

RADIO CATSKILL

Bylaws

Amended and Restated: May 2009

Approved by the Board of Trustees on May 18, 2009

Article I. Name

The name of the corporation is Radio Catskill, hereinafter called “the Corporation.” The seal of the Corporation is inscribed with the name of the Corporation and the year of its incorporation.

Article II. Mission, Principles and Purposes

Article II Section A. Our mission

Radio Catskill is a locally owned, independent, non-commercial, member supported, community radio broadcaster and public service provider carrying out a range of educational and charitable activities. We make available to our community, and from our community, a broad range of ideas and ideals, education, information and entertainment, analysis and inspiration useful to a full and enlightened life.

Article II Section B. Principles of Operation

1. We are respectful of our environment and the society in which we operate.
2. We serve all the communities in our listening area.
3. We operate without political bias, religious favor or any form of discrimination.
4. We preserve, encourage and transmit our cultural heritage and artistic expression.
5. We bring the arts, culture and history of the global community to our local area.
6. We promote knowledge, understanding and respect among people of diverse social, cultural, religious and political backgrounds.
7. We bring greater awareness of the life of our community to those who live in it.
8. We encourage participation in the life of the station by members of the community.

Article II. Section C. Purposes

The Corporation is organized and shall be operated exclusively as a voluntary, not-for-profit, charitable and educational organization dedicated to the purposes stated in the Articles of Incorporation and in the Mission Statement

Article III. BoT (BoT)

Article III. Section A. Composition and election of the BoT

1. The BoT consists of nine to fifteen Trustees, of whom up to three Trustees are elected by the active volunteers at the station (the Volunteers' Election). Others are elected by the existing Trustees (the Board's Election). All must be members of the station. The Station Manager serves as a non-voting, ex-officio Trustee.
2. A Trustee's term is three years. A Trustee may serve for two consecutive terms, after which he/she will be ineligible for one year. He/she is then again eligible for election.
3. Elections to the Board take place in June of each year, to be concluded no later than 30 June. Terms start at the first meeting following the election.
4. Volunteers' Election
 - a. Any active volunteer, as defined in the WJFF Procedural Guidance, may be nominated to stand for election to the Board by the volunteers (the Volunteers' Election) provided he/she receives the signed support of ten active volunteers by the designated candidate deadline on a form provided for this purpose by WJFF. The Volunteers' Election is overseen by the station's paid staff and BoT Nominating Committee.
 - b. The election is conducted by secret mail-in ballot. The ballots and candidates' statements are sent to the mailing addresses of record 21 days before the election date. Votes will be counted and the result announced during June and no later than 30 June.

5. Board's Election

- a. Trustees not elected in the Volunteers' Election are elected by existing Trustees (the Board's Election) from candidates proposed by the Board Nominating Committee.
- b. The Board determines the number of vacancies to be filled, and the election takes place at its June meeting. A simple majority is required for a candidate to be elected.
- c. The Nominating Committee nominates at least as many candidates as there are vacancies, up to the BoT limit. Each candidate is then voted upon, individually, by existing Trustees. No Trustee may vote for himself/herself.

6. If a Trustee does not complete his/her term, a new Trustee may be elected by the electorate which elected the departing Trustee. This election takes place within three months of notification of the vacancy being received by the Board, or at the next annual election, whichever is sooner. The new Trustee will serve for the remainder of the original term. Should the volunteers decline to elect a replacement Trustee, one may be appointed by the Board from amongst the volunteer community.

7. Trustees shall receive no remuneration for service as a Trustee.

Article III. Section B. Responsibilities of the BoT

1. The BoT controls the Corporation and retains legal and fiduciary responsibility for its management. It provides for the operation of the broadcast facilities, makes all decisions of policy, and provides for employees, agents and representatives to carry out the business of the Corporation. It shall do all other things in the management of the business, property and affairs of the Corporation necessary to carry out its purpose.
2. The BoT shall ensure compliance with all appropriate Corporation for Public Broadcasting (CPB), Federal Communications Commission (FCC), Federal, State, and

any other applicable requirements necessary to the continuing well being of the Corporation.

3. The BoT shall receive and accept the annual Certified Financial Statement of the corporation in a timely manner.
4. The BoT shall hire a Station Manager who, under the strategic direction of the BoT, shall have the responsibility and authority for the day-to-day administration of the station including the hiring, evaluation and dismissal of staff.
5. All Trustees shall make an annual financial contribution to the station.
6. The Board appoints members to standing committees and to the Community Advisory Board. It may also establish ad hoc committees to address specific issues and appoint their members.
7. All Trustees serve on at least one standing committee.

Article III. Section C. Resignation and dismissal from the BoT

1. Resignations from the Board should be presented in writing to the Secretary. Resignation becomes effective upon acceptance by the Board.
2. The Board may consider as having resigned any Trustee with three or more unexcused absences in any 12 month period. Unexcused shall be determined by the President. A trustee may be removed for serious cause as judged by the BoT. A two-thirds majority of the full BoT is required to dismiss a Trustee.

Article III. Section D. Leave of Absence

A Trustee may request a leave of absence from the BoT for a period not to exceed six months, provided that the number of active Trustees shall not fall below nine. Granting the leave of absence shall require a majority vote of the Board. During the period of the leave of absence, the status of the Trustee shall be “non-voting.” Should the Trustee on leave not return to the Board following the leave of absence, he/she may be removed from the Board by a majority vote of the BoT.

Article III. Section E. Meetings of the BoT

1. Regular meetings

Board meetings are held at least eight times a year. An annual schedule of meetings is adopted at the first meeting following the annual election and posted at the station and on the station's website. Meetings are open to the public, and announced to the public at least seven days prior to the meeting date.

2. Executive sessions

Executive sessions may be called at the discretion of the majority of the Board for the purpose of discussing sensitive matters, in particular those relating to legal and personnel issues, and confidential commercial or financial information. Executive sessions shall be closed to the public.

3. Special meetings

Special meetings may be called upon request of the President or upon request of any two Trustees. Notice of such special meetings, stating the place, day, and hour of the meeting, and purpose or purposes for which meeting is being called, shall be mailed, telephoned or personally delivered to each Trustee at his/her residence or usual place of business at least three (3) and not more than thirty (30) days in advance of such meeting. Notice of special meetings shall be announced on air and posted at the station at the same time that Trustees are notified.

4. Quorum

A quorum shall be a simple majority of the current Trustees.

5. Rules of Order

"Robert's Rules of Order" shall be the rules of procedure for all meetings of the BoT to the extent they are not inconsistent with civil laws, Articles of Incorporation, or these Bylaws.

6. Meetings without notice

Whenever any notice of the meetings of the BoT is required to be given by statute or the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

7. Action without meeting

- a. Any action required or permitted to be taken at a meeting of the BoT may be taken without a meeting, by means of telephone, mail, email or in any other way the Trustees shall decide. However, a written record setting forth the action so taken and approved by the Trustees shall be made and treated as minutes of the Board.
- b. Trustees may participate in a meeting by means of a telephone or similar communications equipment whereby all persons participating in the meeting can hear one another. Participation by such means shall constitute presence in person at such meeting. When such meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

Article III. Section F. Officers of the BoT

1. Election of Officers

At the first meeting following the annual election, the Board elects its officers from its Trustees. They are the President, Vice President, Treasurer and Secretary. Should an

officer be unable to complete his/her term of office, the vacancy may be filled at any meeting of the BoT. No person may hold more than one office at a time.

2 Terms of Office

Each officer shall be elected for a one-year term, and shall hold office until his/her successor is duly elected, or until the officer is removed from office for cause by majority vote of the Board.

3. President

The President of the Board shall call all meetings of the Board, shall preside at all meetings of the Board, and shall be an ex-officio member of all Standing and Ad Hoc committees. The President may, subject to the direction of the Board, have general charge of the business affairs and property of the Corporation and its operations; to sign and execute, in the name of the Corporation, any deed, mortgage, bond, contract, agreement or other instruments duly authorized by the Board, and to carry out such other duties as may be directed by the Board. The President shall have such powers and additional duties as may be assigned by the Board.

4. Vice-President

During the absence or disability of the President, the Vice-President shall exercise all functions of the President, and when so acting, shall have all the powers of the President. If the President should resign, be removed, or die before the expiration of his/her term, the Vice-President shall assume such office for the unexpired term. The Vice-President shall have such powers and additional duties as may be assigned from time to time by the Board or the President.

5. Secretary

The Secretary shall:

- (a) record all the proceedings of the meetings of the Board;
- (b) maintain such other records as is necessary for the Corporation to maintain;

- (c) be the custodian of the seal of the Corporation;
- (d) cause all notices to be duly given in accordance with the Bylaws and as required by statute.
- (e) perform any additional duties as may be assigned by the President.

6. Treasurer

The Treasurer shall:

- (a) have charge of and supervision over, and be responsible for, the funds, securities, receipts, and disbursements of the Corporation;
- (b) render to the President, or the Board, whenever requested, a statement of the financial condition of the Corporation and of all the transactions performed as Treasurer;
- (c) render a full financial report based on the books and accounts audited annually by a certified public accountant at the annual meeting.
- (d) chair the Finance Committee
- (e) perform any additional duties as may be delegated by the President.

Article IV. Community Advisory Board

1. The Community Advisory Board (CAB) will implement the requirements for a CAB set out in the relevant CPB and FCC regulations. In particular, the primary purpose of the CAB is to advise the BoT on how the corporation serves the educational and cultural needs of its coverage area.
2. The CAB is solely advisory in nature and shall have no authority to exercise control over the daily management or operation of the station.
3. The CAB consists of members representing, as far as possible, the diverse needs and interests of the communities served.
4. The CAB chair and its members shall be approved by the BoT at the first BoT meeting following the BoT's election in June of each year. Members serve for one year and may be re-appointed.

5. Meetings will be open to all and, where possible, held in locations accessible to all.

Article V. Standing Committees

Article V. Section A. Standing Committees

1. The following shall be permanent standing committees: Executive Committee; Nominating Committee; Finance Committee; Fund Raising and Community Relations Committee; Program Committee; and Facilities and Operations Committee. With the exception of the Executive Committee, all shall include both Trustees and non-Trustees, wherever possible.
2. All committee members and officers are appointed by the BoT.
3. All recommendations made by standing committees are subject to approval by the BoT.

Article V. Section B. Executive Committee

The Committee is empowered to discuss urgent issues and to make decisions on behalf of the Board between Board meetings, when the timeliness of a decision is crucial. Membership is limited to the four Board officers. All decisions shall be voted on by the BoT at the next available opportunity.

Article V. Section C. Nominating Committee

The Committee's responsibilities include identifying expertise needed on the Board and possible future Trustees; proposing candidates for election to the Board in the Board's Election; developing the skills and effectiveness of new and current Trustees; and conducting annual assessments of the performance of the Board and its Trustees.

Article V. Section D. Finance Committee

The Committee is chaired by the Treasurer. Its responsibilities include all matters relating to the financial affairs and well being of the station.

Article V. Section E. Fund Raising and Community Relations Committee

The Committee's responsibilities include fund raising (e.g., events, grants, campaigns and fund drives), underwriting, marketing, public relations, and the website.

Article V. Section F. Program Committee

The Committee's responsibilities include all matters relating to on-air and online programming, including maintaining the quality of existing shows; assessing and overseeing the development of on-air skills of volunteers; assessing and approving new shows (local and syndicated); scheduling programs; and identifying areas where programming needs strengthening and working to fulfil these needs.

Article V. Section G. Facilities and Operations Committee

The Committee's responsibilities include all matters relating to the station's properties, equipment and facilities, as well as assessing the technical needs of the station.

Article VI. Station Membership

A person who makes a financial contribution to the Corporation at or above the amount set by the BoT in a given year shall be a member of the Corporation.

Article VII. Financial Arrangements

1. The fiscal year for the Corporation shall be the year ending December 31.
2. Checks or disbursements greater in amount than \$1,000 shall require the signature of both the Treasurer and the President of the BoT or of two persons designated by the Board.

Article VIII. Amendments to the Bylaws

These Bylaws may be amended or repealed by a majority vote of all Trustees at any regular or special meeting provided that notice of the proposed amendment, including the text thereof, shall have been mailed to each Trustee at his/her residence or usual place or business at least eight (8) and not more than thirty days (30) days in advance of such meeting.

Article IX. Indemnification

Subject to applicable Federal and State statutes, individual Trustees shall be indemnified from financial responsibility for actions of the Board or the Corporation.

Article X. Sale of the License to Broadcast

Sale of the license to broadcast shall be decided by unanimous vote of the entire BoT. The license to broadcast shall be disposed of in a manner keeping with the intent of the Corporation's original mission statement (see Article I, Section 1)

Article XI. Dissolution

Upon dissolution of the corporation, the BoT shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501 c(3) of the Internal Revenue Code of 1954 and 1986 (or the corresponding provision of any future Federal tax code). Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.