

WSLR, INC. Bylaws
Revised and Adopted by Board - April 2024
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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 the Fogartyville Community Media and Arts Center in April 2018.

Section 2. Mission Statement

WSLR 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 – PRINCIPAL OFFICE

The principal office of WSLR, INC shall be located in Sarasota County.

ARTICLE III- 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. 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 IV– 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 for at least one year. The prior contribution requirement may be waived for the New College Student Board member.

Section 2. Number of Board Members

WSLR's Board shall consist of a minimum of seven (7) and a maximum of eleven (11) voting members. The maximum number of Board members may be changed by resolution approved by two-thirds of the then-sitting Board.

Section 3. Composition of the Board

1. The General Manager shall be an ex-officio and non-voting member of the Board.
2. One seat on the WSLR Board may be reserved for a New College Student Representative who qualifies under Florida law.
3. A majority of the WSLR 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. If the ratio of programmers to non-programmers rises above half due to a position being vacated, the board candidates considered to fill the vacancy shall be non-programmer community members.
4. The Board composition should strive to reflect the diversity of the community.

Section 4. Election of Board Members & Term of Office

1. The sitting Board, by a majority vote, elects new Board members at the Annual Meeting.
2. 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. Candidates can be nominated for a seat on the Board in one of two ways: by receiving the

recommendation of the Governance Committee following an interview, or by collecting signed petitions from at least 25 WSLR supporters prior to the 45 day period, supporters being defined as anyone who has made a financial contribution within the past year prior to the 45 day period.

3. Any candidate(s) for the New College student position will be subject to the same interview and election process as all Board candidates in order to be elected.
4. Board Member terms are two-year terms. Initial one- year terms may be used in order to comply with subsection 5 below. At the end of each two year term, Board members must stand for re-election.
5. The Board shall be divided into two biennial groups so that the terms of office of approximately one half of the total number of Board members shall expire each year.
6. A Board member may be re-elected for a total of 4 consecutive terms, after which they are ineligible for a period of one year.
7. Board Member terms will commence at the conclusion of the Board meeting at which they are elected.

Section 5. 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 6. Vacancies

1. 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.
2. In the event that the Board wishes to fill a vacancy with a specific candidate during the year prior to the Annual Meeting, the consideration may be placed on a monthly agenda. If the board votes by a 2/3 majority to proceed, an application from that candidate will be solicited and considered by the Governance Committee. That candidate may be nominated and voted on for election at a subsequent Board meeting.
3. A Board member elected mid-year who serves less than 6 months in that first year will not have that partial year count against their term limit total.

Section 7. 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.
2. When a Board member has failed to attend three regular meetings during a 12 month period, it shall be the duty of the Secretary to email a written notice to each Board member, and such notice shall also state that the Board member's absence from four regular meetings of the Board could result in termination from the Board.

Section 8: Board Member Compensation and Conflict of Interest

1. Board members shall not receive any compensation for their services as Board members. Board members shall be entitled to receive reimbursement of expenses incurred for their service to the Board in such amounts and on such terms as the Board shall determine.
2. No Board member shall participate in decision-making on any matter that may result in advantage or financial gain to the Board member, an immediate family member, or their business. Immediate family member is defined as: parent(s); step parent(s); foster parent(s); sibling(s); children; grandparent(s); grandchildren; spouse or life partner; grandparent, parent, child, grandchild, or sibling of spouse or life partner. "Decision-making" shall include advocating a position, lobbying, or voting upon subjects before the Board or any committee.
3. When a conflict, or appearance of conflict arises, a Board member shall make the Board or committee aware of the conflict and the Board will consider whether any action is necessary.

Section 9: Nepotism

No individual may be appointed to or sit as a voting member on the Board if they have an immediate family member 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 their status which results in a conflict with this policy.

ARTICLE V: 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 Chair. Regular meetings of the Board shall be open to the public and be held in a location that can facilitate public attendance, if held face to face. Meetings may be conducted via Zoom or other electronic platform, in which case they will be advertised as such to the public.

Section 2. Annual and Special Board of Directors Meetings

1. The WSLR 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. New Board members and Board officers will be elected at the Annual Meeting.
3. Special meetings of the WSLR 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.
4. Notice of upcoming board meetings (except emergency meetings) shall be given at least one week before said meeting. Meeting agendas will be posted on the website at least five days in advance of the meeting.

Section 3. Quorum

The required quorum at Board meetings shall consist of sixty percent (60%) of the number of filled voting board positions to convene meetings and conduct business. The General Manager (non-voting member) is not included in the quorum count.

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 4. Proxies

All actions taken by the Board shall be taken by the members personally. Voting powers may not be delegated to alternates, by proxy or the like.

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 comprised 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. The executive committee shall also serve as the HR/Compensation Committee for the organization. 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 in writing 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 General Manager to do so on their 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. 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 VI: 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 a majority vote of the Board at the annual election of Board members, or at the time a vacancy exists.

2. Officers shall be elected for a term of one year.
3. No officer may serve more than three consecutive years in the same office. After a hiatus of one year, eligibility starts anew.
4. Board officers' terms will commence at the conclusion of the Board meeting at which they are elected.

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 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 the General Manager 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. When so acting, they 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. 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, by a two-thirds vote of Board Members presently serving on the Board.

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 at a regularly scheduled Board meeting.

ARTICLE VII– BOARD COMMITTEES

Section 1. General

The Board of Directors shall create and maintain the standing committees described in Section 3, and may create one or more additional standing or *ad hoc* committees, as provided in Section 4. Committee members shall serve at the pleasure of the Board of Directors. Committees shall advise and aid the Officers and Directors of the Corporation in all matters designated by the Board of Directors. All WSLR committees are advisory to the Staff and the Board or provide work to support the staff and/or Board. It is not compulsory for the Board to follow a committee's recommendation.

Section 2. Membership

The Chair shall appoint chairs of standing committees and shall appoint chairs of special committees as needed. Chairs of Standing Committees and Special Committees must be Board Members. Each chair shall report any committee activity at the regular meetings of the Board. With the exception of the Governance Committee, committee members need not be Directors and may be members of the community, paid staff, or volunteers.

Section 3. Standing Committees

Standing committees shall include the following:

1. Finance Committee
2. Fund Development Committee
3. Governance Committee

Section 4. Committee Duties and Responsibilities

The duties and responsibilities of these standing committees shall be established by a resolution of the Board.

Section 5. *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 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 VIII: Additional Powers of the Board

Section 1. Hiring and Tenure of the General Manager

1. When the General Manager position becomes available, the Board will review, update, and approve the job description, and fill the vacancy.
2. The Board Chair shall 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. The General Manager shall report to the Board. The General Manager shall have the responsibility and authority for the day-to-day administration of the business of the organization under the general supervision of the Board. The General Manager is responsible for the organization's legal compliance.
4. The General Manager's duties shall be governed by the provisions of their contract of employment with the Corporation and any Board resolution.
5. The Board of Directors shall perform an annual review of the General Manager.

Section 2. Removal of the General Manager

The General Manager may be removed or suspended by a two thirds majority vote of the Board.

ARTICLE IX: 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 provide by resolution.

ARTICLE X: Amendments to the Bylaws

1. 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. Any proposed amendment to the Bylaws shall be submitted in writing by a Board Member and the text of the proposed amendment must be posted on the organization's website and the notice of the bylaws changes must be announced (including on the air) at least fourteen (14) days prior to the board meeting scheduled to vote on the amendment(s)
2. The date of the most recent revisions to the Bylaws shall be recorded in the title of the Bylaws document.