

Draft for By-Laws Amendments

Approved by BOD 3-15-17, Revised and Approved 4-19-17

~~Language deleted~~ language added

1BYLAWS OF BACK PORCH RADIO BROADCASTING, INC.

Approved by the membership, February 20, 1997; amended 2/13/00; amended 2/27/05; amended 2/1/2009; amended 11/10/2009; amended 1/1/2015

ARTICLE I: Nature of Corporation

Section 1.1 Name.

The name of this corporation shall be Back Porch Radio Broadcasting, Incorporated. The name WORT shall be considered synonymous.

Section 1.2 Principal Office.

The location of the principal office of WORT shall be Madison, Wisconsin.

Section 1.3 Type, Powers and Limitations of Corporation.

(a) WORT shall be organized under Chapter 181 of the Wisconsin Statutes as a non-stock, not-for-profit corporation.

(b) WORT shall have all powers permitted by law, the Articles of Incorporation, and these bylaws.

(c) The activities of WORT shall be limited so as to qualify WORT as exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, and so as to ensure that the requirements thereof are satisfied.

Section 1.4 Purpose.

(a) WORT shall be the license-holder for WORT-FM, a noncommercial, community-sponsored radio station in Madison, Wisconsin.

(b) The purposes of WORT shall be as described in Article III of the Articles of Incorporation.

(c) The mission of WORT shall be defined by the following Mission Statement:

WORT-FM is a non-commercial, listener-sponsored, member controlled community radio station broadcasting to South-Central Wisconsin. WORT volunteers and staff shall provide quality programming and services to a broad spectrum of the community through:

(i) Promotion of communication, education, entertainment, and understanding by providing a forum for both the discussion of public issues, and the expansion of musical and cultural experience.

(ii) Facilitation of community expression and provision of community access to the airwaves for the purpose of sharing music, culture, news, and information.

(iii) Challenge of the cultural and intellectual assumptions of our listeners through unique and diverse programming.

(iv) Orientation towards the audience with concern for those under-represented by other media.

WORT shall be committed to radio programming with a human perspective, respecting all peoples and their environments.

ARTICLE II: Definitions

Section 2.1 Voting Members.

2.1 b

~~(a)~~ (b) Director. A Director is a person seated on the Board of Directors of WORT. All Directors are automatically ~~considered~~ members of WORT during their terms of office solely for the purposes of voting at a membership meeting or in special elections. Directors must maintain their category status during their tenure on the board.

2.1 a

~~(b)~~ (a) Participating member. A participating member of WORT shall be any person who has voluntarily performed at least five (5) hours of ~~work in each of three (3) consecutive months within the 12-month period bounded by October 1st of the previous year through March 31st of the current year ending three months prior to the Annual Meeting.~~ The work performed by a participating member in accordance with this provision must be authorized by a staff or Board member. Participating membership can be extended to individuals not covered by this definition if they meet any of the following criteria:

Rationale: Give priority to participating members; allow for membership year not tied to an annual meeting at a particular time. Last sentence of (b) added by committee.

(i) New arrivals.

Individuals may petition the Board for participating membership if they have volunteered five (5) hours in three (3) consecutive months within one year prior to the Board meeting at which she or he presents her or his petition. New arrivals who desire to vote at a special membership meeting or by a mail ballot are responsible for petitioning the Board prior to the vote and are responsible for completing the registration process in accordance with Section 6.4(e).

(ii) Authorized leave. Individuals taking a leave of absence, authorized by a staff or Board member, qualify for participating membership provided they meet both of the following requirements:

(a) she or he has been a volunteer for at least one (1) year prior to the leave.

(b) she or he has worked five (5) hours in each of three (3) consecutive months during the year prior to the leave.

(iii) Special petition. Any individual may petition the membership at the Annual Meeting citing special circumstances that would show devotion to the station but inability to qualify under the rules. To qualify under this provision, the petitioner must meet all of the following requirements:

(a) submit her or his request in writing with any supplementary supporting information to the convener of the Annual Meeting before the start of the meeting.

(b) submit a written statement of support from the relevant supervisor.

(c) receive a majority vote of the membership.

2.1 c (c) Staff member. A staff member is any full-time, part-time, or temporary employee of WORT. To qualify under this provision, temporary employees must be employed for a minimum of 90 days. ~~All staff members are automatically considered members of WORT during their period of employment.~~

Rationale: Third sentence in conflict with second.

2.2 c Section 2.2 Non-Voting Members
(a) Listener-Sponsor A listener-sponsor is anyone who has made an annual listener-sponsorship level contribution to WORT as set by the Board.

Rationale: Defining listener-sponsors members recognizes their importance and will facilitate fundraising.

ARTICLE III: Board of Directors

Section 3.1 Number, Election, Term, and Removal.

The Board shall consist of:

- A) One (1) Fulltime Staff Member;
- B) Six (6) Participating/Volunteer Members;
- C) Four (4) Listener/Supporting Members.

Section 3.2 Categories of Directors.

(a) {Current} For the purposes of candidacy and election to the Board of Directors, no person shall be considered eligible in more than one category even if she or he meets the definitions of multiple categories.

3.2 b (b) Staff collective members shall only be eligible to fill the staff seat on the Board. The staff collective member on the Board shall represent all paid employees.

Rationale: Clarify that staff rep on Board should represent full-time, part-time and temporary employees.

(c) Participating members who are not staff members shall only be eligible to fill a participating member seat on the Board.

3.2 d (d) Part-time or temporary staff members are not eligible for election to the board.

Rationale: Prevent possible conflicts between part time staff serving as supervisors to their own staff supervisors.

(e) No Director shall change her or his category during her or his tenure on the Board.

(f) In order to comply with Federal law, no more than one director concurrently may be a non-U.S. citizen.

~~Section 2.2 Miscellaneous.~~

(g) Actual. In reference to members or Directors, actual refers to the total number of existing members or seated Directors, whether present at a meeting or not. Vacant seats on the Board are not counted as actual Directors. Any references such as "majority of" or "two-thirds of" the members or Directors that do not include the word "actual" are understood to refer to those present or voting.

Section 3.3 Method of Selection.

(a) Directors shall be elected from a pool of candidates by the voting members of WORT in accordance with the Standing Rules for Elections, except that;

(b) The staff representative shall be elected by the staff collective. Notice of such election must be given to the Secretary before a change in representation shall be considered valid. Such notice must be made in writing and signed by all available staff collective members. The staff representative shall serve for no less than three (3) consecutive months.

3.3 b.1 ~~(b.1) Part-time staff who meet the volunteer hour requirements of a Participating Member may run for a PM seat. Part-time staff who do not meet the volunteer hour requirements for a Participating Member seat, but who do qualify as a listener sponsor, may run for a listener sponsor seat.~~

Section 3.4 Term of office.

The terms of Directors shall be three years in length, commencing upon the announcement of election results at the annual meeting and ending at the same point of the third following Annual Meeting.

Section 3.5 Compensation.

Each Director shall serve without compensation.

Section 3.6 Removal.

(a) A staff representative on the Board who leaves the employment of WORT shall be automatically removed from the Board.

3.6 b (b) Any Director may be removed for cause at any time by a two-thirds (2/3) vote of the actual Directors. A vote to remove any Director may take place only at a scheduled meeting of the Board of Directors where the removal of said Director has been placed as an item on the agenda at least ~~five (5) fifteen (15)~~ ten (10) prior to the start of the meeting and ~~notice has been sent to said Director has been notified~~ by certified mail at least ten (10) ~~five (5)~~ days prior to the start of the meeting. All meetings to consider the removal of a Director shall be open unless the Director at issue asks that it be closed. ~~Removal under this provision is effective immediately. does not become effective until the end of the meeting at which the vote is taken.~~

Rationale: Removal should be immediate upon vote. Balances openness with privacy.

(c) A petition signed by at least twenty (20) percent of the members and delivered to the Secretary shall be sufficient to require a vote of the members on the recall of any named Director(s). Recall elections shall follow the same procedures as regular elections, except that two (2) members from among those signing the recall petition shall be temporarily added to the Election Committee overseeing the recall election. A majority vote is required to remove any Director. No more than three (3) Directors may be recalled during the period between the Annual Meetings. Removal under this provision is effective upon completion of the recall election.

3.6 d

(d) A participating member director shall perform at least five (5) hours of volunteer work in each of three consecutive months each WORT membership year. Failure of a participating member to maintain active volunteer status constitutes cause for removal or recall. Board service does not constitute "volunteer work."

3.6 e

(e) A listener-sponsor director shall make an annual contribution to WORT at the listener-sponsorship level. Failure of a listener-sponsor to make such contribution constitutes cause for removal or recall.

Rationale: Clarifies that all directors must stay current in respective status.

Section 3.7 Resignation.

A Director may resign at any time by notifying the Secretary in writing.

Section 3.8 Vacancies.

(a) Any vacancy on the Board due to death, resignation, or removal shall be filled by the special election procedure prescribed in the Standing Rules for Elections as soon as practicable and for the remainder of the unexpired term, except that;

(b) If a seat becomes vacant between March 15th and the Annual Meeting, it shall be within the sole discretion of the Board whether to schedule an election to fill the vacancy.

Section 3.9 Functions. The Board of Directors shall:

(a) Establish WORT's overall goals, priorities, and policies.

(b) Establish rules, policies and guidelines regarding the facility, equipment, committees, staff, volunteers, and programming of WORT.

(c) Manage the business, finances, and properties of WORT.

Section 3.10 Delegation.

The Board may delegate its authority to act with respect to any provision of these bylaws to any committee or individual Director except where specifically prohibited by law or these bylaws.

ARTICLE IV: Officers

Section 4.1 Number.

The Board shall elect from among its number a President, Vice-President, Secretary, and Treasurer.

Section 4.2 Restrictions.

- (a) No person may hold more than one office at a time.
- (b) The staff representative on the Board may not serve as an officer.

Section 4.3 Method of Selection.

4.3

The Board shall elect temporary officers immediately following each Annual Meeting, and permanent officers no later than the second regularly scheduled meeting following. Nominations for election to an office may be made by any Director.
~~The election of officers shall take place no later than the first second scheduled meeting of the Board following the Annual Meeting.~~

Rationale: Allows board time to assess leadership capabilities of directors

4.4

Section 4.4 Term of Office.

Terms of officers shall expire upon the adjournment of the next Annual Meeting following their election, be one year in length, commencing upon the announcement of election results and ending upon the election of their successors at the same point the following year.

Rationale: Clarifies term of officers

Section 4.5 Resignation.

Any officer may resign at any time by notifying the Secretary.

Section 4.6 Removal.

Any officer may be removed for cause at any time by a two-thirds (2/3) vote of the actual Directors.

Section 4.7 Vacancies.

Any vacancy in an office due to death, resignation, or removal shall be filled by election as soon as practicable and for the remainder of the unexpired term.

Section 4.8 Duties and powers.

The duties and powers of the officers shall be those usually associated with the respective offices.

5

ARTICLE V: Committees and Work Groups

Section 5.1 Types.

(a) Permanent committees are ~~specified within~~ as provided for by these bylaws.

(b) Standing committees are ~~specified within~~ as provided for by the Policy on Committees, which the Board shall adopt, maintain and observe.

(c) Work Groups are as provided for by motion and adoption by the Board of Directors.

~~(e) Temporary committees are specified by resolution motion of the Board for a duration of no more than one year.~~

~~(d) Ad hoc committees are specified by the Board to accomplish a specific purpose and are automatically dissolved upon the accomplishment of that purpose.~~

~~(e) A special committee is completely specified within a separate policy, and shall be exempt from committee policies other than those specified in these bylaws.~~

Rationale: Clarifies types of committees, creates ability to appoint work groups

Section 5.2 Permanent Committees.

5.2 a

(a) The Executive Committee shall consist of the four (4) officers of the Board. It may, if it deems appropriate and necessary, take any action which may be taken by a majority vote of the Board. An action of the Executive Committee shall require the affirmative vote of at least three (3) members. Votes may be cast in person, by digital technology, or by telephone, whether they are meeting in person or not. All actions taken by the Executive Committee shall be reported to the Board as soon as possible and shall be included in the minutes of the next Board meeting. Any Director may move for reconsideration by the full Board of any action taken by the Executive Committee.

5.2 b

(b) The Finance Committee shall consist of at least four (4) persons, including the Treasurer, who shall serve as chair. It shall, with appropriate staff input, prepare and submit to the Board a budget for the fiscal year, and may submit amendments to the current budget as it deems appropriate. It shall also prepare periodic financial reports for the Board, and provide such other information as would benefit the Board's understanding of the corporation's finances.

5.2 c

(c) The Personnel Committee shall consist of between three and five ~~three (3) to four (4)~~ Directors, including at least one (1) officer ~~and such additional member(s) as approved by the Board.~~ It shall develop personnel policies under the direction of the Board, and, in accordance with these policies, implement procedures for the hiring and evaluating of employees.

~~Section 5.3 Creation and Dissolution.~~

5.3 (old) ~~The Board is entitled to establish or dissolve any committee(s) as it deems appropriate, except that permanent committees may only be dissolved by an amendment to these bylaws. The Board shall maintain and observe a Policy on Committees, which shall set forth guidelines concerning the creation, maintenance, dissolution and responsibilities of committees.~~

5.2 d (d) All permanent committees other than the Executive Committee shall consist of persons expressing an interest in appointment who are confirmed by the Board.

Rationale: (a) Provides for exigent circumstances when Exec Cmte members may be unavailable, and allows for alternate means of voting. (b) Recognizes importance of Treasurer in setting agenda for Finance Cmte. (c) Expands Personnel Committee to allow for five members, clarifies that all members are Directors. (d) Provides for Board approval of committee membership

Section 5.3 – Committee/Work Group Authority and Responsibility

5.3 a (a) No committee shall have any powers exceeding those of the Board. The Board ~~must~~ retains the right to overturn all decisions by any committee or work group.

5.3 b (b) Committees and work groups shall report on their activities as directed by the Board

Rationale: Clarify extent committee/work group authority and need to report activities. (b) Added by committee.

ARTICLE VI: Meetings.

Section 6.1 Annual Meeting.

The Annual Meeting of the membership shall be held each year during the month of June at a time and place designated by the Board.

6.1 a (a) Only members defined in Section 2.1 shall be eligible to vote. The membership roll for the coming year shall be approved as the first item of business at during the course of the Annual meeting ~~is called to order~~. Once the membership roll has been approved, it shall remain valid until the next Annual Meeting is called to order unless amended by the Board in accordance with Section 2.1.

(b) To receive a ballot, members are required to validate their eligibility by completing the registration process in accordance with Section 6.4(c)

(c) The Annual Meeting shall elect new Directors, and may vote on proposed amendments to the bylaws and/or transact such other business as may be presented to it by the Board.

(d) The newly elected Board shall convene a brief meeting at the conclusion of the Annual Meeting, the main purpose of which shall be to set the time and place of the next regular Board meeting. The Board may also choose to elect officers and/or transact any business which may be presented to it.

(e)

Section 6.2 Regular Meetings of the Board.

The Board shall hold at least ten (10) regularly scheduled meetings each year.

Section 6.3 Special Meetings.

6.3 a

(a) Special meetings of the membership may be called by resolution of the Board or by petition signed by at least twenty (20) percent of the actual members and delivered to the Secretary. ~~at least ten (10) days before the date of the meeting.~~ The Board shall schedule a special membership meeting at least ten and no more than 30 days after receipt of the petition.

6.3 b

(b) Special meetings of the Board may be called by the President or by any four (4) Directors. Notice and agenda of a special meeting of the Board must be posted at least ten (10) days in advance of the meeting.

Rationale: Clarifies timing and notice for special meetings.

Section 6.4 Registration.

(a) The elections committee shall establish and post election and registration procedures by March 31st of each calendar year.

(b) The Elections Committee shall be responsible for the distribution of voter registration forms within ten (10) days of the completion of the potential voter list.

(c) The registration roll for the coming year shall be approved during the course of the Annual Meeting. Once the registration roll has been approved, it shall remain valid until the next Annual Meeting is called to order unless amended by the Board to accommodate new arrivals.

(d) Any member not included on the list of eligible registrants may register to vote by completing a registration form, obtaining a signature from their appropriate supervisor on their registration form, and delivering the registration form to a member of the elections committee no later than the time announced for conclusion of balloting at the Annual Meeting.

Section 6.5 Quorum

(a) A quorum of the membership at any meeting of the membership or in a mail ballot is achieved by the presence of a majority of the members who have registered in accordance with Section 6.4. Any member who casts a ballot shall be considered present until the end of the meeting.

(b) The business conducted at an Annual Meeting shall be limited to amending the proposed amendments to the Bylaws in accordance with Section 9.2. and to voting, without further amendments, on items contained in the official notice that was posted in accordance with Section 6.8(a).

(c) A quorum of the Board comprises a majority of the actual Directors or a minimum of four (4) Directors, whichever is greater.

6.5 d

~~(d) Any meeting of the Board which was commenced with a quorum present may continue until adjourned even though a quorum is no longer present. Any actions of the Board at such a meeting shall have the same force and effect as if a quorum were present for the entire meeting.~~

Rationale: Board should not conduct business without a quorum

Section 6.6 Voting.

At all meetings, each member of the body which is meeting shall have one vote. No proxy votes shall be permitted.

6.7

~~Section 6.7 Written Action.~~

~~Any action which might be taken at a meeting of the Board may be taken without a meeting provided that action is later put into writing and passed by all Directors at the next scheduled meeting.~~

Rationale: Made no sense

Section 6.8 Notice.

(a) Notice of the Annual Meeting shall be prominently posted at the main office of WORT at least one month before the date of the meeting.

(b) Notice containing the list of all participating members who have been certified by the Secretary as eligible to register to vote shall be posted at the main office of WORT by May 10th.

(c) Notice of all other meetings of the members shall be posted at least ten (10) days before the date of the meeting.

ARTICLE VII: Community Advisory Board

Section 7.1 Authorization.

The Community Advisory Board shall be maintained in accordance with section 396(k)(8) of the Communications Act of 1934, as amended.

Section 7.2 Governance.

The Community Advisory Board shall operate in accordance with the Community Advisory Board Charter. Amendments to the Community Advisory Board Charter shall require a two-thirds (2/3) vote of the actual Directors.

ARTICLE VIII: Financial Authority

Section 8.1 Contracts and Proposals.

Any contracts or proposals which are negotiated or ratified on behalf of WORT must be approved by the Board or the membership. To be binding, any contracts must be signed by an authorized agent of the Board.

Section 8.2 Loans.

No indebtedness for borrowed money shall be contracted on behalf of WORT, and no evidences of such indebtedness shall be issued in its name, unless authorized by the Board or the membership. Such authorization may be general or confined to specific instances.

Section 8.3 Signatures.

All checks, drafts, or other orders of payment of money and all notes or other evidences of indebtedness issued in the name of WORT shall be signed by such officers or approved staff members of WORT in such manner as authorized by the Board.

ARTICLE IX: Amendments

Section 9.1 Policy Documents.

The Policy Documents of WORT are the bylaws and the Policy Handbook.

Section 9.2 Bylaws.

9.2 Amendments to these bylaws may be proposed by the Board of Directors, or by any ten (10) voting members of WORT by written submission to the Secretary at least sixty (60) days prior to the next membership meeting. The Board ~~shall~~ may consider each proposed amendment and present its recommendations to the membership no later than the notice of the membership meeting. A proposed amendment ~~shall~~ may be adopted if a majority of votes cast at the membership meeting are in the affirmative. ~~by majority vote at a membership meeting, the notice of which included the proposed amendment~~. A proposed amendment may be amended at a membership meeting only to make minor technical corrections ~~or to narrow its scope (that is, to make it more like the existing bylaws)~~. ~~If a proposed amendment is narrowed in scope, all absentee ballots cast on the original proposal shall be disregarded~~. Amendments shall take effect at the end of the meeting at which they are adopted, unless the amendment itself provides for a different effective date. The Board may also provide for voting members to vote on a proposed amendment by mail ballot between membership meetings.

Rationale: Clarifies process for amending bylaws, including notice to members; prevents any floor amendments other than purely technical. Committee added references to “voting” members for clarification.

9.3 Section 9.3 ~~Policy Handbook~~—WORT Policies

The Board of Directors shall be responsible for maintaining and keeping up to date ~~the WORT Policy Handbook~~, an organized collection of all WORT policies. Any policy, except the Community Advisory Board Charter, may be established, amended or rescinded by majority vote of the Board.

Rationale: No such handbook currently exists. Added by Committee.

Section 9.4 Technical Amendments.

The Board of Directors is empowered to make technical amendments to the Policy Documents, provided the proposed amendments are presented in writing at a Board meeting. A proposed technical amendment may be rejected by majority vote of the Directors present at that meeting. A technical amendment may address only numbers and titles of the parts of the Policy Documents, cross-references, spelling, grammar, punctuation, capitalization, abbreviation, consistent terminology, and parallel structure. Numbers and titles of the parts of the Policy Documents are for ease of reference only and have no substantive effect. An approved technical amendment shall take effect at the end of the meeting at which it is presented.

ARTICLE X: Severability

Section 10.1 Severance. If any section, clause, provision or portion of these bylaws is judged unconstitutional or invalid by a court of competent jurisdiction, the remainder of the bylaws shall not be affected.

10.2 Section 10.2 In the case of conflict between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall apply.