

ACORN COMMUNITY ENTERPRISES BY-LAWS

Revised: 5/21/2017

ARTICLE 1: General

Section 1. *Name.* This organization is known as Acorn Community Enterprises, hereinafter referred to as ACE.

Section 2. *Purposes.* ACE is organized for these specific purposes: the promotion and provision of activities which increase the overall health, community engagement, and economic security of families and individuals in Central and Eastern Shasta County, including the operation of KKRN Community Radio.

Section 3. *Radio.* In furtherance of these purposes, the Corporation may apply for, license and operate one or more noncommercial, educational broadcast stations, and may serve and fully qualify as a public telecommunications entity“ within the intent of 47 USC Section 397(12).

Section 4. *Area Served.* The geographical area served by this organization is primarily north-central Shasta County.

Section 5. *Headquarters.* ACE shall maintain a permanent headquarters within 25 miles of the main post office of Bella Vista, California.

ARTICLE 2: Members

Section 1. *No Members.* ACE makes no provision for members. Pursuant to Section 5310 of the Corporations Code of the State of California, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, the persons constituting its board of directors shall be considered the members of the corporation and shall exercise all of the rights and the powers of members.

ARTICLE 3: Board of Directors

Section 1. *Number of Directors.* The corporation has five directors and collectively they are known as the Board of Directors. The number may be changed by amendment of this bylaw or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

Section 2. Powers. The directors shall exercise the powers of the corporation, control of its property, and conduct its affairs, except as otherwise provided by law.

Section 3. Specific Powers. The board of directors has the following specific powers:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- b. Meet at such times and places as required by these bylaws.
- c. If necessary or prudent, borrow money and incur indebtedness for the purposes of the corporation.
- d. Approve the ACE annual budget, periodically monitor ACE financial status and approve all major spending decisions.
- e. When needed, recruit, hire, conduct periodic evaluations of and, if necessary, dismiss personnel.
- f. Set, approve, amend and periodically review all ACE policies and procedures and programs.
- g. Do whatever else may be necessary or convenient in the conduct of business of the corporation in order to accomplish its purposes.

Section 4. Director Elections. Election and term of office shall be according to the following:

- a. *FCC Requirement.* Composition of the Board of Directors shall be maintained at all times with the characteristics necessary to qualify the Corporation as an "established local entity" under Rules and Regulations of the Federal Communications Commission ("FCC"), 47 CFR Section 73.7003(b)(1), 47 CFR Section 73.7003(b)(1).
- b. *Terms.* Terms of office are two years and staggered so that there will be three vacancies in one year and two the following year.

c. Directors are nominated and elected by the Board of Directors at the first annual regular meeting of directors. The candidates receiving the highest number of votes will fill the available positions.

d. Term of office will begin after the election at the first annual meeting.

Section 5. *Filling Vacancies.* Vacancies in the Board of Directors are filled by a majority of the remaining Directors even if there is less than a quorum, and a successor so elected will serve the rest of the unexpired term of their predecessor.

Section 6. *Removal.* A director may be removed from office by a vote of 2/3 of the directors. Grounds for removal can include failure to fulfill the responsibilities of director, consistent unexcused absences, or abusive behavior.

Section 7. *Resignation.* When directors resign they must deliver notice to the chair of the board of directors. If there is only one director, that last director cannot resign until they have appropriately notified the Attorney General, as required by law.

Section 8. *No Director Compensation.* The directors shall receive no compensation for their services as directors, except that they shall be allowed and paid reimbursement for board-related expenses as approved by a quorum of The Board.

Section 9. *No Majority Interested Directors.* Notwithstanding any other provision of these bylaws, not more than 49% (forty-nine percent) of the persons serving on the Board may be interested persons. For purposes of this section, "interested persons" means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous 12 (twelve) months, whether as a full or part-time employee, independent contractor, or otherwise; or
- b. Any brother, sister, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 10. *Voting Requirements.* Voting by the Board of Directors shall proceed as follows:

- a. Each director has one vote, and proxy voting shall not be permitted.
- b. Voting, except in the election of officers, shall not be by ballot.

c. No director will vote on a proposal or resolution if there is an actual or potential conflict of interest.

Section 11. *Number of Meetings.* Regular meetings of the Board of Directors are held at least nine times per year or as determined by the board, at a time and place to be determined by consent of the Board. Notice shall be given by email phone, mail, or in person.

Section 12. *Special Meetings.* Special meetings for any purpose may be called at any time by the chairperson or any two directors. Notice shall be given at least 24 hours in advance to each board member by phone, mail, or in person. All proceedings of special meetings shall be entered in the minutes of the next regular meeting and any director missing a special meeting shall have the right to later voice his or her objections in the minutes.

Section 13. *Quorum.* A quorum consists of a majority of the Board of Directors.

ARTICLE 4: Obligations and Protection of Directors and Officers

Section 1. *Election of Officers.* The elected officers of this corporation are: Chairperson, vice chairperson, secretary, treasurer, and such other officers as maybe designated by the Board. Officers must be Board Members.

Section 2. *Officer terms.* Officers shall be elected by the Board of Directors at any time, and each officer shall hold office for a two year term or until he or she resigns or is removed or is otherwise disqualified to serve, whichever comes first.

Section 3. *Resignation.* Officers may resign at any time by giving notice in writing to the Board of Directors.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, or disqualification for any cause will be filled by the Board as soon as possible.

Section 5. *Removal.* An officer may be removed at any time by action of a majority of the Board of Directors.

Section 6. *Officer Duties.* Duties of the officers shall be as follows:

a. *Chairperson.* The chairperson shall preside at all meetings of the Board of Directors, and has the powers and duties prescribed by the Board of Directors.

b. *Vice-chairperson.* The vice-chairperson, in absence or disability of the chairperson, shall perform all the duties of the chairperson and in that situation shall have all the powers and duties of the chairperson. The vice chairperson has other powers and duties as prescribed by the Board of Directors.

c. *Secretary.* The secretary shall see that a full and complete record of the proceedings of the Board of Directors is kept, shall serve notices as necessary, shall supervise the keeping of the records of the corporation, and has other powers and duties as prescribed by the Board of Directors.

d. *Treasurer.* The treasurer shall:

1. keep and maintain adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books shall be open at all reasonable times to inspection by any director or by the general public.
2. disburse funds as ordered by the Board of Directors;
3. render to the chairperson and directors, whenever requested, an account of all the transactions of the treasurer and of the financial condition of the corporation;
4. render an annual report at the end of the fiscal year;
5. and have other powers and duties as prescribed by the Board of Directors.

Section 7. *Director Liability Limited.* The officers and directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 8. *Directors Indemnified.* Any director or officer of the corporation shall be indemnified by the corporation against all liabilities, costs, and expenses reasonably incurred or imposed in connection with any action, litigation, or proceedings in which he or she may be involved because of his/her being or having been a director or officer of the corporation. This protection is limited to the lawful conduct of his/her office and duties and does not extend to any liability or expense resulting from any unlawful act, willful misdemeanor, bad faith, gross negligence, or reckless disregard of the duties and responsibilities involved in the conduct of his/her office. This protection applies whether or not they are currently in office.

ARTICLE 5: Volunteer Committees

Section 1. *Creating Committees.* The chairperson may establish committees and appoint members as the need arises with the approval of the Board of Directors.

Section 2. *Committee Officers.* The members of these committees shall elect their chairperson and other such officers as they deem necessary or useful.

Section 3. *No Quorum.* No quorum is established for these committees.

Article 6: KKRN Project

Section 1. *KKRN's Mission.* KKRN is a project created and run under ACE in furtherance of ACE's mission. KKRN is a volunteer-based, listener-supported radio station fostering positive social change and healthy communities by entertaining, informing, and educating through diverse music, culture, news, and public affairs programming.

Section 2. *Radio Council.* The KKRN Radio Council is the primary organizing and management body for KKRN. The powers and responsibilities of the KKRN Radio Council include:

- a. To run the affairs of KKRN, overseeing operations, business, and development/outreach,
- b. To create and manage KKRN volunteer positions,
- c. To create and manage radio committees,
- d. To manage volunteers,
- e. To approve programming,
- f. To hear complaints/grievances of KKRN volunteers, staff, and community members
- g. To write KKRN documents,
- h. To raise and allocate KKRN funds and resources, with the supervision of the ACE Board

Section 3. *Director on Council.* There must be at least one ACE Board Director sitting on the Radio Council.

Section 4. *Volunteer Conflict Resolution Policy.* Conflicts involving volunteers serving on one of the Radio Committees. In the event there is a conflict among volunteers that cannot be resolved in the committee or Radio Council levels, the Board has the

right to remove a volunteer serving on the Radio Council or other radio committees. Removal requires a majority vote of the Board. Both sides of any such conflict have the right to tell their side of the story to the board. This provision is only intended to be invoked if radio committee volunteers and staff cannot solve the issue amongst themselves within a three month time period.

ARTICLE 7: Bylaw Amendments

Section 1. Amendments. These bylaws can be amended or repealed by 2/3 of all Board Directors, after the introduction of the resolution at prior regular meeting.

No Amendment regarding FCC eligibility, qualification, or preference (located in Article I, Sec. 5; Article 3, Sec. 4; or Article 5, Sec. 1) can occur unless the amendment is required or is permitted under revisions to FCC rules, regulations, or policies as they may occur from time to time. The amendment must have no detriment to the Corporation's qualifying or comparative position with the FCC.

Section 2. Severability. If any section, subsection, subdivision, paragraph, sentence, clause, or phrase of these bylaws is for any reason declared illegal or unconstitutional, such occurrence shall not affect the validity of the remaining portion of these bylaws.

It is hereby certified that these bylaws in their entirety were approved by a 2/3 majority of the ACE Board of Directors at its regularly scheduled meeting on Nov. 1, 2017 at which a quorum was present.

Date: Nov. 1, 2017

Signature: M. Ellen Sugg, Board Chair

Printed Board Chair Name: M. Ellen Sugg