

WISCONSIN PUBLIC RADIO ASSOCIATION

BYLAWS

ARTICLE I. PURPOSE

1:01 It shall be the general purpose of the Association to further those public radio stations whose licensees have requested Association assistance and on which the Association solicits membership.

1:02 The Association shall endeavor to further public radio broadcasting by means which include, but are not limited to, the following:

- (a) Soliciting contributions from public radio listeners, Association members, and persons who desire to support the programming and activities of the public radio licensees and the Association;
- (b) Providing information to public radio listeners and Association members concerning the organization, needs, programming and activities of public radio broadcasters in the state of Wisconsin;
- (c) Promoting and supporting public radio broadcasting in the state of Wisconsin;
- (d) Providing information to public broadcasters concerning the needs and preferences of Association members and others in regard to public radio broadcasting in the state of Wisconsin;
- (e) Distributing to the licensees a portion of the funds collected from Association members and others to support the programming operations and activities of those entities;
- (f) Making known to governmental representatives in a manner consistent with all state and federal laws regulating the operation of the Association as a nonprofit corporation the needs and preferences of Association members and others in regard to public radio broadcasting in the state of Wisconsin.

ARTICLE II. MEMBERSHIP

2:01 Persons making contributions to the Association will become and continue as members of the Association for a one-year period beginning upon the date of contribution.

ARTICLE III. FISCAL YEAR

3:01 The activities of the Association shall be conducted according to a fiscal year determined by the Board of Directors.

ARTICLE IV. MEETINGS

4:01 There shall be Association meetings in various regions of the state, offering members opportunities to hear and comment on reports and plans from Wisconsin Public Radio staff persons. The time and place of the events shall be determined by the regional managers, but the meetings shall occur at least biennially. Notice to members shall be by on-air announcements or insertion of notice in a publication provided to members.

4:02 The Board of Directors shall meet not less than three (3) times each fiscal year, at times and places to be determined by the Executive Committee, upon reasonable notice mailed to each Director.

4:03 The Executive Committee shall meet at times and place designated by the President, upon notice as in 4:02 above.

4:04 Special meetings of the membership, upon notice as in 4:01 above, or of the Board of Directors upon notice as in 4:02 above, may be called by the President. Notice of any special meeting shall include an agenda for that meeting.

4:05 Those present at any meeting shall constitute a quorum for the transaction of business; at all meetings, decisions shall be made by majority vote of those present and eligible to vote.

ARTICLE V. BOARD OF DIRECTORS

5:01 The operation of the Association shall be conducted by a Board of Directors of not fewer than fifteen (15) members, constituted as follows:

- (a) At least ten (10) Directors shall be nominated and elected from districts determined by the Board of Directors. They shall serve terms of four (4) fiscal years, with continuity to be maintained by electing at least five (5) Directors biennially.
- (b) At least four (4), but not more than eight (8), Directors shall be appointed at large by the Board of Directors. They shall serve terms of four (4) fiscal years, with continuity to be maintained by appointing at least two (2) Directors biennially.
- (c) A representative agreed upon and appointed by the licensees.
- (d) Special terms may be designed when necessary to realign the staggered terms.

5:02 Election of Directors shall be by secret ballot of the membership. The Board Operations Committee shall establish procedures concerning the conduct of elections, distribution of ballots to all members, voting and counting of ballots. Results of an election shall be made known to the membership by publication or other means as soon as practicable after the election.

5:03 Appointment of Directors shall be by majority vote of the Board of Directors upon recommendation of the Board Operations Committee.

5:04 Should a vacancy among the elected directors occur between elections, the Board of Directors, by a majority vote and upon the recommendation of the Board Operations Committee, shall choose an Association member from the district which elected the director being replaced to fill the unexpired term.

5:05 The Board shall establish, by resolution, standards of attendance and performance for Directors. Directors may be removed for violation of the standards by a three-fourths (3/4) vote of all Directors at any regular or special meeting of the Board of Directors.

5:06 Effective with the 2007 term, appointed Board members may serve no more than two consecutive four-year terms. Following the completion of the second four-year term, the member may not again serve on the Board of Directors for a period of a full calendar year. The member may then be elected or may again be re-appointed to serve at the discretion of the Board of Directors.

ARTICLE VI. OFFICERS

6:01 The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, to be elected from the Board of Directors. Officers shall be elected for one fiscal year. Should a vacancy among the officers occur, the Board of Directors shall elect one of its members to fill the unexpired term.

6:02 The President shall be the executive officer of the Association and shall preside over all meetings. The President, with the approval of the Board of Directors, shall appoint all Standing Committees and Special Committees. The President shall be an *ex officio* member of all committees and shall perform such other duties as usually pertain to the office of President and those which may be assigned by the Executive Committee or Board of Directors.

6:03 The Vice President shall discharge the duties of the President in the event of the absence of the President. The Vice President shall perform such duties as may be assigned by the President, Executive Committee or Board of Directors.

6:04 The Secretary shall be responsible for the records of the Association and shall perform such duties as may be assigned by the President, Executive Committee or Board of Directors.

6:05 The Treasurer shall be the chief financial officer and shall be responsible for the oversight of all funds and securities of the Association and perform all of the duties incident to the office of Treasurer and have other duties and exercise other authority as may be delegated or assigned by the President, Executive Committee or Board of Directors. The Treasurer may nominate an assistant treasurer to the Board of Directors.

6:06 The Board of Directors shall have the power to appoint any person as assistant to any officer, or as agent for the corporation any officer's stead, or to perform the duties of any officer whenever for any reason it is impracticable for that officer to act personally. The assistant or acting officer or other agent appointed by the Board of Directors shall have the power to perform all the duties of the office to which appointed, except as that power may be otherwise defined or restricted by the Board of Directors.

ARTICLE VII. COMMITTEES

7:01 The Board of Directors shall be assisted in its activities and advised by various committees consisting of Board members and other Association members.

7:02 There shall be an Executive Committee consisting of the President as Chair, Vice President, Secretary, Treasurer, and the licensee representative or designee. The Association manager shall provide support and advice to the Executive Committee. The Executive Committee shall carry out the operation of the Association between meetings of the Board. Action(s) of the Executive Committee shall be reported to the Board in a timely manner.

7:03 There shall be Standing Committees, each chaired by a Board member and with a minimum of two additional Board members, plus others as the committee may require. Staff support may be provided by an Association staff member and the licensees.

(1) There shall be a Finance Committee with overall responsibility for the financial activities of the Association. It shall be responsible for (1) review of the annual budget; (2) periodic consultation with the Wisconsin Public Radio staff on licensee fund raising; (3) financial oversight and audit review; and (4) long range financial planning.

(2) There shall be a Board Operations Committee consisting of the licensee Director, a Chair appointed by the Board President, and a minimum of three other Board members, plus as many as three (3) Association members. The Board Operations Committee shall establish procedures concerning the conduct of elections, distribution of ballots to all members, voting and counting of ballots. Members of the Committee who are also members of the Board of Directors shall be responsible for selecting a slate of officers for the Board. Election of officers shall occur at the last regular Board meeting of the fiscal year. The Board Operations Committee shall also be responsible for reviewing and proposing revision of the Bylaws of the Association, identifying appropriate candidates for Board membership, conducting orientation for new Board members, reviewing the performance of the Board collectively and individually as the Board deems appropriate, and providing oversight for any other matters pertaining to the efficient administration of the Association.

Other Standing Committees shall be established as the Board determines. The Association manager shall maintain a list describing the constitution and purposes of the Standing Committees.

7:04 There shall be Special Committees with purposes and tenure to be determined by the Board. The Association manager shall maintain a list describing the constitution and purposes of the Special Committees.

7:05 Each committee meeting shall be held at a time and place determined by the Chair, upon reasonable advance notice to committee members. The business of all committees shall be conducted by majority vote of those present and eligible to vote.

ARTICLE VIII. AMENDMENT OF BYLAWS

8:01 These Bylaws may be amended at any regular meeting or special meeting of the Wisconsin Public Radio Association Board, or by mail, by a two-thirds (2/3) vote of those present and eligible to vote, or responding. Any proposed amendment shall be in writing, and all Directors shall be informed. Notice of intent to amend the Bylaws at a meeting shall be published not less than twenty-eight (28) days in advance of the meeting. The Association members shall be notified of bylaw changes in the next published radio newsletter.

ARTICLE IX. EMPLOYEES

9:01 The Association shall employ an association manager upon such terms and conditions as the Board may determine. The manager shall, with the advice and consent of the Board, conduct the day-to-day business activities of the Association and provide staff support and advice to the Board in the course of its business and activities.

9:02 The Association may employ other persons as necessary to assist the manager or to assist the Board upon terms and conditions to be determined by the Board.

9:03 The Association may employ professional persons such as accountants, attorneys and investment counselors to advise and assist the Association and the Board in the conduct of their business and activities.

ARTICLE X. PUBLICATIONS

10:01 The Association shall distribute to its members publications, including the programming guide, as the Board deems necessary in furtherance of the purposes of the licensees and the Association.

10:02 The publications of the Association may be produced in cooperation with other groups whose purposes, function and structure are consistent with those of the Association.

ARTICLE XI. FUND RAISING

11:01 Funds raised by the Association may be used to support directly public radio broadcasting in the state of Wisconsin, and to conduct Association business activities. Fund raising activities may be conducted in cooperation with the public radio broadcasting licensees. All funds shall be deposited by the Association in depositories selected by the Board of Directors.

11:02 The Board shall establish procedures for receiving requests for monies from the licensees and for distribution of such monies. Requests for distribution of monies shall be for stated purposes. No reasonable request from the licensees for monies to be used in furtherance of public broadcasting in the state of Wisconsin shall be denied, provided sufficient funds are available to meet the request.

ARTICLE XII. DISSOLUTION

12:01 Upon dissolution of the organization, the Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all non-restricted assets to the licensing agencies (the Educational Communications Board and the University of Wisconsin Regents) according to the agreement in force at the time. Each restricted fund shall be disposed of according to the will of the grantor. In the absence of a decision by the grantor, a restricted fund may be disposed of in the same way as non-restricted funds.