

# **Bylaws of The Friends of KLRE/KUAR**

## **Article 1. Name**

The name of this organization shall be *THE FRIENDS OF KLRE/KUAR*.

## **Article 2. Purposes**

The purpose of the Corporation shall be, through support of KLRE/KUAR, to stimulate listeners intellectually and emotionally and to serve the community as a valuable resource.

Within this broad mission are the responsibilities to support the stations in their endeavors to broadcast high quality, news, informational, and cultural programming; to produce programs that address issues of importance and reflect the diversity of the culture; to apply skills and resources as a public broadcaster within the University to the service of the University, the community, the state, the nation, and the world; and to treat constituents with respect and gratitude.

## **Article 3. Membership**

**Section 1.** Membership is open to any person in sympathy with the purpose of the organization and who fulfills the requirements determined by resolution of the Board of Directors.

**Section 2.** The Board of Directors may provide for different classes of membership and may determine the respective rights, privileges, and dues of such classes.

## **Article 4. Board of Directors and Committees**

**Section 1.** The Board of Directors of the Corporation shall consist of no more than nine (9) elected Directors nor fewer than six (6), and no more than fifteen (15) ex-officio Directors as shall be determined by a majority of the members in attendance at any meeting of the membership.

**Section 2.** The term of office of each elected Director shall be three years. Directors may serve no more than two (2) consecutive elected terms, to include any partial term.

**Section 3.** The Chairs and Vice-Chairs of the Board's working committees shall be ex-officio Directors of the Board, subject to confirmation by the Board of Directors. These ex-officio Directors have full voting privileges and all the same rights and responsibilities as elected Directors. Ex-officio Directors serve terms of two years and

may be reappointed at the end of each term. Ex-officio Directors may serve no more than six consecutive years.

**Section 4.** The Board of Directors may appoint an Executive Committee consisting of two (2) Directors in addition to the officers provided herein below in Article 5. The President shall act as the chairman of the Executive Committee, and it shall, during intervals between meetings of the Board of Directors, be vested with the power to act on behalf of the Board of Directors in all matters except filling vacancies among the elected Directors and officers.

**Section 5.** The Board of Directors will annually appoint a Board Development Committee whose function shall be to make nominations for the elected positions on the Board of Directors, to assist staff in recruiting leadership for the working committees, to make nominations for officers of the Board, and to arrange for orientation of new Board members and ongoing development of all Board members. The Board Development Committee will be composed of three (3) Board members and the station manager or his/her designee.

**Section 6.** The Board of Directors will determine the number of working committees and their purposes in consultation with Station Management. Working committees will address specific areas related to station needs. Chairs and Vice-chairs shall be appointed by the President in consultation with Station Management. Vice-Chairs will serve one year as Vice-Chair and the following year as Chair. Chairs and Vice-Chairs will organize their own volunteer base for activities in the committee, utilizing Directors and non-Directors as they see fit. A Station Staff representative will serve as a member on each committee.

**Section 7.** Committee meetings may be called at any time by the President or by the Chair of the respective committee. No committee may speak for the Corporation in advocacy of or in opposition to any project without express confirmation or delegated authority from the Board of Directors. Committees shall report to the Board of Directors on all their activities at such intervals as may be determined by the Board.

## **Article 5. Officers**

**Section 1.** The officers shall be President, Vice President, and Secretary. All officers shall be elected by the Board of Directors from the Board of Directors for one-year terms at the first meeting of the Board of Directors following the annual meeting. Each officer shall hold office until a successor is elected.

**Section 2.** The President shall preside at all meetings of the Corporation and transact such other business as may appertain to the office. The President shall be an ex-officio member of all committees.

**Section 3.** The Vice-President shall act in the absence of the President and shall perform such duties as may be assigned by the President, including serving as chairman and/or member of standing or special committees. The Vice-president shall also serve as President-elect and shall succeed the President in any case of vacancy and upon the expiration of the President's term.

**Section 4.** The Secretary shall keep a correct record of the proceedings of all meetings of the Corporation, the Board-of-Directors, and the Executive Committee; shall

maintain a complete list of all members of the Corporation; and shall perform such other duties as may be assigned by the President.

**Section 5.** The manager of KLRE/KUAR or his or her designee shall serve as a non-voting, advisory member of the Board of Directors.

## **Article 6. Elections**

**Section 1.** The Board of Directors shall be composed of elected Directors, elected by the Corporation's membership to serve terms of three years, and ex-officio Directors, appointed by the President and Station Management and confirmed by the Board of Directors to serve terms of two years.

**Section 2.** The Board Development Committee will submit to the Board of Directors a list of nominees for positions as elected Directors to be elected at the Corporation's annual meeting and a list of nominees for positions as officers to be elected by the Board of Directors. This will not preclude additional nominations from the Board or from the floor at the annual meeting. The President and Station Management will also submit a list of appointments of Ex-Officio Directors for confirmation by the Board of Directors.

**Section 3.** A majority of votes cast shall be required to elect officers and members of the Board of Directors.

**Section 4.** The Board may appoint a person to serve the balance of a term should a vacancy occur. Any vacancy in the office of President, Vice President, or Secretary may be filled by the Board of Directors to complete an unexpired term. Any vacancy in the office of chairman of a committee shall be filled by appointment of the President.

**Section 5.** Board members who miss two or more meetings within a year without notifying the President or station management may be removed from the Board at the request of the Executive Committee.

## **Article 7. Meetings**

**Section 1.** The Annual Meeting of the Friends shall be held in June of each year unless otherwise ordered by the Board, upon not less than seven days notice in writing, specifying time and place.

**Section 2.** Meetings of the Board shall be held at least quarterly, upon at least three days notice to be given by the Secretary.

**Section 3.** Special meetings of the Board may be called by the President or on request of any five (5) of the members of the Board.

**Section 4.** The Executive Committee may meet at any convenient time with due notice at the call of the President or on request of any three members of the Executive Committee.

**Section 5.** A quorum of the membership of the Corporation shall consist of a number of members equal to or greater than one-third (1/3) the number of members of the Board of Directors as from time to time established. A quorum of the Board of Directors shall consist of not less than one-third of the directors of the Corporation.

**Section 6.** Special meetings of the membership may be called by the President or on request of any five (5) members of the Board of Directors, upon not less than one (1) day's notice in writing, specifying time, place, and purpose of meeting.

### **Article 8. Amendments**

The Board of Directors may recommend amending or repealing the bylaws by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting of the Board of Directors provided that notice of any proposed amendment shall be furnished the directors at least two weeks in advance of the meeting. The changes must be ratified by mail ballots furnished to the general membership with a majority of votes cast determining outcome. Official tabulation of votes will take place no earlier than thirty (30) days after the ballot is mailed.