

## WORT BOARD OF DIRECTORS POLICY ON COMMITTEES

*Approved 2/22/95; amended 4/30/98; amended 8/16/2017*

1. Creation, Filling, and Dissolution of Committees
  - A. Pursuant to Section 4.02(b)(1) of the Bylaws, the Board of Directors (BoD) is entitled to establish committees as it deems appropriate. New committees may be created at any time by a majority vote of the BoD.
  - B. Committees are classified according to how they are defined.
    - i. Permanent committees are completely specified in the Bylaws.
    - ii. Standing committees are specified within this policy.
    - iii. Temporary committees are specified by resolution of the BoD for a duration of no more than one year.
    - iv. Ad hoc committees are specified by the President to accomplish a specific purpose, not to exceed the powers of the President, and are automatically dissolved upon the accomplishment of that purpose.
    - v. A special committee is completely specified in a separate policy. Each shall be governed strictly by its own charter, and shall be considered an exception to the normal committee guidelines of the Policy On Committees. Special committees are subordinate to the Board of Directors.
  - C. All committee appointments shall be made by resolution of the BoD, except where the BoD delegates its authority to the President.
    - i. The membership of all committees shall be reconstituted at the first scheduled BoD meeting following the date of the Annual Meeting.
    - ii. Vacancies existing at other times due to death, resignation or removal, as well as vacancies on newly-created committees shall be promptly filled.
    - iii. All committee members serve at the sole discretion of the BoD and may be removed at any time without cause by majority vote of the BoD.
  - D. Each committee shall elect its own chair. The President may designate a temporary chair if a committee does not have one.
  - E. Standing committees may be dissolved at any time by a 2/3 vote of the BoD. Temporary or ad hoc committees may be dissolved at any time by majority vote of the BoD.
  - F. All committees are subordinate to the Board of Directors.
2. Standing Committees
  - A. The "Bylaws Committee" shall consist of two to four persons, including at least one Director. This committee shall draft and propose amendments to the Bylaws, and shall develop and maintain a formal Policy Handbook to be approved by the BoD. It may also advise the BoD in the interpretation of the Bylaws or of policy.
  - B. The "Regulatory Compliance Committee" shall consist of two to four persons, including at least one Director. This committee is empowered to act on behalf of the BoD in matters of research and preparation of documentation related to all aspects of regulatory compliance.

- C. The "Public Relations Committee" shall consist of four persons, including one staff member and at least two Directors. This committee shall develop strategies for increasing public awareness of, and improving public perception of WORT. It shall advise staff on matters concerning promotion, publications, and community relations.
  - D. The "Fundraising Committee" shall consist of three to five persons, including at least one Director. This committee shall develop long-range strategies to increase income, and may aid staff in research, development, or oversight of specific fundraising projects.
  - E. The "Election Committee" shall consist of three persons, including the Secretary and one staff member. This committee shall draft procedures to be approved by the BoD for BoD elections and for the certification of participating members, and shall oversee the proper implementation of those procedures.
  - F. The "Programming Committee" shall consist of eight members, as specified in its charter. This committee is responsible for the content of WORT's on-air and internet service in order to fulfill its mission statement. The committee shall research, critique, develop and implement ideas for current and potential programs, and implement necessary changes. The committee's authority, policies and procedures shall be as provided for in its charter, which is subject to review and approval by the Board.
  - G. The Bylaws Committee shall update this policy whenever the BoD creates, dissolves or alters a standing committee.
3. Committee Meetings and Reports
- A. The time and location of all committee meetings shall be posted on a prominent bulletin board at the corporate headquarters at a reasonable amount of time before each meeting.
  - B. All meetings shall be open to the public, except that any portion of a meeting of the Finance or Personnel Committees involving discussion of, but not action upon, personnel matters may be closed by majority vote.
  - C. All committees shall submit reports to the BoD detailing their activities at least monthly.
4. Supersedure of Previous Policies
- A. This policy shall supersede all previously adopted policies regarding committee structure, purpose or creation, or any other policies with which it may conflict.