

Bylaws of the Great Falls Public Radio Association

Article I: Members

Eligibility: All natural persons interested in furthering the object and purposes of the Corporation shall be eligible for membership upon meeting the qualifications established herein.

Qualifications: Any person who contributes to the Corporation through financial support, in-kind services, or volunteer efforts shall be qualified as a Member in good standing. Membership shall continue in effect for a period of twelve calendar months from the first day of the month following the date of such contribution. Contributions in the joint name of two or more persons shall qualify as a membership of a single Member in the joint name of such persons. The minimum contribution required for membership shall be established by a majority vote of the Board of Directors. The minimum contribution may be satisfied via monetary contribution, equivalent value of in-kind goods or services, or an equivalent volunteer effort based on the number of hours volunteered times the current minimum wage.

Rights of Members: Every Member shall be entitled to vote at meetings of the Members of the Corporation or by absentee ballot as defined herein. All Members are eligible to serve as a Director of the Corporation. Memberships may not be transferred. Members shall have no rights in the property of the Corporation.

Membership Records: The Corporation shall keep a record containing the name and address of each Member. Membership records may not be inspected or distributed to any person or entity except as allowed by policy of the Board of Directors or as required by law.

Article II: Meetings of Members

Place of Meeting: All meetings shall be held at a location designated by the Board of Directors.

Annual Meeting: An annual meeting of the Members shall be held at 7:00 PM on the second Tuesday of each October or as otherwise designated by the Board of Directors.

Special Meetings: Special meetings of the Members may be called at any time by the Board of Directors or on written request to the Board of Directors of 5% or more of the Members.

Notice of Annual or Special Meetings: Notice of the annual meeting or special meetings shall be given to each Member no less than ten days before the meeting. The notice shall include time, location, and subject of the meeting as well as a ballot for any elections or other business to be voted on at the meeting.

Quorum: Submission of ballots by at least 10% of the Corporation membership, either in person or by absentee ballot, shall constitute a quorum for the transaction of business at any meeting of the Members.

Absentee Ballots: Absentee ballots shall be an acceptable means of voting on all transaction of business at any meeting of the Members. The absentee ballot must be received by the Board of Directors no later than the start of the Members meeting.

Article III: Board of Directors

Powers: The affairs of the Corporation shall be managed by Board of Directors in accordance with the Articles of Incorporation and Bylaws of the Corporation and the laws of the State of Montana.

Responsibilities: The Board of Directors shall establish objectives, goals, and policies governing the Corporation and its operations. Each Director shall be an advocate for Public Radio in the community, be a current Member of the Corporation, attend scheduled meetings of the Board of Directors, and serve on at least one (1) committee.

Number of Directors: The Board of Directors shall consist of no more than nine (9) nor less than seven (7) Directors. The Board of Directors shall endeavor to maintain nine Directors at all times. Director positions shall be elected by the Members of the Corporation.

Terms of Office: The nine Member elected Director positions shall be divided into three groups of three Directors. One group of Directors shall be elected each year. The term of office of each Director position shall be three (3) years.

Eligibility: Any Member of the Corporation may serve on the Board of Directors. Paid employees may not serve on the Board of Directors. No person may serve as a Director for more than four (4) consecutive terms of three years. Time served by a Director appointed to fill vacancies shall be disregarded. A former Director who has not served for at least one (1) year shall be eligible to serve again as Director.

Election of Directors: Member elected Director positions up for election shall be filled at the annual meeting of the Members. Each Member may cast one vote for each position up for election. No cumulative voting shall be allowed. Those receiving the greatest number of votes shall be deemed elected. If two persons receive the same number of votes, the tie shall be broken by a majority vote of the Members present at the annual meeting.

Recruitment: Whenever a Director is to be elected or appointed, the Secretary shall solicit nominations by publication of the vacancy in the local media, on-air, or from other Directors. Members may nominate themselves.

Attendance: Physical absence from four (4) consecutive regular meetings of the Board of Directors is grounds for removal from office. After three (3) consecutive absences by a Director, the President shall notify the Director that they may be removed from office if they are not

present at the next regular meeting. The Director may then be removed only by a majority vote of the Board of Directors. The Secretary shall notify the removed Director in writing.

Vacancies: Vacancies of a Director position may be filled by a majority vote of the Board of Directors. A Director appointed in this manner shall hold office until the end of the normal term of that Director position. If a position is not filled by a vote of the Board of Directors, that position shall remain vacant until the end of the normal term of that Director position.

Article IV: Meetings of the Board of Directors

Place of Meeting: All meetings shall be held at a location designated by the Board of Directors.

Regular Meetings: The Board of Directors shall endeavor to conduct a meeting of the full Board each month.

Special Meetings: Special meetings for any purpose shall be held whenever called by direction of the President or at least 20% of Directors. Notice shall be given to each Director via telephone, mail, e-mail, or personally delivered.

Organizational Meeting: The first regular meeting following the annual meeting of Members shall include election of officers of the Board of Directors and appointment of standing committees.

Quorum: A majority of the seated Directors shall constitute a quorum necessary for transaction of business.

Article V: Officers and Agents

Officers: Officers of the Corporation shall be President, a Vice President, a Secretary, and a Treasurer who serve without remuneration. All officers shall be directors. The officers of the Corporation shall be the officers of the Board of Directors.

President: The President shall have general supervision, direction, and control of the business of the Corporation including the powers and duties customarily required of the office of president. The President shall preside at all meetings of the Board of Directors and all meetings of the Members.

Vice-President: The Vice President shall have all the powers and duties of the President in the absence of the President.

Secretary: The Secretary shall maintain the records of and be in charge of all communication for the Board of Directors other than financial correspondence.

Treasurer: The Treasurer shall have full responsibility for the fiscal matters of the Corporation in accordance with policies established by the Board of Directors.

Election: Officers of the Corporation shall be elected by the Board of Directors by a majority vote.

Terms of Office: The term of office for each officer shall be one year or until the next scheduled election of officers.

Employees: The Board of Directors may employ persons to direct and assist with the operation of the Corporation and the duties and responsibilities of the Board of Directors.

Article VI: Committees

Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The President shall be chair of the Executive Committee. The Executive Committee shall have general oversight authority over all business of the Corporation.

Standing Committees: Standing committees may include the Finance and Development Committee, Programming Committee, and Personnel Committee. Other standing committees or ad hoc committee may be established as needed by the Board of Directors. Each committee must include at least two (2) Directors and may include Members of the Corporation. All actions by committees shall be ratified by the Board of Directors.

Finance and Development Committee: The Finance and Development Committee shall provide oversight over the financial management of the Corporation. The committee shall prepare the annual budget. The committee shall develop strategies for fund raising and explore grant opportunities.

Programming Committee: The Programming Committee shall evaluate, develop, and promote quality programming. The committee shall regularly evaluate current programming and make recommendations for consideration by the Board of Directors.

Personnel Committee: The Personnel Committee shall recruit, hire, and supervise employees. The committee shall recruit volunteers. The committee shall develop personnel policies and job descriptions.

Article VII: Community Advisory Board

Community Advisory Board: The Corporation shall establish and maintain a Community Advisory Board (CAB) independent of the Board of Directors and its committees and the Members of the Corporation.

Purpose: The purpose of the CAB shall be to assist the Corporation in responding to community needs by providing effective public participation in the affairs of the Corporation.

Responsibilities: The CAB shall review the programming goals established, significant policy decisions rendered, and the service provided by the Corporation. The CAB shall advise the Board of Directors with respect to whether the programming and policies of the Corporation are

meeting the specialized educational and cultural needs of the communities served by the station. The CAB shall make such recommendations appropriate to meet such needs.

Limit of Authority: The role of the CAB shall be solely advisory in nature. The Board of Directors may delegate other responsibilities to the CAB to assist in the affairs of the Corporation. In no case shall the CAB have authority to exercise any control over the daily management or operation of the Corporation.

Eligibility: Any natural person may serve on the Community Advisory Board.

Appointment: Members of the Community Advisory Board shall be appointed by a majority vote of the Board of Directors. The Board of Directors shall undertake good faith effort to assure that the CAB is composed of members who reasonably represent the diverse needs and interests of the communities served by the Corporation. No person or group shall have right to membership on the CAB.

Meetings: The Board of Directors shall undertake good faith efforts to assure that the CAB meets at regular intervals and the members of the CAB regularly attend such meetings. The CAB shall adhere to the open meeting requirements included herein.

Organization: Aside from appointment by the Board of Directors, the Community Advisory Board shall establish its own organization, procedures, schedule, and agenda without direction of the Board of Directors.

Documentation: The CAB shall report directly to the board of Directors. The CAB shall submit documentation to the Board of Directors regarding the organization and procedures of the CAB. The CAB shall regularly submit to the Board of Directors the schedule of meetings, meeting minutes, and meeting attendance records.

Article VIII: Open Meetings

Notice: All meetings of the Board of Directors, its committees, Members of the Corporation, and the Community Advisory Board shall be preceded by reasonable notice to the public.

Attendance: All persons shall be permitted to attend any meeting of the Board of Directors, its committees, Members of the Corporation, and the Community Advisory Board. No person shall be required to register their name or any other information as a condition of attendance.

Closed Meetings: The Board of Directors, its committees, Members of the Corporation, and the Community Advisory Board may hold a closed meeting to consider matters relating to individual employees, proprietary information, litigation and other matters requiring confidential advice of counsel, commercial or financial information obtained on a confidential basis, or the purchase of property or services when the premature exposure of such purchase would compromise the business interests of the Corporation. Documentation of closed meetings, explaining the reason for closing the meeting, shall be made available to the public.

Meeting: A meeting shall be defined as the deliberations of at least a quorum of the Board of Directors, its committees, Members of the Corporation, and the Community Advisory Board where such deliberations determine or result in the disposition of business by that body.

Article IX: Financial Policies

Checks and Drafts: All checks or drafts shall be signed by the Treasurer or his/her designee. Checks or drafts in excess of one thousand dollars (\$1000.00) shall be countersigned by another officer of the Corporation.

Endorsements: Checks, drafts, notes or other negotiable instruments shall be endorsed or deposited by an officer of the Corporation.

Contracts: No officer, director, or committees of the Corporation, or other person shall contract or incur any debt on behalf of the Corporation, or promise moral, financial, or other support without specific approval of the Board of Directors. The Board of Directors may authorize any officer or agent to enter any contract or execute any instrument on behalf of the Corporation. Such authority may be general or confined to specific instances.

Fiscal Year: The fiscal year of the corporation shall be from September 1st to August 31st.

Budget: There shall be an annual budget. The annual budget and subsequent changes shall be approved by a majority vote of the Board of Directors.

Financial Statements: A statement of revenues and expenditures and a balance statement shall be produced at the end of each fiscal year. These statements shall be made available for public examination.

Article X: Liability

Immunity of Directors: Directors, officers, or members of committees or boards shall not be personally liable for the acts of the Corporation, its Directors, officers, committees, agents, or employees.

Indemnification: All Directors or officers, whether or not in office, shall be indemnified by the Corporation 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 the Corporation to the full extent allowed by law.

Article XI: Amendments

Amendments: The Bylaws of the Corporation may be altered, amended, or rescinded by two-thirds vote of the seated Board of Directors or by two-thirds vote of the total Members.

Notice: Proposed amendments to the Bylaws of the Corporation shall be sent to every Director at least fifteen (15) days prior to the Board of Directors meeting at which they will be discussed and voted upon.

IN WITNESS WHEREOF, We, the undersigned members of the Board of Directors of the Great Falls Public Radio Association, have ratified and approved the foregoing bylaws this 14th day of January 2013.

Tim Hodges _____ Joe Moll _____

Greg Muir _____ Deborah Cabin _____

Chris Canine _____ Tim Ljunggren _____

Gabriel Vasichek _____ Gerald McKinney _____