



## **Bylaws**

### **Salt Pond Community Broadcasting Company/WERU Community Radio**

(Approved by WERU Board of Directors on October 18, 2021)

#### **Article I**

##### **Organization and Purpose**

This Corporation is organized under the provisions of Title 13B, Maine Revised Statutes Annotated, Section 101 et. seq., known as the "Maine Nonprofit Corporation Act," exclusively for the purposes as set forth in its Articles of Incorporation. The Corporation shall always be operated exclusively for such purposes as shall qualify it as an exempt organization under Section 501 (C)(3) of the Internal Revenue Code of 1954, as amended.

#### **Article II**

##### **Name and Corporation Office**

**Section 1.** The name of this Corporation shall be Salt Pond Community Broadcasting Company/WERU Community Radio.

**Section 2.** The Principal office of the Corporation shall be in the town of East Orland, County of Hancock, State of Maine. The Corporation may have such other offices within or without the State of Maine as the Board of Directors may determine from time to time.

**Section 3.** The Corporation shall have and continuously maintain in the State of Maine a registered office and a registered agent, whose office is identical with such registered office.

#### **Article III**

##### **Membership**

The Corporation shall have no members as that word is used in Section 402 of the Maine Nonprofit Corporation Act.

#### **Article IV**

##### **Board of Directors**

**Section 1.** The activities of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Maine. As required by the FCC, at least three-quarters of the Directors must be U.S. citizens.

**Section 2.** The number of Directors on the Board shall be not less than five (5) nor more than thirteen (13).

The number of Directors may be increased or decreased by an amendment of these Bylaws at any regular meeting or special meeting duly called. No decrease in number shall have the effect of shortening the term of any incumbent Director.

Directors shall be elected by a majority of Directors present at a duly called meeting, a quorum being present, for a term of three (3) years or until their successors are elected. Directors shall be elected in such manner that the terms of not more than one-third of the Directors expire in any one year. No Director may serve more than three (3) consecutive terms. A former Director who has served three (3) consecutive terms may return after an interval of one (1) year. Such return will follow normal nomination and elective procedures.

**Section 3.** No individual who is a member of the paid staff of Salt Pond Community Broadcasting/WERU Community Radio shall serve concurrently as a voting member of the Board of Directors.

**Section 4.** Any vacancy in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director; and such Director so elected shall hold office for the remainder of the unexpired term.

**Section 5.** Any individual Director may be removed with or without cause by an affirmative vote of two-thirds of all the other Directors entitled to vote at a special meeting of the Directors at which a quorum is present, called expressly for that purpose. The notice or waiver of notice of such meeting shall specifically set forth the business to be transacted at the meeting. The Director considered for removal shall be given an opportunity to be present and to be heard at the meeting at which his/her/their removal is considered.

**Section 6.** At the discretion of the President of the Board, a board member may be terminated from the board due to random or consecutive excess absences totaling more than three unexcused absences from board meetings in a year. Notice of absence prior to a meeting of the Board must be received by the President of the Board in writing or by phone at the member's earliest opportunity. Resignation from the board must be in writing and received by the President or Vice-President of the Board. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

## **Article V Meetings**

**Section 1.** The annual meeting of the Directors shall be held at such time, within thirteen months following the preceding annual meeting, as is appointed by the Directors at any regular or special meeting of the Directors, a quorum being present.

**Section 2.** Meetings of the Directors for any purpose may be called by the President; or if the President is absent or unable to act, by any Vice-President; or any two Directors. No specific form of notice is required. The time and place of meeting shall be included in the notice.

**Section 3.** Meetings of the Directors may be held within or without the State of Maine.

**Section 4.** A majority of the sitting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 5.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by these Bylaws. Directors may not vote by proxy.

**Section 6.** Meetings of the Board of Directors or meetings of any committee designated by such Board may be held by means of telephone conference or digital technology by means of which all Directors or Committee members participating in the meeting can hear each other, and such participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 7.** Any action required by the Act to be taken at a meeting of the Directors of the Corporation or any action which may be taken at a meeting of the Directors, or of a committee of the Directors, may be taken without a meeting if all the Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken at any time before or within one week after the effective date of such action, which consents shall be filed with the Minutes of the Directors' meetings or committee meetings, as the case may be; and shall have the same effect as a unanimous vote.

## **Article VI Officers**

**Section 1.** The Officers of the Corporation shall be a President, one or more Vice Presidents, (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

**Section 2.** The Officers of the Corporation to be elected by the Board of Directors shall be elected at the annual meeting of the Board. If the election of the officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office for one year or until his/her/their successor has been duly elected and qualified or until his/her/their death or until he/she/they resigns or is removed in the manner hereinafter provided.

**Section 3.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board by a two-thirds vote of the remaining Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.** The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the Board. The President may sign with attestation of the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed, except in some cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or statute to some other officer or agent of the Corporation, and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**Section 6.** In the absence of the President or his or her inability to act, the Senior Vice President shall preside at all meetings of the Directors at which the President, if present, would have presided. Any Vice President shall have such other powers and perform such other duties as the Directors may from time to time prescribe.

**Section 7.** Subject to the supervision and direction of the Directors, the Treasurer shall have general charge of financial matters of the Corporation and the care and custody of the funds and valuable papers of the Corporation, except as the Directors may otherwise provide. He/she/they shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation, and shall have such other powers and perform such other duties as the Directors may from time to time prescribe.

Any Assistant Treasurer shall have such powers and perform such duties as the Directors may from time to time prescribe.

**Section 8.** The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him/her/them by the President or the Board.

## **Article VII**

### **Contracts, Checks, Deposits and Funds**

**Section 1.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance.

**Section 2.** All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such

determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

**Section 3.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 4.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## **Article VIII Committees**

**Section 1.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee consisting of two or more Directors and may delegate to such committee all of the authority of the Board of Directors, except that no such committee shall have or exercise the authority of the Board of Directors to:

- Amend the articles of incorporation;
- Adopt a plan of merger or consolidation;
- Amend the bylaws of the Corporation;
- Approve the sale or other disposition of all or substantially all of the property and assets of the corporation other than in the usual course of business;
- Approve the voluntary dissolution of the corporation or revocation of such resolution.

**Section 2.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of such committees need not be Directors of the Corporation and the President of the Corporation shall appoint the members thereof. Any member of such a committee may be removed by the President of the Corporation whenever in the President's judgment the best interest of the Corporation shall be served by such removal.

## **Article IX Amendments**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a two thirds vote of the Directors present at any regular or special meeting at which a quorum is present provided that notice or waiver of notice of any regular or special meeting shall specifically set forth the intention to alter, amend or repeal or to adopt new bylaws.

## **Article X Indemnification of Directors and Officers**

Each Director or Officer and each former Director or Officer and his/hers/their heirs, executors and administrators (hereinafter referred to as Corporate Agent) shall be

indemnified by the Corporation against all costs and expenses incurred by him/her/they in connection with any claim, action, suit or proceeding to which he/she/they may be made a party by reason of his being or having been a Director or Officer of the Corporation, or, in the event of a settlement, each corporate agent shall be indemnified by the Corporation against payments made, including costs and expenses; provided that no indemnification shall be provided for any person with respect to any matter as to which he/she/they shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his/hers/their action was in the best interest of the corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her/their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The foregoing rights and indemnification shall not be exclusive of any rights to which said corporate agent may be entitled according to the law. The Corporation may at any time through action of its Board of Directors obtain appropriate indemnification insurance, to insure itself against any liability which may arise under this Article.