

BY-LAWS OF  
ITHACA COMMUNITY RADIO, INC.  
(A NOT-FOR-PROFIT CORPORATION)

(revised and adopted 7/12/2022)

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in the City of Ithaca, County of Tompkins, and State of New York. The Corporation may also have offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II

BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each Director shall be at least eighteen (18) years of age. The number of the Board of Directors may be fixed from time to time by action of the Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The current Board of Directors shall consist of the individuals listed in amendments to this document recording successive membership changes, including member and officer names, appointment dates, and term expiration dates. Each Director shall hold office until his/her successor has been duly elected and qualified or until his/her prior resignation or removal as hereinafter provided. Newly-elected directors shall serve for a term of three years.

3.(a) Any or all of the members of the Board of Directors may be removed by the Board of Directors for cause only. For the purpose of this paragraph, missing three consecutive meetings of the Board of Directors without an excuse which is acceptable to the Board of Directors shall be cause for which a member of the Board of Directors can be removed from the Board of Directors.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors of such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the remaining directors. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of her/his predecessor.

5.(a) A regular annual meeting of the Board of Directors shall be held annually. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the board, the President, or by majority of the directors in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenience assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meetings. The requirement for furnishing notice of the meeting may be waived by any director who signed a Waiver of Notice before or after the meeting or who attends the meeting without protesting of the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation provided, a majority of the entire members of the board of directors shall constitute a quorum. At any meeting held to remove one or more directors, a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such an event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these bylaws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the board.

7. The chairman of the board, if any, shall preside at all meetings of the Board of Directors. If there is no chairman or in his absence, the President shall preside and, if there be no president or in his absence, any other director chosen by the board, shall preside.

8. Whenever the Board of Directors shall consist of more than three (3) persons, the Board of Directors may designate from their number an executive committee and other

standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

### ARTICLE III

#### OFFICERS

1. The Board of Directors may elect or appoint chairman of the Board of Directors, a president, one or more vice presidents, a recorder, one or more assistant secretaries, a treasurer, one or more assistant treasurers, and such other officers as they may determine. The President may need not be a director. Any two or more offices may be held by the same person except the offices of the President and recorder.

2. Each officer shall hold office until the annual meeting of the Board of Directors, and until his successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive of the corporation, shall have the responsibility for the general management of the affairs of the corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the corporation, the Vice-President, or, if there be more than one, the executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation; he may also sign checks, draft, notes and orders for the payment of money, which shall have been duly authorized by the board of directors. Checks, drafts, notes and orders for the payment of money in an amount less than \$5,000 need not be specifically authorized by the Board of Directors.

### ARTICLE IV

#### MISCELLANEOUS

1. The corporation shall keep at the principal office of the Corporation complete and correct records and books of account, and shall keep minutes of the proceedings of the Board of Directors, or any committee appointed by the Board of Directors.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the corporation shall end on the 31st day of December.

4. The Board of Directors shall have the power to make, alter, or repeal, from time to time, bylaws of the corporation.

5. The corporation shall indemnify the full extent authorized or permitted by New York State law any person made or threatened to be made a party to an action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/his executor or administrator is or was a director, officer, or employee of the corporation, or serves or served any other enterprise at the request of the corporation.

#### ARTICLE V

3. Voting by Email or Other Electronic Means. An officer or a board committee chair may move to conduct a written vote within a specific time period, on a motion without a meeting. To pass, such a motion must achieve:

- A) Unanimous consent of all voting members to hold the vote by Email or other methods of electronic communication including, but not limited to, registered postal service mail or FAX. Such other means must be traceable to the voting member in the same manner as an Email is traceable; and
- B) A majority of yea votes.

These two actions may occur in the same communication. The motion and a request for consent to vote by Email or other electronic communication shall be submitted in writing to the Recorder and the entire board or committee. The motion must be formatted and worded precisely as it is to be finally recorded. The Recorder shall:

- C) Record the achievement (or failure to achieve) unanimous consent to hold the vote by Email or other electronic communication;
- D) Record all votes on the question; and
- E) Submit the record for inclusion in the next board or committee meeting's minutes.

### ***Amendment M-1***

Board of Directors membership as of 4/21/2020

Appointment dates precede expiry dates by three years.

Joe Patrick Romano, whose term shall expire on August 31, 2022;

Chantal Thomas, whose term shall expire on July 31, 2023;

Godfrey Simmons, whose term shall expire on August 14, 2022;

Stephen Cope (President), whose term shall expire on August 14, 2022;

John Young (Treasurer), whose term shall expire on September 23, 2022;

Carlos Gutierrez, whose term shall expire on September 10, 2022;

Joseph Haefeli, whose term shall expire on September 10, 2022; and

Pamela Tan (Secretary), whose term shall expire April 21, 2023.

***Amendment M-2***

Board of Directors membership as of 10/19/2021

Appointment dates precede expiry dates by three years.

Joe Patrick Romano, whose term shall expire on August 31, 2022;

Chantal Thomas, whose term shall expire on July 31, 2023;

Godfrey Simmons, whose term shall expire on August 14, 2022;

Stephen Cope (Vice-President), whose term shall expire on August 14, 2022;

John Eduard Young (Treasurer), whose term shall expire on September 23, 2022;

Carlos Hernan Gutierrez, whose term shall expire on September 10, 2022;

Joseph Fischer Haefeli (President), whose term shall expire on September 10, 2022;

David Walton, whose term shall expire on October 19, 2024; and

Alexandra A. Ackert-Smith (Secretary), whose term shall expire on October 19, 2024.

### ***Amendment M-3***

Board of Directors membership as of 11/08/2021  
Appointment dates precede expiry dates by three years.

Joe Patrick Romano, whose term shall expire on August 31, 2022;  
Chantal Thomas, whose term shall expire on July 31, 2023;  
Godfrey Simmons, whose term shall expire on August 14, 2022;  
Stephen Cope (Vice-President), whose term shall expire on August 14, 2022;  
John Eduard Young (Treasurer), whose term shall expire on September 23, 2022;  
Carlos Hernan Gutierrez, whose term shall expire on September 10, 2022;  
Joseph Fischer Haefeli (President), whose term shall expire on September 10, 2022;  
David Walton, whose term shall expire on October 19, 2024;  
Alexandra A. Ackert-Smith (Recorder), whose term shall expire on October 19, 2024;  
Robin Elliot, whose term shall expire on November 8, 2024; and  
Corinne Shanahan whose term shall expire on November 8, 2024.

### ***Amendment M-4***

Board of Directors membership as of 03/08/2022

Appointment dates precede expiry dates by three years.

Joseph Patrick Romano, whose term shall expire on August 31, 2022;

Chantal Thomas, whose term shall expire on July 31, 2023;

Godfrey Simmons, whose term shall expire on August 14, 2022;

John Edward Young (Treasurer), whose term shall expire on September 23, 2022;

Carlos Hernan Gutierrez, whose term shall expire on September 10, 2022;

Joseph Fischer Haefeli (President), whose term shall expire on September 10, 2022;

David Walton, whose term shall expire on October 19, 2024;

Alexandra A. Ackert-Smith (Recorder), whose term shall expire on October 19, 2024; and

Robin Elliot, whose term shall expire on November 8, 2024.



### ***Amendment M-5***

Board of Directors membership as of 04/12/2022

Appointment dates precede expiry dates by three years.

Joseph Patrick Romano, whose term shall expire on August 31, 2022;

Chantal Thomas, whose term shall expire on July 31, 2023;

Godfrey Simmons, whose term shall expire on August 14, 2022;

John Edward Young (Treasurer), whose term shall expire on September 23, 2022;

Carlos Hernan Gutierrez, whose term shall expire on September 10, 2022;

Joseph Fischer Haefeli (President), whose term shall expire on September 10, 2022;

Alexandra A. Ackert-Smith (Recorder), whose term shall expire on October 19, 2024; and

Robin Elliot, whose term shall expire on November 8, 2024.

## ***Amendment M-6***

Board of Directors membership as of 07/12/2022

Appointment dates precede expiry dates by three years.

Peter Bakija whose term shall expire on July 12, 2025;

Fred Balfour whose term shall expire on July 12, 2025;

Bryan Roberts whose term shall expire on May 9, 2025;

Joseph Patrick Romano, whose term shall expire on August 31, 2022;

Chantal Thomas, whose term shall expire on July 31, 2023;

Godfrey Simmons, whose term shall expire on August 14, 2022;

John Edward Young (Treasurer), whose term shall expire on September 23, 2022;

Carlos Hernan Gutierrez, whose term shall expire on September 10, 2022;

Joseph Fischer Haefeli (President), whose term shall expire on September 10, 2022;

Alexandra A. Ackert-Smith (Recorder), whose term shall expire on October 19, 2024; and

Robin Elliot, whose term shall expire on November 8, 2024.

### ***PROPOSED Amendment M-7***

Board of Directors membership as of 07/12/2022

Appointment dates precede expiry dates by three years.

Corinne Shanahan whose term shall expire on August 9, 2025

Peter Bakija whose term shall expire on July 12, 2025;

Fred Balfour whose term shall expire on July 12, 2025;

Bryan Roberts whose term shall expire on May 9, 2025;

Joseph Patrick Romano, whose term shall expire on August 31, 2022;

Chantal Thomas, whose term shall expire on July 31, 2023;

Godfrey Simmons, whose term shall expire on August 14, 2022;

John Edward Young (Treasurer), whose term shall expire on September 23, 2022;

Carlos Hernan Gutierrez, whose term shall expire on September 10, 2022;

Joseph Fischer Haefeli (President), whose term shall expire on September 10, 2022;

Alexandra A. Ackert-Smith (Recorder), whose term shall expire on October 19, 2024; and

Robin Elliot, whose term shall expire on November 8, 2024.

### ***Amendment M-8***

When increasing or decreasing the number of directors, the board shall observe a non-binding guideline that approximately 75% of the directors should currently reside within the ICR FM Broadcast Area.

### ***Amendment M-9***

Board of Directors membership as of 02/16/2023

Appointment dates precede expiry dates by three years.

Corinne Shanahan whose term shall expire on August 9, 2025

Peter Bakija whose term shall expire on July 12, 2025;

Fred Balfour whose term shall expire on July 12, 2025;

Bryan Roberts whose term shall expire on May 9, 2025;

Joseph Patrick Romano, whose term shall expire on February 16, 2026;

Chantal Thomas, whose term shall expire on July 31, 2023;

John Edward Young (Treasurer), whose term shall expire on February 16, 2026;

Carlos Hernan Gutierrez, whose term shall expire on February 16, 2026;

Joseph Fischer Haefeli (President), whose term shall expire on February 16, 2026;

Robin Elliot, whose term shall expire on November 8, 2024;

Amie Herman, whose term shall expire on December 20, 2025;  
Megan Merriam, whose term shall expire on December 20, 2025;  
Talaya Centeno, whose term shall expire on December 20, 2025;  
Theresa Lyons, whose term shall expire on December 20, 2025.

### ***Amendment M-10***

Board of Directors membership as of 07/11/2023  
Appointment dates precede expiry dates by three years.

Corinne Shanahan (President) whose term shall expire on August 9, 2025  
Peter Bakija whose term shall expire on July 12, 2025;  
Fred Balfour whose term shall expire on July 12, 2025;  
Bryan Roberts whose term shall expire on May 9, 2025;  
Joseph Patrick Romano, whose term shall expire on February 16, 2026;  
Chantal Thomas, whose term shall expire on July 31, 2023;  
John Edward Young (Treasurer), whose term shall expire on February 16, 2026;  
Carlos Hernan Gutierrez, whose term shall expire on February 16, 2026;  
Joseph Fischer Haefeli, whose term shall expire on February 16, 2026;  
Robin Elliot, whose term shall expire on November 8, 2024;  
Amie Herman, whose term shall expire on December 20, 2025;  
Talaya Centeno, whose term shall expire on December 20, 2025;  
Theresa Lyons, whose term shall expire on December 20, 2025.

### ***Amendment M-11***

Board of Directors membership as of 08/8/2023  
Appointment dates precede expiry dates by three years.

Corinne Shanahan (President) whose term shall expire on August 9, 2025  
Peter Bakija whose term shall expire on July 12, 2025;  
Fred Balfour whose term shall expire on July 12, 2025;  
Joseph Patrick Romano, whose term shall expire on February 16, 2026;  
Chantal Thomas, whose term shall expire on July 31, 2023;  
John Edward Young (Treasurer), whose term shall expire on February 16, 2026;  
Carlos Hernan Gutierrez, whose term shall expire on February 16, 2026;  
Joseph Fischer Haefeli, whose term shall expire on February 16, 2026;  
Robin Elliot, whose term shall expire on November 8, 2024;

Amie Herman, whose term shall expire on December 20, 2025;  
Talaya Centeno, whose term shall expire on December 20, 2025;  
Theresa Lyons, whose term shall expire on December 20, 2025.