

Estero Bay Community Radio
A CALIFORNIA NON PROFIT CORPORATION

BYLAWS

Estero Bay Community Radio, Inc., is established to educate and inform residence of Morro Bay, Los Osos, Cayucos, and for related purposes lawful under the Nonprofit Public Benefit Corporation Law.

Mission Statement: Estero Bay Community Radio, Inc. is a non-profit organization whose mission is to educate and inform local residents utilizing both an online stream and FM broadcast signal.

A. OFFICES:

1. **PRINCIPAL OFFICE.** The principal office of the corporation shall be located in the County of San Luis Obispo. The specific location of the principal office of the corporation within such county may be determined by the Board of Directors.

2. **OTHER OFFICES.** The corporation may have such other offices as its business may require, and as the Board of Directors may, from time to time, determine.

B. BOARD OF DIRECTORS:

1. **NUMBER.** The Board of Directors of the corporation shall have at least three (3) but no more than twenty (20) members. The Board of Directors shall determine the exact number of members by a vote of the majority of the directors then in office.

2. **POWERS.** The Board of Directors shall conduct the affairs and activities of the corporation, and shall exercise all its corporate powers subject to the Laws of the State of California, the corporation's Articles of Incorporation and these Bylaws.

3. **DUTIES.** It shall be the duty of the Board of Directors to:

- a. Establish the policies and budgets of the corporation.
- b. Govern the corporation's activities and programs, and supervise its officers, members, agents and employees carrying out such policies, activities and programs.
- c. Comply with the requirements of State and Federal Law, the Articles of Incorporation and these Bylaws.

4. **TERMS OF OFFICE.** The term of office for each director shall be at least one year but not more than three years. The exact term of the members of the Board of Directors shall be determined by a vote of the majority of the directors then in office. The term of a serving director may not be changed.

5. **COMPENSATION.** Directors shall serve without compensation. If a director incurs expenses in the performance of the duties of a director, such

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expenses may be reimbursed in the discretion of the Board of Directors, provided such expenses were reasonable, necessary and for the benefit of the corporation.

6. RESTRICTION REGARDING INTERESTED DIRECTORS. Any other provision of these Bylaws notwithstanding, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. The term "interested persons" means either:

a. Any person currently being compensated by the Corporation for services rendered to the Corporation within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

b. Any spouse, sibling, ancestor, descendant, or spouse of a sibling, ancestor or descendant of any such person.

7. EXECUTIVE COMMITTEE. The Board may create an Executive Committee. Such Executive Committee shall be composed of the President, Vice Chair, Secretary and Treasurer of the Corporation. The Executive Committee shall be accountable to the Board for all its actions, and shall act for, and stand on behalf of the Board when the Board is not in session, except with respect to:

a. The filling of vacancies on the Board or on any committee which has the authority of the Board;

b. The fixing of compensation of the directors for serving on the Board or on any committee;

c. The amendment or repeal of Bylaws or the adoption of new Bylaws;

d. The amendment or repeal or any resolution of the Board which by its express terms is not subject to amendment or repeal;

e. The appointment of committees of the Board or the members of such committees;

f. The expenditure of corporate funds to support a nominee for director if more people are nominated for director than can be elected; and,

g. The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Non-Profit Public Benefit Corporation Law.

8. COMMITTEES. The Board may create such other committees as it deems necessary or appropriate for the conduct of the corporation's business. Except for the Executive Committee and except as specifically authorized by a majority of the Directors then in office, no committee shall exercise any power reserved to the Board by law, the Articles of Incorporation or these Bylaws.

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9. **DIRECTORS NOT LIABLE.** The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

10. **RESIGNATION.** Any director may resign by giving notice to the President or Secretary of the corporation.

11. **REMOVAL.** Any director may be removed at a regular or special meeting of the Board with or without cause. Members that do not attend at least 50% of the meetings will automatically be removed.

12. **VACANCIES.** The Board may fill vacancies on the Board. If the number of directors in office is less than a quorum, the remaining directors may fill the existing vacancies by a majority vote of the directors then in office at a meeting duly held pursuant to Article C.

C. MEETINGS OF THE BOARD OF DIRECTORS:

1. **PLACE OF MEETINGS.** All meetings shall be held at such place within the County of San Luis Obispo, State of California as the Board may determine.

2. **CONDUCT OF MEETINGS.** The Board shall act only at meetings held pursuant to these Bylaws. The President shall conduct the meetings as follows:

- a. **AGENDA.** The President shall propose an agenda, which shall be adopted by the Board. Members of the Board may add items to the agenda prior to or subsequent to its adoption. The Board may, by a majority of those attending, decline to add an item to the agenda.
- b. **DISCUSSION.** The President shall determine the order of the agenda and shall introduce each item on the agenda. Each item shall be discussed. Every member of the Board shall have the opportunity to take part in the discussion. The Board, may permit persons attending the meeting who are not members of the Board to speak on matters which are on the agenda or not on the agenda. All discussions shall be conducted in a respectful fashion.
- c. **APPROVAL.** Subject to the provisions of California Law, the Articles of Incorporation and these Bylaws, items on the agenda shall be approved by a majority of the members attending the meeting, upon motion and second by members of the Board. The minutes of the meeting shall reflect the exact wording of each motion, and the maker of the motion and second.
- d. **QUORUM.** A quorum shall consist of a majority of the Board of Directors. No business may be considered by the Board in the absence of a quorum.
- e. **PROXIES.** All votes must be cast directly by a Director in the manner described in this Article. No votes by proxy are permitted.

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3. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least 3 times each year at such places and at such times as the Board of Directors shall determine at the Annual Meeting.

4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the Secretary or any two members of the Board of Directors. The person or persons calling the meeting shall give seven (7) days notice to each member of the Board, stating the time and place of the meeting and the agenda for the meeting. The agenda of a special meeting may not be changed after notice is given except by the unanimous vote of the directors present at the meeting.

5. ANNUAL MEETINGS. In December of each year, on a date and at place set by the Board, the Board of Directors shall hold its Annual Meeting for the purpose of electing the officers of the corporation, for approving the budget for the next year, and for such other purposes as the Board of Directors shall determine. The President or any two members of the Board of Directors may place an item on the agenda for the Annual Meeting.

6. ACTION BY UNANIMOUS CONSENT. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, provided all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the corporate records shall constitute the minutes of such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or document filed under any provision of law of such action shall state that the action was take by the unanimous written consent of the Board of Directors and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

7. MEETINGS BY ELECTRONIC MEANS. General or Special Meetings may be held by telephone or other electronic means provided appropriate notice is given, there is a quorum, that all directors can actively and concurrently participate in the meeting, and that minutes are taken to record all actions taken and the votes made by each director. The minutes of such electronic meetings shall be signed by each director attending the meeting.

8. ADJOURNED MEETINGS. Any meeting of the Board may be adjourned by the chairman. The adjourned meeting may be held within 24 hours and notice is given at the original meeting of the time and place of the adjourned meeting. Notice of the adjourned meeting shall be given forthwith by telephone to members absent from the original meeting at the time it is adjourned. If notice is not so given, an adjourned meeting may be held if notice is given in accordance with the provisions for a Special Meeting, or at the next regular meeting.

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9. NOTICE OF MEETINGS. Regular meetings may be held without notice. Notice of special meetings shall be given by regular mail mailed at least 5 days prior to the meeting or by telephone at least 48 hours prior to the meeting. Notice of the Annual Meeting shall be mailed by regular mail fifteen days prior to the date set for the meeting. All notices shall be given to each board member at the address or telephone number shown on the records of the corporation. Any notice required by these Bylaws to be sent by regular mail, may be given by email to the address shown on the records of the corporation, provided the same amount of notice is given as by regular mail.

10. MEETINGS HELD WITHOUT PROPER NOTICE. The transactions of any meeting of the Board are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and either before or after the meeting waives notice and consents to holding the meeting and approves the minutes of such meeting. Such waivers, consents and approvals shall be given in writing signed by each consenting director. Such signed waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

D. OFFICERS AND EMPLOYEES

1. OFFICERS. The officers of the corporation shall be President, Secretary and Treasurer, and such other officers as the Board shall determine. The officers of the corporation shall be elected at the Annual Meeting of the Board of Directors by a majority of the members of the Board of Directors then in office, to serve from January 1 through December 31, of each year. In the event that an office becomes vacant, the Board of Directors may fill such vacancy at the next regular meeting or at a special meeting called for such purpose.

2. PRESIDENT. The President shall be a member of the Board of Directors, shall be the Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors, perform such duties as are required by law, these Bylaws and by the Board of Directors. The President shall act as the Chief Executive Officer (CEO) of the corporation in the absence of a Chief Executive Officer named by the Board of Directors who is not a member of the Board of Directors. The President or The Board of Directors shall designate who shall act in the President's absence.

3. VICE-CHAIR. The Vice-Chair shall be a member of the Board of Directors, shall preside at all meetings of the Board of Directors, perform such duties as are required by law, these Bylaws and by the Board of Directors. The Vice-Chair shall assume the duties of the President of the corporation in the absence of the President.

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4. SECRETARY. The Secretary shall be a member of the Board of Directors, and shall maintain the seal, books and records of the corporation, keeping a record of the members of the Board of Directors of the Corporation, the actions of the Corporation, and minutes of the meetings of the Board of Directors. The secretary shall ensure that notices required by law or these Bylaws are duly given, and perform such other duties as are required by law, these Bylaws and by the Board of Directors.

5. TREASURER. The Treasurer shall be a member of the Board of Directors, and shall keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account will at all reasonable times be open to inspection by any director.

The Treasurer shall also:

- a. Deposit corporate funds and other valuables in the corporation's name and to its credit with depositaries designated by the Board of Directors;
- b. Make disbursements of corporate funds as authorized by the Board;
- c. Render a statement of the corporation's financial condition and an account of all transactions at each Regular Meeting of the Board, and whenever requested by the president or the Board of Directors; and,
- d. Hold such other powers and perform such other duties as prescribed by the Board of Directors or these Bylaws.

6. OTHER OFFICERS. Other officers shall perform such duties, have such powers and serve such terms as the Board shall, from time to time, determine.

7. COMPENSATION. Officers shall serve without compensation. If an officer incurs expenses in the performance of the duties of an officer, such expenses may be reimbursed in the discretion of the Board of Directors, provided such expenses were reasonable, necessary and for the benefit of the corporation.

8. RESIGNATION. Any officer may resign by giving notice to the President or Secretary of the corporation.

9. REMOVAL. Any officer may be removed at a regular or special meeting of the Board with or without cause.

10. EMPLOYEES. The Board may hire such employees on such terms and conditions as the Board may determine, except that all employees shall be at will employees. It is to be remembered that the corporation is intended to be a volunteer organization. The hiring of any employee must be related to the purposes of the corporation.

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11. **OFFICERS NOT LIABLE.** The officers shall not be personally liable for the debts, liabilities or other obligations of the corporation.

E. MEMBERS

The corporation shall have no members. Pursuant to the provisions of Corporations Code §5310, any action required by law to require the approval of a majority of all members shall require only approval by the Board of Directors of the Corporation.

F. GENERAL PROVISIONS.

1. **INDEMNIFICATION.** The Corporation shall acquire and pay for such insurance coverage on its assets and the conduct of its business, and for the protection of its officers, directors and employees, as shall be from time to time determined by the Board to be prudent and consistent with good business practices. Compliance with the provisions of the provisions of Corporations Code §5047.5 shall be deemed to meet the requirements of this section. Notwithstanding any decisions the Board may make in this regard, the Corporation shall provide for the indemnification of any and all of its directors and former directors, and its officers and former officers, against expenses actually and necessarily incurred by them in connection with the defense of, or any judgment arising from, any action, suit or proceeding in which any of them are named as parties by reason of being or having been directors or officers of the Corporation, except, however this indemnification shall not apply when such directors or officers are adjudged to be liable for gross negligence or intentional misconduct in the performance of duty or enter into a settlement predicated on the existence of liability of such gross negligence or intentional misconduct.

2. **AUTHORIZED SIGNATORIES FOR CHECKS.** All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation will be signed or endorsed by the person or persons in the manner authorized from time to time by resolution of the Board of Directors.

3. **CORPORATE CONTRACTS AND INSTRUMENTS.** Except as otherwise provided in the Articles or in these Bylaws, the Board of Directors by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the corporation will have any power or authority to bind the corporation in any way, to pledge the corporation's credit, or to render the corporation liable for any purpose or in any amount, unless that person was acting with authority granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the corporation.

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4. DISSOLUTION PROCEDURE. The Corporation may be dissolved upon the vote of two-thirds of the voting members of the Board at a meeting noticed and conducted in accordance with these Bylaws.

5. DISPOSITION OF ASSETS UPON DISSOLUTION. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members or Directors of the Corporation. On dissolution of the Corporation any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, non profit entity to be selected by the Board and as defined in IRS Section 501(c)3 or Section 501(c) 6 and Section 23701 (e) or Section 23701 (d) of the California Revenue and Taxation Code.

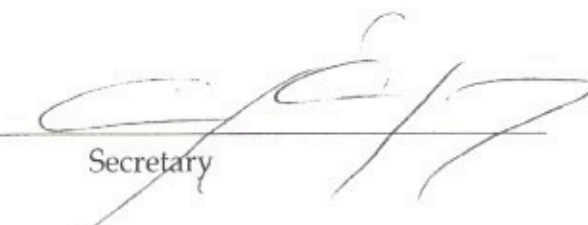
6. AMENDMENT OF BYLAWS. Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be adopted by a majority vote of the directors then in office at a meeting duly held pursuant to Article C.

7. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in California Corporations Code §§1-195 govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, the female gender includes the male, and the male gender includes the female, and the term "person" includes both a corporation and a natural person.

Secretary's Certificate

I, Chanel Channing, as Secretary of Estero Bay Community Radio, Inc., certify that these Bylaws were adopted by resolution of the Board of Directors on July 6, 2012.

Dated: July 6, 2012


Secretary
