

Boulder Community Broadcast Association, Inc. dba KGNU Radio  
Bylaws, Ratified September 2014

PREAMBLE

The KGNU Board, in order to promote the smooth, efficient and harmonious operation of our community radio station and the Board, has developed these Bylaws and modified them over time based on the experience of past and present boards.

ARTICLE I

CORPORATION NAME, PURPOSES, AND MISSION

1.1 Name

The name of the Corporation is Boulder Community Broadcast Association, Incorporated (BCBA), doing business as KGNU Radio (KGNU).

BCBA is organized as a private, non-governmental, nonprofit Corporation under the laws of the State of Colorado and pursuant to IRS Section 501(c)(3), to furnish non-commercial broadcast, content distribution services, high-quality educational, cultural, music, news and public affairs programs.

To that end, BCBA is empowered, but is in no way limited, to obtain and hold appropriate authorizations from the Federal Communications Commission; to construct, operate, and maintain noncommercial educational broadcast stations; to obtain and to hold by contribution, deed, or lease real or personal property and funds to be used in connection with the operation of broadcast stations; and to solicit and accept, in trust or otherwise, money and property to be used for these purposes, and to do all other legal activities consistent with these Bylaws.

1.2 Purposes and Mission

KGNU Mission Statement

KGNU is an independent, noncommercial community radio station licensed in Boulder and Denver and dedicated to serving its listeners. 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, groups, issues and music that have been overlooked, suppressed or under-represented by other media.

KGNU depends on community Volunteers, coordinated by paid Staff, to produce quality programming. We rely on our audience for financial support. The Board of Directors of the Boulder Community Broadcast Association, Inc., is the licensee and is legally responsible for the conduct of station activities. The Board hires a Manager who is responsible for managing the Station and hiring other Staff. The Board, Staff and Volunteers are committed to collaboration with each other.

The Station seeks to expand the listening audience through the excellence of its programming without compromising the principles stated here.

ARTICLE II

OFFICES

2.1 Principal Office

The Principal Office of BCBA shall be located at 4700 Walnut Street, Boulder, Colorado, 80301.

2.2 Other Offices

BCBA may also have offices at such other places, either within or without the County of Boulder, as the Board shall determine.

2.3 Registered Office

The Registered Office of BCBA, required by the Colorado Corporation Code to be maintained in the State of Colorado, may be, but need not be, identical to the Principal Office in the State of Colorado, and the Board may change the address of the Registered Office from time to time.

## ARTICLE III

### BOARD OF DIRECTORS

#### 3.1 Powers and Duties

The affairs of the Corporation shall be controlled and managed by its Board, except as otherwise provided in the Colorado Corporation Code or the Articles of Incorporation.

The Board, through its agents, in order to carry out the purposes of the Corporation, shall:

- Manage the business and property of the Station,
- Provide for the operation of the broadcast facilities,
- Make decisions of policy,
- Employ, appoint, or remove employees, agents, and representatives, and
- Do all other things in the management of the business, property, and affairs of this Corporation necessary to carry out its purposes.

Nothing contained herein shall prevent the Board from delegating any management responsibility to the Station Manager as the Board may deem appropriate.

The Board shall elect the following officers: a Chair, a Vice Chair, a Secretary, and a Treasurer, from among its membership as it deems necessary for the conduct of the affairs of BCBA.

#### 3.2 Composition of the Board

The Board shall comprise no fewer than seven and not more than fifteen elected people, and the Station Manager.

#### 3.3 Committees of the Board

The Board empowers its committees. The committees report to and make recommendations to the Board and KGNU Staff.

#### 3.4 Compensation of Board Members

Board Members shall be entitled to receive reimbursement of expenses incurred for their services to the Board in such amounts and on such terms as the Board shall determine from time to time, but shall receive no compensation for serving as members of the Board. Nothing contained herein shall preclude a Board Member from receiving compensation from BCBA for the services rendered to BCBA in some other capacity.

##### 3.4.1 Staff or Contract Workers

With the exception of the Station Manager, who serves as an ex-officio Board Member, no Board Member may simultaneously be a KGNU Staff Member or be under contract with the station in an ongoing, continuous financial relationship.

## ARTICLE IV

### NOMINATION, ELECTION, AND SERVICE OF BOARD MEMBERS

#### 4.1 Board Candidate Nomination

From time to time, the Nominating Committee, as defined in ARTICLE VII, COMMITTEES, shall present the name(s) of proposed Board Member(s) to the Board, and shall make such presentation together with background biographical material at a Board meeting at which the candidate(s) will be considered. No more than two candidates will be considered at one meeting.

##### 4.1.1 Board Applicant Requirements

In order to qualify for an interview with the KGNU Nominating Committee, a person must comply with all of the following conditions:

- Be a current KGNU Member in good standing for over one year,
- Endorse KGNU's Mission and share the values which it represents,
- Demonstrate abilities in communication, listening and working toward group consensus in a way that is respectful of others,
- Have attended at least two regularly scheduled Board meetings within 12 months of applying,
- Have attended two meetings of different KGNU Committees, at least one of which must be a Standing

Committee, within 12 months of applying, and

- Have completed the Board application.

#### 4.1.2 Board Candidate Requirements

In order to qualify for Board candidacy, an applicant must comply with both of the following conditions:

- Have completed Board Applicant Requirements, listed above in Article 4.1.1, and
- Have been interviewed by and nominated by KGNU's Nominating Committee.

#### 4.1.3 Board Member Requirements

In order to become a Board Member, a Board Candidate must have been interviewed and elected by the Board.

#### 4.1.4 Board Member Duties and Responsibilities

New Board Members must agree to do the following:

- Read and understand these Bylaws, and the KGNU Mission Statement,
- Review Board minutes for the past year,
- Know how to locate public documents kept by KGNU,
- Attend all Board meetings (see Article 4.3.3 Board Meeting Attendance),
- Keep current on KGNU by reading the emails to the Board and Volunteers, by reading the program guides, and by listening to as many KGNU programs as possible,
- Volunteer at least 12 hours per month at or for KGNU, which includes committees, outreach, office work, events, and fundraising,
- Be an active member of at least one Committee,
- Refrain from using Board affiliation or authority for personal gain or to influence or promote anything other than KGNU, nor for personal gain or influence within KGNU, and
- Participate in all fund drives.

#### 4.1.5 Guidelines for Board Member Application Process

The process is intended to leave both the applicant and the Board free to accept or reject each other.

Participating in this process in no way presumes that an applicant will join the Board.

Applicants attending regularly scheduled Board and Committee meetings may ask questions, offer their opinions and comment on the proceedings.

The Board of KGNU is committed to nondiscrimination based on gender, race, creed, religion, national origin, color, disability, marital status, sexual orientation and gender variance for the purpose of service, employment, membership or leadership.

#### 4.2 Board Member Election

To be elected to the Board, a candidate must receive at least two-thirds of the votes cast by Board Members in attendance at a regularly scheduled Board meeting. For voting guidelines, see Article 6.3, Voting.

#### 4.3 Board Member Terms and Term Limits

##### 4.3.1 Board Member Terms

A term is the period of time during which a person serves as a Board Member. KGNU Board terms are three years. A term commences at the adjournment of the meeting at which the candidate is elected. A term concludes at the adjournment of the last meeting of the Board Member's three-year term, or upon removal (see Article 4.3.6, Board Member Removal), resignation (Article 4.3.5, Board Member Resignation), or death.

##### 4.3.2 Board Member Term Limits

An elected Board Member may not serve more than two terms. The two terms need not be served consecutively. A Board Member shall not be eligible for reelection after concluding a second term, except in the case of a Provisional Board Member in the case of an unexpected drop in Board Membership (see Article 4.4.1.2 Provisional Board Member Requirements) or Interim Board Member in the case of a successful Board Recall (see Article 14.C.11, Interim Board Member Election Results and Interim Board Member Terms).

##### 4.3.2.1 Abbreviated Board Member Application Process for Consecutive Terms

A consecutive term is when the second term follows the first term with no interruption. In order to serve a

consecutive term, the Board Member must:

- Meet the requirements for being a Board Member (see Article 4.1.3, Board Member Requirements),
- Submit a letter of intent to the Nominating Committee and Board, and
- Have been reelected by the Board (see Article 4.2, Board Member Election). The Board may choose to ask the Nominating Committee to assist with the process.

#### 4.3.3 Board Meeting Attendance

##### 4.3.3.1 Board Meeting Attendance Requirement

Board Members are expected to attend all Board meetings.

##### 4.3.3.2 Physical and Remote Attendance at Board Meetings

Board Members shall be physically present for at least three Board meetings per calendar year, or two if the Board is only meeting bimonthly.

In the case that conferencing technology is available, remote attendance is valid only if the remote attendee(s) can participate directly with the Board Members at the Board meeting, and the attending Board Members can hear and interact directly with the remote attendee(s).

##### 4.3.3.3 Annual Meeting Attendance

Board Members are required to attend the Annual Meeting in person.

Remote Attendance (see Article 4.3.3.2, listed above) is not permitted at the Annual Meeting (see Article 6.2.3, Annual Board Meetings).

##### 4.3.3.4 Failure to Attend

###### 4.3.3.4.1 Missing Three Meetings in One Calendar Year

A Board Member who misses three Board meetings in a calendar year will be contacted by the Chair.

###### 4.3.3.4.2. Missing Three Consecutive Board Meetings

Any Board Member who has missed three consecutive Board meetings, not including special meetings (see Article 6.2.4, Special Meetings), shall be contacted by the Chair requesting reasons for such absences and requesting whether the individual wishes to continue Board service and informing the individual that failure to provide a reasonable justification for the absence may result in dismissal from the Board. At the next meeting following the forwarding of such notice, the Board shall, by two-thirds vote, determine the member's status.

###### 4.3.3.4.3. Missing More Than Half the Meetings of a Term

A Board Member who has not attended at least half the Board meetings over the course of the three-year term shall not be eligible for reelection to another term, without affirmative action of the Board to waive this rule.

#### 4.3.4 Board Member Leave of Absence

A leave of absence is a period of time during a Board Member's term when the member is excused from all Board duties and responsibilities. The Board shall approve this leave of absence and its length. During the leave of absence, the Board Member on leave is not an active Board Member, and as such, does not count toward vote requirements, minimum requirements or quorum requirement. A leave of absence does not extend the expiration date of the Board Member's term. The Board must approve any requested change to the original agreement.

#### 4.3.5 Board Member Resignation

A Board Member may resign at any time by giving written notice to any officer of the Board. Any resignation shall take effect at the time notice is received or before the next Board meeting is called to order. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective.

#### 4.3.6 Board Member Removal

A Board Member may be removed by a vote of two-thirds of the full Board (see Article 6.3.2, Secret Ballots). The action shall take place at a regular meeting of the Board, written notice of fourteen days having been given to all Board Members that removal of a specified Board Member shall be an order of business at such a meeting.

#### 4.4 Special Cases

Special Cases are special arrangements to allow the Board to be able to conduct business when the minimum

requirement of Board Members is not met, as defined in Article 3.2, Composition of the Board.

#### 4.4.1 Insufficient Board Membership

In the case of an unexpected drop in Board membership, causing the Board to go below its minimum requirement of members to conduct business, Provisional Board Members may be elected, sufficient to increase the number of active Board Members back to the minimum required to conduct business. An exception is made to Article 4.1, Board Candidate Nomination, which limits the number of candidates that can be considered at a meeting.

##### 4.4.1.1 Election of Provisional Board Members

This election will take place at the next regularly scheduled Board meeting. Provisional Board Members will be elected by a majority vote of all current Board Members, Nominating Committee members in attendance, and the Station Manager.

##### 4.4.1.2 Provisional Board Member Requirements

In order to qualify as a Provisional Board Member, the person must:

- Have served as a KGNU Board Member in the past,
- Be a current KGNU member in good standing for over one year, and
- Have been elected as described in Article 4.4.1.1, Election of Provisional Board Members.

A Provisional Board Member term for an individual, in this specific case, shall be no more than four regularly scheduled Board Meetings. Provisional Board Member terms will not count toward future Board terms, nor be limited by past terms, also known as “term limits”.

#### 4.4.2 Imminent Insufficient Board Membership

In the case of a looming drop in Board membership within the next two regularly scheduled Board meetings, the Application Requirements, as outlined in Article 4.1.1, Board Applicant Requirements, may be waived by a majority vote of Board Members, with the consent of the Nominating Committee, at the next regularly scheduled Board meeting, in order to abridge the application process for a specific individual.

#### 4.4.3 Board Recall and Interim Board Members

See Article XIV.

## ARTICLE V

### OFFICERS OF THE BOARD

#### 5.1 Nominations and Elections of Officers

##### 5.1.1 Board Composition

The Officers of the Board are the Chair, Vice-Chair, Secretary, and Treasurer. No two offices may be held by the same person.

##### 5.1.2 Board Officer Election

At the annual meeting, Board Officers shall be elected by a majority of the full Board. The Nominating Committee is responsible for canvassing Board Members yearly and as needed, in order to prepare a slate of candidates for Board Officers. The Nominating Committee recommends a full slate of Officers for the coming year and presents the slate at the Annual Meeting. See Article 6.3.2, Secret Ballots.

##### 5.1.3 Terms of Board Officers

The term of office for all Officers shall begin at the adjournment of the meeting in which the vote was taken, and shall expire at the adjournment of the next annual meeting. Officers may be re-elected pursuant to the procedures detailed in these Bylaws.

##### 5.1.4. Board Officer Vacancies

If a vacancy should occur by reason of resignation, expiration of term on the Board, incapacity, death or removal, the Board shall be so notified.

In the event of vacancy of an Officer position, an Officer shall be elected by a majority of the full Board at a regular Board meeting; the Officer's term ends on the adjournment of the next Annual Meeting.

The Nominating Committee can be charged with recommending a replacement to be elected.

The Board may elect a Board Member to fulfill the duties of an Officer on a temporary or interim basis by affirmative majority vote of the Board at a regular Board meeting.

#### 5.1.5 Board Officer Removal

Any elected Officer of the Board may be removed from office by a majority vote of the full Board.

#### 5.1.6 Officer Resignation

Any Officer of the Board may resign from the office at any time by giving written notice of resignation to the Chair or Secretary of the Board. Any such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

#### 5.2 Duties of Officers

KGNU uses a team approach to Board leadership, facilitated by the roles and responsibilities of Officers listed here.

Officers may be required to sign legal documents on behalf of the Corporation. Officers shall perform other duties assigned to them by the Board.

The Executive Committee (see 7.10.1, Executive Committee) comprises the Officers of the Board and the Station Manager.

##### 5.2.1 Chair of the Board

The Chair of the Board (hereinafter referred to as “the Chair”) shall preside at all meetings of the Board.

##### 5.2.2 Vice-Chair of the Board

The Vice-Chair shall perform the duties of the Chair in case of the Chair’s absence or inability to act. The Vice-Chair may be assigned additional duties as determined by the Board.

##### 5.2.3 Secretary

The Secretary shall maintain the corporate records, prepare and serve the corporate notices, and keep the minutes of all meetings of the Board.

##### 5.2.4 Treasurer

The Treasurer shall oversee the financial books and records of the Corporation.

The Treasurer will also serve as the Chair of the Budget Committee, and present an annual report to the Board on the financial health of the organization.

#### 5.3 The Station Manager

The Station Manager shall be hired by and report to the Board.

The Station Manager shall have the responsibility and authority for the day-to-day administration of the business of the Station under general supervision of the Board. The Station Manager is responsible for the station’s legal compliance.

The Station Manager’s duties shall be governed by the provisions of their contract of employment with the Corporation and any Board resolutions.

The Station Manager shall serve as an ex-officio non-voting member of the Board, and an ex-officio member of the Executive Committee.

The Station Manager does not count toward Board quorum.

## ARTICLE VI

### NOTICES, MEETINGS, AND VOTING

#### 6.1 Board Meeting Notices

##### 6.1.1 Nature and Manner of Calling Board Meetings

Meetings of the Board shall be called by the Chair and may be held at the Principal Office of the Corporation, or such other accessible place (see Article 7.5.1, Open Meeting Accessibility), within the greater Boulder and Denver area, as the Chair may from time to time designate, or as may be designated in the notice calling the Board meetings. All meetings of the Board shall be open to the public, except when the Board goes into Executive Session, as described in Article 6.2.5, Executive Session.

##### 6.1.2 Notification of Board Meeting Changes

For any Meeting requiring public notice, schedule or location changes within the notification period require unanimous approval by the Executive Committee. Reasonable efforts shall be made to notify the public in every case.

## 6.2 Board Meetings

### 6.2.1 Required Board Meetings

The Board must convene at least five and up to eleven regular meetings and one Annual Meeting each calendar year.

### 6.2.2 Regular Board Meetings

At least five and at most eleven regular Board meetings shall be held each year, with the meeting schedule posted at least one month in advance of each meeting on the Station's website and on the bulletin board at the Station. All active committees shall submit a report for all regular meetings, or on a regular basis, as defined by the Board.

### 6.2.3 Annual Board Meetings

There shall be an Annual Meeting of the Board. At the Annual Meeting the election of Board officers (see Article 5.1.2 Board Officer Election) shall occur and annual reports by Staff Members shall be presented. If no public notice is otherwise given, this bylaw shall constitute public notice that the Annual Meeting of the Board shall be November's regularly scheduled Board meeting, and will be held at the Principal Address of the Corporation. The Board may change the time or place of the Annual Meeting by majority vote; however, public notice on the Station's website and via email to the KGNU Volunteers, at least 14 days in advance, is required for any alternative time or place for the Annual Meeting.

### 6.2.4 Special Meetings

Special meetings of the Board may be called by or at the request of the Chair or a majority of Board Members. The person(s) authorized to call Special Meetings of the Board may designate the Principal Office of the Corporation, or such other accessible place (see Article 7.5.1, Open Meeting Accessibility), within the greater Boulder and Denver area, for holding any Special Meeting called. Public notice on the Station's website, and via email to the KGNU Volunteers, shall be given at the earliest possible time. The agenda of any Special Meeting shall be limited to that listed in the notice.

### 6.2.5 Executive Session

The Board shall close the meeting to the public, with exception of invited participants, in matters described in the Corporation for Public Broadcasting's (CPB's) Open Meeting Requirements. If any closed meeting occurs, the Board must make available, within a reasonable amount of time, a written statement explaining the reason for closing the meeting, as outlined in CPB's Open Meeting Requirements.

### 6.2.6 Quorum

At each meeting of the Board, the attendance of greater than one-half of the active Board Members, not counting the Station Manager, shall be necessary to constitute a quorum for the transaction of business. The acts of the majority shall be the acts of the Board unless otherwise stated in these Bylaws.

If there is an insufficient number of Board Members to constitute a quorum to conduct business, the attending Board Members shall hold a public meeting instead, and will not be able to come to order or make decisions.

### 6.2.7 Remote Meeting Attendance

See Article 4.3.3.2 Physical and Remote Attendance at Board Meetings.

### 6.2.8 Rules for Procedure

Rules for procedures shall be established by a vote of two-thirds of the Board present. If the Board fails to adopt a rule covering any point of procedure that may arise, Robert's Rules of Order may be used as a guide.

## 6.3 Voting Procedures

### 6.3.1 Voting

At KGNU, the Board strives to use the Quaker consensus model when possible. However, specific items, as required in these Bylaws or by outside organizations, require voting. For all other decisions, the Board can choose an option that suits the situation.

Each active Board Member shall have one vote. All matters that require a vote shall be determined by a majority vote of those present unless otherwise specified herein or required by Rules for Procedure (See Article 6.2.8, Rules for Procedure).

Board members on leaves of absence are not considered active Board Members, and are excluded from quorum requirements and voting.

Absentee Voting is disallowed.

Voting by Proxy is disallowed.

#### 6.3.2 Secret Ballots

Secret ballots are cast in writing and counted by an Officer of the Board. The only situations where secret ballots shall be used are:

- New Board Member elections,
- Elections for a Board Member's second term,
- Election of the slate of Officers, and
- Board Member removal.

Secret ballots may not be used in any other situation. In an exception to the secret ballot, remote attendees (see Article 4.3.3.2, Physical and Remote Attendance at Board Meetings) must abstain or declare their vote publicly.

#### 6.3.3 Conflict of Interest

No Board Member shall vote on a matter in which they have a conflict of interest. Rulings on a Board Member's conflict of interest in any matter pending before the Board shall be made by the legal counsel (the person(s) designated by the Board to advise and represent the Station in legal matters) to the Corporation. Where a conflict is possible, the Board Member shall abstain from voting on the matter in question, and may choose to recuse themselves from the matter entirely.

## ARTICLE VII

### COMMITTEES

#### 7.1 Preamble

KGNU Committees are essential to the smooth operation of the business of KGNU. Committees provide important in-depth analysis, representation of varying opinions to edify the Board or the Staff's discussions and decisions relating to policy and structure, and operational support for the Staff and Board in day-to-day operations. All Committee Members are expected to treat each other with respect and collegiality, and to strive for consensus wherever possible.

The Board empowers committees. The committees report to and make recommendations to the Board and Staff (see Article 3.3, Committees of the Board).

#### 7.2 Committee Definition and Classification

##### 7.2.1 Committee Definition

A KGNU Committee is a group of KGNU Volunteers and Staff Members that assists the Board and Staff by discussing, researching, or acting upon specific matters of concern to KGNU. All KGNU Committees are advisory to the Staff and the Board or provide work to support the Staff or the Board. It is not compulsory for the Board to follow a Committee's recommendation.

Some Committees, as outlined in their Purpose Statements, may implement some of their own recommendations.

##### 7.2.2 Classifications of Committees

7.2.2.1 Standing Committee. A Standing Committee is a required committee, as defined below (see Article 7.10, Standing Committees).

7.2.2.2 Ad-Hoc Committee. An Ad-Hoc Committee is created by the Board as needed.

7.2.2.3 Subcommittee. A Subcommittee is a committee formed by a Committee, which oversees it and is responsible for it. The Subcommittee must be working toward the same purpose as its overseeing Committee.

The Subcommittee reports to its overseeing Committee.

### 7.3 Committee Configuration and Obligations

#### 7.3.1 Committee Configuration

A KGNU Standing or Ad-Hoc Committee must have all of the following:

- Board confirmation (See Article 7.4.1, Board Confirmation),
- A Chair,
- Committee members, and
- A Board-approved Committee Purpose Statement.

#### 7.3.2 Committee Obligations

A KGNU Committee must:

- Publicly post a meeting schedule,
- Provide meeting summaries and report Committee activities to the Board at the Annual Meeting and as requested by the Board, and
- Fulfill the Committee's purpose.

### 7.4 Committee Formation

#### 7.4.1 Board Confirmation

The Board may, from time to time, by resolution, authorize the formation of a Committee, pursuant to these Bylaws.

All KGNU Committees are subject to review by the Board. The Board may make recommendations, and provide guidance and assistance to the Committee to achieve improvements.

#### 7.4.2 Ad Hoc Committee Renewal and Dissolution

To continue, an Ad-Hoc Committee and its Chair must be renewed by the Board at the Annual Meeting.

The Board can dissolve an Ad-Hoc Committee by majority vote at a regular Board meeting.

### 7.5 Open Meetings

#### 7.5.1 Open Meeting Accessibility

All meeting places should be accessible, as per The Americans with Disabilities Act of 1990.

#### 7.5.2 Open Meeting Requirements for Committees

All KGNU committees may close a meeting to the public, with exception of invited participants, in matters described in the Corporation for Public Broadcasting's (CPB's) Open Meeting Requirements. If any closed meeting occurs, the Committee must make available, within a reasonable amount of time, a written statement explaining the reason for closing the meeting, as outlined in CPB's Open Meeting Requirements.

#### 7.5.3 Open Meeting Visitors

People who are not Committee Members may speak but not vote on issues.

### 7.6 Meeting Times

Committee meeting times will be posted in a public area at KGNU and on the Station's website.

### 7.7 Committee Chair

#### 7.7.1 Committee Chair Approval

Committee chairs must be approved by a majority vote of the Board.

#### 7.7.2 Budget Committee Chair

The Treasurer of the Board will serve as Chair of the Budget Committee.

#### 7.7.3 Committee Chair Obligations

The Committee Chair is responsible for scheduling the meetings, for making public each meeting's schedule, for running the meetings, and for providing all reports to the Board and Staff as requested.

### 7.8 Committee Membership

#### 7.8.1 Committee Members

All KGNU committees, except those listed in "Exceptions" below or waived by the Board, shall consist of:

- At least one but not more than three voting Board Members,
- At least one but not more than three Staff Members, and

- At least three Volunteers, who are not also Board Members.

Exceptions: Executive Committee (see Article 7.10.1, Executive Committee) and Redress Committee (see Article 7.10.5, Redress Committee)

#### 7.8.2 Committee Member Requirements

All Committee Members must agree to:

- Follow the committee's Purpose Statement,
  - Treat each other with respect and participate in a spirit of collaboration, and
  - Contribute to the Committee's work load regularly.
- For Standing Committees only: Committee Members must also have attended two meetings of the Committee, and have the Committee's approval to join.

#### 7.8.3 Committee Member Removal

For Standing Committees only: A Committee Member may be removed from the Committee by a vote of the majority of the Committee's full membership, with a seven-day notice that such an action will be proposed at the next regular meeting.

This decision may be appealed to the Board, which may overturn this decision at its discretion.

#### 7.9 Voting

All Standing Committee decisions are decided by group consensus or a majority vote of a quorum of its members.

Nonmembers may not vote.

#### 7.10 Standing Committees

The following Standing Committees shall be required:

- Executive Committee,
- Nominating Committee,
- Program Committee,
- Budget Committee, and
- Redress Committee.

##### 7.10.1 Executive Committee

###### 7.10.1.1 Executive Committee Composition

The Executive Committee shall comprise the officers of the Board and the Station Manager. The Chair of the Board serves as Chair of the Executive Committee.

###### 7.10.1.2 Executive Committee Purpose Statement

The Executive Committee shall:

- Implement policies of the Board,
- Meet prior to every Board meeting to determine the agenda, and at other times, as the Chair shall determine,
- Advise the Station Manager on personnel issues, and
- Oversee the search for a Station Manager when the position becomes vacant.

##### 7.10.2 Nominating Committee

###### 7.10.2.1 Nominating Committee Purpose Statement

The Nominating Committee is responsible for recruitment and recommendation of new Board Members, for making recommendations on continuing Board Members, and for presenting a slate of officers at the Annual Meeting. The Board may call on the Nominating Committee to help with Board development and effectiveness.

###### 7.10.2.2 Nominating Committee Responsibilities

The Nominating Committee shall:

- Nominate Board Member candidates for consideration to be on the Board (see Article 4.1, Board Candidate Nomination),
- Conduct interviews of qualified applicants and be responsible for nominating candidates to the Board (see Article 4.2, Board Candidate Requirements),
- Canvass the Board when a Board Member applies for a second term (see Article 4.3 Board Member Terms),

- Recommend a slate of Officers at the Annual Meeting (see Article 5.1.2, Board Officer Election), and
- Make recommendations on Officer elections as needed (see 5.1.4 Board Officer Vacancies).

#### 7.10.2.3 Special Cases of Voting

- Nominating Committee Members may vote in a Board Meeting in the following situations: Insufficient Board Membership (see Article 4.4.1, Insufficient Board Membership), and Provisional Board Member elections (see Article 4.4.1.1, Election of Provisional Board Members).
- Board Members who are also serving as Nominating Committee Members will not vote on Board Applicants or on consecutive-term Board Member applicants in the Nominating Committee meetings.

#### 7.10.3 Program Committee

##### 7.10.3.1 Program Committee Purpose Statement

The Program Committee is charged with:

- Meeting regularly to review KGNU programming in light of the Station's Mission and standards,
- Reviewing new programming on KGNU,
- Reviewing programs that have received complaints from listeners, Staff or Volunteers, and
- Assisting in improvement of programming as requested by Programming staff.

##### 7.10.3.2 Program Committee Membership

The Station Manager and all Staff Members responsible for programming decisions will serve on the Program Committee as nonvoting members. The remaining positions will be filled as described in Article 7.8.1, Committee Members.

##### 7.10.3.c Advisory Capacity of Program Committee

The Program Committee is advisory to the Staff Members who serve on it.

#### 7.10.4 Budget Committee

##### 7.10.4.1 Budget Committee Purpose Statement

The Budget Committee is charged with monitoring the Station's budget on at least a quarterly basis and works with the Station Manager in compiling the Annual Budget for approval by the Board.

##### 7.10.4.2 Budget Committee Membership

The Treasurer of the Board shall serve as Budget Committee Chair. The Station Manager and the Station's accountant shall be on the Committee.

The remaining positions will be filled by other Staff Members, Board Members and Volunteers as described in Article 7.8.1, Committee Members.

#### 7.10.5 Redress Committee

##### 7.10.5.1 Redress Committee Purpose Statement

The Redress Committee shall meet only when a request is filed by a Volunteer in response to their suspension or expulsion from the Station.

##### 7.10.5.2 Committee Members

The Board, at the Annual Meeting, shall select the Redress Committee Members and Chair. This Committee is an exception to Article 7.8.1, Committee Members.

##### 7.10.5.3 Redress Procedure

The KGNU Board shall maintain a Redress Procedure Policy document in the KGNU Policy File (see ARTICLE XIII, BYLAWS, MISSION, AND POLICY FILE). The Redress Committee must abide by the Redress Policy.

## ARTICLE VIII

### CONTRACTS, LOANS, CHECKS, AND ACCOUNTS

#### 8.1 Contracts

The Board may authorize by resolution any officer or agent, including the Station Manager, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. There may be limits on the dollar amount and duration of such contracts; such limits shall be governed by the provisions of the resolution.

## 8.2 Loans

The Board may affect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any person, firm or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation.

## 8.3 Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officer(s) or agent(s) of the Corporation and their authorized agents and in such manner as shall be determined by resolution of the Board.

The Board may, by resolution, adopt policies imposing spending limits.

## 8.4 Deposits and Accounts

All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such credit unions, banks, trust companies, or other depositories as the Board may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned, and delivered by any officer or agent of the Corporation as shall be determined by resolution of the Board.

### 8.4.1 Real Property

Without the explicit consent of the Board, neither the Station Manager nor any other agent shall have the authority to mortgage, sell, or allow claims or liens against real property or broadcast licenses owned by the Corporation.

## ARTICLE IX

### FISCAL YEAR

The Fiscal Year of the Corporation shall begin on the first day in October of each year and shall end on the last day of September of each year.

## ARTICLE X

### ANNUAL AUDIT

An independent Certified Public Accountant (CPA) shall audit the accounts of the Corporation annually in accordance with generally accepted auditing standards; and so long as the Station receives funds from the Corporation for Public Broadcasting (CPB), the CPA shall also conduct an audit according to specific standards required by CPB. The selection of the auditor shall be by the Treasurer and/or Station Manager, with Board consent, and overall supervision and review of the audit shall be by the Budget Committee, with Board supervision. The Budget Committee shall make copies of the reports of such audit, including letters, available to the Board. A copy of the audit shall be kept at the BCBA Principal Office.

## ARTICLE XI

### INDEMNIFICATION

This article provides certain protections for Board Members in situations where the Station may get sued, for example. The Station maintains insurance to help cover such costs. This insurance does not provide protection to Board Members who may exceed their authority as Board Members or if they commit fraud, or act in bad faith.

#### 11.1 Liability and Indemnification

In the absence of fraud, bad faith, or willful disregard of the Bylaws, or any action taken in excess of their authority, Board Members shall not be personally liable for BCBA's debts, obligations, or liabilities; and the Corporation shall indemnify any Board Member or former Board Member against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which said person is made a party by reason of being or having been such Board Member, except in relation to

matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for bad faith or intentional misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Board Member may be entitled under any statute, bylaw, agreement, vote of the Board, or otherwise.

#### 11.2 Insurance

The Corporation may purchase and maintain on behalf of any person who is or was a Board Member, officer, employee, or agent of the Corporation, comprehensive all-risk liability, including Board Member's insurance and libel and slander insurance and other such form of insurance as the Board Members shall determine. The Executive Committee and staff shall review insurance coverage annually.

### ARTICLE XII

#### COMMUNITY ADVISORY BOARD

##### 12.1 Community Advisory Board Creation and Appointments

There shall be a Community Advisory Board (CAB) as required under Section 396(k)(9) of the Public Telecommunications Financing Act of 1978. The CAB shall be appointed by and report to the KGNU Board; and the members shall be chosen without regard to gender, race, creed, religion, national origin, color, disability, marital status, sexual orientation and gender variance. Announcements for appointments to the CAB shall be made on an annual basis.

The Board may appoint a Chairperson and other persons to serve in various capacities to fulfill the obligations of the CAB as needed. No individual member of the public or representative of any particular organization or group has a legal right to membership on the CAB.

Per CPB requirements, the names of the current CAB members shall be posted on the station's website.

##### 12.2 Functions of the Community Advisory Board

The CAB shall submit an annual report to the Board that addresses the following four tasks mandated by the Public Telecommunications Act of 1978:

- Review programming goals established by the Station.
- Review the service provided by the Station.
- Review significant policy decisions made by the Station.
- Advise the Board as to whether the Station is addressing the specialized educational and cultural needs of the community served by the Station.

No recommendations by the CAB are required to be implemented.

##### 12.3 Meeting Requirements of the Community Advisory Board

The CAB shall meet twice per year in locations that provide access to as many listeners as possible. CAB meetings shall be open to all members of the community.

### ARTICLE XIII

#### BYLAWS, MISSION STATEMENT, AND POLICY FILE

##### Bylaws

##### 13.1 Bylaws Definition

The KGNU Bylaws are the rules that govern the internal management of the Corporation.

Many of these Bylaws are codification of working systems at the Station.

The Board may take steps to clarify terms and otherwise interpret the Bylaws in an effort to conduct business and fulfill the Station's mission.

These Bylaws strive to conform to state and federal law and CPB requirements. Should a conflict exist, state and federal laws and CPB requirements will take precedence.

##### 13.1.1 Bylaws Amendment

These Bylaws may be amended at a regularly scheduled meeting of the Board by a vote of not less than two-thirds of the full Board.

Public notice must be given at least 28 days prior to the vote. This notice shall be made on the Station's website, on the Volunteer email list, and on the bulletin board at the Station.

The full text of the proposed changes shall be made available at the Station's Principal Office during the entire public notice period.

#### 13.1.2 Bylaws Revision Tracking

The date of the most recent revisions to the Bylaws shall be recorded in the title of the Bylaws document.

### Mission Statement

#### 13.2 Mission Statement Definition

The KGNU Mission Statement (See ARTICLE I, CORPORATION NAME, PURPOSES, AND MISSION) summarizes KGNU's aims and values.

##### 13.2.1 Changes to the Mission Statement

Because its mission is at the heart of KGNU's activities, changes to the Mission Statement require ample opportunity for consideration and input from KGNU Volunteers and KGNU Members. The process to change the Mission Statement requires the following steps:

13.2.1.1 The Board will initiate and manage the Mission Statement revision process.

##### 13.2.1.2 Public Notice of Mission Statement Discussion

An open meeting will be held which shall include a reading of the current and proposed Mission Statements and a discussion of the implications of changing the mission.

The public shall be notified of this meeting by on-air broadcast twice a day for one week during regular business hours. In addition, at least one week before the meeting, there will be:

- A notice posted on the Station's website,
- A notice sent to the KGNU Volunteer email list, and
- A posting on the bulletin board at the Station's Principal Office.

##### 13.2.1.3 Vote to Continue Mission Statement Revision Process

If the Board agrees to continue the Mission Statement revision process by a simple majority vote, then a subsequent vote on changing the Mission Statement will be held at a subsequent, regularly scheduled Board meeting.

##### 13.2.1.4 Public Notice of Final Vote on Mission Statement

Public notice of 28 (twenty-eight) days shall be given that there will be a vote to change the Mission Statement. The public notice will specifically invite KGNU Volunteers and KGNU Members and inform them that they shall be able to vote on any change to the Mission Statement. During the public notice period, there will be:

- A notice posted on the Station's website,
- A notice sent to the KGNU Volunteer email list,
- A posting on the bulletin board at the Station's Principal Office, and
- A pre-recorded announcement to be aired on the air once per week during the morning or evening news, and once per week during daytime music programming. This announcement will be composed of the following text, with bracketed information filled in:

"KGNU's Board of Directors is considering a change to its Mission Statement. The Board of Directors will vote on the proposed change at its next meeting at [meeting location] on [meeting date and time]. Details of this change are available on the Station's website, kgnu.org, and at our Boulder Studio at 4700 Walnut St in Boulder."

The following text shall be added to the announcement once, within a week before the meeting:

"The current Mission Statement reads as follows: [read existing Mission Statement]. The proposed Mission Statement reads as follows: [read proposed Mission Statement]."

##### 13.2.2 Final Vote on Mission Statement

A change in the Mission Statement shall require a vote of not less than three-quarters of the full Board and a simple majority vote of all KGNU Volunteers, KGNU Members, and KGNU Staff Members in attendance.

To be eligible to vote, KGNU Members must be current and in good standing in their membership for over one

year. To be eligible to vote, KGNU Volunteers must have the Station Manager's acknowledgment of their contribution of service to the Station.

## Policy File

### 13.3 Policy File Definition

The Board may create policies and procedures to guide the governance and operations of the Station. Such documents will be maintained electronically in a shared, web-based service and as hard copies at the BCBA Principal Office. Policies may not conflict with the Mission Statement or the Bylaws.

#### 13.3.1 Changes and Additions to the Policy File

Policies and procedures may be created, changed, or removed at a regularly scheduled meeting of the Board by a simple majority vote.

## ARTICLE XIV

### RECALL OF THE BOARD AND PROVISION FOR INTERIM BOARD MEMBERS

#### 14.1 Preamble

The KGNU Board and KGNU Community, defined herein as the KGNU Staff, KGNU Volunteers, and KGNU Members, need to be united in their purpose, which is outlined in the Mission Statement. If the Board of Directors has irretrievably lost its alignment with KGNU's Mission, the KGNU Community can use this recall process to initiate a Board Recall effort.

#### 14.2 Issue Resolution

A Board Recall is a potentially disruptive process. The KGNU Community, including KGNU Staff Members and Volunteers, has enjoyed a reputation of flexibility, open-mindedness, and creativity in its approach. This includes a commitment to resolve differences using communication and patience. The Station's success as a organization depends, in part, on the ability of these groups to work together toward KGNU's Mission. It is strongly suggested the KGNU Board make every effort to discuss and resolve issues to eliminate the need for a Board Recall.

#### 14.3 Process Overview

1. A member submits a Letter of Intent to initiate the process,
2. An Oversight Organization is engaged,
3. Members sign a petition to recall the Board,
4. If enough valid signatures are collected, the Board is recalled
5. An Interim Board is elected.

## SECTION A

### BOARD FACILITATION AND OVERSIGHT

#### 14.A.1 Designated Oversight Organization

The KGNU Board and Station Manager shall choose an established, neutral, non-profit conflict-resolution and/or oversight organization, referred to in this document as the "Oversight Organization," upon receipt of the Letter of Intent.

#### 14.A.2 Oversight Organization Responsibilities

The Oversight Organization must be capable of providing the following services as the situation warrants:

- Provide facilitation to the Board, as needed,
- Communicate with the KGNU Community as defined in this article, and as needed,
- Provide independent verification of the KGNU Member signatures on the Petition of No Confidence and the Letter of Intent,
- Assist with Recall Petition-related announcements to be broadcast by the Station,
- Plan, announce, and facilitate at least one public meeting concerning the Recall Petition,
- Plan and write announcements to be broadcast by the Station about the Interim Board Election,

- Plan, announce, and facilitate at least one public meeting where all Interim Board candidates will be invited to present their positions,
- Design the Interim Board Member Election ballot,
- Plan election timeline,
- Plan vote-collection method,
- Provide independent verification of the KGNU Member votes in the Interim Board Member Election,
- Plan and fulfill all public notices relating to Interim Board Member Election and Election results, and
- Facilitate the first meeting of the Interim Board.

## SECTION B

### BOARD RECALL PROCESS

#### 14.B.1 Board Recall

The Board is recalled upon validation of 15 percent of the Station's current membership (see Article 14.B.2.5, Signature Eligibility) collected during a Recall Petition Period, as defined in Article 14.B.2, Recall Petition Period.

Without a Board, the Station cannot conduct business. An Interim Board must be elected. See SECTION C, INTERIM BOARD.

If an insufficient number of valid signatures are collected, the Board Recall Petition is annulled and the Letter of Intent (see Article 14. B.2.1, Letter of Intent to Recall the Board) is expired.

#### 14.B.2 Recall Petition Period

The Recall Petition Period is a maximum 74-day time period consisting of

- a 60-day time period during which the signatures on the Recall Petition are collected and presented, and
- an additional 14-day time period for the Oversight Organization to finish validating signatures.

The Recall Petition Period starts upon delivery of the Letter of Intent (see Article 14.B.2.1, Letter of Intent to Recall the Board), and ends when the Recall Petition is verified or annulled.

##### 14.B.2.1 Letter of Intent to Recall the Board

Any current KGNU Member in good standing for over a year, excluding current KGNU Staff Members, may initiate a Petition of No Confidence ("Recall Petition") by submitting a Letter of Intent to Recall the KGNU Board of Directors. The letter must include at least 50 verifiable KGNU Member signatures. The Letter of Intent must be delivered to the Board at a regularly scheduled Board Meeting.

##### 14.B.2.2 Petition Period Board Meetings and Voting

During the Petition Period, the Board shall continue to meet at regularly scheduled Board meetings. All votes need to be passed by a two-thirds of the full Board.

##### 14.B.2.3 Petition Period Restrictions

(see SECTION E: RESTRICTIONS DURING PETITION PERIOD or INTERIM BOARD ELECTION)

##### 14.B.2.4 Public Notice during Petition Period

During the Petition Period, and with assistance from the Oversight Organization (see Article 14, Section A.1, Board Facilitation and Oversight), the public will be notified by way of a pre-recorded announcement to be aired once per week during the morning news, once per week during the evening news, and once per week during daytime music programming. This announcement must include the following text, with the bracketed portion replaced with the appropriate date:

"KGNU's Bylaws require that we inform you that a group of KGNU Members has initiated a petition to recall the Station's Board of Directors. This petition requires signatures from 15 percent of all current KGNU Members. If you are a Member of KGNU and would like more information about this petition, please see our website,

kgnu.org, contact the Station during regular business hours by calling 303-449-4885 or visit our principal office at 4700 Walnut Street in Boulder. This petition will remain open until [end date of petition].”

The same text will be sent via email to the KGNU Volunteers, posted on the Station’s website, and on the bulletin board at the Station.

#### 14.B.2.5 Signature Eligibility

Eligible signatures on the Letter of Intent, and all Petition forms, must fulfill all of the following requirements:

- One signature per KGNU Membership,
- Signatory must be a natural person,
- Membership must be current and in good standing for over one year, and
- Signature must be actual, not electronic or photocopied, and in ink.

#### 14.B.2.6 Signature Verification

Signed Petitions shall be submitted to the Oversight Organization for verification and confirmation of each signature.

To protect the confidentiality of Member data, signature verification must take place at the Station offices, with Staff and/or legal counsel observation.

Signatures must be validated within 14 days of submission.

### SECTION C

#### INTERIM BOARD MEMBERS

##### 14.C.1 Conditions for Interim Board Member Election

This Interim Board Member Election Procedure takes effect when the entire Board has been recalled (see Article 14.B.1, Board Recall).

##### 14.C.2 Interim Board Member Description

Interim Board Members shall control and manage the affairs of KGNU, as described in ARTICLE III, Board of Directors, for a period not longer than one year. An Oversight Organization (see Article 14, Section A, Board Facilitation and Oversight) shall oversee the Interim Board Member Election, as described here in Article 14, Section C, and shall facilitate the first Board Meeting of Interim Board Members.

##### 14.C.3 Interim Board Candidate Eligibility and Restrictions

To be eligible, candidates for the Interim Board Member Election must fulfill the requirements listed in Article 4.1.2, Board Candidate Requirements, with the following exceptions and restrictions:

- The Interim Board Member Candidate must have already served as a KGNU Board Member.
- In the case of a Board Recall, individual Board Members who served on the recalled Board may apply to be Interim Board Members if they wish to be considered.
- An exception is made to Board Member Term Limits, Article 4.3.2, so that an Interim Board Member Candidate may already have served two terms as a KGNU Board Member.
- Interim Board Member terms will not count toward Term Limits, Article 4.3.2, in future Board service.
- In an exception to Board Candidate Requirements, Article 4.1.2, the Interim Board Member Candidate is not required to have attended two Board Meetings and two Committee Meetings in order to qualify for the position.
- A KGNU Staff Member may not serve on the Interim Board. The KGNU Station Manager will serve on the Board as described in Article 3.2, Composition of the Board.
- Interim Board Member Terms: see Article 14.C.11, Interim Board Member Election Results and Interim Board Member Terms.

##### 14.C.4 Interim Board Member Election Timing

The Interim Board Member Election shall be held within 70 days from the day that the Board is recalled or has resigned. Public notice of the Interim Board Member Election and of public meetings pertaining to this Election shall be posted on the Station’s website, on the Volunteer email list, and on the bulletin board at the Station at

least 14 days in advance.

#### 14.C.5 Interim Board Member Election Period

During the Interim Board Member Election period, the KGNU Staff shall hold public meetings at the time and date of regularly scheduled board meetings. See Article 14, SECTION D: RESTRICTIONS DURING PETITION PROCESS or INTERIM BOARD ELECTION.

#### 14.C.6 Interim Board Member Election Voting Eligibility

Eligible votes for this Election must fulfill all of these requirements:

- One vote per KGNU Membership,
- Voter must be a natural person, and
- KGNU Membership must be current and in good standing for over one year.

To protect the confidentiality of the Member data, membership verification must be supervised by the Oversight Organization and must take place at the KGNU Station offices, with Staff and/or legal counsel observation.

#### 14.C.7 Public Meeting(s) for Interim Board Candidates

There shall be at least one public meeting during which all Interim Board candidates will be invited to present their positions.

#### 14.C.8 Public Announcements During Interim Board Member Election Period

During the Election Period, the Oversight Organization will plan and write announcements to be broadcast by the Station about the Interim Board Member Election, by way of a pre-recorded announcement to be aired once per week during the morning news, once per week during the evening news, and once per week during daytime music programming. This announcement will include following text, with the bracketed portion replaced with the appropriate date:

“KGNU’s Bylaws require that we inform you of the KGNU Interim Board Member Election. Qualified KGNU Members may vote in this election. For more information, please see our website, [kgnu.org](http://kgnu.org), contact the Station during regular business hours by calling 303 449-4885 or visit our principal office at 4700 Walnut Street in Boulder. The last day to vote will be [end date of election].”

The same text will be sent via email to the KGNU Volunteers, posted on the Station’s website, and on the bulletin board at the Station.

#### 14.C.9 Petition Period Restrictions

See Article 14, SECTION D: RESTRICTIONS DURING PETITION PROCESS or INTERIM BOARD ELECTION.

#### 14.C.10 Interim Board Member Election Ballots and Voting

The Oversight Organization will design the Interim Board Member Election ballots. The Oversight Organization will plan and manage all aspects of the Interim Board Member Election process that have not been specifically addressed here.

#### 14.C.11 Interim Board Member Election Results and Interim Board Member Terms

From the group of qualified candidates, the seven candidates receiving the most votes from KGNU Members will serve as Interim Board Members.

In an exception to Voting (Article 6.3.1, Voting), which states that no more than two Board Members may be elected at a time, seven Interim Board Members may be elected at once in this specific instance.

Interim Board Members shall serve for a term of not more than one year.

Each Interim Board Member’s one-year term ends at midnight on the 365th day from the date the Oversight Organization has validated the Election and declared the outcome of the Election.

An Interim Board Member term of one year will not count toward term limits in future Board service.

During their service on the Board, an Interim Board Member may resign or be removed, as described in (Articles 4.3.5, Board Member Resignation, and 4.3.6, Board Member Removal).

Any Interim Board Member who is not term-limited (see Article 4.3.2, Board Member Term Limits) may apply any time during their Interim Board Member term to serve a full three-year term, following the procedures and requirements detailed in ARTICLE IV NOMINATION, ELECTION, AND SERVICE OF BOARD MEMBERS.

#### 14.C.12 First Board Meeting of Interim Board Members

Upon completion of the Interim Board Election validation, this Board shall meet at the next regularly scheduled Board Meeting.

The Oversight Organization will facilitate the first meeting of this Board.

The recalled Board will be dissolved as the first order of business.

The Board's Standing Committees must be represented and submit reports at this first Board meeting.

This Board shall meet with the Nominating Committee during its first meeting.

It shall be the responsibility of the Nominating Committee to submit enough new Board Member applications to allow a new Board to be in place by the end of one year.

#### 14.C.13 Interim Board Member Officer Slate

The Nominating Committee will propose a slate of Officers in time for the second Board Meeting of Interim Board Members.

#### 14.C.14 Board Meetings of Interim Board Members

The Board shall meet regularly as described in Article 6.2.2, Regular Board Meetings.

#### 14.C.15 Continuation of Existing Bylaws

Interim Board Members are bound by these Bylaws.

### SECTION D: RESTRICTIONS DURING PETITION PROCESS or INTERIM BOARD MEMBER ELECTION

#### 14.D.1 Restrictions During Petition Process or Interim Board Member Election

During the Petition Process (the period beginning with the presentation of a valid Letter of Intent to Recall the Board and ending when the Recall Petition has been declared valid or invalid; see Article 14, Section B) or the Interim Board Election (the period beginning with the recall of the entire Board, and ending after a new slate of Interim Board Officers have been elected) the Board may not:

- Delete, modify, or add Bylaws,
- Hire or fire the Station Manager,
- Make financial decisions, other than those required to maintain day-to-day operations of the Corporation,
- Go into Executive Session,
- Elect new Board Members, or
- Remove Board Members.

#### 14.D.2 On-Air Discussion and Email During Petition Process and Interim Board Election

On-air statements or discussion of any part of this process, including, but not limited to, mediation, signatures, petitions, complaints, or opinions, are not allowed, except for announcements about public meetings or the Interim Board Member Election. The mediation or oversight organization contracted by the station will submit announcements to be aired about the Interim Board Member Election and public meetings. The Board and Staff must allow these announcements to be made.

KGNU will not disable its email lists during the petition or election process, and will not block anyone from sending to KGNU's mailing lists. KGNU may enforce its guidelines for using specific group email lists for specific purposes. The Oversight Organization will assist KGNU as needed.