

**BYLAWS OF THE FOUNDATION FOR CREATIVE BROADCASTING, INC.,
dba KXCI COMMUNITY RADIO
(Approved 2.25.21)**

ARTICLE 1: PURPOSE

1.01 General

The Foundation for Creative Broadcasting (Foundation) is a nonprofit corporation organized under Title 10 of the Arizona Revised Statutes. The purpose of the Foundation is to promote, support, and maintain radio broadcasting dedicated to community, service, and creativity. The Foundation is dedicated to the production and broadcast of programming which enriches the lives of listeners; programming which informs the audience about public issues and social concerns and which therefore justifies general public support; programming of quality which is respectful of the sensitivities and intellect of the audience; programming which respects and rejoices in human aspiration, achievement and diversity; programming which reaches significant numbers of people and justifies the use of the mass medium of broadcasting as well as new distribution methods such as podcasting; and programming which entertains and satisfies sufficiently to justify voluntary and enthusiastic financial support by the audience.

ARTICLE 2: OFFICES

2.01 Offices

The principal office of the Foundation shall be at 220 S. 4th Avenue, Tucson, Pima County, Arizona, 85701.

ARTICLE 3: MEMBERSHIP

3.01 Eligibility

A. For purposes of the initiative power specified in section 3.02, membership in the Foundation is open to any person who fulfills any of the following conditions:

1. Has donated a minimum of \$120 over the 12 months prior to the election; 2. Is currently a programmer or producer; or
3. Volunteers at least 30 hours a year to FCB in any of the following categories: engineering, bookkeeping, secretarial, administration, broadcasting, underwriting, membership, and special duties.

B. No individual or organization may sponsor or fund more than five current memberships.

C. For purposes of voting under section 3.02, membership status must be established 90 days prior to the election. Membership status shall be certified by

the Executive Director or his/her designee.

D. Members are defined strictly for the purpose of the Initiative Power defined in Section 3.02. Members have no right or power to vote on any other matter related to the Board of Directors or the operations of KXCI.

3.02 Initiative Power

The membership holds the power to recall any Board member and to change the policies of the Foundation and its broadcasting facilities by initiative and vote. Petitions presented to the Board containing signatures of 10% of the membership on the roll will precipitate a vote on the issue by the membership. All expenses shall be borne by the petitioner. Notice will be provided by the Board to the membership two (2) weeks prior to the meeting called for the purpose of voting on the matter. The vote will be by secret ballot in person or by signed ballot. Two-thirds (2/3) of the majority of the votes cast will enact the change. This power cannot be amended, altered, or replaced except by a two-thirds (2/3) vote of the membership.

3.03 Termination of Membership

Any member may be removed from the membership roll if terms of membership are not maintained in accordance with Article 3.01.

3.04 Liability

The members of the Foundation carry no personal liability for the activities of the Foundation, as it is a corporate responsibility. The Foundation shall indemnify any trustee, director, officer or employee for all expenses and costs, including attorney fees, actually and necessarily incurred by the individual in connection with any claim asserted against the individual, by action in court or otherwise, by reason of the individual being or having been such trustee, director, officer or employee, except in relation to matters to which he/she shall have been determined to be grossly negligent or to have committed willful misconduct with respect to the matter in which indemnity is sought.

ARTICLE 4: BOARD OF DIRECTORS

4.01 Purpose

The governing body of the Foundation shall be the Board of Directors (Board), which shall establish and approve long and short-term goals, strategies, and policies. The Board shall be responsible for selection, negotiation of the employment contract, supervision, evaluation, and termination of the Executive Director.

4.02 Number of Directors

The Board shall consist of up to 19 members, with a minimum of 5 members. Should Board membership fall below five members, the remaining members may appoint replacement members in order to bring the total membership up to five members.

4.03 Membership, Appointment, and Vacancies

- A. The Board shall identify, recruit, and appoint Board members who are committed to the purposes of the Foundation as stated in Article 1 of these bylaws; who increase the diversity of the Board to better reflect the communities served by KXCI; who add expertise in broadcasting, nonprofit governance, technology, or community outreach; and who are committed to actively engaging in the work of the Board.
- B. The Board may appoint a nominating committee at its discretion. If appointed, at a minimum the nominating committee shall consist of one board member, one KXCI volunteer, and one member of the Community Advisory Board, as defined in Section 6.01.
- C. The Board may appoint new board members at any regular Board meeting or, in case of board membership falling below the minimum required number at a special Board meeting called for the purpose of appointing new Board members under Article 4.02(A). New members may be appointed to the Board to finish unexpired terms or full terms at the discretion of the Board.
- D. The term of office for Board members is three years. No member shall serve for more than two consecutive terms. The Board shall establish a staggered schedule for expiration of terms, providing that no existing Board member's term shall be shortened.
- E. After their term(s) is completed as defined in 4.03D, a board member may be reelected or reappointed to the board after a waiting period of one full year.

4.04 Eligibility

Paid employees of the Foundation for Creative Broadcasting are not eligible for Board membership.

4.05 Board Meetings

- A. Unless otherwise specified by a two-thirds vote of Board members present at regular meeting, the Board's meetings shall occur at least six (6) times per year, time and place to be determined by the Board. Board members shall receive meeting packages including agendas and reports from all Committee meetings and information relating to any topic requiring Board action or vote at least forty-eight (48) hours prior to the monthly Board meeting unless otherwise specified by a two-thirds vote of the Board of Directors or by a determination by

the Board President or Executive Director that an agenda item is urgent and hours' notice is impractical.

B. Meetings of the Board are open to the general public. Reasonable notice, seven (7) days prior, shall be given to the general public as to the time and place of the Board Meeting. The Board may waive this notice requirement if it determines an issue is urgent and that providing seven (7) days' notice is impractical. Individual directors may waive, in writing, any notice required under these bylaws or Articles of Incorporation to the extent permitted by law.

C. Quorum shall be defined as a majority of the number of directors in office immediately before the meeting begins. The Board President is counted as a member of the quorum.

D. Voting

1. Each board member is entitled to one vote per matter for each matter submitted to a vote of members.
2. In the event of a tie vote, the Board President shall attempt to reach a consensus. If the Board President determines that reaching a consensus is not possible the Board President is entitled to one additional vote in order to break a tie.

E. Annual Election of Officers - The Board shall elect officers for the next year at its November meeting. In the event a Board officer position becomes vacant during the year, the Board may select a replacement to finish the term of office.

F. Special meetings of the Board may be called by the President upon forty-eight (48) hours' notice to the general public.

G. Electronic Participation - Board members may participate in any meeting by conference call or over the internet.

4.06 Rules of Order

The Board shall use *Roberts Rules of Order - Revised* as its procedural rules except where '*Roberts Rules*' contradict these Bylaws in which case the procedures in these Bylaws shall prevail.

4.07 Disqualification and Removal

A. A Board member may be disqualified and removed from the Board by membership initiative as specified In Article 3.02 or by a two-thirds (2/3) vote of those Board members present and voting at a duly noticed regular Board meeting. Written notice shall be provided to all Board members thirty (30) days prior to the meeting specifying the proposed disqualification and removal and stating in general terms the grounds thereof.

- B. A Board member who is absent from three (3) consecutive regular Board meetings or three (3) consecutive standing committee meetings without a valid reason presented to the President of the Board shall be deemed to have resigned; and the position held by said individual may be filled by the Board.
- C. Any member of the Board may be disqualified and removed if the remaining Board members determine by a two-thirds (2/3) majority vote that the member failed to perform the duties of a Board member or has engaged in gross negligence or willful misconduct with respect to their duties as a Board member.
- D. After removal, the member removed shall no longer have any authority to act on behalf of the FCB unless specifically authorized to do so by the Board and shall have none of the rights, responsibilities or privileges of a Board member.
- E. If a member of the Board is disqualified by membership initiative in accordance with Article 3.02 that member shall be considered removed from the Board upon receipt of the certified initiative results.

4.08 Officers

- A. The officers of the Board shall be President, Vice President, Secretary and Treasurer. Officers' terms shall be for one (1) year with a maximum of two consecutive officer terms. Officers can be removed from office by a two-thirds (2/3) vote of the entire Board.
- B. Duties of the Officers shall be established by the Board.

4.09 Committees

- A. Standing committees may be formed by the Board and be empowered as specified according to the needs of the Board. The Board may also form and empower ad hoc committees as deemed necessary.
- B. The Board may dissolve Committees according to the needs of the Board. C.

Executive Committee

1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the chairpersons of committees as determined by the President.
2. The Executive Committee shall convene as needed. The Executive Committee may meet at the call of the President, at the call of two (2) members of the Executive Committee, or by request of the Executive Director.
 - a. Meetings of the Executive Committee may take place at a specified location, telephonically, by conference call, or via

the internet.

b. 24 hours' notice shall be provided to Executive Committee meetings and the public of Executive Committee meetings.

c. Members of the Executive may waive, in writing, any notice required under this section.

3. Except as limited herein, the Executive Committee shall have the power to conduct the business of the Board when all members of the Executive Committee concur that there is an emergency or that it is clearly not practical to transact such business at a regular or special meeting of the Board. Other powers may be granted temporarily by the Board. The Executive Committee shall have the responsibility for general supervision of the administration and property of the organization in the absence of the full board. The Executive Committee shall conduct an annual evaluation of the Executive Director for presentation to the full Board. The Executive Committee shall have the authority to make final determinations in matters relating to contract negotiations and personnel issues.

4.10 Conflict of Interest

No Board member shall participate in decision making on any matter that may result in a financial advantage or gain to the Board member, his or her relatives, business or domestic partner. Decision making shall include advocating a position, lobbying or voting upon subjects before the Board or any of its committees. A relative shall be defined as any person related to the individual by blood or law. A domestic partner is a spouse or person with whom the individual has a relationship comparable to that of a marital relationship.

ARTICLE 5: STAFF AND VOLUNTEERS

5.01 Hiring and Firing

The Board is responsible for selection, negotiation of the employment contract, supervision, evaluation, and termination of the Executive Director. The Board shall delegate to the Executive Director the power to manage, direct, hire, and fire all other paid staff and contractors.

5.02 Staff and Volunteers

- A. Staffing shall be according to an organizational plan recommended by the Executive Director and approved by the Board.
- B. Staff and volunteers shall abide by conditions set forth in the Policies and Procedures as approved by the Board for their respective categories.

5.03 Policies and Procedures.

The Executive Director shall periodically review and revise staff and volunteer policies and procedures and present to the Board for approval. At a minimum the following policies shall be maintained:

1. Grievance Policy for Staff and Volunteers
2. Conflict of Interest policy for staff, volunteers, and board members
3. Community Advisory Board guidelines

ARTICLE 6: COMMUNITY ADVISORY BOARD

6.01 Purpose

- A. For providing effective public input into planning and decision-making, the Board shall support and maintain a Community Advisory Board (CAB).
- B. The role of the CAB shall be advisory in nature. The CAB shall report directly to the Board or to committees of the Board. The CAB shall make recommendations to the Board and shall participate in Board committees in an advisory capacity as requested by the Board. The CAB's recommendations shall not be binding on the Board. The CAB shall not have the power to vote on issues before the Board.

6.02 Membership

- A. The CAB shall consist of members of the community at large appointed by the Board and operate according to the guidelines specified by the Board.
- B. The Board of Directors may remove members of the CAB at its sole discretion.

ARTICLE 7: FINANCES

7.01 Fiscal Year

The fiscal year of the Foundation shall be determined by the Board.

7.02 Accounting and Auditing

The Foundation will use Generally Accepted Accounting Principles (GAAP) and procedures. Audits shall take place as needed when approved by the Board, and shall be completed at least once every two years.

ARTICLE 8: OPERATION OF BROADCASTING FACILITIES

8.01 Rules

The broadcasting facilities of the Foundation will operate in accordance with the regulations of the Federal Communications Commission of (FCC), and any other Governmental Entities as required by law.

ARTICLE 9: AMENDMENTS

9.01 Amendments

- A. These bylaws may be amended, altered, or replaced by an initiative of the membership in accordance with Article 3.02 or by a two-thirds (2/3) vote of the Board at a regularly scheduled Board meeting.
- B. Proposed amendments must be presented to the Board as a motion and tabled for one meeting before calling for the vote. The vote may occur at the next meeting of the Board.
- C. The Articles of Incorporation of the Foundation may be amended, altered, or replaced by a two-thirds (2/3) vote of the entire Board at a regularly scheduled Board meeting.

9.02 Exceptions

Article 3.02 can be amended, altered, or replaced by only a two-thirds (2/3) vote of the membership.

END OF BYLAWS

These bylaws of the Foundation for Creative Broadcasting, Inc. are adopted

on Date: February 25, 2021