



Bylaws Of Roaring Fork Public Radio, Inc.

Adopted and Effective: December 21, 2017

1 RECITALS.

- 1.1 Roaring Fork Public Radio, Inc. is a Colorado nonprofit corporation (the "Corporation"), and it operates the radio station known as KAJX.
- 1.2 By resolution dated January 20, 2010, the Directors of the Corporation, made and adopted Amended Bylaws of the Corporation (the "First Amended Bylaws").
- 1.3 The Directors of the Corporation have reviewed the First Amended Bylaws, and determined that the First Amended Bylaws need to be amended and restated in entirety for the purpose of better organization and adoption of new and necessary provisions.
- 1.4 Now, by unanimous resolution executed and dated concurrently herewith and pursuant to Article XV of the First Amended Bylaws, the Directors of the Corporation make and adopt these bylaws, which amend and restate in entirety all previous bylaws of the Corporation (the "Bylaws").

2 FORMATION.

- 2.1 **Formation, Nonprofit Status.** The Corporation is formed and effective as of the date its Articles of Incorporation were filed with the Colorado secretary of state. The Corporation is a voluntary nonprofit corporation formed under and subject to the Colorado Revised Nonprofit Corporation Act as amended (C.R.S. § 7-121-101, et seq.) (the "Act"), and as a 501(c)(3) pursuant to the provisions of the United States Internal Revenue Code (the "IRC").
- 2.2 **Governing Documents.** These Bylaws, the Act, the IRC, and the Articles of Incorporation govern and control the Corporation. In interpreting and following these Bylaws, reference should also be made to the then-current provisions of the Act, the IRC, and the Articles of Incorporation.
- 2.3 **Duration.** The Corporation will exist from its formation date and indefinitely thereafter, unless terminated as provided in these Bylaws or the Act.
- 2.4 **Fiscal Year.** The Corporation will have a calendar fiscal year beginning the first day of January and ending on the last day of December each year.

- 2.5 **Office, Address, Registered Agent.** The street address of the principal office in the State of Colorado where the books and records of the Corporation are to be maintained, the mailing address, and the identity and address of the registered agent are set forth in the Articles of Incorporation, as amended pursuant to these Bylaws and the Act. The addresses and registered agent may be changed by resolution of the Board.
- 2.6 **Purpose, Powers.** The Corporation is organized to conduct any purpose lawfully permitted under the Act, including operation of a radio station(s), and has all the common law and statutory powers of a Colorado nonprofit corporation, including without limitation, the powers set forth in the Act, the Articles of Incorporation, and these Bylaws.
- 2.7 **Stock, Members.** The Corporation will not issue any stock or shares for the nonprofit corporation. The Corporation is primarily driven by its Board, but also has constituent Members, as specified below in Section 3 - Membership.

3 MEMBERSHIP.

- 3.1 **Members.** The Corporation may have a constituent membership, without a minimum or maximum number of members required. A "Member" of the Corporation is any individual or entity that makes an annual contribution to the Corporation. Such annual contribution amounts, terms, and conditions will be determined and set by the Board, and may be amended by resolution of the Board.
- 3.2 **Membership Duration.** A Member's period of membership shall either begin at the time of payment of the membership contribution and expire one year thereafter, or begin at the time of the first payment toward pledge for the membership contribution and continue as long as the pledge is fulfilled.
- 3.3 **Rights, Privileges, Powers, and Voting.** Members have the following rights, privileges, and powers: (a) To receive notice of and attend the Annual Membership Meeting and Special Membership Meetings, (b) vote on such matters as permitted or required by these bylaws or state statute.
- 3.4 **Annual Membership Meeting.**
- 3.4.1 **Frequency.** The Membership will have an annual meeting each calendar year (the "Annual Membership Meeting").
- 3.4.2 **Date, Location, Notice.** The Annual Membership Meeting will occur during the second calendar quarter, with a specific date, time, and location set in advance by the Board. The Board will give notice of the Annual Membership Meeting to the Members by email to each Member's record email address *and* by public broadcast on the Corporation's radio station at least ten (10) days in advance of the Annual Membership Meeting.
- 3.4.3 **Purpose.** The purpose of the Annual Membership Meeting is for: (a) the Board to present an overview of the Corporation's current activities, future plans, and change in Directors, (b) an opportunity for Members to ask questions and make comments regarding the activities and plans of the Corporation, and (c) Members to cast their

emblematic vote to approve or disapprove of a new Director, or approve or disapprove of the dissolution of the Corporation.

3.5 **Special Membership Meeting.**

3.5.1 **Frequency.** A meeting of the Members may be called and had at any other time throughout the year, as frequently as necessary, conditioned that either: (a) a Majority Vote of the Board in favor of holding such a meeting is made; or (b) 10% of the Membership submits a written and signed request to the Board for such a meeting *and* a Majority Vote of the Board in favor of holding such a meeting is made (collectively referred to as a "Special Membership Meeting").

3.5.2 **Date, Location, Notice.** A Special Membership Meeting will occur at the specific date, time, and location set in advance by the Board. The Board will give notice of a Special Membership Meeting to the Members by email to each Member's record email address *and* by public broadcast on the Corporation's radio station at least ten (10) days in advance of the Special Membership Meeting.

3.5.3 **Purpose.** The purpose of a Special Membership Meeting shall be set forth in the notice to the members, and at such meeting, the meeting's subject matter shall be limited to such purpose.

4 **BOARD OF DIRECTORS.**

4.1 **The Board, Number of Directors, Powers.** The operations, business, and affairs of the Corporation will be governed by a Board of Directors, comprised of at least nine (9) individuals and no more than twenty-one (21) individuals (the "Board"). Members of the Board are hereinafter referred to as "Directors." The Board has all the powers granted by these Bylaws, the Act, Colorado law, and all the powers necessary or incidental to such powers.

4.2 **Eligibility, Annual Contributions.** Any individual who has been a Member of the Corporation for at least 30 days prior to the date of nomination is eligible to be a Director. A paid employee of the Corporation is ineligible to serve as a Director. A Director who accepts a paid staff position with the Corporation must immediately resign and cease as a Director. Each sitting Director must make an annual monetary contribution to the Corporation in an amount determined by resolution of the Board.

4.3 **Term.** A Director shall serve a term of three years unless extended as provided herein (a "Term"). A Director may serve only two consecutive Terms and is ineligible for re-election to the Board until a period of one year has elapsed from the expiration of the second elected Term unless the Board of Directors by a Super Majority Vote determines it is in the best interest of the Corporation to have a Director serve a third, or additional, consecutive Terms.

4.4 **Nomination.** At any time, a current sitting Director may nominate a qualified individual for election to the Board, by giving written notice of the nomination to the Nominating Committee including the nominee's name, eligibility, and qualifications (a "Nomination Notice").

- 4.5 **Election.** Promptly after receiving a Nomination Notice and recommendation of the Nominating Committee, the Board Chair will call an election vote, which will take place at the next Regular Board Meeting. The affirmative Majority Vote of the Board in favor of the nominee shall elect the nominee as a Director.
- 4.6 **Removal.** Any Director may be removed from the Board by the affirmative Super Majority Vote of the Board. Removal under this paragraph is permitted only on a finding by the Board that the Director in question is incapable of properly fulfilling the intended purposes of the position, including without limitation, a Director who is absent from any four consecutive Regular Board Meetings, unless a Majority Vote of the Board votes to retain the Director.
- 4.7 **Resignation.** Any Director may resign at any time by giving written notice to the Board Chair *and* Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.8 **Vacancies.** Any vacancy occurring in the Board as a result of the resignation, removal or death of a Director, may be left vacant or may be filled as specified in Paragraph 4.4 – Nomination, and Paragraph 4.5 – Election, above, and any position to be filled by reason of an increase in the number of Directors may be filled in the same manner.
- 4.9 **Meetings.**
- 4.9.1 **Regular Board Meetings, Frequency, Purpose.** The Board shall meet at least once a quarter, within the Roaring Fork Valley of Colorado, at specified days, times, and places as determined by the Board at the last Regular Board Meeting of the preceding year (the “Regular Board Meetings”). The day, time, and place may be changed throughout the year in the discretion of the Board Chair, and notice of such change shall be given to all Directors via email at least ten (10) days in advance of the cancelled meeting or new meeting, whichever date occurs first. The purpose of Regular Board Meetings is for the Board to discuss the operations, business, and affairs of the Corporation and vote on any matters that properly come before the Board.
- 4.9.2 **Special Board Meetings, Frequency, Purpose.** Special meetings of the Board may be called by three or more Directors jointly sending written request via email to all the Directors. Written notice of any Special Board Meeting shall be given at least three (3) days in advance via email to each Director. The purpose of a Special Board Meeting shall be set forth in the notice to the Directors, and at such meeting, the meeting’s subject matter shall be limited to such purpose.
- 4.9.3 **Proxies.** A Director who cannot attend a meeting of the Board may, by a signed written proxy given to another Director who is present at the meeting, authorize the other Director to cast a vote with respect to a specific proposal that is described with reasonable specificity in the proxy.
- 4.9.4 **Notice, Open to Public.** The Board will give notice of all Regular and Special Board Meetings to the Members by posting on the Company Website.
- 4.9.5 **Minutes, Resolutions.** Minutes of all Regular and Special Board Meetings shall be contemporaneously recorded by the Secretary, and subsequently made available for

inspection by the Directors and the Members during ordinary business hours at the Corporation's office. Votes of the Board shall be recorded in the Minutes and/or by written and signed resolution. Roll shall be called for all votes of the Board, and the ayes and nays for each vote shall be recorded.

- 4.9.6 **Executive Sessions.** Executive sessions are defined as Board meetings which are closed to the press and public and are attended only by Board members, who can include or exclude staff, and may include any person the Board wishes to invite. Use of executive session is confined to three areas: personnel issues, legal issues, and negotiations. Executive sessions are strictly for discussion only, and Board votes cannot be taken in executive session.
- 4.9.7 **Meetings, Generally.** Directors may attend any Regular or Special Board Meeting via electronic means (e.g.: teleconference, online videoconference, etc.). Any Director may waive, in writing, notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 4.9.8 **Action without a Meeting.** Any action that may be taken at a meeting of the Directors or by resolution may be taken without a formal meeting if the action taken is set forth in writing. All Directors must set forth in writing that they waive the meeting and notice requirements, and cast a vote, whether for, against, or abstain. The number of affirmative votes must equal the required number of affirmative votes as specified in these Bylaws. Minutes and resolutions setting forth the actions taken and the votes of the Directors must be kept in the Corporation's records.

4.10 Quorum, Voting.

- 4.10.1 **Quorum.** The number of Directors required for a quorum of the Board shall consist of at least a majority of the then sitting Directors.
- 4.10.2 **Majority Vote of the Board.** All topics referenced in these Bylaws that require a resolution of the Board or the Majority Vote of the Board shall be decided pursuant to this Paragraph 4.10.1 – Majority Vote of the Board. A “Majority Vote” means a vote taken by the Board where at least 51% of the quorum votes for or against the question presented.
- 4.10.3 **Super Majority Vote of the Board.** All topics referenced in these Bylaws that require a Super Majority Vote of the Board shall be decided pursuant to this Paragraph 4.10.3 – Super Majority Vote of the Board. A “Super Majority Vote” means a vote taken by the Board where at least 65% of the quorum votes for or against the question presented.
- 4.10.4 **The Act.** All other items requiring the vote of the Board, which are not specifically addressed in these Bylaws, shall be handled pursuant to the requirements and procedures in the Act.
- 4.10.5 **Voting, Generally.** Each Director shall have one vote on each matter. If there is a tie vote, the matter voted upon will be deemed to have failed.

4.11 **Officers of the Board.** The Officers of the Board will consist of the positions identified below.

4.11.1 **Election of Officers.** Immediately following the Annual Membership Meeting, the Board will meet to elect the Officers of the Corporation, by Super Majority Vote. The Officers will serve until the next Annual Membership Meeting. The Officer positions will be held by Directors, unless otherwise decided by Super Majority Vote.

4.11.2 **Officer Positions.**

The “**Board Chair**” is the head of the Board, and has the power and duty to preside at all Corporation meetings, give an annual report on the stewardship of the Corporation at the Annual Membership Meeting, perform all duties incident to the office of Board Chair, and perform such other duties as may be determined by resolution of the Board.

The “**Vice Chair**” or “**Vice Chairs**” shall have the powers and duties of the Board Chair in the case of his or her absence or inability to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Board Chair. Any document executed by the Vice Chair under such circumstances shall be deemed to be a valid Corporate document, the same as if the document had been executed by the Board Chair.

The “**Treasurer**” shall oversee the financial books and records of the Corporation, including: deposit of corporate funds; maintenance of proper records of monies received and spent; preparation of financial statements and presentation of such to the Board; performance of all duties incident to the office of Treasurer; and performance of such other duties as may be determined by resolution of the Board.

The “**Secretary**” shall keep the minutes of all meetings of the Corporation in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the addresses of each Director which shall be furnished to the Secretary by such Director; perform all duties incident to the office of Secretary; and perform other duties as may be determined by resolution of the Board.

4.12 **Removal, Resignation of Officer.** An Officer may be removed or may resign pursuant to Paragraphs 4.6 and 4.7 – Removal, Resignation, above.

4.13 **Executive Committee.** There shall be an Executive Committee of the Board. The “Executive Committee” is comprised of the Board Chair, the Vice Chair (s), the Treasurer, and the Secretary. The Executive Committee is empowered to meet at any time and for any purpose. Meetings of the Executive Committee may be open or closed to other Directors, Members, and public, in the subjective discretion of the Executive Committee, and no notice

is required. The Executive Committee shall have such authority to act on behalf of the Board on such matters as the Board may authorize from time to time or as otherwise necessary. The Executive Committee may be ratified or reversed by the Board.

- 4.14 **Compensation.** No Director shall, in his or her capacity as Director, receive a salary or compensation from the Corporation. A Majority Vote of the Board may authorize the reimbursement of costs expended in connection with the Corporation and advanced by a Director.
- 4.15 **Conflict of Interest.** Directors shall excuse themselves if a conflict of interest is present which will impair his/her ability to be impartial to the purpose of the Corporation. Alternately, the Board may excuse a Director for a conflict of interest upon a Majority Vote of the Board (such vote specifically excluding the participation and vote of the Director in question).

5 AUTHORITY, INSTRUMENTS, EXPENDITURES, ACCOUNTS, AUDIT.

5.1 Authorizations, Signatures.

5.1.1 **\$5,000 and Less.** The Board Chair may sign, acting solely, and without the additional signature of any other Officer of the Corporation, contracts or other instruments not to exceed \$5,000 in value, which the Board has previously reviewed and authorized by resolution, except in cases where the signing and execution thereof by another officer is expressly required by the Act.

5.1.2 **Greater than \$5,000.** For amounts exceeding \$5,000, upon review and authorization by resolution of the Board, the signature of the Board Chair *and* the Treasurer is required and sufficient.

- 5.2 **Deposits and Accounts.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select by resolution.
- 5.3 **Loans.** The Board, by resolution, may affect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any person, firm, or other entity and for such loans and advances may make, execute, and deliver promissory notes or other evidences of indebtedness of the Corporation.
- 5.4 **Contributions.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or grant for the general purposes of the Corporation.
- 5.5 **Annual Audit.** The accounts of the Corporation shall be audited annually in accordance with generally accepted auditing standards by independent certified public accountants. The selection of the auditor, upon recommendation of the Treasurer, shall be by resolution of the Board. Copies of the report of such audit shall be kept in the Corporation's records, and furnished to all Directors.

6 PRESIDENT, OTHER OFFICERS - OPTIONAL.

The Board, by resolution, may employ non-Director officers to run the day to day operations of the Corporation, and fulfill other duties. Such officers may include the position of President, Vice-President, and other titles established in the discretion of the Board. The Board will establish such titles, the specific duties of each title, the salaries, and set procedures for periodic performance evaluations of such persons.

7 COMMITTEES.

- 7.1 **National Council Committee.** The Board may establish a National Council, comprised of all persons or families making an annual contribution to the Corporation of an amount to be determined by resolution of the Board. There is no limit to the size of the National Council. Members of the National Council must also be Members of the Corporation.
- 7.2 **Other Committees.** The Board may, by resolution, designate and appoint one or more committees. In establishing a committee, the Board will set the number of committee members and vote to appoint persons to such committees, and each committee must have at least one Director sitting on the committee. Committees will review and manage the items and issues for which such committee was created, and provide advice and recommendations to the Board. The Board may remove committee members at any time by resolution of the Board.

8 INSURANCE, INDEMNIFICATION

- 8.1 **Insurance.** The Corporation may purchase and maintain insurance (including without limitation, comprehensive all-risk liability, directors and officers indemnification, libel and slander insurance, and the like) on behalf of and/or to cover any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, against any liability asserted against him/her and/or incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under these Bylaws or the Act, all as determined by resolution of the Board. The Directors shall review insurance coverage annually.
- 8.2 **Limitation of Liability.** The Corporation eliminates all personal liability of its Directors, Officers, employees, and volunteers, and the Corporation must pay their legal defense costs in advance arising from all acts within the scope of their official functions for the Corporation, except for the following: breach of loyalty, acts or omissions in bad faith, intentional misconduct, gross negligence, known violations of law, or loans/transaction with any Director or Officer where an improper benefit is obtained. The Corporation also eliminates all personal liability of its Directors or Officers for any injury to persons or property arising out of a tort committed by an employee or volunteer of the Corporation unless the Director or Officer was personally involved in this tort, or committed a criminal offense, pursuant to CRS § 7-128-402. No violation of the Rules and Regulations of the Federal Communications Commission, or of any Federal, State or Municipal laws where applicable, is permitted.

- 8.3 **Liability and Indemnification.** Except as otherwise specified in these Bylaws, the Corporation hereby adopts the provisions regarding director liability and indemnification in the Colorado Business Nonprofit Act at CRS §§ 7-108-401 through 7-108-501, and CRS §§ 7-109-101 through 7-109-110, and incorporating CRS §§ 13-21-115.7 and 13-21-116, which generally provide that any director who is not compensated by the nonprofit will be immune from civil liability for any act or omission which results in damage or injury if the director was acting within the scope of his or her official functions.

9 CITIZENS' ADVISORY BOARD

- 9.1 **Creation.** There shall be a Citizens' Advisory Board (CAB), which shall function independently from the Board. The CAB shall plan its own schedule and set its own internal procedures. The CAB shall actively seek input from the broader community and serve in an advisory capacity on matters to include the operational, organizational, and programming functions of the station. The Board is not bound to implement CAB recommendations, but it shall give serious consideration to all CAB reports, concerns, and recommendations.
- 9.2 **Membership.** The CAB shall consist of at least eight and no more than twelve Members of the Corporation. CAB membership shall be open to interested persons who reside within the traditional FM broadcast area. Current Directors may not serve on the CAB. The CAB term of service is two years, and a Member may serve, if reappointed, two consecutive terms. Following two full consecutive terms, a Member cannot then be appointed again until one year has elapsed.
- 9.3 **Structure.** The CAB shall elect at its first meeting of the year a chair and secretary to serve one year. The CAB, at its discretion, may constitute committees to investigate or deliberate and report on matters of special interest.
- 9.4 **Selection and Appointment of Members.** The CAB, with suggestions from the Board and the Membership, shall select a slate of CAB members to be presented to the Board for its information at its annual, second-quarter meeting. A vacancy on the CAB occurring between second-quarter meetings shall be filled by a Majority Vote of those present at any duly constituted meeting of the CAB. Such a replacement member shall serve out the term and may then be eligible for nomination to the next full term.
- 9.5 **Meetings.** The CAB members shall hold a meeting at least once a year. All meetings are open to the public. A simple majority of the total CAB membership must be present (to include members present in person or by conference call) to establish a quorum for any given meeting. Such a quorum may act on behalf of the CAB membership at large. Voting at meetings is restricted to the CAB members present (in person or participating by electronic means).
- 9.6 **Reports.** The CAB shall submit a written report at least once a year to the Board to be presented in person by a representative of CAB. Additional topical reports may be submitted when deemed appropriate by either the CAB or the Board. If there is disagreement among the members of the CAB, minority reports may be submitted.

10 **GENERAL.**

- 10.1 **Parliamentary Authority.** The proceedings of all meetings of the Corporation shall be governed by, and conducted according to, the latest edition of Robert's Manual of Parliamentary Rules.
- 10.2 **Books and Records.** All books and records of the Corporation may be inspected by any Director, Officer, or his or her agent or attorney, for any proper purpose at any reasonable time.
- 10.3 **Corporate Seal.** The corporate seal shall be in such form as shall be approved by resolution of the Board. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impressions of the seal may be made and attested by the Secretary for the authentication of contracts or other papers requiring the seal.
- 10.4 **Amendment to Bylaws.** The bylaws of the Corporation may only be altered, amended, restated, or repealed, and new bylaws adopted, by vote in person or by written proxy, of a Super Majority Vote of the Board.

{Signatures on Following Page}

I, Bonney Carruth, as Board Chair of Roaring Fork Public Radio, Inc., certify that these Bylaws were introduced, debated and approved by the Board and are effective as of the Adoption and Effective Date first written above.

Signed By: Bonney Carruth, Date: 2/14/18
Print Name: Bonney Carruth
Title: As Board Chair of Roaring Fork Public Radio, Inc.

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary, and that the foregoing Bylaws constitute the duly adopted Bylaws of Roaring Fork Public Radio, Inc. passed by a Majority Vote on Thursday, December 21, 2017.

Signed By: [Signature], Date: 2/16/18
Print Name: KARL J. HANCOCK
Title: As Secretary of Roaring Fork Public Radio, Inc.