

**Mid – Coast Radio Project, Inc.**

**Bylaws**  
**As Amended April 1, 2019**

**Article I – Mission and Philosophy**

Section 1. KKFI Mission Statement

KKFI is the Kansas City area's independent, noncommercial community radio station. We seek to stimulate, educate and entertain our audience, to reflect the diversity of the local and world community, and to provide a channel for individuals and groups, issues and music that have been overlooked, suppressed or under-represented by other media.

Section 2. KKFI's Philosophy Statement

KKFI is committed to diversity in programming and discourse and seeks to create a climate of mutual respect and collaboration among volunteers and staff.

**Article II – Offices**

Section 1. The principal office of the corporation in the State of Missouri shall be in the county of Jackson. The corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors designates or as the business of the corporation may require from time to time.

**Article III – Affirmative Action**

Section 1. The corporation shall not discriminate against any person or group of persons on the basis of race, gender, sexual orientation, gender identity, gender expression, nationality, national origin, age, religion, or disability.

Section 2. The corporation reserves the right to remove membership rights and/or access to persons or groups of persons advocating discriminatory or violent behavior or beliefs, upon two-thirds majority vote of the Active Members present at a duly constituted meeting of the Active Membership of the corporation in full accordance with the general Not-For-Profit Corporation Law of the State of Missouri.

Section 3. The corporation shall fill all staff positions in accordance with Equal Employment Opportunity Commission guidelines and in adherence with Section 1 of this Article.

**Article IV – Volunteers**

Section 1. Classes of volunteers. There shall be three classes of volunteers as follows: Active Members, Programmers and Basic Volunteers. The Active Members shall have the power to designate such other classes, as they deem necessary through changes in these Bylaws.

Section 2. Any person who wishes to become a volunteer must agree to contribute reliable work to the corporation. Volunteer service is defined as work assigned to the volunteer by any committee, the Active Member Chair, the Volunteer Coordinator, any member of the Board of Directors, or staff. If work is not available to any volunteer, the volunteer will still be deemed to have contributed regular service to the corporation, subject to the judgment of the Membership Committee.

Section 3. Volunteers shall maintain their time sheets, and will submit a copy to the Secretary of the corporation for registration by the fifteenth day of the following month.

Section 4. A person may fall within more than one category of volunteer.

Section 5. A person may provide volunteer service to the corporation from time to time without becoming a volunteer under these Bylaws.

#### **Article V - Basic Volunteers**

Section 1. A Basic Volunteer is anyone serving hours of work, without pay, to the corporation who may provide work which is less consistent or in lower quantity than those necessary to qualify for Active Membership as described in Article VII, who has submitted an application and been approved as a Basic Volunteer by the Volunteer Coordinator or other appropriate staff.

Section 2. Basic Volunteers are encouraged to attend and participate in all corporation meetings, but shall not have voting rights in the corporation. The Board shall, however, make provisions for Basic Volunteers' concerns and views to be brought to the attention of the Board.

#### **Article VI - Programmers**

Section 1. A Programmer is a person with regular and ongoing responsibility for presentation of a radio show aired on KKFI-FM and who contributes on a regular basis (or fill-in basis) to the content of a radio show, including but not limited to producers, engineers, announcers, and disc jockeys. Any person who wishes to become a Programmer must agree to contribute regular and reliable work to the corporation, and have read and agree to support our Mission and Philosophy Statements. Regular service is defined as performing a minimum number of hours, as recommended by the Programming Committee and approved by the Board, of volunteer service to the corporation each month for a minimum of six months.

Section 2. A Programmer shall have had the applicable training and have passed the applicable test for the position which the Programmer holds.

Section 3. Programmers shall be entitled to vote for the election of two Programmer Representatives to the Board as described in Article IX.

#### **Article VII – Active Members**

Section 1. Active Membership shall be composed of qualified persons chosen in the manner provided herein below.

Section 2. Any person who wishes to become an Active Member must agree to contribute regular and reliable work to the corporation, and have read and agree to support our Mission and Philosophy Statements. Regular service is defined as performing a minimum number of hours, as determined by a majority vote of the Active Members each year at their annual meeting, of volunteer service to the corporation each month for a minimum of six months.

Section 3. Each volunteer who has submitted approved volunteer time sheets documenting regular service shall be a candidate for Active Membership, provided that such volunteer submits an application as follows: Any person interested in becoming an Active Member of the corporation shall submit an application in a form approved by the Active Membership to the Secretary of the corporation, declaring that he or she has fulfilled the criteria for Active Membership and is eligible for election to Active Membership as provided in this Article VII.

Section 4. Candidates for Active Membership shall be presented to the Active Members under sponsorship of two Active Members. Said candidates shall be approved for membership by a majority of the Active Members present at a duly constituted meeting. Such vote shall be based solely on the criteria for membership established by these Bylaws.

Section 5. A majority of the Active Members at a meeting at which a quorum is present may suspend or expel a member for cause, after an appropriate hearing at a regular or special meeting of the Active Membership. Such cause may include, but not be limited to, failure to maintain volunteer hours, a consistent failure to carry out assigned responsibilities and other good cause shown.

Section 6. Any Active Member may resign by filing a written resignation with the Secretary of the Board of Directors, but such resignation shall not relieve the member so resigned of the obligation to pay any assessments or other charges theretofore accrued and unpaid.

Section 7. One-third (33 1/3%) of the Active Members (other than Active Members on medical leave as provided in Section 12) must be present at an Active Member meeting to constitute a quorum. The act of the majority of the Active Members at a meeting at which a quorum is present shall be an act of the Active Members unless a greater proportion is required by the general Not-For-Profit Corporation Law of the State of Missouri, the articles of incorporation, or other provisions of these Bylaws.

Section 8. Regular meetings of the Active Members shall be held at least quarterly, at 6:30 pm on the first Monday of January, April, July, and October. If that date falls on a holiday as recognized by the federal government, the meeting shall be held on the next Monday. When the 4<sup>th</sup> of July holiday falls within three days after the first Monday in July, the July meeting shall be held on the second Monday. The Active Member Chair will set the location of regular meetings and notify all interested parties of such location at least seven days prior to each meeting. Active Members may provide for additional regular meetings by a majority vote at a duly constituted meeting.

Section 9. Special Active Member meetings may be called by the Board or by any five Active Members. Written or printed notice stating the place, day and hour, and the purpose or purposes for which the meeting is called shall be delivered not less than seven days or more than 25 days before the date of the meeting, either personally, by mail, or by electronic mail to each person entitled to vote at such meeting. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail addressed to the Active Member at her / his address as it appears on the records of the corporation, with first-class postage thereon pre-paid. If sent by electronic mail, such notice shall be deemed to be delivered when successfully sent from the corporation's electronic mail server or otherwise sent with proof of successful electronic delivery. The names of the convening members shall be affixed to the notice of any meeting.

Section 10. The Active Members shall, at the annual meeting described in Article XII, Section 1, elect an Active Member to preside at their meetings. The person elected to preside over the Active Member meeting shall sit ex-officio to the Board, and shall have a vote on any question that comes before the Board. The election of an Active Member Chair shall be for a term of one year (a "full term" for this position), except in the case of special elections pursuant to Article IX, Section 9, in which case the term shall extend until the next regularly scheduled annual election (a "partial term"). No person shall be eligible for election as Active Member Chair for more than two consecutive full terms. However, a person may serve a partial term in the position prior to such elections as indicated above, and may again be elected to the position after vacating it for at least one full term. In the absence of the presiding Active Member at any Active Member meeting, the members attending shall select another person to preside over that same meeting. The Active Member Chair may be removed from office by a majority vote at any duly constituted Active Member meeting.

Section 11. Active Members shall not vote by proxy or by absentee ballot, nor shall they be entitled to accumulate votes in the election of any director. Each Active Member present at a duly constituted meeting shall be entitled to one vote on each matter submitted to a vote of the Active Members.

Section 12. An Active Member may have a temporary leave of absence (a "medical leave") for a period of not in excess of six months when the "serious health condition" of an Active Member or covered family member of an Active Member prevents an Active Member from working (if then employed), carrying out such person's responsibilities as an Active Member of the corporation and engaging in other regular daily activities. For purposes of this policy, a serious health condition means an illness, injury, impairment or physical or mental condition that involves: (a) any period of incapacity or treatment in connection with or as a consequence of in-patient care in a hospital, hospice or residential medical care facility requiring absence from work, KKFI responsibilities and other regular daily activities for an extended period of time; (b) any period of incapacity requiring absence from work, KKFI responsibilities and other regular daily activities for an extended period of time that also involves continuous treatment by or under the supervision of a healthcare provider; (c) continuous treatment by or under the supervision of a healthcare provider for a chronic long-term health condition that is incurable or so serious that if not treated would result in a period of incapacity for an extended period of time; or (d) prenatal care. A temporary medical leave is also available for a period of not in excess of six months following the birth or adoption of a child.

For purposes of this Section, a covered family member is defined as a child (including step-child, foster child, adopted child, legal ward), a spouse, a life partner, or a parent (or a guardian who served as parent when the employee was a child), or a parent-in-law.

Application for medical leave must be made by or on behalf of the Active Member to the Active Member Chair. The Active Member Chair may request such documentation as is necessary to

demonstrate that the Active Member is entitled to medical leave under this Section, and the Active Member Chair may deny medical leave if compliance with this Section cannot be demonstrated.

During a period of medical leave, an Active Member will be excused from having to fulfill the minimum monthly hourly volunteer service requirement for the month(s) of medical leave. Further, the absence of an Active Member on medical leave will not be considered in determining whether a quorum exists for the conducting of business at any Active Member's meeting.

### **Article VIII - Committees**

Section 1. The Active Members will nominate and elect a minimum of five and up to nine members to the following standing committees:

- Finance
- Governance
- Grievance
- Membership
- Programming

In addition, the Board of Directors will appoint at least one and no more than two Board Members to each committee for the purpose of fostering communications between the Board and the committees. Board members so appointed shall be voting members of a committee, but their presence shall not count toward a quorum of the committee.

Each committee shall elect its chairperson, and may remove members that fail to attend more than three consecutive meetings by a majority vote of all those present. Committees may also remove members that consistently fail to carry out assigned responsibilities by a majority vote of all those present. Committee members who have missed three consecutive meetings without excuse shall be deemed to have resigned from the committee. All vacancies shall be filled by nomination and election at the next Active Member meeting.

The committee chairperson will notify the Active Members chair within 5 business days of the announcement of any vacancies. The Active Members chair will notify the Active Members at least 2 weeks in advance of any election to fill vacancies on a Standing Committee, if possible. Notification shall be made in the usual manner(s) employed at that time to notify Active Members of upcoming meetings and regular business matters of the corporation.

One-third (33 1/3%) of the members of a standing committee (excluding appointed Board members), but in no event fewer than 3 persons, must be present at a standing committee meeting to constitute a quorum.

Nothing in these Bylaws shall prevent a committee from obtaining the assistance of non-committee members with committee activities, nor in forming subcommittees which may include persons who are not members of the committee.

Each standing committee is encouraged to establish goals for the committee to accomplish, all as may be set forth more fully in a Policy Manual. Standing committees shall report their activities and progress toward goals at each Active Members meeting.

Committee members and members of any subcommittee of a committee may be, but are not required to be, Active Members.

Section 2. The standing committees shall provide proper notice and keep minutes of all meetings, and shall file the minutes with the Secretary. The chairperson of each standing committee or his or her designee shall be responsible to inform all committee members of meetings. The standing committees shall submit all recommendations to the Board of Directors for implementation.

Section 3. Responsibilities of Standing Committees.

A. Finance Committee. The Finance Committee shall provide oversight of all fund raising efforts and events, and shall work with the Treasurer to develop and provide oversight of the budget. The Finance Committee will also recommend the selection of an independent CPA to provide an annual certified audit.

B. Governance Committee. The Governance Committee shall provide oversight of documents governing the corporation and its operations, including the KKFI Programmers Policy and Operations Manual and these Bylaws. The Governance Committee shall recommend revisions thereto if appropriate.

C. Grievance Committee. A grievance is defined as any complaint brought by any Active Member(s), Volunteer(s), Programmer(s), Board member(s) or standing committee or ad hoc committee member(s) because of actions by any individual or group which are alleged to violate any law, rule, regulation, bylaw, station policy, or for unfair or discriminatory treatment. Grievances must be filed within 45 days from the later of (i) the date that the complained of action occurred, or (ii) the date that the complainant was informed of the complained of action or otherwise should have known of the complained of action.

The Grievance Committee shall investigate and conduct a meeting within 30 days of the filing of a grievance to hear a presentation of any grievance from both parties and from any witnesses either side should choose to present. Any member of the Grievance Committee shall recuse himself or herself from any grievance or complaint to which they are a party.

After hearing the presentation of the grievance from the parties involved, the Grievance Committee shall discuss and render a decision and a resolution to the grievance by majority vote. The appropriate party will carry out the decision and resolution of the Grievance Committee.

An appeal to the Board may be made only on the grounds that the Grievance Committee did not comply with the proper procedure or that its decision is in violation of any law, rule, regulation, bylaw, or station policy. If the Board decides by majority vote that the appeal is valid, it shall return the grievance to the Grievance Committee for reconsideration. The Grievance Committee shall alter its decision and/or resolution of the grievance to comply with the objections of the Board.

Alternatively, a grievance may be settled at any step when an agreement is reached that is satisfactory to all parties. The settlement shall be put in writing and signed by all parties, the Station Manager and the presiding officer of the Board of Directors.

D. Membership Committee. The Membership Committee shall provide oversight of the recruitment of new Basic Volunteers, Programmers and Active Members and the maintenance of a pool of trained volunteers. The Membership Committee shall assist the Secretary in the registration of volunteer hours.

E. Programming Committee. The Programming Committee shall provide oversight of the station's programming and schedule, its quality, and fulfillment of our mission.

The presumption is that programming decisions will be made for the good of the audience and the station and that cooperation is expected. Prior to the implementation of significant programming changes the Programming Committee will make reasonable efforts to advise interested parties of proposed changes and solicit feedback and comments, understanding there will be ongoing programming changes. The degree and nature of communications is dependent on the extent of proposed changes. The decision of Programming Committee if approved by the Board is final.

Section 4. Ad Hoc Committees. RESERVED.

Section 5. Nominating Committee. The corporation shall establish a Nominating Committee. It is expected that the Nominating Committee shall consist of one or more members of the Board of Directors, one or more Active Members and other Volunteers, one or more members of the Community Advisory Board, and such other persons as may be selected for the Nominating Committee by its members. There shall be staff support for the Nominating Committee. The Nominating Committee is responsible for the recruitment of new Board members, publicizing openings for the Board, interviewing the candidates, calling applicants' references, preparing recommendations regarding which applications merit interviews, and recommendations for or against election to the Board and explanation of such recommendations, and preparing a report to the Active Members and to the Board. In seeking candidates for election to the Board, the Nominating Committee shall consider such factors as it deems appropriate, including but not limited to the relevant experience and area(s) of expertise of potential candidates. If a Nominating Committee is not in place at least six (6) months in advance of any annual meeting of the Active Members, the Board of Directors shall take such steps as are necessary to establish a Nominating Committee.

The Nominating Committee shall recommend a slate of name(s) of proposed Directors together with background biographical material, which will be presented at the Active Members meeting at which the candidate(s) will be considered. Any candidate for election to the Board recommended by the Nominating Committee must have the qualifications for Board membership set forth in Article IX Section 1.

## **Article IX – Board of Directors**

Section 1. The property and business of the corporation shall be managed and controlled by the Board of Directors except as otherwise provided in these Bylaws. The Board of Directors

shall consist of thirteen Directors and, as provided in Article VII, Section 10, the Active Members Chair as an ex-officio member of the Board. Eleven of the thirteen Directors (the "Three-Year Directors") will be elected to staggered three year terms (in groups of four, four, and three, which groups shall hereinafter be called "cohorts") by the Active Members at the regular annual meetings held in part for this purpose, which three-year terms will be considered a full term for those elected in this fashion. Two of the thirteen Directors (the "Programmer Representatives") shall be elected by the Programmers for a full term of one year at the regular annual meetings held in part for this purpose. In the case of special elections for these positions held pursuant to Article IX, Section 9, the term of those elected shall extend until the next regularly scheduled annual or tri-annual election as applicable (a "partial term"). No person shall be eligible for election as a Three-Year Director for more than two consecutive full terms, and no person shall be eligible for election as a Programmer Representative for more than two consecutive full terms. However, a person may serve a partial term in the respective position prior to such elections as indicated above, and may again be elected to the position after vacating it for at least one full election cycle (the period between regular annual elections). At least one Three-Year Director elected by the Active Members during each annual election to the Board of Directors shall be an Active Member. Any person may run for the Board of Directors, provided that such person meets the qualifications set forth below. Any Director is subject to removal from office by a majority vote of the Active Membership at a special duly constituted Active Member meeting called for the specific purpose of removing the director.

A candidate for election to the Board must have the following qualifications:

- a. Have read and agree to support the Mission and Philosophy Statements of the corporation.
- b. Commit to make an annual financial contribution to the corporation.
- c. Commit to provide regular and reliable work to the corporation, and to perform a minimum number of hours of work per month as determined by the Board.
- d. Have abilities in communication, listening and working toward group consensus in a way that is respectful of others.

Section 2. In consideration of any matter that affects employment, compensation, or reimbursement of any person who is related to a Board Member by blood or marriage within five degrees (e.g., first cousins once removed) or a person with whom a Board Member is cohabitating; such Board Members shall disclose the relationship and shall recuse him or herself from discussion and voting on the matter. In such a situation, the recusing Board Member shall not be counted toward a quorum.

Section 3. In addition to the requirements elsewhere in these Bylaws, no person shall be eligible for election as a Director or Active Member Chair who, as of a regular annual election (or the last preceding regular annual election in the event of a special election), has served three consecutive full terms on the Board in any capacity. However, a person will again be eligible for election as a Director or Active Member Chair after vacating a position on the Board, whether as Director or Active Member Chair, for at least one full election cycle (the period between regular annual elections). For purposes of this section only, a partial term that is greater than half of a full term for a position shall be considered a full term.

Section 4. Regular meetings of the Board of Directors shall be held at least quarterly, with the first meeting of the new Board to be held within one month following their election to the Board



by the Active Members at the annual Active Members meeting. The Board may provide, by resolution, the time and place for holding additional regular meetings. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 5. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at the principal office of the corporation or at such other place as the Directors may determine.

Section 6. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice delivered personally or sent by mail or electronic mail to all interested persons at her / his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with first-class postage pre-paid thereon. If sent by electronic mail, such notice shall be deemed to be delivered when successfully sent from the corporation's electronic mail server or otherwise sent with proof of successful electronic delivery.

Section 7. The majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, the majority of the Directors may adjourn the meeting from time to time, without further notice. A Director may participate in a meeting of the Board through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Any vacancy occurring on the Board of Directors shall be filled within ninety days by a special election of the Active Members or Programmers, as applicable, based on whether the vacancy occurs with respect to a Three-Year Director or Active Member chair, or a Programmer Representative, respectively. A Director elected to fill a vacancy at a special election shall serve for the unexpired term of the predecessor in office. Notwithstanding this provision, if the next regularly scheduled election for the position vacated is scheduled earlier than ninety days from the date of the vacancy, then the vacancy shall go unfilled until that next regularly scheduled election and shall be filled at that time, subject to the exception below.

The Active Members chair or Programmer Representatives will notify the Active Members or Programmers as applicable at least two weeks in advance of any election to fill vacant positions on the Board. Notwithstanding the previous paragraph, if a Director resigns less than two weeks before an Active Members meeting, such vacancy shall not be filled at such meeting, and instead, a special meeting shall be scheduled of the Active Members or Programmers as applicable to fill such vacancy, which special meeting shall occur no less than two weeks and no more than six weeks after the announced resignation of the Board member.

Each cohort of Three-Year Directors must continue to contain at minimum one Active Member. If a vacancy is being filled in a cohort that, as a result of the vacancy, contains no remaining Active Members, then only Active Members shall be eligible to run for that vacancy.

Section 10. Elected Directors, as such, shall not receive any salary for their services nor shall they be eligible to derive any income, benefits, emoluments, or perquisites from any Mid-Coast operations or transactions. However, by prior resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for any regular or special meeting of the Board, or may reimburse a Director for doing business on behalf of the corporation.

Section 11. Any member of the Board of Directors of Mid-Coast Radio Project, Inc. who fails to attend more than two consecutive regularly scheduled Board meetings, shall be subject, at the third consecutive meeting, to replacement as a member of the Board, unless the Board shall accept good reason for such absence. Board members who have missed three consecutive regularly scheduled Board meetings without excuse shall be deemed to have resigned from the Board of Directors.

Section 12. Executive Committee. The Executive Committee shall be comprised of the officers of the Board of Directors and the Station Manager. The Station Manager shall have no vote.

Section 13. Responsibilities of the Executive Committee. The responsibilities of the Executive Committee shall include implementing the policies of the Board of Directors, and assisting in the management of the station in the absence of a Station Manager. The Executive Committee shall meet prior to every Board meeting to determine the agenda. The Executive Committee will meet at other times as the President shall determine. The Executive Committee shall report to the Board of Directors at every Board meeting.

## **Article X – Officers**

Section 1. The Board of Directors shall choose the following officers of the corporation: a President, one or more Vice-Presidents, Secretary, and Treasurer. No person shall hold more than one office at one time. All officers excepting the Secretary and Treasurer must be chosen from the Active Membership. The Board of Directors may appoint an assistant Secretary and Treasurer.

Section 2. The President shall preside over all Board meetings, generally manage the affairs of the corporation, and authorize people to act on behalf of the corporation.

Section 3. In the absence of the President, the first Vice-President shall act in her / his behalf, presiding over meetings and managing the affairs of the corporation.

Section 4. The President, Vice-President, Treasurer and Secretary of the corporation shall have the authority to sign checks, and with Board authority enter into any contract or execute any instrument in the name of and upon behalf of the corporation except selling, pledging or otherwise encumbering the majority of the corporation's assets. Any check signed or document executed must have the signature of two of these officers. Where checks are concerned, the two signers should be the President and Treasurer unless one or the other or both are unavailable or would be, directly or indirectly, a beneficiary of the check. A two-thirds majority vote of a duly constituted meeting of the Active Membership is required to approve selling, pledging or otherwise encumbering the majority of the corporation's assets. Subject to rules established by the Finance Committee, the corporation may enter into automated or electronic bill payment arrangements when appropriate.

Section 5. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and fulfilled in any meeting of the Board of Directors. Each officer shall hold office until her / his successor has been duly elected and qualified.

Section 6. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors for cause, but such removal shall be without prejudice to contract rights if any, of the officer so removed.

Section 7. The vacancy in any office, because of death, resignation, removal, disqualification or any other reason, shall be filled by the Board of Directors for the unexpired portion of the term at their next meeting.

Section 8. The roles of the Officers of the organization shall be defined as follows:

The President shall:

- Assess the needs of the organization and communicate them to the Board and Active Members to initiate a process of strategic planning.
- Chair regular and special Board of Directors meetings.
- Prepare and distribute agendas prior to Board meetings.
- Accept and make nominations to ad-hoc committees to be approved by the Board.
- Ensure all committees adopt goals and objectives.
- Provide support to committees to fulfill their goals and objectives.
- Complete corporate paperwork, including annual reporting as required by outside agencies.
- Co-sign checks, contracts and other instruments as approved by the Board.
- Provide the organization with an annual state of the organization report at the third regular meeting of each year.
- Complete all other duties specified elsewhere in these Bylaws.

The Vice-President shall:

- Act as President in absence or unavailability of the President.
- Provide support to the President and to other officers at the discretion of the Executive Committee.
- In the absence of the President, co-sign checks, contracts and other instruments as approved by the Board.
- Complete all other duties specified elsewhere in these Bylaws.

The Secretary shall:

- Be responsible for minutes of each Board meeting as well as typing and distributing meeting minutes in advance of the next Board meeting.
- Be responsible for the collection and filing of committee minutes and reports.
- Coordinate completion of paperwork in order to open or change signatures on bank accounts.

- Distribute new or amended policies to all volunteers and Board members, and maintain the master copy of the policy manual.
- Assume responsibility for Board officer elections in accordance with the Bylaws.
- In the absence of the Treasurer, co-sign checks, contracts and other instruments as approved by the Board.
- Complete all other duties specified elsewhere in these Bylaws.
- Be a member of the Membership Committee.

The Treasurer shall:

- Be a member of the Finance Committee.
- Ensure that monthly financial statements for the preceding month are available to the Board of Directors prior to each meeting.
- Ensure that the annual budget is presented to the Board of Directors for approval in a timely manner. It is expected that the annual budget will be presented for approval in December for the following fiscal year.
- Act as a liaison between corporation, accountant and/or bookkeeper, and auditor with regard to all financial matters, and to ensure timely completion of an annual corporate audit.
- Help review financial policy on an ongoing basis, formulate proposed changes and make recommendations to the Board.
- Co-sign checks, contracts and other instruments as approved by the Board.
- Complete all other duties specified elsewhere in these Bylaws.

#### **Article XI – Community Advisory Council**

Section 1. There shall be a community advisory council consisting of not more than twenty-five (25) members.

Section 2. These members shall be appointed by the Board of Directors to serve in the capacity of community advisory council. The purpose of this council is to study and make recommendations to the Board of Directors concerning problems of community radio or other aspects of this organization in order to further the purposes set forth in Article I of these Bylaws.

Section 3. This council may be invited to attend regular meetings of the Board of Directors, but shall have no vote at such meetings.

Section 4. The term of office for a member of the community advisory council shall be for three years. Members of the community advisory council may be appointed at any regular or special meeting of the Board of Directors. There is no prohibition against a member of the community advisory council serving consecutive terms of office.

#### **Article XII – Meetings and Elections**

Section 1. The annual meetings of Active Members shall be held on the first Monday in April of each year, at the principal office of the corporation, or at such other place as is designated. If that date falls on a holiday as recognized by the federal government, the meeting shall be held on the next Monday. The Active Member Chair will set the location of regular meetings and notify all interested parties of such location at least seven days prior to each meeting.

Section 2. The annual meeting of the Board of Directors shall be held within one month after the annual meeting of Active Members.

Section 3. At the duly constituted annual meeting the Active Members shall elect members of the Board of Directors in place of those whose terms are about to expire.

### **Article XIII – Fiscal Year**

Section 1. The fiscal year shall be January 1<sup>st</sup> through December 31<sup>st</sup> and shall remain so unless there is a compelling business reason to change. If such a reason is identified, the board shall notify the accountant and shall comply with all IRS requirements for prior approval to change the fiscal year.

### **Article XIV – Books and Records**

Section 1. The corporation shall keep correct and complete books and records of accounts, and shall submit those books to an independent CPA selected by the Board of Directors for a certified audit within 30 days of the end of each fiscal year. The Secretary of the corporation shall keep correct and complete minutes of the proceedings of the Board of Directors, Active Members, and all committees. The corporation shall make available at each meeting of the Board of Directors and the Active Members our current financial statement. At the request of any Active Member or Board member, the corporation shall provide detailed financial information on any transaction except individual wage and salary information.

### **Article XV – Seal**

Section 1. The corporate seal of the corporation shall bear its full correct name, arranged in the outer edge in a circular form. The words “Corporate Seal” and “Missouri” shall also appear on the seal.

### **Article XVI – Notice**

Section 1. All notices will be given in compliance with the current provisions of Missouri’s general not-for-profit statute, the Corporation for Public Broadcasting minimum requirements, and these Bylaws.

### **Article XVII – Amendments**

Section 1. The Bylaws may be altered, amended, or repealed by the affirmative vote of a two-thirds majority of the Active Members at a duly constituted meeting.

Section 2. An amendment to the Mid-Coast Radio Bylaws may only be proposed by a Mid-Coast Radio Project, Inc. Active Member.

Section 3. These Bylaws may be amended only when a proposed bylaw change is submitted in writing to the Secretary; copies are made and distributed to the Active Members, and the proposed bylaw change is read by the Secretary or an acting Secretary at the next scheduled Active Member meeting, and also read at the next Active Member meeting and voted on after the second reading.

## **Article XVIII – Parliamentary Authority**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation and all of its meetings in all cases to which Robert's Rules of Order Newly Revised are not inconsistent with these Bylaws and any special rules of order the Active Members may adopt.

## **Article XIX- Certification, Storage and Implementation of these Bylaws**

Section 1. The Secretary of the Board of Directors shall certify these Bylaws as the current, true and accepted Bylaws of the organization by affixing the seal of the corporation to them, and shall submit a certified copy of these Bylaws to the Jackson County Recorder of Deeds for recording, and cause a copy to be posted to the organization's web site.

Section 2. If these Bylaws are amended, the Secretary of the Board of Directors shall certify the amendment, create a revised set of Bylaws that will supersede all previous versions, and submit a certified copy of these Bylaws to the Jackson County Recorder of Deeds for recording, and cause a copy to be posted to the organization's web site.

Section 3. All forms, policies and procedures shall be revised within 45 days of adoption to ensure full compliance with these Bylaws.

## **Article XX- Glossary**

Section 1. This Glossary shall be used to define the following terms:

- Absence of officer— An occasion when an elected officer is unable and/or unwilling to perform the duties of the office to which he or she was elected.
- Cause— Violations of the standards set forth in this document.
- Duly constituted— Formed or composed in accordance with standards set forth in this document.
- Emoluments— Profit from office, employment or labor; compensation; perquisites, fees or salary; advantage; benefit. Food and beverages provided at meetings and volunteer activities shall not be considered an emolument.
- Perquisites— Incidental gain or profit resulting from employment, elected position, or membership in the organization.
- Recuse - Shall abstain from discussion and voting on any matter.
- Regular - Of or having a frequency set forth in this document; occurring at fixed intervals.
- Reliable Service - Performance as promised or required
- Shall - Obligated, just.

I, Spencer Graves, certify that this is an official copy of the bylaws as amended by the Active Members of the Mid-Coast Radio Project, Inc. The bylaws were last amended after certain changes proposed by the Governance Committee were read to the Active Members on January 7, 2019 and read again and approved by a majority vote at the April 1, 2019 Active Members meeting.

Certified by:

*Spencer B Graves*

Spencer Graves, Secretary of the Corporation

[Corporate Seal]



**ACKNOWLEDGEMENT**

STATE OF MISSOURI            )  
  ) ss.  
COUNTY OF JACKSON        )

BE IT REMEMBERED that on this 30th day of August, 2019, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came Spencer Graves, Secretary of Mid-Coast Radio Project, Inc., personally known to me to be the same person who executed the foregoing instrument of writing as such officer, and duly acknowledged the execution of the same to be the act of the corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal, the day and year last above written.

*Glenna J. Osborn*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
1-28-2023

