



**WISCONSIN  
PUBLIC RADIO  
Association**

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The WPRA Board of Directors voted on and approved several bylaws changes at its meeting on June 27, 2017 in Madison. The text below outlines and summarizes the work that Board undertook in creating the changes. For comparison this document includes the new Bylaws that were approved on June 27, 2017 and the most recent previous version of the Bylaws.

### **Background**

The Bylaws Committee composed of Ron Dunlap (Chair), Susan Tikalsky, Dean Dietrich, Niles Berman and Mike Crane have met over this past year to review and update WPRA's Bylaws. They presented their recommended changes and updates to the Operations Committee at the March 29, 2017 meeting. The following Board members also attended the open meeting: Mary Peterson, Amy Kocha, Joan Rudnitzki, and Larry Graham. Feedback was taken into consideration at the subsequent April 5, 2017 Operations Committee meeting.

Reviewing the organization's bylaws is a basic part of every Board's legal duties. And Well-drafted bylaws signal a well-governed organization, which is an important factor for internal and external stakeholders, including potential Board members, donors, and regulators. Key considerations that were used by the Operations Committee were ensuring legal compliance with applicable state and federal laws and to ensuring compliance of internal governance practices.

### **Key Points**

The Bylaws Committee's work focused on three broad categories of effort: simplifying and clarifying the text; reviewing membership in the Association; and modifying how Board members come onto the Board and the length of terms. The changes may be summarized as follows:

#### **Simply/Clarify**

- Sought to simplify and make more readable
- Change outdated terms for communications – For example, WPRA has no newsletter per se
- Changed some terms, for example.
  - President becomes Chair; and Vice-President becomes Vice-Chair.
  - Operations Committee becomes Board Governance Committee
- Refer to Policy manual
  - When possible, deferred guidance to the Association Policy Manual rather than create Bylaws that are likely to need adjusting from time to time. Some examples are: districts, legal requirements, form and timing of meeting notice. Indemnification, and acting within 501 c 3 status.

### Association Members

- Meetings in different areas of the state, these are not necessarily board meetings but opportunities for WPR presentations and member communications
- While there are reasons to change the election process, the WPRA Board will continue to have slate elections.

### Board Members

- Clarified that the WPRA uses a slate for Board elections, and took away the dual status of Board members – district-elected and appointed. Now all Board members will be elected as a slate with member distribution around the state, not necessarily in the specific districts as defined currently.
  - Article V Section 5.03 All Board members have equal status.
  - Article V Section 5.03 (a) Removes “districts” but continues policy of geographic diversity by Board members.
- Added ability to remove an officer for cause
- Clarified Board members and officers’ duties, responsibilities, mostly the secretary
- Reaffirmed that Board members have to be present to vote in person or participate by real-time communication
- Limited to THREE 3-year terms
  - Article V Section 5.04, Changes policy from two 4-year terms to three 3-year terms. Members’ contributions will be considered before 2<sup>nd</sup> & 3<sup>rd</sup> terms are offered so that terms are not automatically renewed.
- Added Licensee to the Finance Committee

*Reviewed January 2012*  
*Reviewed July 2013*  
*Amended June 2016*  
*Amended June 2017*

## **WISCONSIN PUBLIC RADIO ASSOCIATION**

### **BYLAWS**

#### **ARTICLE I. PURPOSE**

1.01 It shall be the general purpose of the Wisconsin Public Radio Association (“Association”) to further the objectives of Wisconsin Public Radio (“WPR”). WPR is a service of The University of Wisconsin System Board of Regents and the Wisconsin Educational Communications Board (“Licensees”). The Association shall endeavor to further the objectives of WPR by means which include, but are not limited to, the following:

- (a) Soliciting contributions from WPR audiences, Association members, and persons who desire to support the programming and activities of WPR;
- (b) Providing information to WPR audiences and Association members concerning the organization, needs, programming and activities of WPR and the Association;
- (c) Promoting and supporting public radio broadcasting in the state of Wisconsin;
- (d) Providing information to WPR and others regarding the needs and preferences of Association members and listeners of public radio broadcasting in the state of Wisconsin;
- (e) 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; and
- (f) 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.

1.02 Limitations. In addition, to further, but not limit, these means:

- (a) The Association shall not engage in propaganda or in any way attempt to influence Legislation, except as an insubstantial part of its activities. The Association shall not engage in any activities, transactions or omissions that shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of

1986, as amended (“Code”). The Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office; nor shall it engage in any “prohibited transaction” as defined in Section 503(b) of the Code.

- (b) No part of the net earnings of the Association shall be used for the benefit of, or be distributed to, its directors, officers, or any other private individual, other than for the reasonable compensation for services rendered and to make payments and distributions that further the purposes in 1.01.
- (c) The Association also has such powers as are now or may hereafter be granted under the laws of the State of Wisconsin that are in furtherance of the Association’s exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax codes.

## **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. A membership year shall be as defined in Association policy.

## **ARTICLE III. FISCAL YEAR**

3.01 The activities of the Association shall be conducted according to a fiscal year of July 1 to June 30.

## **ARTICLE IV. MEETINGS**

4.01 The Association shall provide periodic opportunities in various regions of the state, for members to hear reports from WPR staff persons and to offer comments. Notice of meetings shall be provided to members. The form and timing of such notice shall be established in Association policy.

4.02 The Board of Directors (“Board”) 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 to each Director. Notice of meetings shall be provided to members. The form and timing of such notice shall be established in Association policy.

4.03 The Executive Committee shall meet at times and places designated by the Chair of the Board (“Chair), 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 upon notice as in 4.02 above, may be called by the Chair. Notice of any special meeting shall include an agenda for that meeting.

4.05 A quorum for the transaction of Association business is defined as one more than 50 percent of the members of the Board or Committee. At all meetings, decisions shall be made by

majority vote of those present and eligible to vote. Directors may participate and vote in meetings in person or by other means of real-time participation (e.g. telephone, video link, etc.). A Director participating in a meeting by any of these means is deemed to be present in person at the meeting.

## **ARTICLE V. BOARD OF DIRECTORS**

5.01 The business of the Association shall be managed under the direction of the Board which shall be elected by secret ballot of the membership.

5.02 Nominees to serve as Directors shall be identified by the Board Governance Committee and approved by majority vote of the Board.

5.03 The Board shall consist of not fewer than fifteen (15) Directors who are members of the Association and constituted as follows:

- (a) At least one (1) Director shall reside in each of the geographic listener districts, as defined by Association policy.
- (b) One (1) Director shall be a representative agreed upon and appointed by the Licensees.

5.04 Directors may serve a term of three (3) fiscal years. Continuity shall be maintained by electing at least five (5) Directors annually. Special terms may be designed when necessary to realign the staggered terms. Board members may serve no more than three consecutive three-year terms. Following the completion of the second three-year term, the member may not again serve on the Board for a period of a full fiscal year.

5.05 Any vacancies occurring between elections shall be filled for the duration of the term by a majority vote of the Board and upon the recommendation of the Board Governance Committee. The partial term served shall not count toward the term limit provided in 5.04.

5.06 Additional Directors may be appointed by the Board for the work of the Board.

5.07 The Board Governance Committee shall establish procedures concerning the conduct of elections, distribution of ballots to all members, voting, and counting of ballots.

5.08 Indemnification. To the fullest extent permitted by law, the Association shall indemnify an individual against any and all liability and expenses actually and reasonably incurred by him or her in any proceeding in which the individual was joined as a party because of his or her service at any time (a) as a Director or officer of the Association or (b) in a similar capacity on behalf of any other organization at the request of the Association. Entitlement to indemnification shall be determined by majority vote of the disinterested Directors or by such other procedure as the Board may determine. The Association may purchase and maintain insurance on behalf of the current and former Directors and officers and that coverage may, in the Association's discretion, be broader than the scope of indemnification prescribed in this section.

## ARTICLE VI. OFFICERS

6.01 The officers of the Association shall be Chair, Vice Chair, Secretary and Treasurer. Officers shall conduct their duties as described in this Article under the control and direction of the Board and in a manner consistent with the law and the terms of these Bylaws and applicable Board resolutions and policies.

6.02 The officers of the Association shall be elected annually by and from the Board at the last meeting of each fiscal year. Each officer shall be elected for a term of one fiscal year following such officer's election. Should a vacancy among the officers occur, the Board shall elect one of its members to fill the unexpired term

6.03 Chair. The Chair shall have general supervision of the affairs of the Association. The Chair shall, when present, preside at all meetings of the full Board. The Chair shall have authority to:

- (a) Sign, execute and acknowledge, on behalf of the Association, contracts or other instruments necessary and proper to the conduct of the Association's regular business and, except as otherwise prohibited, may authorize any other officer of the Association to sign, execute and acknowledge such documents or instruments in his/her stead;
- (b) Appoint all Committee chairs, subject in each case to the final approval of the Board and shall serve as an *ex officio* member of all Committees; and
- (c) In general, perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time.

6.04 Vice Chair. The Vice Chair shall:

- (a) In the absence of the Chair, or when it shall be inappropriate or impracticable for the Chair to act, perform the duties of the Chair, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the Chair; and
- (b) Have such authority and perform such other duties as from time to time may be delegated or assigned by the Chair or by the Board.

6.05 Secretary. The Secretary shall be responsible for the maintenance and accuracy of all records of the Association. The Secretary shall:

- (a) Oversee the keeping and timely distribution of minutes of the meetings of the Board and Committees;
- (b) Oversee the maintenance and accuracy of all corporate records;
- (c) Ensure that all notices are duly served;

- (d) Sign, as Secretary, documents and instruments authorized by the Board;
- (e) Maintain a list describing the composition and purposes of the Standing Committees; and
- (f) In general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board.

6.06 Treasurer. The Treasurer shall be responsible for the oversight of:

- (a) All receipts for moneys donated, earned and otherwise due and payable to the Association from any source whatsoever;
- (b) The selection of the institution and instruments used and the proper deposit of all moneys in the name of the Association; and
- (c) In general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board.

6.07 Removal of Officers. Any officer may be relieved of the office by the action of the Board, whenever in its judgment the best interests of the Association will be served thereby.

6.08 The Board shall have the power to appoint any person as assistant to any officer, or as agent for the Association in any officer's stead, or to perform the duties of any officer whenever for any reason it is impracticable or inappropriate for that officer to act. The assistant or acting officer or other agent appointed by the Board 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.

## **ARTICLE VII. COMMITTEES**

7.01 The Board shall be advised and assisted in its activities by various Committees consisting of Board members and others as the Board deems necessary.

7.02 There shall be an Executive Committee consisting of the Board Chair as Chair, Vice Chair, Secretary, Treasurer, the Chairs of Standing Committees, Immediate Past Chair (if a member of the Board) and the Licensee Director. 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 (2) additional Board members, plus others as the Committee may require.

- (a) There shall be a Finance Committee consisting of the Licensee Director, the Treasurer as Chair, and a minimum of three (3) other Board members. The Committee shall have overall responsibility for the financial activities of the Association. It shall be responsible for review and recommendation to the Board of the annual budget, financial oversight and audit review, and long range financial planning.
  
- (b) There shall be a Board Governance Committee consisting of the Licensee Director, the Board Vice Chair as Chair, and a minimum of three (3) other Board members. The Board Governance Committee shall have the following duties, which it may delegate in whole or in part to ad hoc Committees created for the purpose of addressing particular issues. The Committee shall:
  - i. Provide ongoing leadership to the Board in reviewing and updating its roles and responsibilities, as well as expectations for individual Board members, and assist the Board Chair in shaping the Board's agenda based on the strategic plan;
  - ii. Lead in the assessment of current and anticipated needs related to Board composition, determining the attributes, skills, and access to resources the Board will need to accomplish its objectives. The Committee will identify and nominate individuals for Board membership informed by those assessments;
  - iii. Design and implement a Board member education program, including orientation for new members and ongoing education and team-building for all members;
  - iv. Assess the Board's performance on a periodic basis and propose appropriate steps to improve Board effectiveness;
  - v. Regularly review the Bylaws, policies, and practices in order to better facilitate the effective functioning of the Association and oversight by the Board, including but not limited to those Bylaws, policies, and practices related to member participation, conflicts of interest, and confidentiality;
  - vi. Exercise responsibility for nominating a slate of officers for the Board with the election of officers to occur at the last regular Board meeting of the fiscal year;
  - vii. Establish procedures concerning the conduct of elections, distribution of ballots to all members, voting and counting of ballots; and
  - viii. Take on any other duties as assigned by the Board.



- (c) There shall be a Development Committee. It shall endeavor to obtain the financial resources needed to achieve programming of the highest possible quality. The Committee, in cooperation with and at the request of WPR staff, shall undertake a variety of activities intended to increase public awareness and appreciation of public broadcasting in Wisconsin, and to help secure charitable contributions from private and public sources.
- (d) Other Standing Committees may be established as the Board determines.

7.04 There shall be Special Committees with purposes and tenure to be determined by the Board.

7.05 Each Committee meeting shall be held at a time and place determined by the Committee 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 Board by a two-thirds (2/3) vote of those present and eligible to vote. Written notice of the meeting at which the proposed amendments will be considered shall be provided to each Director not less than twenty-eight (28) days in advance of the meeting. The notice shall contain a copy of the amendments, a summary of the amendments or a statement describing the general nature of the amendments being proposed. The Association members shall be notified of proposed Bylaw amendments prior to their adoption and shall also be notified of amendments following their adoption, in each case in a reasonable manner determined by the Board.

#### **ARTICLE IX. EMPLOYEES**

9.01 The Association may employ persons as necessary or convenient to assist the Board, upon terms and conditions to be determined by the Board.

9.02 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. COMMUNICATIONS**

10.01 The Association may provide information to its members as the Board deems necessary or convenient in furtherance of the purposes of the Licensees and the Association.

10.02 Information provided by 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 WPR and to conduct Association business activities. Fund raising activities may be conducted in cooperation with the Licensees. All funds shall be deposited by the Association in depositories selected by the Board.

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 WPR 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 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.

*Reviewed January 2012*  
*Reviewed July 2013*  
*Amended June 2016*

**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 places 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 A quorum for the transaction of WPRA business is defined as one more than 50 percent of the members of the board or committee. At all meetings, decisions shall be made by majority vote of those present and eligible to vote.

4.06 Meetings By Telephone or Other Communication Technology

- (a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each

participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

- (b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

## **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 additional 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) Additional Directors may be appointed by the Board as needed for the work of the Board, but at no time should there be more than eight (8) appointed Directors.
- (e) 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 the 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 President. The President shall be the chief executive officer of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, contracts or other instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors, and, except as otherwise provided by law or the Board of Directors, may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. The President shall, in general, 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.

6.03 Vice President. In the absence of the President or in the event of his/her death, resignation, removal, disqualification, inability or refusal to act or in the event of any other reason it shall be impracticable for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President.

The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. The execution of any instrument of the corporation by the Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President.

6.04 Secretary. The Secretary shall: (a) oversee the keeping of the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) oversee the custodian of the corporate records; (d) attest to all official papers; (e) arrange for the keeping of a register of the post office address of each member of the Board of Directors of the corporation which shall be furnished to the Secretary by such member; (f) sign, as Secretary, documents and instruments authorized by the Board of Directors, and (g) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

6.05 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) oversee the receipt and giving of receipts for moneys due and payable to the corporation from any source whatsoever and oversee the deposit of all such moneys in the name of the corporation in such banks, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by 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 in 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, the Board Vice President as Chair, and a minimum of three other Board members, and 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.
- (3) The role of the Development Committee of the WPR Board of Directors is to assist WPR to obtain the financial resources needed to achieve programming of the highest possible quality. The committee, at the request and under the direction of WPR staff, shall undertake a variety of activities intended to increase public awareness and appreciation of public broadcasting in Wisconsin, and to help secure charitable contributions from private and public sources.
- (4) 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.

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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.

*Reviewed July 2013*

*Amended June 2016*