

Adopted by BoD, 2-22-95; amended 4/30/98

WORT BOARD OF DIRECTORS POLICY ON STANDARD RULES OF CONDUCT

1. Proper Notice

A. It shall be the responsibility of the President of the Board of Directors (BoD) to ensure that proper notice of all meetings is given to all Directors in a timely manner.

i. The President shall mail a copy of the agenda to each Director at least six days before the meeting date, or shall make such other arrangements that ensure an equally speedy delivery.

ii. With the interest of quick and efficient Board meetings in mind, Directors, committee chairs, and any persons who wish to submit business or reports before the Board shall, whenever possible, forward sufficient copies of those documents to the President in a timely manner so that those documents may be mailed out along with, and included on, the agenda. It is assumed that Directors will arrive at Board meetings familiar with the documents that have been submitted to them.

B. The Board of Directors should take reasonable actions to publicize its meetings.

i. The Secretary shall ensure that notice of each Board meeting is posted on a prominent bulletin board at the station at a reasonable amount of time before each meeting.

ii. The Secretary shall ensure that a copy of the agenda is posted on a prominent bulletin board at the corporate headquarters at least 48 hours before each regularly scheduled Board meeting.

iii. The Secretary shall implement a system by which notice of Board meetings is given over the air on WORT-FM.

iv. The BoD may implement such other methods of publicizing its meetings as it deems appropriate.

2. Conduct of Business

A. All meetings shall be governed by, in order, the Bylaws, this and other policies that may be adopted by the BoD, and Robert's Rules Of Order Newly Revised, 9th Edition. It is understood that the BoD will attempt to achieve consensus on all motions. This policy takes precedence over any other policies which may conflict with it.

B. All meetings shall be open to the public, except that any portion of a meeting involving discussion of, but not action upon, personnel or legal matters may be closed by majority vote.

C. The BoD shall conduct itself in an orderly manner in the interest of maximizing the efficiency and productivity of its meetings.

i. All meetings of the BoD shall be chaired by the President, unless s/he delegates that responsibility to another Director. As per the common rules of parliamentary procedure, the chair shall "assign the floor" at his/her discretion, giving preference to Directors and other persons who have special testimony to give to the Board. (The chair shall determine what s/he considers "special testimony.")

ii. Any Director may yield, but not surrender, the floor to an observer, or ask a question of an observer when that Director obtains the floor. The chair may cut off such discourse if and when s/he believes its continuance is counterproductive to the orderly flow of debate.

iii. All persons are entitled to address the BoD at its meetings, provided that they confine their comments to issues which appear on the meeting's agenda. The Board may limit the

length of time in which observers may speak, but must offer equal time to all. This equal time provision does not apply to "special testimony."

iv. The BoD may, by majority vote, set a portion of any meeting aside for open discussion.

D. Additions to the agenda from non-Directors may be taken by the chair at his/her discretion until the start of a meeting. Additions from Directors may be taken at any time.

E. Prior to each Board meeting, the Secretary shall solicit any statements written to the Board from the BoD's mailbox at the corporate headquarters, and shall submit those statements to the Board at an appropriate time during the meeting. These statements shall be filed as an attachment to the official minutes.

F. The BoD shall, at its discretion, hold open forums to discuss station business with members of the public and of the organization. These forums should be attended by as many Directors as are available to attend, and shall be viewed as a primary avenue by which non-Directors may directly address the BoD with their concerns. The BoD will try to schedule such forums on a monthly basis, generally one week before a Board meeting. The BoD shall designate one person, normally a Director, to facilitate each forum, and may select the primary topic(s) of discussion for each forum. The facilitator shall submit a written report about the forum to the full BoD at its next meeting which shall be incorporated into the minutes of that meeting. No official business may be transacted at such forums.

3. Minutes

A. It shall be the responsibility of the Secretary of the Board of Directors to keep accurate minutes of all Board meetings.

i. The Secretary shall, whenever possible, forward copies of the unapproved minutes to the President in a timely manner so that those minutes may be mailed out to Directors with the agenda of the following meeting.

ii. The Secretary shall post a copy of the unapproved minutes, labeled "Unapproved," on a prominent bulletin board at the corporate headquarters within ten days after the meeting date.

B. Approval of the previous meeting's minutes shall be the first order of business at each Board meeting.

i. The President shall ask the Board for corrections to the unapproved minutes. Approval of the minutes shall be by unanimous consent.

ii. The Secretary shall place a copy of the approved or corrected minutes in the organization's official records, shall maintain for a reasonable period of time a copy in his/her own records, and shall deliver a copy to the President. These copies should also contain the Secretary's signature, the word "Approved," and the date on which the minutes were approved.

iii. The Secretary shall post a copy of the approved minutes, labeled "Approved," on a prominent bulletin board at the corporate headquarters within four days after they are approved.

4. Public Notice of this Policy

A. A copy of this policy shall be posted on a prominent bulletin board at the corporate headquarters within three days of its adoption, and shall remain posted for at least four months afterward.