meeting. The Treasurer shall audit all fundraising activities and membership drives and shall have such other powers and perform such duties as may be prescribed by the Board.

**Section 5.** The Secretary shall be responsible for taking minutes of all Board meetings, distributing them to Directors and posting them at the RCR office. The secretary shall have such other powers and other duties as prescribed by the Board.

## **Article VIII. Vacancies and Replacement of Directors**

**Section 1.** Failure to attend two consecutive meetings of the Board without excuse is cause for removal from the Board.

**Section 2.** Failure of any officer to carry out the duties and responsibilities of his or her office is cause for removal from that office.

**Section 3.** A two-thirds majority vote of the full Board is necessary for removal of any Director from a Board Officer position, or of any Director for attendance reasons as stated above, or of any Board-elected Director.

**Section 4.** With very few exceptions (see Section 1 above and California Corporations Code Section 5221, which specifies certain court actions which can be cause for removal), removal of a Director elected by the Members or Programmers can only be done through a recall election. Such a recall election of a Director by the constituency represented shall be conducted within 30 days of receipt of a petition by the Board Secretary, signed by 25% of the Programmers or 10% of general Members, requesting the recall of one or more of the current Directors. A committee of three Directors whose recall is not being sought shall be appointed to oversee the recall and subsequent election of a new representative. (See Policy Manual.)

**Section 5.** If any Director's seat is vacated with one year or less remaining in that term, the Board shall appoint a replacement. If any Director's seat is vacated with more than one year remaining in that term, there shall be a special election by the appropriate electors (which, for the Board-elected category, means the Board).

## **Article IX. Indemnification**

**Section 1.** Any current or former Director or officer of RCR shall be indemnified by RCR against all liabilities, costs and expenses reasonably incurred or imposed arising out of or in connection with any action, litigation, or proceedings in which they may be involved due to their involvement with RCR. The protection is limited to the lawful conduct of responsibilities of any Director or officer.

## **Article X. Amendments and Ratifications**

**Section 1.** Amendments to the Bylaws which adversely affect the voting rights of Members or Programmers must, after a ballot is approved by the Board, be voted for by a majority of the voters of that constituency who return their ballots.

**Section 2.** All other amendments to the Bylaws or Articles of Incorporation shall be on the agenda at two consecutive regular Board meetings, and voted on at both meetings, and at subsequent meetings if not resolved by the second meeting. They must be approved by a two-thirds vote of the entire Board.

## **Article XI. Dissolution of the Corporation**

**Section 1.** In case of dissolution of the corporation, the assets will pay off all indebtedness and all creditors. Any remaining assets shall be given to a non-profit organization(s) in southern Humboldt County. And no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution of the corporation any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. This determination will be made by the Board at its final meeting.

## **Article XII. Policy of Non-Discrimination**

**Section 1.** RCR shall be non-profit and nonsectarian. There shall be no discrimination in membership, employment or services due to race, color, sex, age, lifestyle, religion, national origin, sexual orientation or physical disability.

## **Article XIII. Community Advisory Boards**

**Section 1.** One or more Community Advisory Boards [CABs] shall be appointed and maintained in accordance with the requirements of the Corporation for Public Broadcasting. The President shall appoint CAB members, subject to the approval of the Board.

## **Article XIV. Executive Committee**

**Section 1.** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall meet to set the agenda for Board meetings and to carry out any job assigned to it by the Board.