

**WSLR, INC. Bylaws**  
**PROPOSED - to be adopted Fall 2019**  
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## **BYLAWS OF WSLR, INC.**

### **ARTICLE I – NAME AND MISSION**

#### **Section 1. Name**

WSLR, Inc. is a Florida Not For Profit Corporation initially incorporated in 2005 for the purpose of building a low power FM radio station in Sarasota County. WSLR, Inc. expanded to include a Community Media and Arts Center in April 2018. WSLR, Inc. is known as WSLR + Fogartyville and acquired the dba - Fogartyville Community Media and Arts Center - in April 2018.

#### **Section 2. Mission Statement**

WSLR+Fogartyville is a center for creative expression and community engagement that amplifies the voices of our diverse community and promotes peace, sustainability, democracy, and economic and social justice.

### **ARTICLE II - POWERS AND PURPOSES**

#### **Section 1. Powers**

The Corporation will have all of the powers accorded not for profit corporations under the Florida Not For Profit Corporation Act (the "Act"), as limited by the Articles of Incorporation. The Corporation will utilize such powers to engage in any lawful activity that is consistent with its purposes as set forth in the Articles of Incorporation.

#### **Section 2. Purposes**

The purposes for which the Corporation is formed are to operate and support a low power FM radio station and a community media and arts center in Sarasota and any other lawful business, exclusively for charitable, religious, educational and scientific purposes, and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

#### **Section 3. Not for Profit Status**

##### **A. Limitation on Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation and these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on

behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

#### B. Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to the State of Florida, or to a local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1. Qualifications for Board Membership**

A Board member shall be an adult person committed to the purposes of this corporation as expressed in the Mission Statement that has been a contributor of WSLR+Fogartyville for at least one year.

#### **Section 2. Number of Board Members**

WSLR + Fogartyville’s Board shall consist of a minimum of seven (7) and a maximum of eleven (11) voting members, with an additional "ex-officio" (non-voting) seats reserved for management. The maximum number of voting members may be changed by resolution approved by two-thirds of the then-sitting Board.

#### **Section 3. Composition of the Board**

1. An ex-officio non-voting seat on the Board will be reserved for management.
2. Qualified Board Candidates shall be voted **on** by the sitting Board Members of WSLR + Fogartyville during the annual meeting.
3. One seat on the WSLR + Fogartyville Board will be reserved for a New College Student Representative who qualifies under Florida law.
4. A majority of the WSLR + Fogartyville Board will be composed of community members who are not programmers. If someone elected as a community member becomes a programmer during their term on the Board, it will not change their standing on the Board.
5. The Board composition should strive to reflect the diversity of the community.

## **ARTICLE III: BOARD OF DIRECTORS continued**

### **Section 4. Election of Board Members & Term of Office**

1. Each person who wishes to be considered for a position on the Board shall complete a written questionnaire and be interviewed by the Nominating Committee. This questionnaire must be submitted at least forty-five (45) days before the date of the annual meeting. Following interviews, candidates can be nominated for a seat on the Board in one of two ways: By receiving the recommendation of the Nominating Committee, or by collecting signed petitions from at least 25 WSLR + Fogartyville supporters, supporters being defined as anyone who has made a financial contribution within the past year. The sitting Board, by a majority vote, elects new Board members at the Annual Meeting.
2. Board Member terms are two-year terms. Initial one- year terms may be used in order to comply with subsection 3 below. At the end of the two year term, Board members must stand for re-election.
3. The Board shall be divided into two biennial groups so that the term of office of approximately one half of the total number of Board members shall expire each year.
4. A Board member may be re-elected for a total of 4 terms, after which they are ineligible for a period of one year. A fifth term may be given to any Board member currently serving a fourth term at the time of the adoption of this rule.

### **Section 5. Compensation**

Board members shall not receive any compensation for their services as Board members.

### **Section 6. Resignation**

A Board member may resign at any time by delivering written notice to the Chair of the Board. A resignation shall be effective when given unless the notice specifies a later effective date.

### **Section 7. Vacancies**

Any vacancy on the Board of Directors which drops the number of Board Members below the minimum required by the Bylaws may be filled by a majority vote of the members of the Board of Directors at a Monthly Board Meeting. The Nominating Committee will be charged with the responsibility of recommending to the Board a replacement Board member for the remainder of the term.

### **Section 8. Removal of a Board Member**

1. A Board member may be removed with cause, by a two-thirds (2/3) vote of the Board at any board meeting. A Board member may not be removed for substantive disagreements. Prior notice of the date, time and purpose of said meeting will be listed on our website and announced on air two weeks before the meeting.

2. When a Board member has failed to attend three regular meetings during a calendar year, it shall be the duty of the Secretary to email a written notice to each Board member, and such notice shall also state that a Board member's absence from four regular meetings of the Board could result in termination from the Board.

### **Section 9: Board Member Conflict of Interest**

No Board member shall participate in decision-making on any matter that may result in advantage or gain to the Board member, his/her relative, or his/her business or intimate partner. "Decision-making" shall include advocating a position, lobbying, or voting upon subjects before the Board or any committee. An 'intimate partner' is a person with whom a Board member has a relationship comparable to that of a marital relationship. When such a conflict or appearance of conflict arises, that Board member shall make the Board or Committee aware of its existence.

### **Section 10: Nepotism**

No individual may be appointed to or sit as a voting member on the Board if he/she has a relative or intimate partner who is either employed by the station or who is currently a Board member. A Board member shall immediately notify the Board of any change in his/her status which results in a conflict with this policy and shall resign from the Board prior to the next scheduled Board meeting. This nepotism provision shall not apply to board members serving at the time of its adoption.

## **ARTICLE IV: BOARD OF DIRECTORS' MEETINGS**

### **Section 1. Regular Meetings of the Board**

Regular meetings of the Board shall be held a minimum of 6 times a year, at a time and place to be determined by the board. Regular meetings of the Board shall be open to the public and be held in a location that can facilitate public attendance.

### **Section 2. Annual and Special Board of Directors Meetings**

1. The WSLR + Fogartyville Board of Directors shall hold an annual meeting to report to the public, listen to the community in attendance, and to facilitate a dialogue on relevant issues pertaining to the organization and the community that supports it.
2. Special meetings of the WSLR + Fogartyville Board of Directors may be called by a two-thirds (2/3) vote of the Board. The Secretary shall give adequate notice to the members of the Board not less than 2 days before the special meeting. The notice calling for a special meeting shall state the purpose thereof, but such statement shall not preclude transaction of other business at said special meeting.

### **Section 3. Notice of Board Meetings**

Notice of upcoming board meetings (except emergency meetings) shall be given at least one week before said meeting. Notice will be provided via email to Board and staff and published on the website for members of the public.

#### **ARTICLE IV: BOARD OF DIRECTORS' MEETINGS continued**

##### **Section 4. Quorum**

The required quorum at Board meetings shall consist of sixty percent (60%) of the number of filled board positions excluding "ex-officio" (non-voting) board members to convene meetings and conduct business.

Members of the Board may participate in a meeting of the Board of Directors by means of a conference telephone, video conference, or similar communications equipment, by means of which all persons participating in the meeting can hear each other and be heard at the same time. Participation by such means shall constitute presence in person at a meeting.

##### **Section 5. Two-thirds Written Consent**

A decision of the Board shall be fully valid and official without a meeting of the Board, if the decision in writing is signed by two-thirds (2/3) of the number of members presently on the Board. Electronic approval shall serve as written agreement. All Board members must be given the opportunity to vote. This process cannot be used for Executive Committee Action (See Section 6. below)

##### **Section 6. Executive Committee Action**

The Executive Committee of the Board shall be composed of the elected officers of the Board. The committee may meet at the call of the Chair or at the call of two (2) members of this committee. Except as limited herein, the Executive Committee shall have the power to transact the business of the Board when all members of the Executive Committee concur that there is an emergency or that it is clearly not practical to transact such business at a regular or special meeting of the Board. Meetings of the Executive Committee may take place by telephone or video conference. The Executive Committee shall provide a report of their decision to all Board members within 24 hours in writing. Any action taken by the Executive Committee requires a 3/4 vote of the Committee.

The Executive Committee shall have no authority to:

- 1) Sell or otherwise encumber the station's FCC operating license, real property or personal property with a fair market value of \$7500 or more.
- 2) Make expenditures, including for real or personal property, in the amount of \$7500 or more.
- 3) Fill vacancies on the Board of Directors or any committee thereof.
- 4) Remove a Board member or terminate staff.
- 5) Adopt, amend, or repeal the bylaws.

##### **Section 7: Participation Of Staff, Volunteers And Community Members**

Staff, volunteers and community members may participate in a meeting of the Board of Directors in the following manner:

Any staff member attending a meeting of the Board of Directors may signal by raising his or her hand, to be recognized, at the direction of the Chair, to speak on any issue currently being considered.

There will be a Public Comment time on the agenda during which time volunteers and community members may speak on issues of their choosing. At this time anyone wishing to speak may do so by simply raising their hand and being recognized by the Chair. The Chair should use discretion in allocating time in the event that more wish to speak than time permits, and the Chair may request those wishing to speak to choose a representative to speak.

The normal and preferred method for a staff member wishing to place items on the agenda should be to ask the Management representative on the Board to do so on his or her behalf. Volunteers and community members may ask any Board member to place an item on the agenda on their behalf. It should be remembered that the agenda is set at the discretion of the Board. The staff, volunteers and community members are encouraged to make their requests at least one week before the Board meeting.

This policy shall apply to the regular monthly meetings of the Board.

## **Section 8. Closed Sessions of the Board**

With the exceptions stated herein, the Board of Directors, its committees and other committees created by it shall hold open meetings. However, the Board of Directors, and its committees may hold closed sessions to consider matters relating to individual employees or programmers, 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. Members of the Board of Directors are allowed to attend closed sessions of any committee. 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. In addition, any decisions made during a closed session shall be announced during the next open session. Closed sessions should be kept to a minimum and must not be abused.

## **ARTICLE V: OFFICERS**

### **Section 1. Officers of the Board**

Offices of the Board shall include a Chair, Vice-Chair, Treasurer, and Secretary. No two offices may be held by the same person. No one shall be eligible to serve as an officer unless he or she is also a member of the Board.

### **Section 2. Elections and Term of Office of Board Officers**

1. All officers of the Board shall be elected by the Board at the first regular board meeting following the annual election of Board members, or at the time a vacancy exists.

2. Such officers shall be elected for a term of one year, or until their respective successors are elected and qualified.
3. No officer may serve more than three consecutive years in the same office. After a hiatus of one year, eligibility starts anew.

## **ARTICLE V: OFFICERS continued**

### **Section 3. Responsibilities**

#### **A. Chair**

The Chair is the principal officer of the Board and shall preside at all board meetings and at the annual meeting of the WSLR + Fogartyville community. The Chair shall be an ex-officio (non-voting) member of all committees of the Board. The Chair shall perform all duties as prescribed by the Board, including: distributing the draft agenda and meeting announcement before each regular Board Meeting; and ensuring that all orders and resolutions of the board are carried into effect. The Chair shall be the person to whom management reports all pertinent organization business in a timely and comprehensive manner.

#### **B. Vice-Chair**

In the absence of the Chair or in the event of the Chair's inability to act, the Vice-Chair of the Board shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties and have such other powers as the Board may prescribe.

#### **C. Secretary**

The Secretary shall ensure that proper notice of all meetings is given; shall be responsible for keeping and maintaining the corporate minutes, records, reports, and other non-financial documents pertaining to the affairs of the corporation; and shall publish all minutes in a timely fashion. Signed and executed minutes including handouts/committee reports shall be provided to the organization for the permanent record.

#### **D. Treasurer**

1. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
2. The Treasurer shall provide a report at each Board meeting of the organization's income and expenditures.

### **Section 4. Removal Of Officers**

Any officer of the corporation may be removed from office, with or without cause, by a vote of at least a majority of Board Members presently serving on the Board. An officer shall be removed by such a vote if by any of his/her actions, he/she contravenes the rules set out by the Articles of Incorporation.

## **Section 5. Resignation Of Officers**

Any officer may resign at any time by giving written notice to the Chair or Secretary. The resignation of any officer shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 6. Officer Vacancies**

Vacancies in any of the offices of the corporation shall be filled for the unexpired term by a majority vote of the Board.

## **ARTICLE VI – BOARD COMMITTEES**

### **Section 1. Radio Program Committee**

The Board shall establish a standing committee named the Radio Program Committee. The Program Committee shall conduct ongoing evaluations of programming and programmers; evaluate program proposals; make recommendations concerning programming changes to management; and advise the Board of Directors regarding programming goals and issues.

### **Section 2. Ad Hoc and Other Committees**

The Board may establish ad hoc and other committees by resolution to fulfill duties, or to assist in current projects of the organization and/or the Board. These committees shall be chaired by a board member and may include WSLR + Fogartyville community members who are not on the Board. These committees may be dissolved by resolution of the Board when no longer needed. Each chair shall report any committee activity at the regular meetings of the Board.

## **ARTICLE VII: Additional Powers of the Board**

### **Section 1. Hiring and Tenure of WSLR + Fogartyville Management Personnel**

1. When a Management position becomes available, the Board will review, update, approve the job description, and fill the vacancy.
2. The Board may appoint a search committee to screen applicants and recommend finalists to the Board based on their potential to fulfill the duties contained in the job description.
3. To be eligible for a management position at WSLR + Fogartyville, a candidate must have at least one year of experience in community radio or community organization (which may include college radio).
4. The Board of Directors shall perform an annual review of Management.

### **Section 2. Removal of Management Personnel**

A member of Management may be removed or suspended for cause by a two thirds majority vote of the Board.

## **ARTICLE VIII: Designated Financial Agents and Signatures**

### **Section 1. Designated Financial Agents**

All funds of the Corporation will be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and will be drawn out on checks, drafts or other order signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

### **Section 2. Other Agreements**

Except as otherwise specifically provided by these Bylaws, all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments must be signed on behalf of the Corporation by the Chair or by such other officer, officers, agent or agents as the Board of Directors may from time to time by resolution provide.

## **ARTICLE IX: Amendments to the Bylaws, Proxies**

### **Section 1. Amendments to the Bylaws**

1. Any proposed amendment to the Bylaws may be placed on the agenda by a simple majority vote of the Board. The text of the proposed amendment posted on the organization's website and announced (including on the air) at least fourteen (14) days prior to the board meeting scheduled to vote on the amendment(s).
2. The Board may amend the bylaws by a two-thirds (2/3) vote of the Board at any board meeting as long as appropriate notice has been given (see #1).

### **Section 2. Proxies**

All actions taken by the Board shall be taken by them personally. Powers may not be delegated to alternates, by proxy or the like.