

## **Bylaws of The Foundation of Alliance for Community Media**

### Article I – Offices, Registered Agent, and Non-profit Status

Section 1: Name – The name of the association shall be The Foundation of the Alliance for Community Media (“ACM”), a non-stock, non-profit corporation, organized under the corporate law of the State of Ohio.

Section 2 Non-profit Status - The Foundation is organized and operated as a non-profit organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

### Article II – Purpose

Section 1: Purpose - The purposes of The Foundation, subject to the limitations of Article XIII hereof, are as follows:

- A. To solicit, take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise either absolutely or jointly with any other person or persons or corporations for any of the purposes hereinafter set forth, any property, real, personal or mixed or any undivided interest therein, without limitation to amount or value, to convey, sell, or otherwise dispose of such property, and to invest, reinvest, and deal with the same in such a manner as in the judgment of the Board of Directors, will best promote the purposes of The Foundation, subject to such limitations, if any, as are or may be prescribed by statute but without and free from restrictions applicable to trustees or trust funds.
- B. To apply its corpus and income exclusively to the following educational, literary, scientific, and charitable purposes, or any of them:
  - a) To facilitate, preserve and promote community media;
  - b) To promote the advancement of educational activities in community media;
  - c) To promote the advancement, study and research of community media, the diffusion of knowledge concerning community media and the continuing education of those who work in these fields;
  - d) To promote institutes, lectures, and publications devoted to community media;
  - e) To cause to be published and to distribute prepared addresses, reports, treatises, and other publications in the fields of education and science and of interest to those working in community media; and
  - f) To engage in such other and further means as may be necessary and proper to accomplish the foregoing purposes.

### Article III – Membership

Section 1. Voting Members – All persons who are voting members of ACM as of the date of adoption of these Bylaws and all persons who thereafter become voting members of the ACM shall, without any action by The

Foundation, be and become voting members of The Foundation. All persons who are non-voting members of ACM as of the date of adoption of these Bylaws and all persons who thereafter become non-voting members of ACM shall, without any action by The Foundation, be and become non-voting members of The Foundation. All voting members of The Foundation shall have one vote in all matters put before The Foundation for general vote.

Section 2. Resignation or Termination of Foundation Membership – Any person who ceases to be a member of ACM shall at the same time cease to be a member of The Foundation. Members of The Foundation may be suspended or terminated from membership pursuant to Article III, Section 6 of the Bylaws of ACM. All rights, privileges and interests of a member of The Foundation shall cease upon termination of membership.

Section 3. Action on Behalf of the Foundation – Only representatives authorized by the Board of Directors may take positions or express opinions on behalf of The Foundation and such positions or opinions shall be consistent with those approved by the Board of Directors.

#### Article IV – Meetings of the Membership

Section 1. Annual Meetings – An annual meeting of The Foundation shall be held during each fiscal year at a time and place designated by the Board of Directors, for delivering an annual report and for the transaction of other business. Notice of such meeting, signed by the Chair or her or his designated representative, shall be sent in accordance with Article XVI to each member at least thirty (30) days before the time appointed for the meeting. All such notices shall state the time, date and place of such meeting. Without limiting the foregoing, all members must be in good standing 30 days prior to the annual ACM business meeting to be entitled to vote at the annual Foundation business meeting.

Section 2. Special Meetings – Special meetings of the voting members of The Foundation may be called by any elected Officer of The Foundation, or by the Chair at the written request of a majority of the voting members. Notice of any special meeting shall be sent in accordance with Article XVI to each voting member at least fifteen (15) days in advance, with a statement of the date, time and place of the meeting and information as to the subject or subjects to be considered.

Section 3. Quorum – Five percent (5%) of the total voting membership or 100 people, whichever is less, is required to constitute a quorum for all membership meetings of The Foundation. If fewer are present, the presiding Officer may adjourn the meeting or may permit non-binding discussion to continue until a quorum is present. When a quorum is present, an affirmative vote of a majority of the voting member attendees shall be necessary to decide any matter, except where some other number is required by law or by these bylaws. In the case of an absentee member wishing to be counted as part of the quorum, participation by proxy will be permitted only if that proxy is assigned in writing and signed by the voting member wishing to grant the proxy to another voting member and said proxy is validated by the Chair of the Board of Directors. No proxy will be valid after thirty (30) days from its date.

Section 4. Process – The order of business at meetings shall be as set forth in an agenda prepared by the Chair; provided, however, that the order of business may be altered or suspended at any meeting by a majority vote of the voting members present. The usual parliamentary rules as laid down in the most recent edition of Robert's Rules of Order shall govern all deliberations, when not otherwise in conflict with these Bylaws.

Section 5. Manner of Meetings – Meetings of the voting membership shall be at such times and places as the Board of Directors, as applicable, shall designate. Such meetings may meet in person, by teleconference or by

means of any other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.

Section 6. Vote – When the Board of Directors believes a question should be put to a vote of the voting members, the Directors, unless otherwise required by these bylaws, may submit such a question to the voting members in writing in accordance with Article XVI for vote and decision. The resolution of the question thus presented shall be determined according to a majority of the votes received by the Foundation’s National Headquarters within twenty-one (21) days after such submission to the members. This vote shall be binding upon The Foundation in the same manner as action taken at a duly called meeting. Voting on any matter may be conducted by mail, facsimile, or by electronic transmission.

#### Article V – Board of Directors

Section 1. General Authority – There shall be a Board of Directors of The Foundation, which shall manage, supervise and control the business, property and affairs of The Foundation. The Board of Directors shall be vested with the powers possessed by The Foundation itself, including the powers to do the following:

- a) To determine the policies of The Foundation and pursue its purposes;
- b) To employ, appoint, remunerate and supervise agents and employees;
- c) To solicit, hold, invest, allocate and disburse the funds of The Foundation;
- d) To evaluate grant proposals and make decisions as to the recipients of Foundation grants;
- e) To appoint committees as provided in these Bylaws as required or desired to assist in the carrying out of the work of The Foundation;
- f) To submit an annual report covering activities and finances, including an audited financial statement, to the members of The Foundation; and
- g) To adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation or Bylaws of The Foundation (in their present form or as they may be amended) or to any applicable law.

Section 2. Composition – The Board of Directors of The Foundation shall be composed of the Board of Directors of the ACM for a period of up three years following the 2011 Amendment of these Bylaws by the voting membership. During this three year period, the Chair of the Foundation shall appoint a Bylaws Committee which will be responsible for making recommendations to the Board of Directors regarding Board structure and make-up based on the advice and counsel of Foundation counsel and auditors. In the event a recommendation is made prior to the end of the three-year period to restructure the Board, the Board of Directors shall have the power and authority to approve such new structure and amend these Bylaws to reflect the new structure. If no recommendation is made at the end of the three-year period, the Board of Directors shall remain unchanged in structure and make-up until such time as Foundation counsel and auditors advise the Board otherwise, at which point the Board of Directors shall have the power and authority to approve such new structure and amend these Bylaws accordingly.

Section 3. Term – The Board of Directors of the Foundation shall consist of the Board of Directors of the ACM as specified in Section 2, and shall serve a term or terms concurrent with those specified in the Bylaws of the ACM.

Section 4. Meetings – The Board of Directors of the Foundation shall meet at least quarterly at such times and places as the Chair shall designate or at such other times as requested by a majority of the Directors. The Board may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other. The Secretary shall take accurate minutes of all meetings and draft minutes shall be circulated promptly to the Board for its review. The final minutes of any board meeting shall be ratified at the next successive full meeting of the Board of Directors of the Foundation.

Section 5. Notice – Notice of all meetings of the Board of Directors of the Foundation shall be sent in accordance with Article XVI to each member of the Board to the address or electronic address designated by such Director at least ten (10) days in advance of such meetings.

Section 6. Quorum – A majority of the Board shall constitute a quorum at any meeting of the Board. Any lesser number necessitates adjournment, provided non-binding discussion may continue until a quorum is present.

Section 7. Voting – Unless otherwise mandated by these bylaws, all Board decisions will be reached by majority vote if a quorum is present. Directors voting rights may not be exercised by proxy. Any member of the Board of Directors present at a meeting, whether in person, telephonically or otherwise, shall be conclusively presumed to have assented to any action taken unless his or her dissent shall be entered into the minutes of the meeting.

Section 8. Absence – Any member of the Board of Directors unable to attend a board meeting must provide written notice in advance of the meeting to the Chair of the Foundation stating the reason for the absence. The Chair may request immediate resignation of any member of the Board of Directors who misses more than two consecutive board meetings.

Section 9. Compensation – Directors shall not receive any compensation for their services as Directors, provided that the Board may authorize reimbursement of expenses incurred in the performance of a Director's duties on behalf of the Foundation.

Section 10. Resignation or Removal –

- a) Resignation - Any Director may resign at any time by giving written notice to the Chair, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Chair, the Secretary or the Board of Directors.
- b) Removal - Director may be removed for cause, which shall include, but is not limited to, failure to attend at least two consecutive Board meetings; failure to sign and follow the Foundation Conflict of Interest Policy and Code of Ethics; a violation of these bylaws or any policies established by the Foundation; the dissemination of any information deemed confidential by any Officer or the Board of Directors; any improper use of such Director's position as a Director of the Foundation or improper use of the resources of the Foundation for personal gain; any failure to remain in good standing in the membership of ACM; or any action that hurts the reputation of The Foundation, its Board and their designees. A Director may be removed at a regular or special meeting of the Board of Directors called pursuant to Article V, Section 4 of these bylaws, at which a quorum of the Board of Directors is present, by a two-thirds (2/3) vote of the Directors present.

Section 11. Vacancies – Any vacancy that may occur on the Board shall be filled in accordance with the requirements of the Bylaws of the Foundation.

#### Article VI – Officers

Section 1. Officers – The Officers of The Foundation shall be the same as those specified in the Bylaws of the ACM and shall include the Chair, Chair-Elect, Treasurer, Treasurer-Elect, Secretary, IEE Representative and Region Representative. These Officers shall be members of the Board of Directors.

Section 2. Term – Each Officer shall take office at the time of installation and shall serve for a term consistent with her or his term of office with ACM, or until her/his successor is duly qualified, appointed and installed, or her or his resignation or termination.

Section 3. Vacancies – Vacancies in any office may be filled in accordance with the Bylaws of the Foundation.

Section 4. Chair – The Chair shall be the principal appointed Officer of the organization; shall preside at meetings of The Foundation, the Board of Directors and the Executive Committee; and shall be a member, with the right to vote, of all committees. Subject to approval of the Board of Directors, the Chair shall have authority to execute major contracts. The Chair shall, at the annual meeting of the Foundation and at such other times as deemed proper, communicate to the Foundation or to the Board of Directors such matters and make such suggestions as may in the Chair’s opinion tend to promote the welfare and increase the usefulness of the Foundation’s purpose, and shall perform such other duties as are necessarily incident to the office of the Chair, or as may be prescribed by the Board of Directors.

Section 5: Chair-Elect – The Chair-Elect shall perform all duties of the Chair in the absence of the Chair and perform such other duties as may be assigned by the Chair or Board of Directors.

Section 6. Treasurer – The Treasurer shall oversee the account of all monies received and expended for the use of The Foundation and shall work with headquarters staff to oversee disbursements authorized by the Board. The Treasurer shall ensure the establishment of proper accounting procedures; shall oversee the annual audit of the Foundation’s financial statements; and shall report on the financial condition of the Foundation to the membership at the annual meeting. All sums received shall be deposited in one or more banks, or other investment vehicles, subject to approval by the Board of Directors. The funds, books and vouchers in the Treasurer’s hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

Section 7. Treasurer-Elect – The Treasurer-Elect shall perform such duties as the Treasurer may delegate to her/him and shall attend such seminars and workshops as the Board of Directors may deem necessary in order to prepare for the assumption of the duties of Treasurer of the Foundation.

Section 8. Secretary - The Secretary shall give notice of board meetings, take meeting minutes and perform other appropriate duties as may be assigned by the Board of Directors or Executive Committee.

Section 9: IEE Representative – The IEE Representative shall advise the Executive Committee and the Board of Directors on matters that may impact diversity and inclusion and shall perform such other duties as may be assigned at the discretion of the Chair. If at any such time the IEE Caucus does not elect a candidate or the position is vacant, the Foundation Board of Directors shall appoint a voting member to serve in such position until the Caucus elects a replacement.

Section 10: Region Representative – The Region Chair shall advise the Executive Committee and the Board of Directors on matters that may impact Regions and shall perform such other duties as may be assigned at the discretion of the Chair. If at any such time the region representatives do not elect a candidate or the position is vacant, the Foundation Board of Directors shall appoint a voting member to serve in such position until the region representatives elect a replacement.

#### Article VII – Management Firm, Budgets, Audits, Outside Counsel

Section 1: Management Firm or Staff - Responsibility for the administration and day-to-day management of the Foundation of the ACM may be vested in a management firm and/or in a President hired by the Board of Directors. The responsibilities of the management firm and/or President shall be outlined in a contractual agreement approved by the Board of Directors. The Executive Committee shall have the responsibility of evaluating the President and/or Management Firm.

Section 2. Budgets – In the fourth quarter of each fiscal year, the Chief Staff shall prepare an annual operating budget for the activities of the Foundation in the next fiscal year. This budget shall be presented to the Board of Directors for approval prior to the beginning of the fiscal year

Section 3. Audit – There shall be an annual audit of the finances of the Foundation. The Chief Staff shall select the auditors subject to approval by the Board of Directors. The auditors shall prepare a written report for the Board of Directors under the direction and supervision of the Treasurer.

Section 4. Outside Counsel – Legal counsel may be retained by The Foundation at the discretion of the Board of Directors. Counsel may attend Board of Director meetings, as directed by the Board of Directors, and advise The Foundation on legal matters affecting its policies and operations.

#### Article VIII – Antitrust Compliance

Section 1. Policy – It is the undeviating policy of The Foundation to comply with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of The Foundation or its staff, Officers, Directors or members which violate these regulations and laws are detrimental to the interests of The Foundation and are unequivocally contrary to The Foundation policy.

Section 2. Implementation – Implementation of the antitrust compliance policy of the Foundation shall include, but shall not be limited to, the following:

- a) All Foundation activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.
- b) All annual membership meetings may be attended by legal counsel advising the Foundation, who shall be identified at the start of each meeting. Attendance of counsel at other meetings may be required by any Officer or Director.

- c) Members, Officers, Directors or employees of the Foundation who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to the Foundation's antitrust compliance policy, shall be subject to disciplinary measures up to, and including, termination.

## Article IX – Committees

Section 1. Executive Committee – There shall be an Executive Committee whose membership shall be the Officers of the Foundation. The Executive Committee is authorized to make decisions on behalf of the Board of Directors when the Board is not in session, on matters which in the opinion of the Chair should be acted upon before the next Board meeting. All decisions and actions of the Executive Committee shall be reported to the Board of Directors at its next meeting and entered in the minutes. A minimum of two-thirds (2/3) of the Executive Committee shall constitute a quorum for the transaction of business. Meetings (whether in person, by teleconference or by any other means of communication) may be called by the Chair or by a majority of the Executive Committee; and a majority vote of those in attendance, where a quorum is present, is necessary to take action.

Section 2. Finance Committee - The Treasurer is Chair of the Foundation Finance Committee, which will include three additional Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the Chief Staff and the Board of Directors. The Board of Directors must approve the annual budget, and any major change in the budget must be approved by the Board or the Executive Committee.

Section 3: Audit Committee – The Foundation Audit Committee shall assist the Board of Directors in its oversight and monitoring the Foundation's systems of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring of the auditors and completion of the annual Audit. The Chair of the Board of Directors shall appoint members to the Audit Committee, which shall consist of three (3) members, none of whom shall simultaneously serve on the Finance Committee. Notwithstanding, the Foundation Treasurer shall serve as an ex officio member of the Audit Committee.

Section 4: Other Committees – Subject to the approval of the Foundation Board of Directors, the Chair shall annually appoint such standing or special committees or subcommittees, as may be required by the bylaws or as they may find necessary to perform the mission of The Foundation.

Section 5. Committee Meetings – Committees and subcommittees shall meet at such times and places as requested by the Chair or Committee chair to discuss matters related to the work of the Committee. The Committee chair shall govern all such meetings. Meetings may be held in person, by teleconference or by means of other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.

Section 6. Compensation – Committee members shall not receive any compensation for their services as such but the Board of Directors may authorize payment by The Foundation of the expenses of such persons for services rendered in such capacity.

## Article X– Fiscal Year

The fiscal year of The Foundation shall coincide with the fiscal year of ACM.

## Article XI - Books and Records

Section 1: Maintenance of Books and Records - The Foundation shall keep adequate and correct books and records of account, minutes of the proceedings of the voting members and of the Board of Directors.

Section 2: Minutes - Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form, and shall be, at the Foundation's expense, made available in written form for inspection by any member upon written request.

Section 3: Annual Report - The Board of Directors shall issue an annual report to all voting members that summarizes the audited financial statements of the most recently completed fiscal year and other such information as designated by the Board of Directors.

## Article XII – Indemnification

Section 1. Scope – To the fullest extent permitted by law, the Foundation may indemnify any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, by reason of the fact that such person is or was a Director, Officer, committee member, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, committee member, employee or agent of another corporation, partnership, joint venture, or other enterprise provided that the act or omission to be indemnified is not the result of any gross negligence or willful misconduct by the party seeking indemnification. The rights specified in this Section shall apply whether or not such persons continue to act in such capacity at the time the loss, cost or expense is incurred and shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. Any such expenses may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, but only to the extent permitted by law.

Section 2. Director and Officer Insurance – The Foundation may purchase and maintain insurance on its own behalf and on the behalf of any person who is or was a Director or Officer of the Foundation against any liability, expense or loss asserted against him or her or incurred by him or her in any such capacity, whether or not the Foundation would have the power to indemnify such person against such expenses, liability or loss under the corporate laws of the State of Ohio.

Section 3. Limitations – The indemnification provided herein shall not be deemed to limit the right of the Foundation, through action of its Board of Directors, to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Foundation may be entitled under any agreement, vote of members or Directors or otherwise, whether as to action in her/his official capacity or as to action in another capacity while holding such office.

## Article XIII – Limitation on Activities; Dissolution

Section 1. Limitation on Activities – The Foundation is organized and operated exclusively for charitable, literary, scientific, and educational purposes within the meaning of sections 170(c)(2)(B), 501 (c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954. No substantial part of the activities of The Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1954. The Foundation 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 herein, The Foundation shall not carry out any activities not permitted to be carried on:

- a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as an organization described in section 501(c)(3) of such code;
- b) by an organization described in sections 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954 (as the case may be); and/or
- c) by an organization contributors to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954.

The Foundation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of The Foundation shall inure to the benefit of or be distributable to its Directors, Officers, other private individuals or organizations organized and operating for profit; provided, however, The Foundation is authorized and empowered to pay reasonable compensation for services rendered as long as such compensation has been approved in advance by the Board of Directors.

Section 2. Dissolution –The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws and the Articles of Incorporation, and no part of said funds shall inure or be distributed to any member of the Foundation. Upon dissolution of the Foundation any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, or other non-profit organization to be selected by the Board of Directors.

#### Article XIV – Amendments

Upon proposal by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part. Articles I (Offices, Registered Agent, and Non-profit Status), II (Purpose), IV (Meetings of the Membership), V (Board of Directors), XIII (Limitation on Activities; Dissolution) and XIV (Amendments) may be amended, repealed or altered only by (a) by a two-thirds (2/3) vote at any meeting of the voting membership of the Foundation, provided that a copy of any amendment proposed for consideration shall be mailed to all members at least thirty (30) days prior to the date of the meeting or (b) by approval of the voting members through vote in accordance with the provisions of Article IV (Meetings of the Membership), Section 6 (Vote). All other Amendments to these bylaws may be made by the Board of Directors provided that at least sixty (60) days notice of such amendment is included in a publication of the Foundation, including, but not limited to, any electronic communications or magazine publication.

#### Article XV – References

References herein to sections of the Internal Revenue Code of 1954, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

#### Article XVI – Notices

All required notices sent pursuant to these bylaws shall be deemed given: (a) five (5) days after deposit with the U.S. Postal Service or other applicable postal service, if delivered first class mail, postage prepaid; (b) upon delivery, if delivered by hand; (c) one business day after deposit with Federal Express or similar overnight

courier, freight prepaid; (d) one business day after the date of facsimile transmission; or (e) one business day after the date of electronic transmission. All required notices and ballots will be sent to the last recorded address, electronic or otherwise, received for a member by the The Foundation.

#### Article XVII – Miscellaneous

Section 1. Headings – Section headings in these bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 2. Inconsistent Provisions – In the event that any provision of these bylaws is or becomes inconsistent with any provision of the Articles of Incorporation or any applicable law, such provision of these bylaws shall not be given any effect to the extent of such inconsistency, but shall otherwise be given full force and effect.

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