

LEHIGH VALLEY COMMUNITY BROADCASTERS ASSOCIATION, INC.

BY-LAWS

[as revised September 23, 2019]

ARTICLE I – NAME

The name of the Corporation is Lehigh Valley Community Broadcasters Association, Inc.

ARTICLE II - PRINCIPAL OFFICE AND RADIO SERVICE AREAS

1. The principal office of the Corporation shall be located at 301 Broadway, Bethlehem, PA 18015. This office will serve as its primary physical headquarters. Any future location(s) of these headquarters must remain within 25 miles of the cities of license for a) all radio stations currently on-air and licensed to the LVCBA and b) for pending applications for new radio stations which the LVCBA subsequently submits to the FCC. This ensures continued compliance with FCC Form 340, Section 4 section governing Established Local Applicants. .

2. Radio Service Areas. The areas of service for any currently owned and operated NCE (non commercial educational) radio stations and non fill-in translators as well as any future applications for NCE radio stations and translators must not overlap their principle coverage areas. This requirement along with Article VI, 2(c) ensures compliance with the Diversity of Ownership criteria specified by FCC Form 340, Section IV.

ARTICLE III – SEAL

1. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation, the year of its incorporation and the name of the Commonwealth of Pennsylvania.

ARTICLE IV – PURPOSES

1. The purposes of the Corporation shall be:

(a) To operate WDIY-FM as a community-run public radio station.

(b) To serve the interests of listeners by broadcasting material not otherwise readily available to the local community.

(c) To promote community access to and involvement in public radio by incorporating community volunteers in the station's production, broadcast, and support activities.

(d) To provide a platform for the local arts, a forum for ideas and issues, a conduit for the communication of information, and a venue for multicultural exposure through the broadcast of quality music and information programs.

(e) To augment local programming with nationally distributed news and music programs.

ARTICLE V – FUNDING

1. The Corporation shall solicit and receive donations, program underwriting grants, and other contributions for the aforementioned purposes.

ARTICLE VI - BOARD OF DIRECTORS

1. Powers. The affairs of the Corporation shall be conducted by a Board of Directors which shall exercise all of the power and authority of the Corporation except as such authority may be limited by the Articles of Incorporation or by these By-Laws. These powers shall include but not be limited to the establishment of policies and budgets, the hiring of paid staff, and overseeing the development and operation of the radio station.

2. Size, Membership & Eligibility. The Board of Directors shall consist of not less than ten (10), nor more than twenty-five (25) members as determined by the Board. Directors shall be drawn from the local community and must qualify as members of the Association. No more than four (4) Directors shall serve as on air broadcasters of the station during their term(s) of service on the Board (on-air broadcasters are those persons who regularly host (or share hosting) a scheduled music program). The Board shall include two (2) Participating members or Contributing members elected by the Participating members as described in Article XI - Membership. No director may have ownership in any radio station(s) which has overlapping principal community contour as identified in 47 C.F.R Section 73.7003(b)(2). This requirement along with Article II, 2 ensures compliance with the Diversity of Ownership criteria specified by FCC Form 340, Section IV.

3. Board Meetings. Meetings of the Board shall be held at least four (4) times a year at a time and place to be determined by the Board, President, or Executive Committee upon written notice not less than three (3) days prior to any regular or special meeting

4. Quorum. The majority of the entire Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Board present at any duly constituted meeting shall be sufficient to take any action unless otherwise limited by the Articles of Incorporation or by these By-Laws.

ARTICLE VII - ANNUAL MEETING AND ELECTION

1. Annual Meeting of the Corporation. The Board of Directors shall hold an Annual Meeting which shall take place each year at a date and place established by the Board. Such meeting shall be held for the purpose of the election of Directors and Officers and the consideration of any other business which may properly be brought before it. Written notice of such meeting shall be given to each member of the Board not less than five (5) days prior to the date of such meeting.

2. Elections and Installation. The election of new Directors, re-election of current Directors nominated to continue on the Board, and election of Officers shall be held at the Annual Meeting of the Corporation.

(a) A majority of the Board shall be required for election of said Directors and Officers, with the exception of the two (2) Directors elected by the Participating members or Contributing members, who shall automatically be installed with other new Directors as members of the Board.

(b) The election of Officers shall follow the installation of Directors at the Annual Meeting.

3. Terms. Each Director shall serve a term of two (2) years or until a successor is chosen

and qualifies. The term of office shall run from the date of the Annual Meeting during which the Director is installed. No Director shall serve more than two (2) consecutive two (2) - year terms (plus any portion of a prior 2-year term if that Director was then appointed to replace a former Director). After at least one (1) year from the final date of a Director's second consecutive two (2) year term, that former Director may apply to be re-elected to the Board.

4 Vacancies. Any interim vacancies occurring on the Board, with the exception of

those relating to Membership Representatives, may be appointed by the President pursuant to a majority vote of the Board at a regular or special meeting. Directors elected to fill such vacancies shall serve until the next Annual Meeting.

5 Removal. Any Director or Officer may be removed without cause by a two-thirds vote at any regular or special meeting provided written notice is given to all members of the Board within five (5) days of such meeting.

ARTICLE VIII – OFFICERS

1. Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such officers, assistant officers and agents, as may be deemed necessary by the Board of Directors.

2. Terms and Vacancies. Officers shall serve for a term of one (1) year or until their successors are elected and shall qualify. In the case of any vacancy in any office of the Corporation, a successor shall be elected by a majority vote of the Board to complete the term of said Officer.

3. President. The President shall preside at all meetings of the Board of Directors and the Executive Committee and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute the corporate name on all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing or execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Corporation. The President additionally shall have the power and authority to perform all other duties usually incident to such office.

4. Vice President. The Vice President in the absence or disability of the President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

5. Secretary. The Secretary shall attend all meetings of the Board of Directors and the Executive Committee, and record votes and minutes of all meetings in a book to be kept for that purpose. The

Secretary shall keep in safe custody the seal of the Corporation, and, when authorized by the Board of Directors, affix the seal to any instrument requiring it, and, when so affixed, it shall be attested by his or her signature.

6. Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render an account of all transactions and the financial condition of the Corporation whenever called upon to do so. If required by the Board, the Treasurer shall give the Corporation a bond in such form and penalty, and with such surety or sureties, as the Board may prescribe.

ARTICLE IX – COMMITTEES

1. Executive Committee. The President, Vice President, Secretary, Treasurer, and any other officer or agent designated by the Board shall serve as the Executive Committee. The designation of such Executive Committee, and the delegation of the authority hereinabove granted shall not operate to relieve the Board of Directors or any member thereof of any responsibilities imposed by law. No member of the Executive Committee shall continue to be a member thereof after ceasing to be a Director of the Corporation.

(a) Powers. During intervals between meetings of the Board of Directors, and subject to such limitations as may be required by law, these By-Laws, or by resolution of the Board, the Executive Committee shall have and may exercise all authority of the Board in the management of the Corporation.

(b) Written Approval. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken by the Executive Committee provided that written consent to such action be signed by all members of the Board at its next meeting. Such written consent shall be filed with the Minutes of the Executive Committee meeting relevant to said actions.

(c) Meetings of the Executive Committee may be held at any time and at any place as may be determined by the Executive Committee upon the giving of informal notice not later than two (2) days preceding the date of the meeting.

(d) Quorum of the Executive Committee. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of any business.

2. Standing and Special Committees. The Board of Directors may appoint various committees to perform functions deemed necessary to the operation of the Corporation. Committee Chairpersons and members shall be appointed from amongst the Board or the Participating members or Contributing members and shall serve for a length of time to be determined by the Board.

ARTICLE X – COMMUNITY ADVISORY BOARD

1. A Community Advisory Board of concerned citizens shall be appointed by the Board of Directors to provide advice and resources to the Corporation. The Community Advisory Board may consist of as many persons as is deemed necessary. Community Advisory Board members shall be appointed by a majority vote of the Board of Directors and shall serve until their resignation or removal.

ARTICLE XI – ASSOCIATION MEMBERSHIP

1. The Association shall have two classes of membership: Participating Members and Contributing Members. A member who qualifies for both classes of membership shall enjoy the rights and privileges of both.

2. Participating Members shall be those persons who contribute the required minimum amount of volunteer service to the Association as defined in these Bylaws.

a) Service Requirement. The required minimum amount of service for a Participating Member shall be a total of twelve (12) hours of volunteer work on behalf of the Corporation within any consecutive twelve-month period.

b) Approval of Membership. The Board or a designated committee of the Board shall annually approve a person's participating membership upon completion of the Service Requirement.

c) Term of Membership. The term of a Participating Member shall extend for twelve (12) months beginning with the first day of the month during which their membership was approved. Memberships are self-renewing as long as the member continues to fulfill the Service Requirement but can be terminated at any time without cause by the Board.

d) Privileges. Participating Members shall be entitled to: receive training in broadcast skills, to serve as hosts and producers of radio programs, and to engage in committee work and other support activities deemed necessary to the Association's purposes, to receive regular communications regarding the Association's programming and general activities, and to receive materials, discounts, and other incentives offered in recognition of their volunteer contributions.

e) Membership Representatives. Participating Members shall have the right to

elect two (2) Membership Representatives to two-year terms on the Board of Directors. Membership Representatives shall have the same powers and privileges as other directors with additional responsibility for advocating for the interests of Participating Members. Membership Representatives shall be elected on alternating years at the Association's Annual Membership Meeting. The term of service of a Membership Representative begins on the first day of the month following this meeting.

f) Additional Voting Powers. Participating Members shall have the right to vote on amendments to or repeal of these Bylaws, as defined in Article XIV - Amendments, Section 2.

g) Membership Meetings. Participating Members shall be entitled to meet at least two (2) times per year in addition to the Annual Meeting. These meetings shall be scheduled and supervised by the Membership Representatives. The purpose of said meetings shall be to provide training in broadcast and general support skills, as well as to discuss matters relevant to the interests of the Corporation.

h) Annual Meeting. Participating Members shall be entitled to hold an annual meeting for the purpose of electing a Membership Representative to succeed the representative whose term is expiring. The President of the Corporation shall preside at the meeting or may delegate this responsibility to the Membership Representative whose term will continue for another year. Members in good standing shall be notified of the date and time of the Annual Meeting within thirty (30) days in advance. Vacancies. In cases where a Membership Representative has resigned or been removed, the Membership may elect a replacement to complete the term of said Director.

3. Contributing Memberships shall be those persons who make a monetary contribution to the Corporation.

a. Contribution Levels. The minimum contribution for persons to qualify as Contributing Members shall be set by the Board of Directors. Additional contribution levels of greater amounts, including the terms of payment, may be set by the Board or Staff.

b. Term of Membership. Contributing Members shall be entitled to serve for a term of twelve (12) months, beginning with the first day of the month when their contribution was accepted. Contributing Members may resign their memberships at any time, but no member shall be entitled to any refund of their contribution to the Corporation.

c. Privileges. Contributing Members shall have no voting power as such under these By-Laws but shall be entitled to receive regular communications regarding the Association's programming and general activities, and to receive materials, discounts, and other incentives offered in recognition of their monetary contributions.

4. Removal of Members. Any member of the Corporation may be removed from the membership roll without cause by a two-thirds majority vote of the Board of Directors.

ARTICLE XII - PROFESSIONAL STAFF

Hiring. The Board of Directors may hire paid, professional staff to manage and operate the Corporation's radio station.

Duties. Paid staff members shall adhere to and enforce all policies established by the Board of Directors and shall perform all duties deemed necessary to operating the station.

ARTICLE XIII - FISCAL OPERATIONS

1. The fiscal year of the Corporation shall begin on July 1 of each year and end June 30 of the following year.

2. All contracts and agreements, and all checks, drafts, notes, bonds, bills of exchange, and orders for payment of money, shall, unless otherwise required by law or permitted by these By-Laws, be signed by such officer or officers as the Board of Directors may from time to time designate.

3. Correct and complete books and records of accounts and transactions and minutes of the proceedings of the Board of Directors shall be kept by the Corporation. The President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the July meeting of the Board and filed within twenty (20) days thereafter with the Secretary of the Corporation.

ARTICLE XIV – AMENDMENTS

1. These By-Laws may be amended or repealed, except as set forth in Section 2 below,

at any regular meeting of the Board of Directors or at any special meeting, provided

that written notice of the full text of the proposed amendment(s) or repeal shall have

been given to each member of the Board of Directors at least thirty (30) days prior to

any vote thereon. Notice is effective upon mailing or handing to the addressee.

Amendments or repeal under this paragraph shall require a two-thirds (2/3)

affirmative vote of the Board of Directors present at such meeting.

2. However, an amendment or repeal regarding or respecting any of the following

Fundamental Corporate Changes shall require that written notice of the full text

of the proposed amendment or repeal be given to each member of the Board of

Directors and also to each Participating Member at least one hundred twenty (120)

days prior to any vote thereon. These Fundamental Corporate Changes are:

(a) Dissolution of the Corporation,

(b) Transfer of substantial assets of the Corporation to another entity or person,

(c) Sale, lease or other transfer of the broadcast license of the Corporation,

(d) Merger of the Corporation with another entity,

(e) Joint operation of the business of the Corporation with another entity,

(f) Change of location of the studio, offices or transmitter of the Corporation

outside of Lehigh and Northampton counties,

(g) Change in the authorized number of the Directors of the Corporation,

(h) Any amendment to or repeal of Article XI - Membership of these By-Laws,

(i) Change of the purpose of the Corporation as stated in Article IV of these

By-Laws.

Amendments or repeal under this paragraph shall only be enacted by:

-- an affirmative vote of three-quarters (3/4) of the entire authorized members

of the Board of Directors,

together with

-- an affirmative vote of three-quarters (3/4) of those Participating Members

who shall attend in-person and vote at a special meeting of the Participating

Members that has been scheduled by call of the Board of Directors at a convenient

date, time and place and after the written notice required by this paragraph has been

provided. An affirmative vote of only the Board of Directors or of only the Participating Members shall not be sufficient to amend or repeal these By-Laws regarding or respecting any of the Fundamental Corporate Changes listed in this paragraph.

ARTICLE XV – INDEMNIFICATION

1. The Corporation shall indemnify each person who is or was a director, officer, employee or member of the Corporation, or of any other Corporation which he or she served as such at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other Corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer, employee or member of the Corporation or of such other Corporation, or by reason of any past or future action taken or not taken in his or her capacity as such director, officer, employee or member, whether or not he or she continues to be such at the time such liability or expense is incurred, provided such person acted, in good faith, in what he or she reasonably believed to be the best interests of the Corporation or such other Corporation, as the case may be, and, in addition, in any criminal action or proceeding, where he or she had no reasonable cause to believe that his or her conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amount of judgments, fines, or penalties against, and amounts paid in settlement by a director, officer, employee or member, other than amounts paid to the Corporation itself or to such other Corporation served at the Corporation's request. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, employee or member did not meet the standards of conduct set forth in the first sentence of the Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such director, officer, employee or member constituted negligence or misconduct. Any such director, officer, employee or member referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation, but only if (1) the Board, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or proceeding, shall find that the director, officer, employee or member has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the Corporation) shall deliver to it his or her written advice that, in his or her opinion, such director, officer, employee or member has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a

matter of law, and shall inure to the benefit of the heirs, executors, and administrators of any such person.