

BYLAWS OF THE KBOO FOUNDATION

ARTICLE I: NAME

The name of this corporation is The KBOO Foundation.

ARTICLE II: OFFICES AND AGENT

The corporation shall maintain in the State of Oregon 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: 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 Chapter 65 of Oregon Revised Statutes 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 listener-supported, noncommercial, community radio broadcasting station.

ARTICLE IV: MEMBERSHIP

Section 1. Classes of Members. There shall be one class of members of this corporation.

Section 2. Composition of Members. The membership of this corporation shall consist of all paid-up members, volunteers, and staff, defined as follows:

- (a) Paid-up members are those persons who have contributed annual membership dues as determined by the Board of Directors.
- (b) Volunteers are those persons who have contributed not less than twenty-four hours of service to any broadcast station operated by the corporation within the previous twelve months.
- (c). Staff consists of those persons employed by the corporation.

Section 3. Resignation. A member may resign at any time.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the members of the corporation shall

be held in the month of September, for the purposes of receiving a report from the President and any other officer the Board of Directors or the President may designate on the activities and financial condition of the corporation, electing members of the Board of Directors, and transacting such other business as may come before the meeting.

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 five percent of the members signed, dated, and delivered to the Secretary 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 principal office of the corporation.

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, mail, or publication in the Program Guide. Notification shall be no fewer than fourteen days, or if notice is mailed by other than first class or registered mail, no fewer than thirty nor more than sixty days before the meeting. Written notice is effective when mailed postpaid addressed to the member's address shown in the corporation's records of members. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Chapter 65 of Oregon Revised Statutes. 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 mailed or otherwise 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. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning a membership meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office. A member, the member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and ,subject to the requirements of Chapter 65 of Oregon Revised Statutes, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. The corporation shall make the list of members available at the meeting, and any member, the member's agent or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

Section 7. Quorum. A quorum shall consist of 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. An organization or business which is a member may designate a person to vote on its behalf. A majority vote is required to take action unless a greater proportion is required by Chapter 65 of Oregon Revised Statutes or by these bylaws.

ARTICLE VI: BOARD OF DIRECTORS

(Article VI, Section 8, amended September 30, 2006)

(Article VI, Sections 5, 7, & 11 amended September 28, 2008)

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 twelve members.

Section 3. Term. The term of office for Board members shall be three years, beginning October 1 and ending September 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.

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 one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least seven calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be conducted by mail and at the annual meeting. The election shall be concluded at the annual meeting by a count of ballots returned by mail and ballots cast at the annual meeting. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

Section 6. Resignation. A Director may resign at any time by delivering written notice to the President of the corporation. A resignation shall be effective when the notice is effective under Chapter 65 of Oregon Revised Statutes unless the notice specifies a later effective date. 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 members then on 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 is considered to be: 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.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held 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 the president or any four board members, or by written demand delivered to the secretary signed by at least five percent of the members of the corporation and describing the purpose or purposes for which it is to be held. Notice of special meetings shall be delivered to each board member personally or by telephone not less than two days prior to the special meeting, or by mail, with a postmark of not less than four 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 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 employees, 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. The Executive Committee may also act by polling its members by telephone. 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.

ARTICLE VII: OFFICERS

Section 1. Officers. The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. The office of President and Secretary 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. A resignation shall be effective when the notice is effective under Chapter 65 of Oregon Revised Statutes unless the notice specifies a later effective date. 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 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.

Section 6. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary 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 President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 8. Secretary. The Secretary 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 Chapter 65 of Oregon

Revised Statutes; be responsible for the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 9. 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 the President or the Board of Directors.

ARTICLE VIII: COMMITTEES

(Article VIII, Section 4(c) amended September 30, 2006)

(Article VIII, Section 4(b), amended September 17, 2011)

Section 1. Committees of Directors. The Board of Directors may create and appoint one or more committees of the Board of Directors, each of which shall consist of two or more Directors, 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 Incorporation or these bylaws.

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

- (a) **Executive Committee.** The Executive Committee shall consist of the President, Treasurer, and one other Board member appointed by the Board of Directors, and shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board of Directors but do not merit a special meeting of the Board of Directors.
- (b) **Nominating Committee.** The Nominating Committee shall advise the Board of Directors regarding nominations for Board elections and filling Board vacancies; present nominations to the membership at the annual meeting; ensure that the provisions of Article VI, Section 5 of these bylaws regarding Board elections are carried out; analyze regularly the attendance of Board members; consult with Board members who are not attending regularly; and make recommendations to the Board regarding inactive members of the Board.

Section 3. Other Committees. The Board of Directors may create other committees not having and exercising the authority of the Board of Directors in the management of the corporation. Members of these committees shall include at least one Board member appointed by

the Board, one staff member appointed by staff, and any member of the corporation who attends three consecutive meetings.

Section 4. Standing Other Committees. Standing other committees shall include but need not be limited to the following:

- (a) **Program Committee.** The Program Committee shall conduct ongoing evaluations of programming and programmers; evaluate program proposals; make recommendations concerning programming changes to the Program Director; and advise the Board of Directors regarding programming goals and issues. The Program 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.
- (b) **Finance Committee.** 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.
- (c) **Personnel Committee.** The personnel committee shall advise the board of directors regarding the corporation's personnel policies and practices.
- (d) **Development Committee.** The Development Committee shall advise the Board of Directors regarding the corporation's fundraising efforts and activities.

Section 5. Term of Office. Board members shall be appointed to committees annually by the Board of Directors at its first meeting after the annual meeting. Staff members shall continue as committee members until their employment ceases or a successor is appointed. Members of the corporation shall continue as committee members until they resign 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.

Section 7. Board and Staff Vacancies. Board and staff 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 post reasonable notice of its meetings, hold open meetings pursuant to Article VI, Section 13 of these bylaws, and take and post minutes of its meetings.

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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

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 incorporation 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 Chapter 65 of Oregon Revised Statutes 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 three annual financial statements and accountant's reports; and the most recent annual report delivered to the Secretary of State as required by Chapter 65 of Oregon Revised Statutes.

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. This Section does not affect the rights of a member to inspect the membership list under Article V, Section 6 of these bylaws.

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 October and end on the last day of September 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 Chapter 65 of Oregon Revised Statutes.

ARTICLE XIII: AMENDMENTS TO BYLAWS

(Article XIII, amended September 30, 2007)

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 mail or during the regular annual election of Directors, 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 thirty 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: 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 President determines that meeting participants prefer action by consensus, it shall be allowed providing that no member specifically requests a formal vote.

Certified as a true and correct version of the KBOO Foundation Bylaws



Marc D. Brown
KBOO Foundation Board Secretary

July 1, 2012

Date