

Bylaws of the Public Gallery of Carrboro, Inc.

(As revised and adopted on April 13, 2016)

ARTICLE I: NAME

The name of the corporation is The Public Gallery of Carrboro, Inc. It may do business as community radio station WCOM.

ARTICLE II: OFFICES AND AGENT

The corporation shall maintain in the State of North Carolina a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

ARTICLE III: PURPOSE

This corporation's purpose shall be the promotion and operation of a listener-supported, noncommercial, community radio broadcasting station, and to broadcast and distribute high-quality educational, cultural, music, news, talk, or public affairs programs. In addition, the corporation shall foster and encourage public access to the arts and develop and maintain spaces in the public realm for artists to exhibit their work.

This corporation shall be a public benefits corporation, organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated herein, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 55A of the North Carolina General Statutes and Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE IV: MEMBERSHIP

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

Section 2. Composition of Members. The membership of this corporation shall consist of all donor members, volunteer members and staff, defined as follows:

(a) Donor members are those persons who contribute the minimum annual membership donation, as determined periodically by the Board of Directors, or who have made a contribution of property or services valued by the board and/or staff as equivalent to or greater than the minimum annual membership donation.

(b) Volunteer members are those persons who have contributed a minimum number of volunteer hours to the corporation within twelve months previous to the date of the annual membership meeting, such minimum to be determined periodically by the Board of Directors.

(c) Staff consists of those persons employed by the corporation.

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

ARTICLE V: MEMBERSHIP MEETINGS

Section 1. Annual Meeting of Members. An annual meeting of the members of the corporation shall be held in the month of October, for the purposes of receiving a report from the President, Treasurer, and any other officer the Board of Directors or the President may designate on the activities and financial condition of the corporation; electing members of the Board of Directors; and transacting such other business as may come before the meeting.

Section 2. Special Meetings of Members. Special meetings of the members of the corporation may be called by the Board of Directors or by written demand of at least 10 percent of the members of the corporation or 20 individual members, whichever is greater, signed, dated, and delivered to the Secretary and describing the purpose or purposes for which it is to be held. Any actions taken at such special meetings are non-binding and subject to Board approval.

Section 3. Place of Meeting. The Board of Directors shall designate the place for any annual or special meeting of Members.

Section 4. Notice of Meetings of Members. The corporation shall notify members of the place, date, and time of each annual or special meeting in person, telephone, mail, or email in addition to publication on the corporation's website. Notification shall be given no fewer than forty days. Written notice is effective when mailed postpaid addressed to the members' addresses shown in the corporation's records of members. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Chapter 55A of the North Carolina General Statutes. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Section 5. Membership Record Date. The record date to determine the members entitled to notice of a membership meeting shall be the last day of the month prior to the month during which the first notice is mailed or otherwise transmitted to members. The record date to determine the members entitled to demand a special meeting shall be the last day of the month prior the date the first member signs the demand. The record date to determine the members entitled to vote at a members' meeting shall be the day before the date of the meeting.

Section 6. Membership List. The Board of Directions shall insure that corporation maintains a current list of the names, contact information, and membership dates of all its members. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning a membership meeting, beginning two business days after notice of the meeting is given and continuing through the meeting, at the corporation's principal office. A member, the member's agent or attorney is entitled to inspect and, subject to the requirement of Chapter 55A of the North Carolina General Statutes, to copy the list during the period it is available for inspection. The corporation shall make the list of members available at the meeting, and any member, or the member's agent or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

Section 7. Quorum. A quorum shall consist of 10 percent of the members of the corporation or 20 individual members. No business may be transacted unless a quorum is present.

Section 8. Manner of Acting. Each member shall be entitled to one vote on each matter voted on by the members, not exercisable by proxy. An organization or business that is a member shall designate a person to vote on its behalf. A majority vote is required to take action unless a greater proportion is required by Chapter 55A of the North Carolina General Statutes or by these bylaws.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. The Board of Directors shall manage the business and property; provide for the operation of the broadcast facilities; make decisions of policy; employ, appoint, or remove employees, agents, and representatives to carry out the purposes of the corporation; and shall 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 a station manager or committee as the Board may from time to time deem appropriate.

Section 2. Number. The Board of Directors shall consist of not fewer than seven and not more than eleven members.

Section 3. Term. The term of office for Board members elected by the membership shall be three years, beginning January 1 and ending December 31. A Board member may serve a maximum of two consecutive terms, but may return to board service providing a minimum one-year absence from the Board following any two consecutive terms of office.

Section 4. Qualifications. All Board members shall be members of the corporation as defined in Article IV, Section 2 of these bylaws.

Section 5. Ruffin Slater, Jacques Menache, and Peg Nolan are designated Lifetime Board Members. This grants board privileges, but no voting rights, to these persons without requirements for attendance or limitations on consecutive terms served. Lifetime members shall not be included when counting the number of board members or when establishing a quorum. They shall be included as Lifetime Board Members in any roster of the Board of Directors.

Section 6. Nominations. Prior to each year's elections, the Board Development Committee shall prepare a slate of names of board candidates together with background biographical information and a brief statement of interest and positions prepared by the candidate, which will be presented at the Annual Meeting at which elections will take place (see Article VIII, section XX, Board Development Committee). Candidates for the membership seat may submit a statement of interest at least 30 days prior to the annual membership meeting.

Section 7. Election.

(a) At the Annual Membership Meeting, the members of the corporation shall by ballot elect at least two and no more than three (as announced by the board no later than 60 days prior to the Annual Meeting) members of the Board from the candidates identified by the Board Development Committee and any other member of the corporation who presents a petition signed by at least ten members or nominated by at least ten members at the Annual Membership meeting. The results of the election shall be announced by the Board member presiding at the annual meeting.

(b) The Board Development Committee shall ensure that at least two candidates are presented to the membership at each Annual Membership Meeting.

(c) Vacancies. Any vacancy of member-elected persons on the Board of Directors shall be filled by a majority vote of the members then on the Board of Directors. A Board member elected to fill a vacancy shall be elected to serve through the term of the vacated seat. If such a Board member is again elected at the next annual election, he/she will be eligible to serve for two full three-year terms before reaching the maximum continuous service limit.

(d) At any time when the Board of Directors has fewer than eleven members, the Board of Directors may elect additional members up to a total of eleven directors. Such directors' terms shall begin immediately and last until December 31 of the second year after election.

Section 8. Resignation. A Director may resign at any time by delivering written notice to the President of the corporation. A resignation shall be effective when the notice is given under Chapter 55A of the North Carolina General Statutes unless the notice specifies a later effective date. Once delivered, a notice of resignation shall be irrevocable unless revocation is permitted by the Board of Directors.

Section 9. Removal:

(a) Any Board member may be removed for cause by a two-thirds vote of the members present at a special meeting of the Board called for that purpose. Cause is considered to be: fraudulent or dishonest conduct, gross abuse of authority or discretion with respect to the corporation, or conduct harmful to the corporation, its employees, or volunteers. The notice for the meeting shall state that the purpose of the meeting is the removal of a Board member. The Board member proposed for removal shall be given 48 hours to prepare a written response prior to that meeting. The Board member subject to removal is not eligible to vote on that action.

(b) Any Board member who misses three or more Board meetings per calendar year, including the annual meeting, will be assumed to have resigned de facto from the Board unless the other Board members determine that extenuating circumstances exist to preclude such de facto resignation.

Section 10. Quorum. A quorum at a Board meeting shall consist of a majority of the number of filled Board positions not counting the Lifetime Members.

Section 11. Regular Meetings. Regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board. The Board shall hold a minimum of ten regular meetings per calendar year.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by the President or any four Board members. Notice of special meetings shall be delivered to each Board member personally, by telephone, email, or mail not less than five days prior to the special meeting. With the consent of all voting members, the Board may act by email.

Section 13. Manner of Acting. The majority or consensus act of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

Section 14. Open Meetings. With the exceptions stated herein, the Board of Directors, its committees and other committees created by it shall hold open meetings preceded by reasonable notice to the public. The Board of Directors and committees created by it may hold closed sessions to consider matters relating to employees, removal of a director, proprietary information, litigation and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of the corporation. The Executive Committee may also act by polling its members by telephone or email. If any such meeting is closed pursuant to the provisions of this section, the reasons for doing so shall be stated in the Board or committee minutes.

Section 15. Compensation. Board members shall receive neither monetary nor in-kind compensation for their services as a Board member.

ARTICLE VII: OFFICERS

Section 1. Officers. The officers of this corporation shall be the President, Secretary, and Treasurer. The Board may choose to elect a Vice-President at its December meeting. No Board member may hold more than one officer position simultaneously.

Section 2. Election and Term of Office. The officers of this corporation shall be elected annually by the Board of Directors at its December meeting. Terms of office will be one year beginning on January 1 and ending on December 31 of that year unless abbreviated by resignation, termination or agreement by the Board.

Section 3. Resignation. An officer may resign at any time by delivering notice to the corporation. A resignation shall be effective when the notice is effective under Chapter 55A of the North Carolina General Statutes unless the notice specifies a later effective date. Once delivered, a notice of resignation shall be irrevocable unless revocation is permitted by the Board of Directors. Notice of resigning as an officer will not be assumed to be resignation from the Board.

Section 4. Removal. The Board of Directors may remove any officer at any time for cause as defined in Article VI, Section 9(a).

Section 5. Vacancies. A vacancy in any office, except Vice-President, shall be filled by the Board of Directors at the first meeting following the vacancy for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President is responsible for assuring that all actions of the Board of Directors or membership shall comply with the Bylaws and Articles of Incorporation of the corporations, North Carolina and Federal law, and the requirements of Section 501(c)3 of the Internal Revenue Code. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President. In the absence of the President or in the event of the President's inability or refusal to act when such action is deemed necessary by the consensus of the other Board members to conduct the business of the corporation (as long as such consensus is reached by a quorum of the Board at minimum), the Vice President shall perform the duties of the President, and when so acting, shall have all the powers

and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 8. Secretary. The Secretary shall be responsible for preparing minutes of the Directors' meetings, the membership roster as described in Article V, Section 5 of these bylaws, and for authenticating records of the corporation; see that all notices are duly given in accordance with these bylaws or as required by Chapter 55A of the North Carolina General Statutes; be responsible for the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors. The Secretary is responsible for ensuring that all documents of the corporation are maintained and correct. The Secretary shall insure that minutes of all board and executive committee meetings are posted on the WCOM website no more than seven days after the minutes are approved.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of the corporation; oversee the receipt and disbursement of funds; report to the Board and the members on the financial condition of the corporation, including a written annual report; and in general perform all duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall ensure that all tax filings and any other information or forms required by the state or federal Departments of Revenue will be rendered on time. The Board may hire a paid bookkeeper to assist the Treasurer.

ARTICLE VIII: COMMITTEES

Section 1. Committees.

(a) The Board of Directors may create and appoint members to committees not having or exercising the authority of the Board of Directors. Members of all committees shall include at least one Board member and at least one member of the corporation not currently serving on the Board of Directors, unless otherwise designated in these Bylaws.

(b) The President shall designate for each committee a chairperson who will be responsible for preparing meeting agendas, managing committee meetings, and ensuring that committee proceedings and actions are recorded and submitted to the Board. Committee membership lists shall be maintained by each committee and submitted to the Board after each annual membership meeting or upon request.

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

(a) Executive Committee. The Executive Committee shall consist of the officers of the corporation, and shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board of Directors but do not merit a special meeting of the Board of Directors.

- (b) **Board Development Committee.** The Board Development Committee shall be responsible for the recruitment of Board candidates, publicizing openings on the Board, researching and interviewing the candidates, training Board members, and preparing and explaining recommendations for consideration by the membership or by the Board under **Article VI, Section 7(c) or (d). Members of the Board Development** Committee shall be appointed by the Board and can be added or removed at the board's discretion at any time. **The Board Development Committee must include at least two Board members and at least two members of the corporation not currently serving on the Board of Directors,**
- (c) **Program Committee.** The Program Committee shall advise the Board of Directors concerning addition to or removal from the schedule of any program, subject to final decision by the Board. The Program Committee shall train all program hosts, maintain program logs, and evaluate the performance of hosts.
- (d) **Development Committee.** The Development Committee shall be responsible for raising revenue for the corporation including underwriting, grants, donations, and special events. The Development Director, if any, and Underwriting Coordinator, if any, shall report to the Development Committee.
- (e) **Engineering Committee.** The Engineering Committee shall be responsible for maintenance and upkeep of all equipment and software owned or used by the station.

Section 3. Term of Office. Committee members shall serve until they resign, be removed by the President or Board of Directors, or miss three consecutive meetings without good cause as determined by the Board.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the manner provided in Article VII, Section 1(a).

Section 5. Quorum. A majority of the whole committee shall constitute a quorum, and the act by consensus **or majority vote** of the members present at a meeting at which a quorum is present shall be considered the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Dissolution. Standing committees may only be dissolved by an amendment to these bylaws. **The Board of Directors may suspend a standing committee for a period not to exceed six months.**

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Such authorization shall be noted in the minutes of the Board meeting at which the authorization was approved.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issue in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks of less than \$2000 shall be signed by the Treasurer. Those of \$2000 or more must be countersigned by the President.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X: RECORDS

Section 1. Corporate Records. The corporation shall maintain the following records: on a permanent basis, minutes of all meetings of the Board of Directors, and a record of all actions taken by the Board of Directors or committees of the Board of Directors in place of the Board of Directors on behalf of the corporation; appropriate accounting records; and a record of its members in a form that permits preparation of a list of the name and address of all members in alphabetical order. The corporation shall keep a copy of the following records for inspection: Articles or restated articles of incorporation and all amendments to them currently in effect; bylaws or restated bylaws and all amendments to them currently in effect; written communications required by Chapter 55A of the North Carolina General Statutes and those regarding general membership matters made to members within the past three years; a list of the names and business or home addresses of its current Directors and Officers; the last three annual financial statements and accountant's reports, if applicable; and the most recent annual report delivered to the Secretary of State as required by Chapter 55A of the North Carolina General Statutes.

Section 2. Inspection of Records by Members. A member shall be entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation kept for inspection described in Section 1 of this Article, if the member gives the corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy. If the member's demand is made in good faith and for a proper purpose, and the member describes with reasonable particularity the purpose and the records the member desires to inspect, and the records are directly connected with this purpose, a member shall be entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the following records of the corporation, if the member provides written notice of the member's demand to an officer of the corporation at least five business days before the date on which the member wishes to inspect and copy: excepts from any records required to be maintained under Section 1 of this Article, to the extent they are not subject to inspection under this Section: accounting records of the corporation; and subject to

Section 4 of this Article, the membership list. This Section does not affect the rights of a member to inspect the membership list under Article V, Section 6 of these bylaws.

Section 5. Scope of Inspection Right. A member's agent or attorney shall have the same inspection and copying rights as the member the agent or attorney represents. The right to copy records under Section 2 of this Article includes, if reasonable, the right to receive copies. The corporation may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or copying of the records. The corporation may comply with a member's demand to inspect the membership list under Section 2 of this Article by providing the member with a list of its members that was compiled no earlier than the date of the member's demand. Depending on the purpose for which the list is requested, the Board can reserve the right to redact certain personal information as long as such redaction is consistent with Chapter 55A of the North Carolina General Statutes.

Section 6. Limitations on Use of Membership List. A membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to the operation and promotion of **the station.**

Section 7. The Secretary of the Board of Directors is responsible for compliance with all requirements of Article VIII.

ARTICLE XI: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII: CORPORATE INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify its Directors and Officers to the fullest extent allowed by Chapter 55A of the North Carolina General Statutes.

ARTICLE XIII: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a 3/5ths majority vote of the Board of Directors at the Board meeting with quorum present during which the proposed amendment is discussed, provided that notice of the proposed amendment shall have been given to the directors in the notice of such meeting. Proposed amendments may be submitted to the Board of Directors at any time by any member in good standing of the corporation.

ARTICLE XIV: RULES OF ORDER

Except as otherwise provided by these bylaws, Board meetings of the corporation shall be conducted by consensus **as defined by Andy Roberts in *Great Boards for Small Groups: A 1-Hour Guide to Governing a Growing Nonprofit* (Emerson & Church Publishers, March 30, 2006).** When the President determines that Board meeting participants cannot reach consensus on a particular agenda item, that item shall be tabled and reconsidered at

the next scheduled Board meeting, at which point the item can be resolved by a two-thirds majority of the Board members present.