

BYLAWS OF THE 'PATAPHYSICAL BROADCASTING FOUNDATION

A Nonprofit Corporation in SANTA CRUZ, CALIFORNIA

ARTICLE I: PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is fixed and located at Santa Cruz, Santa Cruz County, California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in this county.

ARTICLE II: MEMBERSHIP

Section 1. Membership. The membership of the Foundation shall consist of all volunteers and staff and honorary members of any radio station operated by the Foundation.

Section 2. Volunteers. Volunteers are those persons who have contributed to any radio station operated by the Foundation a minimum of six (6) hours' labor per month for any four (4) consecutive months in the one-year period prior to March 1st of the election year. Any volunteer inactive for a period of six (6) consecutive months will no longer be considered a Foundation member.

Section 3. Staff. Staff consists of all persons who have received a monthly salary for working for any radio station operated by the Foundation at least three (3) months in the said year's period. Upon termination of employment staff members cease being Foundation members unless they are volunteers.

Section 4. Honorary members. Honorary members are those members designated by the Board for lifetime membership by virtue of their contribution to the station. Up to one person per year may be designated an honorary member. Honorary members need not be included for purposes of a quorum.

Section 5. Certification. The station manager(s) shall certify a list of volunteers, staff, and honorary members on or before April 1st of each year and post it at the station(s). Any person may petition the Board of Directors to be included within this list or to exclude any person from it, based on these criteria, and the Board shall hear and determine such petitions at its regular April meeting.

Section 6. Meetings. The regular annual meeting of the Foundation shall be on the first Monday in May at 7:00 pm at a place within Santa Cruz or Monterey counties selected by the Board of Directors. A quorum at any regular or special meeting shall consist of one-fourth of the members. Special meetings may be called, or the date of the regular meeting changed, by the Board of Directors on twenty (20) days' written notice to the members or by petition of one-fifth of the membership.

Section 7. Voting. Each member shall have one vote, not exercisable by proxy. Absentee ballots can be obtained until close of business (5:00 pm) before any meeting of the Foundation.

Section 8. Elections. Members shall elect the Board of Directors as their representatives in determining policies of the Foundation.

Section 9. Termination. A member may be removed from the Foundation for cause on recommendation of the Board of Directors and by two-thirds vote at any regular meeting or special meeting of the members. Such persons shall receive twenty (20) days' written notice of such meeting and shall be entitled to a hearing at such meeting.

Section 10. Liabilities of members. No person who is now, or who later becomes, a member or director of the Foundation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Organization and powers. The Board of Directors shall consist of not less than thirteen (13) members and not more than twenty-one (21) members. The station manager shall be a director. The Board of Directors shall control the property and manage the affairs and businesses of the Foundation. Directors (except for the station manager) shall serve without compensation. They shall exercise all of the powers of this Foundation and its members, subject to restrictions of law, the Articles of Incorporation, and these bylaws. Without limiting their powers, the Board of Directors shall set policy and shall direct the station manager in the use, control, and maintenance of the property and assets of the Foundation, and shall be responsible for the overall quality and content of the broadcasting conducted by any radio station operated by the Foundation.

Section 2. Qualifications. Directors shall be elected by the Foundation membership on the basis of their dedication to the purposes of the Foundation, as demonstrated by their consistent interest and work. Staff shall not be eligible for election to the Board of Directors.

Section 3. Nominations. Nominations to the Board will be made by the Nominating Committee. The Nominating Committee will be comprised of some of those Board members not up for re-election, plus non-Board Foundation members. The majority of the Nominating Committee will be Foundation members and the committee shall be limited to no more than eleven (11) members. All members of the Foundation shall be given twenty (20) days' notice of these nominations. In addition, other nominations of candidates may be made by petition signed by one-fourth of the members and delivered to the principal office not less than ten (10) days before the annual meeting. Members shall be encouraged to suggest candidates for nomination.

Section 4. Elections. Directors shall be elected at the annual meeting in May of each year by secret ballot of the Foundation members. The nominees receiving the majority of votes from the ballots cast at the annual meeting and the absentee ballots shall be elected. The required quorum is one-fourth of the Foundation membership, excluding the honorary members. Annually, as many directors shall be elected to two-year terms as there are vacancies on the Board of Directors. All directors shall hold office until their successors are elected or appointed and shall take their seats at the next regular Board meeting. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining directors. In case of a vacancy on the Board of Directors extending beyond the next annual meeting, such vacancy shall be filled until such meeting, at which time a director shall be elected by the members for the unexpired term of such vacancy. Directors shall be eligible for re-election.

Section 5. Annual meeting. The annual meeting of the Board of Directors shall be held as soon after the annual meeting of the members as is practical and no later than the fourth Monday in June. At the meeting, the officers of the Board of Directors of the Foundation shall be chosen for the ensuing year.

Section 6. Meetings. The Board of Directors shall meet monthly. Special meetings may be held at any time upon the call of the president, or may be called by any four members of the Board. Agendas and minutes of each meeting shall be available for inspection by members and shall be posted at each Foundation radio station. Notice of all special meetings must be mailed to each director at least five days prior to the meeting. Such meetings shall consist of at least five (5) directors, and action on a motion shall require a minimum of three (3) affirmative votes.

Section 7. Removal. A member of the Board of Directors may be removed for cause by unanimous vote of the other members (excluding the station manager). A director may also be removed upon the recommendation of half the Foundation membership. Such persons shall receive twenty (20) days' written notice of such action and shall be entitled to a hearing at the next Board meeting.

Section 8. Quorum. The required quorum for meetings of the Board of Directors shall be a simple majority of filled Board seats. The Board of Directors may meet without having a quorum at a regular Board meeting, but no official action may be taken in the absence of a quorum.

ARTICLE IV: OFFICERS

Section 1. Elections. The officers of the Foundation shall be the president, vice-president, secretary, and treasurer, to be elected by the Board of Directors from among their number. The term of all officers shall be until the next annual meeting of the Board of Directors and until their successors are qualified and elected.

Section 2. President. The president shall have executive responsibility over the affairs of the Foundation and any radio station operated by it; shall preside at meetings of the Foundation and of the Board of Directors; and shall sign, with the secretary or treasurer, all instruments requiring the formality of execution and acknowledgment.

Section 3. Vice-president. The vice-president, in the absence or disability of the president, shall perform the duties of the president, provided, however, that in case of death, resignation, or disability of the president, the Board of Directors may declare that office vacant and elect his or her successor.

Section 4. Secretary. The secretary shall record and maintain the minutes of the meetings of the membership and of the Board of Directors, and shall sign, with the president, all instruments requiring the formality of execution and acknowledgment.

Section 5. Treasurer. The treasurer shall be the custodian of all funds for the Foundation; shall receive and disburse funds; shall report to the Board of Directors and the membership on the financial condition of the Foundation, including an annual report of the fiscal year in writing; and shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. Removal. The members of the Board of Directors may remove any officer by majority vote, and in the case of such removal may fill the vacancy until the next election. Such persons shall receive twenty (20) days' written notice of such meeting and shall be entitled to a hearing at the meeting.

ARTICLE V: MANAGEMENT

Section 1. Station manager. The Board of Directors shall employ a station manager under such contract of employment and compensation as they deem advisable, and may terminate such employment at their discretion, subject to the terms thereof. The station manager shall be responsible for the internal operation of the station and shall report to the Board of Directors.

Section 2. Staff. The station manager may employ staff persons as necessary to assist in the operation of the station, as deemed advisable by the station manager and the Board of Directors. The station manager may terminate such employment at his or her discretion. Staff shall be directly responsible to the station manager for fulfilling the requirements of the staff positions.

Section 3. Programmers. Programmers shall be responsible to the program director for the quality of their programs, according to the guidelines and policies determined by the staff and approved by the Board of Directors.

ARTICLE VI: FISCAL YEAR

The fiscal year shall commence on July 1 of each year.

ARTICLE VII: ACCOUNTING AND AUDITING

The Foundation shall maintain a modern system of accounts. Audits shall be made at any time upon order of the Board of Directors, or on majority vote of the members at any regular or special meeting.

ARTICLE VIII: AMENDMENT

Amendments to the bylaws may be proposed by the Board of Directors or by petition of one-fifth of the membership. All changes in the bylaws must be approved by a majority vote of the volunteer and staff members of the Foundation. Honorary members need not be included for purposes of the majority.

ARTICLE IX: FCC NON-COMMERCIAL APPLICANT QUALIFICATIONS

The Foundation is and shall remain an “established local entity” and shall provide “local diversity of ownership” with respect to any application which it shall file for a permit to construct a new noncommercial FM station and with respect to any noncommercial station it shall be authorized to construct and operate, and that it shall comply with the holding provisions of Section 73.7005 of the FCC’s Rules, if applicable.

REVISION HISTORY

Articles I-VIII adopted by vote of the Foundation membership on May 6, 1991.
Article IX added by vote of the Foundation membership on October 12, 2007.