

WSLR, INC. Bylaws (revised 06/2011)

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BYLAWS OF WSLR, INC.

ARTICLE I – NAME, HISTORY, MISSION AND PRINCIPLES

Section 1. Name

The radio station shall carry the call letters WSLR.

~~Section 2. History~~

~~WSLR began as the Sarasota Low Power Radio Project in the summer of 2003 with the merging of two applications for a community radio station in Sarasota: one from a group of community builders and activists; and a second from the New College Student Alliance of New College of Florida. The two groups determined to cooperatively found an indivisible, community radio station in Sarasota. In July of 2005, WSLR 96.5 LPFM went live.~~

Section 3. Mission Statement

WSLR is an innovative, listener-supported, non-profit, non-commercial FM radio station dedicated to serving the Sarasota community.

WSLR features locally produced programming and events that present cultural, artistic, and political perspectives currently underrepresented in the media. Our goal is to inform and empower listeners to play an active role in WSLR and in their community.

WSLR promotes equality, peace, sustainability, democracy, health and social and economic justice.

Section 4. ~~Principles~~ Core Values

- ~~1. WSLR will be a “voice of many voices” offering a wide variety of community members an opportunity to share their experiences, music, concerns and perspectives with their neighbors over the WSLR airwaves.~~
- ~~2. WSLR will promote local production and broadcast of programs covering issues and events pertinent to local, national, and international audiences.~~
- ~~3. The measure of WSLR’s programming success will be judged by its service to our listening community, and that service will be measured through listener feedback. WSLR will formulate a listener feedback mechanism and an evaluation process that is suited specifically to WSLR’s needs.~~

Community: As a community radio station, WSLR is committed to doing things for, through, and by the community.

Creativity: WSLR will reflect the creative spirit and eclectic talents of the community.

Openness: WSLR will be open to the community and new ideas.

Professionalism: WSLR will strive to demonstrate professionalism both in its programming and in how it manages itself.

Commitment: WSLR will work to share and engender commitment to the core values of the station and of community radio.

ARTICLE II - POWERS AND PURPOSE

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 which is consistent with its purposes as set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Purposes

The purposes for which the Corporation is formed are to operate and support a low power FM radio station in Sarasota and any and all lawful other business exclusively for charitable, religious, educational and scientific purposes, 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

1. Limitation on Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 these Articles of Incorporation. 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 (including the publishing or distribution of statements) 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.

2. 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 Membership

Section 1. Classes of membership

There shall be ~~two~~ one classes of membership —~~non-voting and voting~~. All members of WSLR shall act in accordance with the station’s mission statement in Article I.

Section 2. Composition of ~~non-voting~~ membership

~~Non-voting~~ membership shall consist of:

1. Paid-up members: those who have contributed annual membership dues as defined and determined by the Station Board.
- ~~2. Volunteers who contribute less than 60 hours/year~~

~~Section 3. Composition of voting membership~~

~~Voting~~ membership shall consist of:

- ~~1. Paid-up members who have volunteered at least 60 hours/year~~
- ~~2. Staff: those persons employed by WSLR~~

Section 4. Member Bill of Rights

1. The right to apply for open positions, including Station Board and DJ positions, except as subsequently noted.
- ~~2. The right to be properly trained in the use of station equipment when expected to properly operate such equipment.~~
3. The right to attend meetings of the WSLR Station Board and the right to be heard at the meetings (see Article V, Sections 19, 20)
4. The right to have access to WSLR financial reports (see Article V, Section 15).
5. The right to ~~add~~ propose items for ~~to~~ the agenda of any WSLR membership meeting or board meeting (see Article IV, Section 3, Item 2; Article V, Section 23, Item 4).
- ~~6. In addition, voting membership will have the right to vote for the Station Board during Station Elections.~~

ARTICLE IV Annual and Special Meetings/Elections

Section 1. Annual Membership Meeting

WSLR shall hold an annual membership meeting to report to the members, listen to the community in attendance, and to facilitate a dialogue on relevant issues pertaining to the station and the community that sponsors it.

Section 2. Special Meetings of the WSLR Board

Special meetings of the WSLR membership may be called by a two-thirds (2/3) vote of the Station Board.

Section 3. Agenda of Annual & Special Meetings/Elections

1. Two or more Station Board members may vote to add an item to the agenda of WSLR meetings.
2. An item may be added to the agenda if a membership petition, signed by a minimum of 20 WSLR voting members, is submitted to the Station Board 45 14 days prior to the Board meeting or as soon as possible in the event of a Special Meeting. Members shall be notified ~~via all relevant and appropriate public forums (including on the air)~~ of agenda items, date, time and place prior to the upcoming meeting.

Section 4. Voting

~~Only WSLR voting members (as defined in Article III, Section 3, Items 1 & 2) may vote in elections for the Station Board. Voting shall be by means of a printed ballot. Each voting member may cast one ballot only in each election.~~

ARTICLE V WSLR Station Board

Section 1. Qualifications for Station Board Membership

1. Only members of WSLR may sit on the Station Board.
2. Each person who wishes to run for a Station Board seat shall complete a written questionnaire and be interviewed by the Board Executive Committee. This information must be submitted at least forty five (45) days before the date of the annual meeting. Candidates become eligible for a seat on the Board in one of two ways: By receiving the recommendation of the current Board or by collecting signed petitions from at least 20 WSLR members.

Section 2. Number of Station Board Members

WSLR's Station Board shall consist of a minimum of seven (7) and a maximum of eleven (11) voting members, with additional "ex-officio" (non-voting) seats reserved for the Station Manager and other positions (see Article VI, Section 1, Item 4).

Section 3. Composition of the WSLR Station Board

1. The Station Manager of WSLR shall have an "ex-officio", non-voting seat, on the Station Board. Management personnel approved by the Board shall have additional ex-officio seats.
2. The remaining seats available on the board shall be voted in by WSLR voting members during annual elections held for that purpose (See Article V, Section 4).
3. One seat on the WSLR Board will be reserved for a New College Student Representative who qualifies under Florida law. This seat will be elected appointed by the board based on the recommendation of the New College Student Alliance. ~~in the same manner as other Board Members.~~
4. If an appropriate STAR student is available, one seat on the WSLR Board will be reserved for a Community Youth Development STAR high school student. This seat will be appointed by the board based on the recommendation of the Community Youth Development Staff.

5. The WSLR Board will be composed of a minimum of 5 community members. 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. ~~However, if they choose to run for the Board again, they will have to run for a programmer slot.~~

Section 4. Election of WSLR Station Board Members & Term of Office

1. ~~In the first two years of the organization (2004, 2005) the Board will be appointed. Starting in the year 2006, an election will be held annually to elect WSLR members to the WSLR Station Board. This election will occur before the first day of October.~~
2. ~~The first election held will fill half the number of electable Station Board seats. Each Board member will be elected to serve a two year term.~~
3. ~~By the second annual election, the Station Board shall be divided into two biennial groups so that the term of office of one half of the total number of Station Board members shall expire each year.~~
4. A Station Board member may be reelected without limitation on the number of terms the board member may serve.

Section 5. Compensation

Station Board members shall not receive any salaries for their services as board members.

Section 6. Resignation

A Station 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

1. ~~In the event there is a vacancy on the Station Board, the vacant seat shall be offered to the person with the highest vote total from the last general election who was not elected. If that person chooses not to accept, the seat shall be offered to the person with the next highest vote total.~~
2. ~~If no persons are available per Item 1, the Station Board shall appoint a qualified WSLR member to fulfill the remainder of the term of that seat.~~
3. Any vacancy on the Board of Directors and any newly created Board positions may be filled by a majority vote of the members of the Board of Directors. The Nominating Committee will be charged with the responsibility of recommending to the next meeting of the Board a replacement Board member for the remainder of the term.

Section 8. Required Attendance

1. A Station Board member will be considered absent if he/she is present at the board meeting for less than two-thirds of the scheduled time of the meeting.
2. When a Station Board member has failed to attend two regular meetings of the board during a calendar year it shall be the duty of the Secretary to cause a written notice of that fact to be mailed to such board member, and such notice shall also state that such board member's absence from three regular meetings of the board could result in her/his termination as a member of the Station Board (see Section 9, Item 2).
3. In a case where such board member has missed a third regular meeting of the Station Board, it shall be the duty of the Secretary to cause a second written notice of that fact to be mailed to such board member, and to also state that termination of such member's status as a member of the Station Board will be undertaken as set forth below unless the Secretary hears from such board member in writing within (10) ten days as to why such action should not occur.
4. At each regular meeting of the Station Board it shall be the duty of the Secretary to report the name of any board member to whom notices of meetings and notices of absences have been mailed, together with any written response received, as required by these bylaws. Thereupon at the recommendation of the Station Board, such board member may be removed, if the absences are deemed to be unexcused, from his/her position as a member of the Station Board and a vacancy of the board shall be declared.

Section 9. Removal of a Station Board Member

1. A Station Board member may be removed with cause, by a two-thirds (2/3) vote of the Station Board at any board meeting. A Board member may not be removed for substantive disagreements. All WSLR members will be given prior notice of the date, time and purpose of said meeting. (Refer to Article V, Sections 17 - 21)
2. Any Station Board member who misses three or more board meetings per year may be removed at a regular meeting by a majority vote of the board members then in office.

Section 10. Officers of the Station Board

1. Offices of the Station Board shall include a Chair, Vice-Chair, Treasurer, and Secretary. No two offices may be held by the same person. In the event there are Co-Chairs, there will be no Vice-Chair.
2. No one shall be eligible to serve as an officer unless he or she is also a member of the Station Board.
3. The officers shall serve as the Executive Committee of the Board.

Section 11. Elections and Term of Office of Station Board Officers

1. All officers of the Station Board shall be elected by the Station Board at the first regular board meeting following the annual election of Station Board members.
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.

Section 12. Chair

1. The Chair is the principal officer of the Station Board and shall preside at all board meetings and at annual and special meetings of the WSLR membership.
2. The Chair shall be an ex-officio (non-voting) member of all committees of the Station Board.
3. The Chair shall perform all duties as prescribed by the Station Board and will insure that all orders and resolutions of the board are carried into effect.
4. The Chair shall be the person to whom the Station Manager reports all pertinent station business in a timely and comprehensive manner.

Section 13. Vice-Chair

1. In the absence of the Chair or in the event of the Chair's inability to act, the Vice-Chair of the Station 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.
2. The Vice-Chair shall perform such other duties and have such other powers as the Station Board may prescribe.

Section 14. Secretary

The Secretary shall be responsible for keeping records of Board and Executive Committee actions, including overseeing the taking of minutes, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall also make a report at each Board meeting.

Section 15. 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 station's income and expenditures.

Section 16. Committees of the Station Board

1. The Station Board may establish ad hoc and standing committees to fulfill duties, or to assist in current projects of the station and/or the Station Board. These committees shall be chaired by a board member and may include WSLR members who are not on the Station Board.
2. The Station Board shall establish a standing committee, named the Community Needs Assessment Committee. Two Station Board members shall be delegated to serve on this panel. A call for volunteers to serve on this panel shall be included in each annual membership meeting, with the monthly Station Board meeting announcements (see Section 17 below) and at the first two Station Board meetings after each election. The Station Board may ask for more applications at any time.

A) The Station Board shall select panel members by giving greatest weight to the following criteria:

- i) The applicant's experience in promoting harmonious and respectful intra-community relations.
- ii) WSLR's need for the widest diversity, representing the many communities and interests we serve.

B) The Community Needs Assessment Committee shall have two primary functions:

- i) To review and evaluate whether the Station is meeting the needs of the community.
- ii) To recommend ways to improve programming to meet community needs.

C) The Community Needs Assessment Committee is expected to attend each annual membership meeting, and be prepared to discuss its report with attendees. If a special membership meeting is called, the Station Board by vote may require this committee to attend. The information packet shall be provided to each member before the annual membership meeting shall include a summary of this committee's report, if feasible. Therefore, this panel is urged and expected to report promptly. The Station Board is mandated to consider the reports seriously, and to act promptly.

Add the following as standing committees:

(b) Nominating Committee. The Nominating Committee shall advise the Board of Directors regarding nominations for Board elections and filling Board vacancies. This committee shall be composed of 2 Board members and 2 Community Advisory Board members.

(c) Program Committee. The Program Committee shall conduct ongoing

evaluations of programming and programmers; evaluate program proposals; make recommendations concerning programming changes to station management; and advise the Board of Directors regarding programming goals and issues.

Section 17. Notice of Station Board Meetings

Notice of upcoming board meetings (except emergency meetings) shall be given at least one week before said meeting, ~~on the air, every day and reasonably distributed throughout the day.~~ It shall also be published in the station program guide/newsletter and website prior to the meeting (if these items exist).

Section 18. Quorum

The required quorum at Station 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.

Section 19. Regular Meetings of the Station Board

Regular meetings of the Station Board shall be held a minimum of 4x a year, at a time and place to be determined by the board. Regular meetings of the Station Board shall be open to the public and be held in a location that can facilitate public attendance.

Section 20. Special Meetings of the Station Board

In the event of an emergency, crisis or unusual need, a special meeting of the Station Board may be called with at least 2 days notice. Such meetings can only be called by a quorum of the board. Those members shall personally notify all other board members. Members of the public shall be notified on the air for at least a 2 day period before said meeting, provided WSLR is broadcasting.

Section 21. Executive Sessions of the Station Board

With the exceptions stated herein, the Board of Directors, its committees and other committees created by it shall hold open meetings preceded by reasonable notice to the public. However, the Board of Directors, its committees and other committees created by it 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.

Section 22. Conduct of Station Board Meetings

The Station Board shall allow WSLR members in attendance to make comments during a public comment period ~~ask questions about and/or make concise relevant comments on agenda items when they are discussed by the board and prior to a board vote on the item.~~

Section 23. Agenda of Station Board Meetings

The agenda of board meetings will include but not be limited to:

- ~~1. Reviewing and approving of previous board meeting's minutes.~~
- ~~2. Unfinished agenda items from the previous board meeting.~~
- ~~3. Items added to the agenda by board members.~~
- ~~4. Items added to the agenda by at least six (6) attending WSLR members.~~
- ~~5. An open comment period, in which WSLR members and the public at large may address the board, will be part of the agenda of all public meetings of the Station Board~~
- ~~6. An opportunity for each attending Station Board member to report on fund-raising efforts since their last meeting.~~
- ~~7. Proposed programming changes, if any.~~

Section 24. Broadcast Guidelines & Policies

- ~~1. Non-student Community programmers shall be responsible for a minimum of four (4) hours daily broadcast time.~~
2. The Station Board is required to create a document of programmers' rights and responsibilities. A current version of this document shall be provided in hard copy form to each programmer and to WSLR members upon request. This document shall include the following guidelines and policies:
 - ~~A. Programmers shall refrain from libel.~~
 - ~~B. Programmers shall not air hate speech and/or incitement to violence in the language or content of programming except when such language is an intrinsic component of legitimate reporting, or dramatic presentation.~~
 - ~~C. In order to conform to federal regulations, WSLR shall prohibit language identified by the FCC as obscene.~~
 - ~~D. Each programmer is entitled to fourteen (14) days notice of major changes in his/her status and/or program scheduling.~~
3. The Station Board and WSLR's members are entitled to advance notification of proposed major changes in the program schedule and/or the status of any programmer. This notification shall include, but not be limited to: announcement on the affected program(s) and at the top of the weekly call-in program. This notification shall be given at least fourteen (14) days before implementation and at least thirteen (13) days before the next scheduled Station Board meeting.
 - A. In the event of an emergency which demands sudden changes in programming, the above notification language shall not apply.

ARTICLE VI Additional Powers of the Station Board

Section 1. Election and Tenure of WSLR's Station Manager and Program/Music Director

1. When the position of Station Manager becomes vacant, the Station Board shall post notice of said vacancy to membership and will announce said vacancy on-air during peak broadcasting hours.
2. To be eligible for the position of WSLR Station Manager a candidate must have at least one year of experience in community radio ~~as a member of the station~~. Under limited unusual circumstances, this requirement can be waived by a two-thirds majority vote of the WSLR Station Board with directly affected persons abstaining.
3. The Board of Directors shall perform an annual review of the Station Manager. ~~Each year, the Station Board may retain the Station Manager by simple majority vote. If the Board does not so vote, the position is vacant and Section 1, Items 1 & 2 shall apply.~~
4. When applicable, the Station Manager will have the authority to appoint a Program Director or other position(s), with simple majority approval by the Board required.

Section 2. Removal of Station Manager

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

Section 3. Acting Station Manager

In the event that the Station Manager's position cannot be filled, an Acting Station Manager shall be appointed by the Station Board.

ARTICLE VII. 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 VIII. Amendments, Referendums & Proxies

Section 1. Amendments to the Bylaws

1. Any proposed amendment to the Station Bylaws may be placed on the agenda by a simple majority vote of the Station Board. The text of the proposed amendment shall be published in the station program guide/newsletter (if one exists), posted on the station website and announced in relevant and appropriate public forums (including on the air) at least ~~forty-five~~ fourteen (14) days prior to the board meeting scheduled to vote on the amendment(s).
2. Station Board may amend the bylaws by a 2/3rds majority vote.

Section 2. Referendums

- ~~1. Any proposed referendum may be based on the next general election ballot by a simple majority vote of the Station Board. The text of the proposed referendum shall be published in the station program guide/newsletter (if one exists), posted on the station website and announced in relevant and appropriate public forums (including on the air) at least forty-five (45) days prior to the next annual meeting and election.~~
- ~~2. A referendum may be adopted by a 2/3rds majority vote of the voting members.~~

Section 3. Proxies

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