

## **WSLR, INC. Bylaws (revised XXX 2017)**

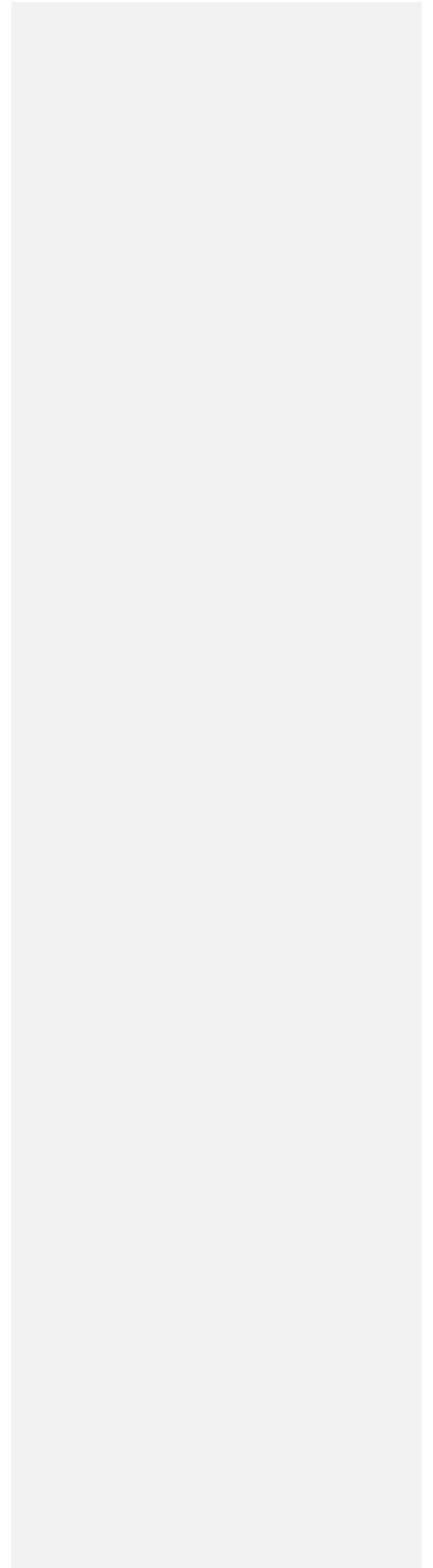
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## BYLAWS OF WSLR, INC.

### ARTICLE I – NAME, 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. The radio station shall carry the call letters WSLR.

#### Section 2. 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 3. Core Values

**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 that 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

**Comment [J1]:** From 2016 Board Retreat – is our corporate structure able to absorb other LLCs

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 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**

### **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, 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 (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 (non-voting)**

### **Section 1. Qualifications and Duties of membership**

Membership shall consist of those who have contributed annual membership dues as defined and determined by the Station Board. All members of WSLR shall support the station's mission statement in Article I.

### **Section 2. Member Bill of Rights**

1. The right to apply for open positions, including Station Board and Programmer (DJ) positions, except as subsequently noted.
2. The right to attend meetings of the WSLR Station Board and the right to be heard at the meetings (see Article IV, Sections 19, 20, 22)
3. The right to have access to WSLR financial reports (see Article IV, Section 15).
4. The right to propose items for the agenda of any WSLR membership meeting (see Article III, Section 3, Item 2).

### **Section 3. Annual and Special Membership Meetings**

1. 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. Pursuant to Article IV, Section 23(3), the Board will then specifically review and evaluate whether the Station is meeting the needs of the community and recommend ways to improve programming to meet community needs. The station board is mandated to consider this report seriously and to act promptly.
2. Special meetings of the WSLR membership may be called by a two-thirds (2/3) vote of the Station Board.
3. Agenda of Annual & Special Meetings. Two or more Station Board members may vote to add an item to the agenda of WSLR membership meetings. An item may be added to the agenda if a membership petition, signed by a minimum of 20 WSLR members (excluding board members), is submitted to the Station Board 14 days prior to the annual membership meeting, or as soon as possible in the event of a Special Meeting. Members shall be notified of agenda items, and of the date, time and place prior to the upcoming meeting.

## **ARTICLE IV - WSLR Station Board**

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

Only members of WSLR may sit on the Station Board.

**Comment [J2]:** Integrate with election section and Nominating Committee section.

## **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). 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 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 the sitting Station Board Members of WSLR during the annual meeting (See Article IV, 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 appointed by the Board based on the recommendation of the New College Student Alliance.
4. If an appropriate STAR student is available, one seat on the WSLR Board may 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 members of the community 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.
6. The Board composition should strive to reflect the diversity of the community whenever possible.

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

1. Each member who wishes to be considered for a position on the Station Board shall complete a written questionnaire and be interviewed by the Board Executive Committee sitting as 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 Board Executive Committee of the current Board, or by collecting signed petitions from at least 25 WSLR members. The sitting Board, by a majority vote, elects new Board members at the Annual Meeting.
2. Station Board Member terms are two-year terms. Initial one- year terms may be used in order to comply with subsection 3 below.

3. 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**

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 three 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 four 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 fourth 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 IV, Sections 17, 19, 20)
2. Any Station Board member who misses four 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 the annual meeting 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, including: distributing the draft agenda and meeting announcement one week before each regular Board Meeting; and ensuring 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, distributing copies of minutes to each Board member, and assuring that corporate records are maintained.

#### **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 other committees by resolution 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. These committees may be dissolved by resolution of the Board when no longer needed.
2. The Station Board shall establish a standing committee named the 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. It shall be published in the station program guide/newsletter, email, and/or 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.

#### **Section 23. Broadcast Guidelines & Policies**

1. 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.
2. The Station Board and WSLR's members are entitled to advance notification of proposed major changes in the program schedule. In the event of an emergency that demands sudden changes in programming, the above notification language shall not apply. However, changes should be posted on the Station's website as soon as possible.
3. The Station Board shall annually:
  - i) review and evaluate whether the Station is meeting the needs of the community.
  - ii) recommend ways to improve programming to meet community needs.
  - iii) report its results at the annual membership meeting.

## **ARTICLE V - 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. The Board will review, update and approve the station manager job description and advertise the open position.
3. The Board will 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.
4. To be eligible for the position of WSLR Station Manager a candidate must have at least one year of experience in community radio (which may include college radio).
5. The Board of Directors shall perform an annual review of the Station Manager.
6. 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 VI - 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 VII - Amendments to the Bylaws, 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 (including on the air) at least fourteen (14) days prior to the board meeting scheduled to vote on the amendment(s).
2. The Station Board may amend the bylaws by a two-thirds (2/3) vote of the Station Board at any board meeting.

### **Section 2. Proxies**

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