

## **BYLAWS OF VALLEY FREE RADIO**

### **ARTICLE I: DEFINITIONS**

**Name.** The "Corporation" shall mean: Valley Free Radio, Inc, its successors and assigns.

**Board.** The "Board" shall mean the Board of Directors of the Corporation.

### **ARTICLE II: OFFICES AND AGENT**

The corporation shall maintain in the State of Massachusetts a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

### **ARTICLE III: PURPOSES, OBJECTIVES, AND GOVERNING INSTRUMENTS**

**Section 1. Purpose.** This corporation shall be a public benefit corporation, organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated herein, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under M.G.L. Chapter 156B , s.11, s.12 and s.13 and Section 501(c)(3) of the Internal Revenue Code of 1954.

This corporation's primary purpose shall be the promotion and operation of a community-supported, noncommercial, Low Power FM radio broadcasting station.

**Section 2. Governing Instruments.** The Corporation shall be governed by its Articles of Organization and its Bylaws.

**Section 3. Nondiscrimination Policy.** The Corporation will not practice or permit any discrimination on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression, or any other basis prohibited by law.

**Section 4. Limitations on Activities.** No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1986, as amended, or the corresponding provisions of any future federal tax law.

### **ARTICLE IV: MEMBERSHIP**

**Section 1. Classes of Members.** There shall be two classes of members of this corporation:

- a. Programmers. Programmers have paid annual dues, fulfilled monthly work and/or pay to play requirements, and have undergone training. Programmers are authorized to host radio shows,

operate station equipment and have full access to the station. Programmers have voting rights at annual and special meetings.

- b. Member Volunteers. Member volunteers pay annual dues but do not complete on-air training. Non-programmer members may be granted full station access for volunteer purposes and have voting rights at annual and special meetings.

**Section 2. Composition of Members.** Membership in good standing of this corporation shall consist of all working volunteer members and paid-up programmers who have paid their annual dues as determined by the Board of Directors.

The definition of working volunteers is as follows: Volunteer members who have contributed the required station work as determined by the Board of Directors.

The definition of paid up programmers is as follows:

- a. Programmers who have contributed monthly pay to play fees or have secured underwriting for their shows as determined by the Board of Directors.
- b. Programmers who have contributed the required station work as determined by the Board of Directors.

**Section 3. Resignation and Termination.** A member may resign at any time by giving verbal or written notice to a member of the Board of Directors or Programming Committee. A member's membership status may be suspended or revoked with cause by a majority vote of the Board or Programming Committee.

#### **Article 4. Membership Meetings**

**Section 1. Annual Meeting.** An annual meeting of the members of the corporation shall be held the third Wednesday of October (or as soon thereafter as is practicable). At this meeting, the board --and any other officer the Board of Directors designates-- will report on the activities and financial condition of the corporation and address any issues raised by attendees. Members in good standing will also vote to elect members of the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the members of the corporation may be called by the Board of Directors or by written demand of at least ten percent of the members signed, dated, and delivered to the Clerk and describing the purpose or purposes for which it is to be held.

**Section 3. Place of Meeting.** The Board of Directors shall designate the place for any annual or special meeting. If no designation is made, the place of the meeting shall be the usual board meeting location.

**Section 4. Notice of Meetings.** The corporation shall notify members of the place, date, and time of each annual and special meeting in person, or by telephone, e-mail, or via post on the station's Facebook group. Notification shall be no fewer than fourteen days before the meeting except in the

case when a special meeting is scheduled less than 2 weeks in advance, in which case notice shall be given as soon as possible. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

**Section 5. Record Date.** The record date to determine the members entitled to notice of a members' meeting shall be the day before the day on which the first notice is transmitted to members. The record date to determine the members entitled to demand a special meeting shall be the date the first member signs the demand. The record date to determine the members entitled to vote at a members' meeting shall be the date of the meeting.

**Section 6. Members' List.** The corporation shall prepare and maintain a current alphabetical list of the names, addresses and membership dates of all of its members.

**Section 7. Quorum.** For the purposes of an annual or special meeting, quorum shall consist of twenty five percent of the members of the corporation. No business may be transacted unless a quorum is present.

**Section 8. Manner of Acting.** Each member shall be entitled to one vote on each matter voted on by the members, not exercisable by proxy. A majority vote of members present is required to take action.

## **ARTICLE VI: BOARD OF DIRECTORS**

**Section 1. General Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors.

**Section 2. Number.** The Board shall consist of no less than 3 and no more than 9 members.

**Section 3. Term.** The term of office for Board members shall be two years, beginning November 1 and ending October 30. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualified. A Board member may be reelected without limitation on the number of terms the Board member may serve. In the case of an increase in the number of board members at any election, the length of terms of new board members shall be adjusted to maintain a pattern of approximately 50% of board members being elected each year.

**Section 4. Qualifications.** All Board members shall be members of the corporation.

**Section 5. Election.** At each annual election, the members of the corporation shall by ballot elect approximately half of the members of the board, the nominees receiving votes totaling more than half of total ballots cast being elected, and in the case of a contested seat, the nominee additionally receiving the most votes. Candidates may run for election by submitting a statement of interest to be received by the Board, or its designee, at least two calendar weeks prior to the election. The election shall be conducted at the annual meeting and via e-mail. The election shall be concluded at the annual meeting by a count of ballots returned electronically and ballots cast at the annual meeting. The

results of the election shall be announced by a board co-chair, or the chairs' designee, at the annual meeting, or as soon as votes are counted.

**Section 6. Resignation.** A Director may resign at any time by delivering written notice to a Board Co-Chair. Once delivered, a notice of resignation shall be irrevocable unless revocation is permitted by the Board of Directors.

**Section 7. Vacancies.** Any vacancy on the Board of Directors and any newly created Board positions shall be filled by a majority vote of the Board of Directors. A Board member appointed to fill a vacancy under this section shall serve until the end of the term of the person whom they are replacing.

**Section 8. Removal.**

- a. A Board member may be removed, with or without cause, by a vote of two-thirds of the members present at a special membership meeting called for that purpose. The notice for the meeting shall state that the purpose of the meeting is the removal of the Director. Any Board member who misses three or more Board meetings per year, including the annual meeting and annual Board retreat, may be removed by a majority vote of the Directors then in office.
- b. Any member of the board, whether elected by the members or appointed by the board, may be removed for cause by a 2/3 majority vote of the seated board members eligible to vote. Cause can include, but is not limited to: fraudulent or dishonest conduct, gross abuse of authority or discretion with respect to the corporation, or conduct harmful to the corporation, its employees, or volunteers. The board member being considered for removal shall not cast a vote.

**Section 9. Quorum.** A quorum at a Board meeting shall consist of a majority of the number of Board positions. In the event that quorum is not reached, the meeting will consist of discussion only or will be adjourned until such a time as quorum can be achieved.

**Section 10. Regular Meetings.** Regular meetings of the Board of Directors shall be held on a monthly basis at a time and place to be determined by the Board of Directors.

**Section 11. Special Meetings.** Special meetings of the board of directors may be called by a Co-Chair or any three board members, or by written demand delivered to the clerk signed by at least ten percent of the members of the corporation and describing the purpose(s) for which it is to be held. Notice of special meetings shall be delivered to each board member personally, by e-mail, or by telephone not less than two days prior to the special meeting.

**Section 12. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present and with proper notice to membership, shall be the act of the Board of Directors.

**Section 13. Open Meetings.** With the exceptions stated herein, the Board of Directors, its committees and other committees created by it shall hold open meetings preceded by reasonable notice to the public. However, the Board of Directors, its committees and other committees created by

it may hold closed sessions to consider matters relating to individual members, proprietary information, litigation and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of the corporation. If any such meeting is closed pursuant to the provisions of this section, the reasons for doing so shall be stated in the Board or committee minutes.

**Section 14. Compensation.** Board members shall not receive any salaries for their services. No person shall serve as a staff and Board member at the same time.

**Section 15. Conflict of Interest.** Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE VII: OFFICERS**

**Section 1. Officers.** The officers of this corporation shall be two Co-Chairs, a Clerk, and a Treasurer. The office of Chair and Clerk may not be held by the same person.

**Section 2. Election and Term of Office.** The officers of this corporation shall be elected annually by the Board of Directors at its first meeting after the annual meeting. An officer may be reelected without limitation on the number of terms the officer may serve.

**Section 3. Resignation.** An officer may resign at any time by delivering notice to the corporation. Once delivered, a notice of resignation shall be irrevocable unless revocation is permitted by the Board of Directors.

**Section 4. Removal.** The Board of Directors may remove any officer at any time by a majority vote with or without cause.

**Section 5. Vacancies.** A vacancy in any office shall be filled by the Board of Directors at the first meeting following the vacancy for the unexpired portion of the term, or as soon as is reasonable.

**Section 6. Co-Chairs.** The Co-Chairs shall be the principal executive officers of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Co-Chairs shall preside at all meetings of the members and of the Board of Directors. They may sign, with the Clerk or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the Co-Chairs shall perform all duties incident to the office of Co-Chairs and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7. Clerk.** The Clerk shall be responsible for preparing minutes of the Directors' and members' meetings and for authenticating records of the corporation; see that all notices are duly given in accordance with these bylaws or as required by M.G.L. Chapter 156B , s.11, s.12 and s.13; be responsible for the corporate records; and in general perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned by the Chair or Board of Directors.

**Section 8. Treasurer.** The Treasurer shall be the chief financial officer of the corporation; oversee the receipt and disbursement of funds; report to the Board and the members on the financial condition of the corporation, including a written annual report; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by a Co-Chair or the Board of Directors.

## **ARTICLE VIII: COMMITTEES**

**Section 1. Committees** The Board of Directors may create and appoint one or more committees, each of which shall consist of one or more Directors and any member of the corporation in good standing, which shall exercise the authority of the Board of Directors in the management of the corporation, except that a committee of the Board may not authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles of Organization or these bylaws.

**Section 2. Standing Committees.** Standing committees shall include but need not be limited to the following:

- a. **Finance Committee.** The Finance Committee will consist of the Treasurer and at least one other Director. The Finance Committee shall advise the Board of Directors regarding the corporation's finances and the management of its financial resources; ensure that the corporation maintains appropriate accounting records; receive and review monthly financial reports on income and expenditures; submit a proposed budget to the Board for approval; and arrange for and examine the results of an annual independent CPA review, or audit if required, of the previous year's financial statements.
- b. **Programming Committee.** The Programming Committee shall conduct ongoing evaluations of programming and programmers; evaluate program proposals; make recommendations concerning programming changes; and update the Board of Directors regarding programming goals and issues at each monthly board meeting. The Programming Committee shall also serve as the corporation's Community Advisory Board. In that capacity, it shall review the programming goals established by the corporation, the service provided by the corporation, and the significant policy decisions rendered by the corporation; advise the Board of Directors with respect to whether the programming and other policies of the corporation are meeting the specialized educational and cultural needs of the communities served by the corporation; and make such recommendations as it considers appropriate to meet such needs.

**Section 5. Term of Office.** Board members shall be appointed to committees by the Board of Directors. Members of the corporation shall continue as committee members until they resign, are removed from the committee by a majority vote of the Board, or miss three consecutive meetings without good cause as determined by the committee.

**Section 6. Chairperson.** One member of each committee shall be elected chairperson by the members of the committee annually or as vacancies arise.

**Section 7. Board Vacancies.** Board vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8. Quorum.** A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 9. Committee Requirements.** All committees shall take minutes of its meetings and provide them to the Board of Directors and station membership.

**Section 10. Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Section 1. Contracts.** The Board of Directors 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 specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidence 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 manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** 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 of Directors may select.

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

## **ARTICLE X: RECORDS**

**Section 1. Corporate Records.** The corporation shall maintain the following records: on a permanent basis, minutes of all meetings of its members and the Board of Directors, and a record of

all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of the corporation; appropriate accounting records; and a record of its members in a form that permits preparation of a list of the name and address of all members in alphabetical order. The corporation shall keep a copy of the following records for inspection: articles or restated articles of organization and all amendments to them currently in effect; bylaws or restated bylaws and all amendments to them currently in effect; resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members; the minutes of all meetings of members and records of all actions approved by the members for the past three years; written communications required by M.G.L. Chapter 156B , s.11, s.12 and s.13 and those regarding general membership matters made to members within the past three years; a list of the names and business or home addresses of its current Directors and Officers; the last seven annual financial statements and accountant's reports; and the most recent Form PC delivered to the Secretary of State as required by M.G.L. Chapter 156B , s.11, s.12 and s.13.

**Section 2. Inspection of Records by Members.** A member shall be entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation kept for inspection described in Section 1 of this Article, if the member gives the corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy. If the member's demand is made in good faith and for a proper purpose, and the member describes with reasonable particularity the purpose and the records the member desires to inspect, and the records are directly connected with this purpose, a member shall be entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the following records of the corporation, if the member gives the corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy: excerpts from any records required to be maintained under Section 1 of this Article, to the extent they are not subject to inspection under this Section; accounting records of the corporation; and, subject to Section 4 of this Article, the membership list.

**Section 3. Scope of Inspection Right.** A member's agent or attorney shall have the same inspection and copying rights as the member the agent or attorney represents. The right to copy records under Section 2 of this Article includes, if reasonable, the right to receive copies. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or copying of the records. The corporation may comply with a member's demand to inspect the membership list under Section 2 of this Article by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

**Section 4. Limitations on Use of Membership List.** Without consent of the Board, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member, including but not limited to the following: soliciting money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; any commercial purpose; or selling or purchasing by any person.

## **ARTICLE XI: FISCAL YEAR**



The fiscal year of the corporation shall begin on the first day of November and end on the last day of October in each year.

#### **ARTICLE XII: CORPORATE INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The corporation shall indemnify its Directors and Officers to the fullest extent allowed by M.G.L. Chapter 180, Section C, and shall carry Directors and Officers liability insurance.

#### **ARTICLE XIII: AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the members responding as polled by e-mail or or by a two-thirds vote of those members attending an annual meeting at which a quorum is present. Proposed amendments may be submitted to members or placed on the ballot by the Board of Directors or by a petition of at least ten members of the corporation. An exception to the above procedure may be made for minor editing changes that do not change the meaning or intent of the original bylaw. Such changes will be limited to grammatical and spelling errors and will be approved by the Board of Directors.

#### **ARTICLE XIV: DISSOLUTION**

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

#### **ARTICLE XV: RULES OF ORDER**

The affairs of the corporation shall be conducted by Robert's Rules of Order except as otherwise provided by these bylaws. When the Chair determines that meeting participants prefer action by consensus, it shall be allowed providing that no member specifically requests a formal vote.

These Bylaws were adopted at the Annual Meeting of the membership of Valley Free Radio on October 28, 2015.

As amended N/A  
by Valley Free Radio membership  
As amended N/A  
by Valley Free Radio Board of Directors