

The WPKN Constitution

Article I Name and Offices

WPKN, Inc. ("WPKN") is a not-for-profit Connecticut corporation. The principal office of the Corporation shall be located in the City of Bridgeport, County of Fairfield and State of Connecticut. The corporation may also have such offices at such other places within or without the state as the Board of Directors may from time to time determine.

Article II Purposes and Objectives

1. WPKN, Inc. is a non-profit corporation established for the purpose of operating noncommercial educational radio stations and other media to serve the needs of the residents of Bridgeport, Connecticut, local educational institutions and the surrounding area.

2. WPKN shall serve the public interest, convenience, and necessity in accordance with applicable laws and regulations.

3. WPKN shall broadcast sounds and ideas not generally available in other media and to serve the community and region with distinctive and unique noncommercial programming.

4. WPKN shall observe the principle of freedom of speech as expressed in the First Amendment to the Constitution of the United States of America.

5. WPKN shall neither solicit nor accept contributions, gifts, grants, loans, bequests, or endowments which require, or are contingent upon, the broadcast of underwriting announcements or acknowledgements.

6. To organize, promote, support, maintain and/or operate diverse non-commercial, educational broadcasting on Radio Station WPKN-FM, a radio station in the Bridgeport, Connecticut area and WPKM-FM, a radio station in Montauk, New York serving the greater Long Island, southeastern Connecticut, Rhode Island and southwestern Massachusetts areas, and to encourage the production of educational radio programming, and to provide opportunities for students from local educational institutions and members of the community to learn and gain course credit for assisting in the operation of the broadcast station. The corporation does not contemplate any pecuniary gain or profit to the members thereof.

7. To accomplish said purposes and objects, this corporation shall have the following powers: to raise and borrow money for the above purposes; to take and hold by lease, gift, purchase, grant devise or bequest any property, real or personal, as may be necessary for attaining the objects and carrying into effect the purposes of this corporation; to make contracts

1 of every kind and description to carry into effect the objects and purposes of this corporation; to
2 build, purchase, acquire by gift or otherwise, real and personal property to attain the objects and
3 carry into effect the purposes of this corporation; to own, manage, and/or lease property as may
4 be necessary for attaining the objects and carrying into effect the purposes of this corporation; to
5 transfer and convey real and personal property; to mortgage and pledge any of its real and
6 personal property; to borrow money for said purposes. This corporation shall also have the
7 power and authority to exercise any and all powers, rights and privileges which a corporation
8 organized under the Non-Profit Corporation Law(s) of the State of Connecticut by law may now
9 or hereafter have to exercise, including all such powers as are necessary to carry on the purposes
10 of this corporation either express or implied. Notwithstanding any other provision of these
11 articles, this corporation shall not engage in any activities or exercise any powers that are not in
12 furtherance of the purposes as set forth hereinabove.

13 8. WPKN, Inc. is organized exclusively for educational purposes, including, for such
14 purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal
15 Revenue Code (or the corresponding section of any future Federal Tax Code).

16 9. No part of the net earnings of WPKN, Inc. shall inure to the benefit of, or be
17 distributable to its members, trustees directors, officers or other private persona, except that
18 WPKN Inc. shall be authorized and empowered to pay reasonable compensation for services
19 rendered and to make payments and distributions in furtherance of Section 501(c) (3) purposes.
20 No substantial part of the activities of WPKN, Inc. shall be the carrying on of propaganda,
21 otherwise attempting to influence legislation, and WPKN, Inc. shall not participate in, or
22 intervene in (including the publishing or distribution of statements) any campaign on behalf of,
23 or in opposition to, any candidate for political or public office. WPKN, Inc. shall specifically and
24 regularly announce, on a schedule approved by the voting members and also voluntarily by
25 individual programmers, that all opinions expressed are those of the individuals expressing them
26 and not those of WPKN, Inc., and that contrary opinions are welcomed and will be aired.

27 10. Notwithstanding any other provision of this Constitution, WPKN, Inc. shall not
28 carry on any other activities not permitted to be carried on (a) by a corporation exempt from
29 Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the
30 corresponding section of any future Federal Tax Code) or (b) by a corporation, contributions to
31 which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or the
32 corresponding section of any future Federal Tax Code).

34 **Article III Members**

35 **Section 1 — Requirements for Membership**

1 1. Volunteers who adhere to the principles and policies of WPKN and whose
2 involvement has been verified by a member of the Board of Directors and who seek to become
3 members of WPKN shall be considered eligible for membership.

4 Section 2 — Classes of Membership

5 **1. Community Volunteer:** individuals who volunteer on an intermittent basis for station
6 activities and events, but who do not wish to commit to becoming a Voting Staff Member; shall
7 not have a vote.

8 **2. Probationary Staff Member:** volunteers who seek voting membership; shall not have
9 a vote.

10 a. Such members must serve a six month apprenticeship during which time they
11 must exhibit those qualities which conform to the ideals and principles of WPKN.

12 b. Such members must demonstrate an ongoing engagement in the fulfillment of
13 the duties and responsibilities deemed necessary for the function of WPKN.

14 c. Becomes a Voting Staff Member upon completion of this time period, subject
15 to the approval of the Board of Directors. Such membership must be approved by
16 majority vote of the Board of Directors after completing the six month probationary
17 period.

18 **3. Voting Staff Member:** those members demonstrating an ongoing engagement in the
19 fulfillment of the duties and responsibilities deemed necessary for the function of WPKN,
20 including at least 24 hours of volunteer service annually apart from meeting time, and who attend
21 at least 50% of regularly scheduled staff meetings; shall have a vote in staff meetings and
22 elections.

23 **4. Non-Voting Staff Member:** those former Voting Staff Members whose level of
24 engagement in the fulfillment of the duties and responsibilities deemed necessary for the
25 function of the radio station is no longer ongoing; shall not have a vote in general staff meetings
26 and elections.

27 a. Shall regain status of Voting Staff Member upon demonstrating a level of
28 engagement sufficient to qualify as a Voting Staff Member, subject to the approval of a
29 majority vote of the Board of Directors.

30 Section 3- Non-discrimination

31 Neither WPKN nor any member, director or officer acting on its behalf shall
32

discriminate against any person or group because of race, color, creed, religion, gender, sexual orientation, national origin, age, or physical or mental handicap.

Article IV — Board of Directors

1. The Board of Directors of WPKN (“board”) shall consist of the following directors elected to terms of one year and whose responsibilities are set forth below.

1. Chair
2. Treasurer
3. Secretary
4. Program Director
5. Library Director
6. Music Director
7. Public Affairs Director
8. Press and Publicity Director
9. Benefit Director
10. Fundraising Director
11. Premiums and Promotions Director
12. Public Service Director
13. News Director
14. Director At Large
15. Volunteer Director
16. Long Island Director
17. Technical Director

2. Directors’ Individual Duties

1. **Chair:** shall convene and serve as moderator for Board and general staff meetings, shall coordinate long term strategic planning, and shall perform all the duties and responsibilities of Chair pursuant to Roberts Rules, and shall designate a chair pro tem as needed.
2. **Treasurer:** shall see to the proper fiduciary administration of the corporation’s funds, render annual and quarterly financial reports to the members, and coordinate annual budget and long term financial planning.
3. **Secretary:** shall maintain the corporation’s books and records, draft minutes of Board and staff meetings and promptly circulate same to all members upon approval.
4. **Program Director:** shall formulate, schedule, and supervise all program material, general format, and the time of all programming. Shall see that the logs are prepared for each day’s programming, previous to air time. The Program Director

1 is responsible for these logs.

- 2
- 3 5. **Library Director:** shall maintain a complete and up-to-date list and catalog of all
- 4 recordings, shall initiate the purchase of all library supplies and recordings, and
- 5 shall post a weekly list of all new or renumbered recordings.
- 6
- 7 6. **Music Director:** Music Director: shall keep in constant contact with record
- 8 companies, artists, & promotional firms. Shall work with the Library Director in
- 9 the maintenance of the library. Shall help initiate the purchase of Music
- 10 Premiums.
- 11
- 12 7. **Public Affairs Director:** shall compile information on available public affairs
- 13 programs and resources and shall inform programmers of same.
- 14
- 15 8. **Press and Publicity Director:** shall coordinate activities in connection with the
- 16 promotion of, and publicity for, various broadcasts and benefits. Shall coordinate
- 17 production of the Program Guide.
- 18
- 19 9. **Benefit Concert Director:** shall coordinate activities in connection with the
- 20 production of benefit concerts.
- 21
- 22 10. **Fundraising Director:** shall coordinate volunteers to process checks and prepare
- 23 mailings, shall, during times of on-the-air fundraising, coordinate and schedule
- 24 telephone volunteers and on-air pitching partners and shall explore other methods
- 25 of fundraising.
- 26
- 27 11. **Premiums and Promotions Director:** shall coordinate ticket giveaways and on-
- 28 air promotions, shall, before and during times of on-the-air fundraising, prepare
- 29 and process special premium offerings.
- 30
- 31 12. **Public Service Director:** shall maintain an up-to-date Public Service
- 32 Announcement book, and recorded announcements for non-profit groups, and
- 33 concert listings of an informational, non-promotional nature.
- 34
- 35 13. **News Director:** shall be responsible for producing a newscast and shall be
- 36 responsible for assigning persons to fill news slots.
- 37
- 38 14. **Director at Large:** shall maintain a list of station members and their addresses
- 39 and phone numbers, shall serve as a liaison between staff, Board, and listeners,
- 40 and shall maintain records pertaining to eligibility for membership.
- 41
- 42 15. **Volunteer Director:** shall maintain a list of persons available to volunteer in
- 43 support of the station, shall assist in contacting volunteers for assistance with on-
- 44 air fundraising, benefit events, mailing preparation, and special projects.
- 45

1 **16. Long Island Director:** shall be a full-time resident of Long Island and shall, in
2 conjunction with others, coordinate and supervise broadcasts, events, and special
3 projects taking place on Long Island.

4
5 **17. Technical Director:** shall coordinate, facilitate, and help plan technological
6 aspects of WPKN's operation, including broadcast equipment, internet, and new
7 technology.
8

9 3. Committees. The Board of Directors shall maintain a three member standing
10 Executive Committee and a Personnel Committee consisting of Directors to be
11 designated by the Board at the outset of each term, and such other committees and
12 advisory boards as it may from time to time designate and which may include non-
13 Directors and non-members. The Executive Committee may exercise the authority of the
14 full Board on urgent matters between board meetings, subject to ratification by the full
15 Board. The Personnel Committee shall assist, supervise, and evaluate employees.

16 4. Term limits. Directors may serve on the Board for up to five consecutive years
17 and may stand again for re-election after one year's absence from the Board. Term limits
18 may be extended only in the event of a Board vacancy for which there is no other
19 candidate.

20 5. The Board of Directors, by two-thirds majority vote, may overrule the actions of
21 any member of the board.

22 6. Transitional Provisions

23 a. Upon the effective date of this Constitution, the serving WPKN, Inc.
24 Chair, Treasurer, and Secretary shall serve in said positions on the Board of Directors for
25 the remainder of the full term to which each was elected.

26 b. Upon the expiration of the current term of the corporation's Secretary, the
27 position of Secretary and Director at Large shall be combined as "Secretary and Director
28 at Large."

29 c. Term limits shall apply prospectively from the effective date of this
30 Constitution.

31 d. Once these transitional provisions have taken effect, this Section (6) may
32 be deleted from this Constitution and the office of "Secretary and Director at Large,"
33 combining their respective descriptions, shall replace the office of Secretary herein.

Article V Administration

1 Licensee

WPKN, Inc. is the licensee of any and all of the corporation's regulated radio and other media. The Board of Directors shall be named on any such licenses as the duly authorized representatives of the members of WPKN, Inc.

2. General Manager

The General Manager shall serve at the pleasure and will of the Board of Directors, shall manage the corporation's day to day operations and shall perform such duties as may be specified in a contract of employment for a specific term of years and as directed from time to time by the Board of Directors. All employment contracts shall be subject to the review and approval of the voting members.

3. Hiring of General Manager

When a General Manager ("GM") is to be hired, the Board's Personnel Committee shall serve as a search committee, shall interview all viable candidates, and shall recommend one or more candidates to the Board of Directors. The board shall advise the general membership as to its preference, and the general membership shall approve or reject the board's recommendation. During any vacancy in the position of General Manager, the Board of Directors may appoint and employ an interim GM to serve until a permanent GM is hired.

4. Policies & Procedures

a. Station policies and procedures shall be set forth in a WPKN Handbook of Policies and Procedures.

b. All policy and procedures not specifically reserved to the Board of Directors are reserved to the members of the corporation, including all budgetary authority.

c. Any voting member of the corporation may request the adoption of changes to existing policies and procedures or propose new ones. A formal review and debate of such proposals will be undertaken by voting members at a general staff meeting promptly after such an oral or written request is made to the Chair of the Board of Directors and General Manager. Such request shall be posted by the Chair and members shall be notified of the date and time of such a review. Adoption or rejection of proposals will be determined by a majority vote, subject to board veto as set forth below.

1 d. Within 45 days of the enactment by the members of the corporation of any
2 change in WPKN, Inc. policy or procedure the Board of Directors may veto said
3 action by majority vote, only on the grounds that said action violates applicable
4 law or regulation pursuant to written advice of corporate counsel.

5 6 **Article VI Meetings, Quorums, Qualifications, and Elections**

7 8 Section 1 — Meetings

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- 10 a. The annual election meeting of the members of the corporation shall be held on the
11 third Sunday in May.
- 12
- 13 b. There shall be at least one general staff meeting per quarter.
- 14
- 15 c. Staff meetings shall be chaired by the Chair of the Board of Directors or his or her
16 designee.
- 17
- 18 d. Staff and annual meetings shall be governed by Roberts Rules of Order.
- 19
- 20 e. Board meetings shall be held at least monthly.
- 21
- 22 f. The members shall consider, approve and / or modify recommendations by the Board
23 as to the corporation's operating budget prior to July of each calendar year.
- 24
- 25 g. Dates and times of staff, board, and committee meetings shall be posted at least one
26 week in advance by the chair of each meeting.
- 27
- 28 h. All meetings shall be open to observation by any member except executive session
29 called in cases of health-related, necessarily confidential personnel, or disciplinary
30 matters.
- 31
- 32 i. Members and Directors may attend meetings by electronic means specifically
33 authorized from time to time by the Board of Directors.
- 34
- 35 j. Minutes of all board and staff meetings shall be circulated to all members promptly
36 upon approval of same.

37 38 Section 2 Quorums

- 39
- 40 1. 50% plus 1 shall constitute a quorum at the annual election meeting and for votes on
41 amendments to this constitution, veto of Board decisions, and impeachment. 20 or more
42 voting members shall constitute a quorum for general staff meetings. Voting members
43 may voluntarily suspend their voting privileges at will and during such voluntary
44 suspension shall not be counted for purposes of a quorum.

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2 Section 3 Qualifications, Nominations, and Elections
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4 A. Qualifications
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6 1. Candidates for all offices must have shown a sense of responsibility as well as a
7 willingness to help the station in their past performance as general staff members.
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9 2. Candidates for the program director position must have served on the Board or its
10 predecessor Executive Board for at least one full term, and must be programmers on
11 WPKN.
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13 3. A candidate for any position must be a voting member of WPKN.
14

15 4. Should no candidate be found to meet these qualifications, the incumbent Board shall
16 determine who will fill the vacant position.

17 a. A majority vote of the Board is necessary for the appointment of these
18 positions.

19 b. These appointees shall assume full responsibilities of their positions.

20 c. A general staff vote is not necessary for approval of these appointees, but a 2/3
21 veto may nullify the appointment.

22 d. The term of office shall be the same as regularly elected Directors.

23 e. Any voting member is eligible for appointment.
24

25 B. Nominations
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27 1. Six weeks before the elections are to take place, notice shall be posted by the Chair
28 that nominations are open. Nominations shall be closed two weeks before the
29 elections. Nominations may be made from the floor at the election meeting only in
30 the event that no candidate for a given position was nominated during the open
31 nominations period.
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33 2. Nominations may include any voting member meeting the qualifications set forth
34 herein and shall be delivered to Chair.
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36 3. A current list of all nominees to date must be kept and posted.
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38 C. Elections
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40 1. Voting members shall have one vote each. Each candidate may vote for him
41 or herself.
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43 2. A simple majority shall suffice.
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45 3. Should no one receive the majority needed, the two persons receiving the

highest vote count for each office shall be voted on in a runoff election to follow immediately.

4. In case of ties for first place between two or more candidates, the remaining candidates must withdraw.
5. Elections shall proceed in the order listed in Article IV unless the voting unless the voting members present shall approve a different procedure by majority vote.
6. The voting shall be conducted and tabulated by an election committee comprised of 3 members selected by the Board in advance of the election date.
7. Votes may be cast by verifiable and confidential written or electronic absentee ballots, provided that if the member is not in actual attendance by approved electronic means, such ballots may not be counted in run-off elections, on motions not previously circulated or amended from the floor, or for elections in which a candidate has been nominated from the floor. Absentee ballots shall count toward the quorum.
8. A 50% + 1 quorum must be present at the election meeting for the results to be binding.
9. No member of the Board of Directors may hold two or more positions simultaneously except as a temporary replacement.
10. The Board of Directors may fill any board vacancy by appointment to a term expiring at the following annual election.

Article VII Impeachment

Section 1 — Grounds

a. Any member may move for the impeachment of an elected or appointed officer of the corporation, alleging a violation of this Constitution or corporation policy.

b. The name of the person to be impeached must be submitted in writing, signed and dated by the initiator, and given to any member of the Board with a list of all charges involved.

Section 2 — Hearing

a. The Board of Directors or a duly authorized committee of directors shall meet promptly with all parties involved and shall hear both sides of the case, with the initiator and the

1 person being impeached having the right to bring witness to substantiate or refute the charges.

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3 b. After consideration of the evidence and the recommendations of any such board
4 committee, the members of the Board of Directors may dismiss the case or may refer the matter
5 of impeachment to the members

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7 c. When the Board of Directors refers the matter of impeachment to the members, a
8 general staff meeting must consider the matter promptly, at which meeting both sides of the case
9 must be presented and questions may be entertained from the floor.

10
11 d. Upon a 2/3 vote of a quorum being present, the accused shall be removed from office
12 for the remainder of his or her term.

13
14 e. An impeached officer shall remain eligible for election to any office for which he or
15 she meets the qualifications.

16 17 **Article VIII Amendments**

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19 This Constitution may be amended by a 2/3 vote of members in a meeting at which a
20 quorum is present and held at least 30 days after written notice of proposed amendment(s) has
21 been circulated to all members. Proposed amendments may be further amended and new
22 amendments proposed at any meeting specifically called to consider constitutional amendments.
23 When consideration of proposed amendments coincides with the annual election meeting, voting
24 on proposed amendments shall precede elections to the Board of Directors.

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26 Adopted and effective on May 18, 2008, by the members of WPKN, Inc.