

# CLEAN DRAFT

## THE BISBEE RADIO PROJECT, INC. BYLAWS

### ARTICLE I NAME AND NATURE OF ORGANIZATION

The organization, established June 21, 1997, is “The Bisbee Radio Project, Inc.” (hereafter referred to as BRP), an independent, non-profit, non-commercial, low power public access community media center organized as a 501(c)(3) under the Federal IRS code.

### ARTICLE II MISSION STATEMENT

The mission of BRP is to be a welcoming and responsive resource for all within reach of our streaming and broadcast content. We seek to provide community access and control over balanced, locally produced and syndicated media. BRP will promote awareness of local concerns and current events and engage, enrich, and entertain the community through a mix of music, news, education, art, and humanities as a community media center.

### ARTICLE III MEMBERSHIP

Members are those who pay the yearly membership dues set by the Board of Directors, which may establish levels of membership. Subject to the discretion of the Station Director or the Board, a person with financial hardship or who provides sufficient ongoing, in-kind services benefiting the goals and objectives of BRP may obtain membership. Members are eligible to vote in Board elections and all other votes put to Members.

### ARTICLE IV BOARD OF DIRECTORS

- Section 1: Composition: The Board shall consist of up to 7 Directors who serve on a volunteer basis. Others may be non-voting, ex-officio members of the Board.
- Section 2: Officers: The Board shall choose from among themselves a President, Vice President, Secretary, and Treasurer on a yearly basis. No Board member shall hold more than one office at a time.
- Section 3: Duties: The Board shall responsibly manage the affairs of BRP, and will assure continuing financial support for BRP. The Board is authorized to engage, supervise, or discharge the Station Director and other staff needed to be employed. The Board shall set compensation as appropriate.

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- Section 4: Election and Term: Directors will be elected to serve two-year terms. Ballots listing the nominees for open seats on the Board will be mailed or sent electronically to all Members of record as of November 20. Election results will be announced prior to the Annual Meeting.
- Section 5: Absences: Any member of the Board who accumulates 4 unexcused absences during any calendar year shall be considered to have submitted his or her resignation, and the vacancy on the Board shall be declared at the meeting following the fourth unexcused absence.
- Section 6: Vacancies: Vacancies shall be filled by the Board. Appointed members will hold office until the next annual Board election.
- Section 7: Recall of Board Director: A Member may initiate recall of a Director by filing the intention in writing with the Secretary of the Board, together with a petition for removal signed by 10% of the Members. At its next meeting, the Board will schedule an election to be concluded within 60 days to determine whether the Director will be retained. A 2/3 majority of those voting is required to remove a Director.
- Section 8: Conflict of Interest: Directors have a fiduciary responsibility to act in the best interest of BRP and represent BRP fairly, impartially, and without bias. There should be no real or perceived conflict of interest. A Director with a conflict of interest must immediately take steps to resolve the conflict or abstain from that portion of the meeting. It is at the Board's discretion to determine if a conflict of interest has occurred.
- Section 9: Governance: The method of governance of the Board shall be determined by the Board.

## ARTICLE V MEETINGS

- Section 1: Regular Meetings: The Board will meet in person or virtually at least monthly and all Board meetings will be open to the public. Matters of personnel, security, and financial meetings with the auditor may be held in executive session. Minutes will be kept and published of all Board meetings. Minutes of previous Board meetings and other consent agenda items may be voted on electronically and published as part of the minutes of the next Board meeting.

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Section 2: Annual Meeting: An Annual Meeting will be held in December each year to:

- A) Give an annual progress report of BRP
- B) Announce the election results
- C) Install the new Board of Directors
- D) Announce results of votes on any proposed amendment to the Bylaws
- E) Choose a specific date, time, and location of the next monthly Board meeting

Section 3: Special Meetings: Special meetings may be called by the President of the Board and or any 2 Members with at least 24-hour notice given to the Board and general Membership by the Secretary with a description of the purpose of the meeting.

Section 4: Quorum: A quorum is constituted by greater than 50% of voting members of the Board. If necessary, a quorum can be achieved virtually.

Section 5: Agenda: Any Member can generate agenda items. Submission of items will include written proposals for each item and must be submitted to the Board Secretary and Board President at least 48 hours before a Board meeting.

## ARTICLE VI COMMITTEES

Section 1: Membership on Committees: ~~Members of Committees that meet at least monthly shall receive *Participant Member* status for their work on the committee.~~ All Committee members (except those of the ~~Program and Audit~~ Committees) shall be ~~Active~~ Members in good standing and lapse of membership will constitute grounds for removal from the Committee.

Section 2: Term Length: The Board shall appoint members on Committees for 2-year terms or less, with no restriction on the number of terms they may serve. Vacancies will be filled in a timely manner by the Board.

Section 3: Minutes: Each Committee will maintain minutes and report their meetings to the Board.

Section 4: Program Committee: A Program Committee, appointed by the Board, shall be a Standing Committee, and consist of up to 7 members, to include the Station Director, a Board member and up to 5 other Members in good standing.

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Section 5: Ad Hoc Committees: Ad Hoc Committees shall be appointed by the Board to serve for a specified length of time and purpose; e.g., Audit, Finance, Outreach, and/or others as needed.

## ARTICLE VII CODE OF CONDUCT

Section 1: No member of the Board ~~or member of any committee~~ of BRP shall apply for or have employment with BRP for 60 days after time of service. Furthermore, no person who has been employed by BRP in the preceding 60 days may serve as a member of the Board. ~~or as a member of any committee, except as otherwise provided in these Bylaws.~~

Section 2: No member of the Board or member of any committee of BRP shall accept any gratuity or gift, cumulatively in excess of \$50 value annually, from an employee of BRP; nor shall any employee of BRP offer any gratuity or gift, cumulatively in excess of \$50 value annually, to any member of the Board or member of any committee of BRP.

## ARTICLE VIII INDEMNIFICATION

Officers, Directors, Employees, and Agents of BRP shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a part by reason of being or having been a Member serving in an elected or appointed capacity. No Member or Employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

## ARTICLE IX AMENDMENT OF BYLAWS

A Member may submit a proposed amendment to the Bylaws to the Board at any time. The Board may also propose amendments. Any proposed amendment shall be submitted to the Membership by November 20 in order to be voted on at that year's annual election. When the Board deems necessary, the Board may present a proposed Bylaw amendment to the Membership at any time. In such an event, the Membership must be given 30 days between the presentation of the amendment and the close of the voting. In order to take effect, a proposed amendment must receive at least a 2/3 "yes" vote of all ballots cast.

## ARTICLE X

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## DISSOLUTION

The property and assets of BRP are irrevocably dedicated to cultural, charitable, and educational purposes, and no part of the net income or assets of BRP shall be allocated to the benefit of any Director, employee, or Member thereof, or to the benefit of any private person. On dissolution or conclusion of BRP, its assets remaining after payment, or provision for payment, of all debts and liabilities of BRP shall be distributed to another project which is organized and operated exclusively for cultural, charitable, and educational purposes and which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code as now exists or as may be amended.

## ~~ADDENDUM~~

~~FOUNDERS, 6/21/1997~~

~~Damion~~

~~Ron Fent~~

~~Ken Friedman~~

~~Paul Lamb~~

~~Juliette Pfeiffer~~

~~David Skinner~~

~~Lee Spinks~~

~~Ben Susman~~

~~Nancy Ellen Webster~~