

# TEXAS PUBLIC RADIO BYLAWS

TEXAS PUBLIC RADIO, a Texas non-profit corporation, is organized to engage in the production and non-commercial broadcasting of educational and cultural programs pursuant to licenses and permits granted under the terms of applicable statutes and regulations, including the Federal Communications Act, by operating one or more public or community supported radio stations.

Texas Public Radio's mission is to engage in the non-commercial broadcasting and production of informational, educational, cultural and entertainment radio programs for the listening public.

## ARTICLE I: OFFICES AND AGENT

Section A. Principal Office. The principal office of the Corporation shall be in San Antonio.

Section B. Registered Office and Registered Agent. The Corporation shall maintain a registered office in the State of Texas and a registered agent whose office is identical with the registered office as required by the Texas Non-Profit Corporation Act. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

## ARTICLE II: BOARD OF DIRECTORS

Section A. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, and by its Executive Committee and officers acting under the direction of the Board of Directors.

Section B. Number, Tenure, and Qualifications of Directors. The Board of Directors shall consist of up to twenty-one, but no fewer than nine elected, voting Directors. Directors shall serve three-year terms, which shall be staggered so that, to the extent possible, one-third of the Directors are elected annually. Except as provided below, Directors may be elected to no more than two consecutive three-year terms, but are eligible to serve again following a break in service of one year. Directors shall be supporting members of the Corporation at such giving level as may be established from time to time by a majority vote of the Directors. Directors shall be supporting members of the Corporation to at least the McClain Circle level.

Subsection B.1. Immediate Past Chair. The Chair shall serve as Immediate Past Chair following the end of his or her term as Chair until such time as he or she resigns or is replaced by the outgoing Chair. If the Immediate Past Chair reaches or has reached his or her term limit, as provided in Section B above, then (a) the Board seat held by such Immediate Past Chair shall become vacant so that approximately one-third of Directors may be elected annually, (b) the Immediate Past Chair shall then serve as a non-voting director, and (c) the position of Immediate Past Chair shall not count toward the maximum number of board positions.

Subsection B.2. Waiver of Term Limit. The term limit for a Director may be waived for a period of one year by the affirmative vote of at least 2/3 of the other Directors present at any

regular meeting of the Board, provided that, no more than two successive waivers may be granted to any one Director.

Section C. Election of Directors. Except as provided in Section III.F, Directors shall be elected by the Board of Directors at its Annual Meeting. Nominations of prospective Directors shall be made by the Nominating Committee and mailed or e-mailed to the voting Directors at least ten days before the Annual Meeting. In addition, Directors, at least thirty days before the Annual Meeting, may propose to the Nominating Committee the names of persons whom they would want to be considered for nomination.

The election of Directors shall be by a show of hands, unless the Directors, by majority vote, order a written ballot. In the event a written ballot is so ordered, the Chair shall canvas the ballots and report the results of the election. If the number of persons nominated exceeds the number of Director positions to be filled, election of Directors shall begin with the person receiving the highest number of votes and proceed in diminishing order until all positions have been filled.

Section D. Resignation and Removal of Directors.

Subsection D.1. Resignation. Any Director may resign at any time, upon written notice addressed to the Board of Directors mailed, e-mailed, or personally delivered to the Chair or the Secretary.

Subsection D.2. Removal. Any Director absent from three consecutive regular meetings of the Board of Directors or four meetings in any twelve-month period shall be subject to termination at a succeeding meeting by vote of at least two-thirds of the Directors present at the meeting, regardless of whether the Director's removal was an agenda item for the meeting and regardless of whether the Director received specific notice of that such action would be considered. Attendance at a meeting by proxy does not constitute attendance for purposes of this subsection.

Section E. Annual Meeting. The Annual Meeting of the Board of Directors shall be held on a date at least thirty days, but not more than sixty days, after the end of the Corporation's fiscal year. At the Annual Meeting, the Board of Directors shall elect Directors, Officers, the Executive Committee, and the Community Advisory Board and shall transact any other business to come before the Board of Directors.

Section F. Regular Meetings. The Board of Directors shall meet every other month to receive the reports of the Officers and Committees and to take any action required; provided that, if circumstances warrant, the Chair may cancel or postpone up to two regular meetings per year by written notice to the Directors. The date, time, and place of regular meetings shall be set by the Chair.

Section G. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, by any seven Directors, or by the Executive Committee. Written notice of any special meeting of the Board of Directors shall be given by the Chair at least five days before the meeting by hand delivering, mailing or e-mailing to all persons entitled to notice at their address as shown on the records of the Corporation. Notice by mail shall be deemed delivered when deposited in the United States mail with proper postage affixed. The notice of a special meeting

shall specify the date, time, place, and shall specify the agenda of business to be transacted. Any Director entitled to notice may waive notice. Attendance at a special meeting of the Board of Directors shall constitute a waiver of notice unless the person attending does so for the purpose of objecting to the legality of the meeting or the notice of the meeting.

Section H. Public Attendance. To the extent required by law, meetings of the Board of Directors shall be open to the public. Notice of Board Meetings shall be given to the public as required by law.

### ARTICLE III: PROCEDURE

Section A. Quorum. One more than one-half of the Directors, in person, by remote access, or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section B. Action Binding. If a quorum is present at a regular or special meeting of the Board of Directors, actions taken by a majority vote at that meeting shall be the act of the Board unless a supermajority is required by these Bylaws or by law.

Section C. Proxies. At any meeting of the Board of Directors, a Director entitled to vote may vote by proxy executed in writing by the Director or by his/her duly authorized attorney. The proxy shall be valid only for the meeting specified, unless otherwise provided by the proxy.

Section D. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board agree in writing or by e-mail to ratify the action taken.

Section E. Vacancies on the Board. Vacancies on the Board of Directors may be filled by a majority of the Board acting on nominations forwarded by the Nominating Committee. A person elected to fill a vacancy shall finish the term of the Director being replaced and shall be eligible to serve an additional full term, unless the vacancy is for one full year or less, in which case the newly elected Director shall still be eligible to serve two full terms following the initial period of service.

Section F. Attendance by Remote Access: Directors are encouraged to personally attend all meetings of the Board and its committees. When personal attendance is not reasonably possible, Directors may participate in any meeting by remote access, so long as all persons participating in the meeting can communicate with each other simultaneously throughout the meeting. Participating in a meeting by remote access will constitute a person's presence for all purposes.

### ARTICLE IV: OFFICERS

Section A. Officers. The officers of the Corporation shall include the Chair, the Immediate Past Chair, the Vice-Chair, the Secretary, the Treasurer, the President, and such other officers as the Board of Directors may designate.

Section B. Election of Officers. Officers shall be elected at the Annual Meeting of the Board of Directors and shall be elected by a majority vote of the Board of Directors. Nominations of prospective Officers shall be made by the Nominating Committee and mailed or e-mailed to the

voting Directors at least ten days before the Annual Meeting. In addition, Directors, at least thirty days before the Annual Meeting, may propose to the Nominating Committee the names of persons whom they would want to be considered for nomination.

The election of Officers shall be by a show of hands, unless the Directors, by majority vote, order a written ballot. In the event a written ballot is so ordered, the Chair shall canvas the ballots and report the results of the election. If the number of persons nominated exceeds the number of Officer positions to be filled, election of Officers shall begin with the person receiving the highest number of votes and proceed in diminishing order until all positions have been filled.

Section C. Terms of Office. The officers specified in Section A of this Article shall hold office for a term of one year. An officer elected by the Board of Directors may be removed at any time by an affirmative vote of the majority of the Board whenever, in the judgment of the Board, the best interests of the Corporation would be served by removal. Vacancies occurring in any office may be filled immediately by a majority of the Board acting on nominations forwarded by the Nominating Committee. A person elected to fill a vacancy shall finish the term of the Officer being replaced.

Section D. Chair of the Board. The Chair shall preside at meetings of the Board of Directors and the Executive Committee and shall be an ex-officio member of all committees. The Chair shall be responsible for overseeing implementation of the policies and decisions of the Board of Directors.

Section E. Immediate Past Chair. The Immediate Past Chair shall provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Corporation, and supports the Chair on an as-needed basis.

Section F. Vice Chair of the Board. In addition to any other responsibilities specified in these Bylaws, the Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the authority of the Chair. The Vice Chair shall have such other duties as the Board of Directors may determine.

Section G. Secretary. The Secretary shall be responsible for recording and preserving the proceedings of all meetings of the Board of Directors and Executive Committee. The Secretary shall have other duties as the Board of Directors may determine.

Section H. Treasurer. The Treasurer shall chair the Finance Committee of the Board of Directors, and at each Board meeting shall report to the Board such financial information about the financial affairs of the Corporation as the Board may require. The Treasurer shall have other duties as the Board of Directors may determine.

Section I. President. The Board of Directors shall hire a President and shall determine the terms and conditions of his or her employment. The President shall serve as Chief Executive Officer of the Corporation and shall exercise such authority as is required to implement the policies of the Board of Directors and to manage the affairs of the Corporation. The President shall be an ex-officio member of the Board of Directors without voting rights and shall not be counted in determining a quorum for a meeting of the Board.

## ARTICLE V: SERVICES OF DIRECTORS AND OFFICERS TO THE CORPORATION

Section A. Services. The Corporation recognizes that Directors serve as volunteers. Each Director is free to serve other associations or entities, whether similar in nature or purpose to this Corporation or not, without breach of duty to this Corporation.

Section B. Transactions with the Corporation. Directors and entities in which they have an interest shall not be disqualified from contracting or otherwise doing business with the Corporation, provided that such interest shall be appropriately disclosed to the Board of Directors and recorded in the minutes, and approved by the Board.

Section C. Compensation. Directors shall receive no compensation other than reasonable reimbursement for expenses related to Board duties.

Section D. Limitation on Liability to the Corporation. To the fullest extent permitted by law, a Director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as Director.

Section E. Indemnification. Section 8.101 et seq. of the Texas Business Organizations Code (the "Code") permits the Corporation to indemnify its present and former members, directors and officers to the extent and under the circumstances set forth therein. In addition, in some circumstances, indemnification is required by the Code. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by the Code promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make such determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceedings to the fullest extent permitted by the Code and subject to the conditions thereof.

Section F. Insurance. The Corporation may purchase and maintain insurance against any liability asserted against and incurred by any Officer or Director in a capacity described in these Bylaws or arising out of the status of such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article.

## ARTICLE VI: COMMITTEES

Section A. Executive Committee. The Executive Committee shall consist of the Chair, the Immediate Past Chair, the Vice Chair, the Secretary, the Treasurer, and the President. The President shall be an ex-officio member of the Executive Committee without voting rights and shall not be counted in determining a quorum for a meeting of the Executive Committee.

Subsection A.1. General Powers. The Executive Committee shall act under the direction of the Board of Directors. It shall transact the business of the Corporation requiring Board action between meetings of the Board of Directors and shall transact such other business as may be delegated to it by the Board. Actions of the Executive Committee shall be ratified by the Board of Directors at the next Board meeting.

Subsection A.2. Regular Meetings. The date, time and place of regular meetings of the Executive Committee shall be set by the Chair of the Board. Actions required or permitted to be taken by the Executive Committee may be taken without a meeting if all members consent to the action being taken in writing or by e-mail.

Subsection A.3. Special Meetings. Special meetings of the Executive Committee may be called by the Chair or by any three members of the Executive Committee.

Subsection A.4. Quorum. Three members of the Executive Committee, in person or by proxy, shall constitute a quorum for the transaction of business at any Executive Committee meeting.

Subsection A.5. Vacancies. When a vacancy occurs on the Executive Committee, the position shall be filled by the person elected to succeed in the office represented. A person filling a vacancy shall serve for the unexpired term of the individual he or she is replacing.

Section B. Standing Committees. Standing Committees shall be: the Finance Committee, the Development/Endowment Committee, the Strategic Planning Committee, the Bylaws Committee, the Nominating Committee, the Marketing Committee, the Facilities Committee, the Audit Committee, The Community Advisory Board Liaison Committee and the Human Resources Committee. The Chair shall appoint the members of the standing committees with the advice and consent of the Board of Directors. Members of the standing committees shall serve terms of one year and may be reappointed. As deemed appropriate, non-Director community members may be added to a committee by a majority vote of the Board of Directors.

Subsection B.1. Finance Committee. The Finance Committee shall be composed of the Treasurer and least two Directors. It shall oversee the management of the financial affairs of the Corporation.

Subsection B.2. Development/Endowment Committee. The Development/Endowment Committee shall be composed of at least two Directors. It shall advise and assist the Board of Directors and the staff of the Corporation in fundraising and promotional projects and activities.

Subsection B.3. Strategic Planning Committee. The Strategic Planning Committee shall be composed of at least two Directors. It shall recommend revisions of strategic plans and policies of the Corporation to the Board of Directors and shall oversee implementation of Board-approved plans and policies.

Subsection B.4. Bylaws Committee. The Bylaws Committee shall be composed of at least two Directors. It shall assure that the Bylaws are kept current and that the Board of Directors complies with bylaw requirements.

Subsection B.5. Nominating Committee. The Nominating Committee shall consist of at least three Directors. It shall propose nominees for Directors, Officers, and Community Advisory Board members to be voted on at each Annual Meeting and shall also propose nominees for appointment to fill vacancies on the Board of Directors and Community



Advisory Board.

Subsection B.6. Marketing Committee. The Marketing Committee shall consist of at least two Directors. It shall review and advise the Board of Directors on marketing activities to advance the membership and support of the Corporation.

Subsection B.7. Facilities Committee. The Facilities Committee shall consist of at least two Directors. It shall review management of current facilities of the Corporation and oversee any plans for expansion or acquisition of new facilities.

Subsection B.8. Audit Committee. The Audit Committee shall consist of at least two Directors. It shall oversee the control and risk management processes of the Corporation, the audits of the financial statements of the Corporation, and the independence, qualifications and performance of the independent auditor.

Subsection B.9. The Community Advisory Board Liaison Committee. The Community Advisory Board Liaison Committee shall consist of at least one Director (the CAB Liaison). It shall oversee the activities of the Community Advisory Board and periodically report on those to the Board.

Subsection B.10. Human Resources Committee. The Human Resources Committee shall consist of at least two Directors. It shall oversee the Corporation's compensation and personnel policies and practices.

Section C. Ad Hoc Committees: The Chair has the option of appointing Ad Hoc committees as needed.

## ARTICLE VII: COMMUNITY ADVISORY BOARD

Section A. Community Advisory Board Role. The Corporation shall have a Community Advisory Board to serve as required by the Communications Act. The Community Advisory Board shall review the programming goals established by the Corporation, the service provided by the Corporation, and the significant policy decisions rendered by the Corporation, and shall advise the Board of Directors on whether the Corporation's programming and other significant policies are meeting the specialized educational and cultural needs of the communities served by the Corporation, and recommendations the Community Advisory Board deems appropriate to meet such needs.

Section B. Limitations on Activities. Consistent with the rules of the Corporation for Public Broadcasting, the Community Advisory Board shall have no policy-making function and shall not exercise any control over the daily management or operation of the Corporation.

## ARTICLE VIII: AMENDMENTS TO THESE BYLAWS

These Bylaws shall be adopted, amended, or repealed by a two-thirds majority of the Board of Directors present at any Regular Meeting of the Board. Notice of any proposed change in the Bylaws shall be mailed or e-mailed to the Directors at least ten days prior to the meeting at which the change will be considered.

## ARTICLE IX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the transaction of business at all meetings of the Board of Directors. To the extent that Robert's Rules may be inconsistent with these Bylaws, the Bylaws shall govern.

## ARTICLE X: LOCAL DIVERSITY OF OWNERSHIP

Section A. Maintenance of Local Diversity of Ownership. Neither the Corporation nor any Officer or Director of the Corporation shall have an FCC-defined attributable interest in another broadcast station or construction permit for a broadcast station if such station has or, in the case of a construction permit for a station would have upon completion of construction, a principal community contour that overlaps, in whole or in part, the principal community contour of a Proposed Station. It is the intention of the Corporation that this provision be construed in such a manner as to ensure that local diversity of ownership that would entitle the Corporation to credit for local diversity of ownership under Section 73.7003(b)(2) of the rules of the Federal Communications Commission, or any successor provision of the rules of the Federal Communications Commission, and the calculation of the principal community contours required under this subsection shall be made in accordance with such Section 73.7003(b)(2) or any successor provision of the rules of the Federal Communications Commission. Without in any way limiting the previous sentence, this subsection shall be construed as proscribing the possession of an FCC-defined attributable interest in any broadcast facility or application for a broadcast facility that would prevent the Corporation from receiving credit for local diversity of ownership including, without limitation, any interest in a translator station.

Section B. Local Diversity of Ownership. Notwithstanding any other provision of these Bylaws to the contrary, the Bylaws of the Corporation may not be amended in any manner which makes the provisions thereof in contradiction to or in violation of Article X, Section A, above, and provided further that Article X, Section A, shall not be amended in any manner that causes the Corporation to lose its qualification for local diversity of ownership credit under FCC Rule Section 73.7003(b)(2), or any successor provision, for as long as the Corporation has an application for a new noncommercial educational radio station pending and, if applicable, for the holding period under FCC Rule Section 73.7005, or any successor provision.