

**BYLAWS**  
**OF**  
**MENDOCINO COUNTY PUBLIC BROADCASTING**  
**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**Adopted 12 July 2010**

**Article I. Name**

The name of this corporation is **Mendocino County Public Broadcasting**, hereinafter referred to as “MCPB” or “the Station.”

**Article II. Offices**

The principal office for the transaction of activities and business of the Station is located at **9300 Highway 128, Philo, California, 95466**. The Board of Directors (“Board”) may change the principal office from one location to another, but may not move the principal office to a location outside of Mendocino County. Any change in this location shall be noted by the Secretary on these Bylaws opposite this section, or this section can be amended to state the new location.

**Article III. Purpose and Governing Principles**

- 1) **MCPB is organized exclusively for charitable or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.** MCPB shall not engage in activities that are not in furtherance of its purposes, and shall not carry on any other activities prohibited under Section 501 (c) (3) of the I.R.C. No substantial part of the activities of MCPB shall consist of lobbying or carrying on propaganda or otherwise attempting to influence legislation and/or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- 2) MCPB is a membership-based organization dedicated to serving the entire community of Mendocino County and contiguous counties. The primary purpose of MCPB is to engage in providing high-quality, independent, community and public radio and other media products and services.

**Article IV. Dissolution**

Upon the winding up and dissolution of MCPB, after paying or adequately providing for the debts and obligations of MCPB, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

**Article V. Benefits and Compensation**

No part of the net earnings of MCPB shall ever inure to or for the benefit of or be distributable to its Members, Directors, or other private persons, except that MCPB may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its tax-exempt purposes.

**Article VI. Board of Directors**

**Section 6.01 Powers and Duties:**

- 1) All powers and duties of the Station shall be exercised by or under the authority of the Board.
- 2) The Board shall annually audit the books of the Station and shall present an annual audit report at the Annual Membership Meeting.
- 3) The Board of Directors shall create and update a plan for the direction MCPB is to take in fulfilling its mission and purpose, including all aspects of MCPB, and prepare recommendations for action.
- 4) The Board shall develop and maintain written such policies and procedures as the Board deems necessary. A copy of these policies shall be available to any Member upon request.
- 5) The Board shall review any compensation packages (including all benefits) of the General Manager and shall approve such compensation after determining that the compensation is just and reasonable. This review and approval shall occur when the General Manager is hired, when the term of employment of the General Manager is renewed or extended, and when the compensation of the General Manager is modified.

**Section 6.02 Number of Directors, Term of Office:**

- 1) The Board shall consist of nine (9) Directors, each with three (3) year terms of office.
- 2) Directors may not serve more than two full consecutive terms. It is the responsibility of each Director to represent the entire community that the station serves.
- 3) Directors are elected by ballot issued to Members in good standing. One Director shall reside in each of Mendocino County's five (5) supervisorial districts at the time of the election. Changes to the boundaries and numbers of county supervisorial districts shall apply automatically, without the need for further bylaws changes. Three Directors shall be elected **At Large** and must maintain a residence in Mendocino or contiguous counties. One Director shall be a programmer elected solely by the programmers.

**Section 6.03 Elections:**

- 1) Regularly scheduled elections for vacant Board seats will be held in March of each year. If additional Board seats become vacant within one-hundred-fifty (150) days prior to regularly scheduled Board election, such vacancies may be included in the scheduled election for the purpose of filling the unexpired portion of the vacated term.
- 2) The President of the Board or the Elections Coordinator shall announce ninety (90) days prior to the date of election that nominations will be accepted. Such announcement shall conform to MCPB's Elections Policies.
- 3) Information concerning the role of a Board Director and an application form will be made available to any interested parties. These are to be submitted by interested candidates to the Elections Coordinator no later than sixty (60) days prior to any election.
- 4) The Secretary or Elections Coordinator shall certify that election requirements have been met by all candidates.
- 5) In the event of a tie vote the Board shall select the new Director(s) from among the tied candidates.
- 6) Newly elected Directors will be installed at the first Board meeting after the completion of the election.

**Section 6.04 Eligibility:**

Any Member in good standing shall be eligible as a Director, provided that they meet the requirements for the Board seat to which they are elected at the time of the election.

**Section 6.05 Programmer-Elected Director:**

- 1) This Director shall be elected by ballot from among the programmers by programmers at a special election that shall take place concurrently with the regular Board election. The programmer-elected Director shall serve a three (3) year term.
- 2) Programmers as defined below may only run for and hold At Large and the 'Programmer-Elected' positions.
- 3) A programmer is defined as specified in the MCPB Elections Policies & Procedures
- 4) The unexpired term of any Programmer-Elected Director shall be filled by a special election among the programmers for this purpose as detailed in the MCPB Elections Policies & Procedures.

**Section 6.06 Vacancies and Unexpired Terms:**

- 1) With the exception of the Programmer-Elected Director, any vacancies may be filled by a vote of the remaining Directors with a Member in good standing who maintains a residence in Mendocino County or contiguous counties for the unexpired term of that vacancy.
- 2) Any seat that is vacant at the beginning of a regularly scheduled election cycle shall be filled by that election for the unexpired term of that vacancy.

**Section 6.07 Resignations and Removals:**

- 1) All resignations from the Board must be in writing and are effective on the date they are received by the President or the Secretary or the Board.

- 2) A Director may be removed from the Board by vote of two-thirds (2/3) of the Directors then in office.
- 3) The Board may declare vacant the position of any Director whose residence is no longer within Mendocino County or contiguous counties and/or who has not attended three (3) or more regular or special meetings of the Board in the twelve (12) months preceding the declaration of the vacancy.

**Section 6.08 Conflict of Interest:**

- 1) A conflict of interest arises when the personal or professional interests of a Director are potentially at odds with the best interests of Mendocino County Public Broadcasting. Therefore:
  - (a) No person may serve as a Director if such person's spouse, sibling, parent, child, mother-in-law, or father-in-law is employed by MCPB. For purposes of this Section 6.08 1) (a), "employed by" means working as a full-time or part-time employee with benefits, or working as a contractor without benefits for more than \$600 (six-hundred dollars) in any calendar year.
  - (b) Except as defined in the MCPB Financial Management & Controls Policies & Procedures, no MCPB Director or their brother, sister, parent, descendant, spouse or in-law, shall derive any significant personal profit or gain, directly or indirectly, by reason of his or her participation in MCPB.
  - (c) Each Director shall disclose to MCPB any personal or financial interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on that matter.
  - (d) All MCPB Directors shall refrain from obtaining any list of MCPB Members or underwriters for personal or private solicitation purposes at any time during the term of their affiliation.
- 2) If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such a belief and give the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making whatever further investigation the circumstances warrant, the Board determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- 3) Violation of this provision shall not affect the validity or enforceability of any transaction entered into by MCPB.

**Section 6.09 Meetings:**

- 1) The Board shall meet at least four (4) times annually at such dates as shall be scheduled from time to time by the Board.
- 2) Board meeting times and locations shall be designated by the Board and shall be communicated to the members by reasonable means.
- 3) Special meetings may be called any time upon forty-eight (48) hours telephone or email notice to the Board by the President or by any two (2) Directors; however notice need not be given if all Directors sign a waiver of notice of such meeting.

**Section 6.10 Quorum:**

- 1) A simple majority of then current Directors shall constitute a quorum.
- 2) The votes of at least two Directors in favor of an action are required for any action by the Board.

**Section 6.11 Adjournment:**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**Section 6.12 Notice of Adjourned Meeting:**

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than 24 hours, notice by mail, telephone or email of any adjournment to another time and place shall be given, before the time the adjourned meeting resumes, to the Directors who were not present at the time of the adjournment.

## **Article VII. OFFICERS**

### **Section 7.01 Number and Qualifications:**

The officers of MCPB shall consist of President, Vice-President, Secretary and Treasurer. Any Director shall be eligible for any office.

### **Section 7.02 Election and Term of Office:**

- 1) Subject to Section 7.02(3) below, all Officers shall be elected by the Directors annually at the first Board meeting following the election of Directors. Any vacancy in an officer position shall be filled by vote of the Board at the first meeting after the vacancy is created.
- 2) No Director may hold more than one (1) office concurrently.
- 3) Officers serve at the pleasure of the Board.

### **Section 7.03 Duties:**

- 1) President: The President shall preside at all meetings, establish all committees, and have authority to sign all documents necessary to carry out the activities of MCPB. The President shall have such other powers and duties as the Board may assign.
- 2) Vice-President: In the absence or incapacity of the President, the Vice-President shall perform the duties of the President and shall have such other powers and duties as may be assigned by the Board.
- 3) Secretary: The Secretary shall act as recorder for all meetings of the Board, prepare and submit for approval or correction minutes of all meetings, and keep at the principal office in a public file the minutes of all meetings with copies of reports attached, all Member actions, the Articles and Bylaws as amended to date, and all notices. The Secretary shall also perform all other duties as prescribed by the Board or Bylaws.
- 4) Treasurer: The Treasurer shall be the Chief Financial Officer of MCPB and shall maintain at the principal office adequate and correct books of accounts of MCPB's properties and transactions, which books shall be open to all Directors, shall have authority to disburse MCPB's funds, shall report as requested by the President or the Board on the financial condition of MCPB and shall perform such other duties as the Board or Bylaws may prescribe.

### **Section 7.04 Removal of Officers:**

Any officer may be removed with or without cause by the Board.

### **Section 7.05 Resignation of Officers:**

Any officer may resign at any time by giving written notice to MCPB. The resignation shall take effect as of the date the notice is received or at any other time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective.

### **Section 7.06 Vacancies in Officer Seats:**

A vacancy in any officer seat shall be filled in the manner prescribed in these Bylaws for regular elections to that officer seat.

## **Article VIII. COMMITTEES**

### **Section 8.01 Standing Committees:**

- 1) The standing Committees of MCPB shall consist of the following:
  - a) Executive Committee
  - b) Audit Committee (see Section 3);
- 2) Standing Committees shall be chaired by a Director and shall be comprised of Members of MCPB, except that some exceptions may apply to members of the Audit Committee to protect confidential information or to avoid conflicts of interest.

**Section 8.02 Executive Committee:**

- 1) The Officers of MCPB shall comprise the Executive Committee, which shall meet at the call of the President or any other two officers to conduct the affairs of MCPB between meetings of the Board.
- 2) All action taken by the Executive Committee shall be subject to ratification by the Board at the next Board meeting.

**Section 8.03 Audit Committee**

- (1) MCPB shall have an Audit Committee whose members shall be appointed by the Board, and which may include both Directors and non-Directors, subject to the following limitations:
  - a) A majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any;
  - b) The chair of the Audit Committee may not be a member of the Finance Committee, if any;
  - c) The Audit Committee may not include any member of the staff, or the President or Treasurer;
  - d) The Audit Committee may not include any person who has a material financial interest in any entity doing business with MCPB; and
  - e) Audit Committee members who are not Directors may not receive compensation (if any) greater than the compensation paid to Directors for their service on the MCPB Board.
- (2) Subject to the supervision of the Board, the Audit Committee shall:
  - a) Recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor;
  - b) Negotiate the compensation of the auditor on behalf of the Board;
  - c) Confer with the auditor to satisfy the Audit Committee members that the financial affairs of MCPB are in order;
  - d) Review and recommend whether to accept the audit; and
  - e) Approve performance of any non-audit services provided to MCPB by the auditor's firm.

**Section 8.04 Other Committees:**

The President may from time to time appoint committees for single purposes. When that purpose has been achieved, the committee shall disband.

**Section 8.05 Committee Authority and Chair**

(The provisions of this section apply to all committees except the Executive and Audit Committee)

- 1) The Board President appoints all committee chairs. Committee chairs must be Directors.
- 2) All committees shall function in an advisory capacity to Board. Except as set forth herein, committees shall have no authority or power to:
  - a) act in the place of the Board to obligate MCPB as to any third party;
  - b) fill vacancies on the Board;
  - c) adopt, amend, or repeal Bylaws;
  - d) amend or repeal of any resolution of the Board;
  - e) take action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- 3) Committee members serve at the pleasure of the Board.

**Article IX. MEMBERSHIP**

**Section 9.01 Classification:**

- 1) There shall be one (1) class of Member in MCPB.
- 2) Any natural person or bona-fide organization interested in advancing the purpose of MCPB may become a Member by payment of the annual Membership dues.

**Section 9.02 Term:**

Membership shall be on an annual basis commencing upon payment of Membership dues (or first payment of an installment plan) and, unless renewed, ending one year later.

**Section 9.03 Transfer:**

No Member may transfer a Membership or any right arising from it.

**Section 9.04 Voting:**

- 1) Each Member in good standing shall have the right to a ballot for election of Directors and the right to vote for all candidates (with the exception of candidates for Programmer-Elected Director), provided he or she is a Member in good standing as of the final day of the calendar year prior to the election.
- 2) Members shall have all rights afforded under the California Nonprofit Public Benefit Corporation Law and other applicable law, including those rights not specifically delegated to the Board by these Bylaws or the Articles of Incorporation.

**Section 9.05 Good Standing:**

Members who have paid required dues and who have not terminated their Memberships shall be in good standing.

**Section 9.06 Termination of Membership**

The Membership of any Member shall terminate upon death or resignation, or failure to pay dues within the time set by the Board.

**Article X. MEETINGS OF THE MEMBERSHIP**

**Section 10.01 Annual Meeting:**

- 1) The annual meeting of the Membership shall be held within sixty (60) days of the completion of Board elections each year, unless the Board shall provide for another date and so notifies Members.
- 2) The purpose of this meeting shall be to declare the results of the preceding election of the Board, to present an annual report to Members on the activities and accomplishments of MCPB, to present the audit report, and any other business as may come before the meeting.
- 3) Notice of the annual meeting date and location, including agenda items that may require Membership vote, shall be given to all Members a minimum of fifteen (15) days prior to the meeting if delivered by first class mail or a minimum of four (4) days prior to the meeting if broadcast daily on the Station's radio frequencies and posted at the Station headquarters.

**Section 10.02 Place of Meeting:**

The annual meeting of the Membership shall be held in Mendocino County.

**Section 10.03 Other Meetings:**

- 1) A meeting of the Members for any lawful purpose may be called at any time by the Board or by five percent (5%) or more of the Members.
- 2) Notice of any Member meeting, including agenda items that may require Membership vote, shall be given to all Members a minimum of fifteen (15) days prior to the meeting if delivered by first class mail or a minimum of four (4) days prior to the meeting if broadcast daily on the Station's radio frequencies and posted at the Station's headquarters.

**Section 10.04 Quorum:**

- 1) A quorum for voting by Members at Member meetings shall be twenty percent (20%) of those Members then in good standing.
- 2) If a quorum is present, the affirmative vote of a majority of those present who are entitled to vote shall be the act of the Members.

- 3) No proxies shall be allowed in establishing a quorum for purposes of this section.
- 4) The Members present at a duly called meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the Members required to constitute a quorum.

**Section 10.05 Voting Rights:**

- 1) Each Member is entitled to one vote on each matter submitted to Membership vote.
- 2) Members are not permitted to vote by proxy.
- 3) Any action which may be taken at any regular or special meeting of the Members may be taken without a meeting if the Station distributes a written ballot to each Member entitled to vote on the matter.
- 4) Ballots shall be delivered to the Members in the same manner as notices for meetings.
- 5) With the exception of the election of Directors as specified elsewhere in these Bylaws, approval of action by ballot shall be valid only:
  - a) when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a Membership meeting and
  - b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting. A written ballot may not be revoked after it is mailed to or delivered to the Station or its agent.

**Section 10.06 Uncontested Elections of Directors:**

Notwithstanding any other provision of these Bylaws, in the event that in an election of Directors there is no more than one candidate for each open position on the Board, voting by written ballot shall not be required, and the election shall be held at the annual meeting of Members. The quorum for voting by Members in an uncontested election conducted under this Section shall be ten (10) Members. If the annual meeting of Members is held later than March in a year in which the election of Directors is conducted under this Section, the terms of the existing Directors whose terms have been completed shall be extended until such meeting of the Members.

**Article XI. Miscellaneous**

**Section 11.01 Fiscal Year:**

The fiscal year shall begin July 1 and shall end June 30.

**Section 11.02 No Discrimination:**

MCPB shall not discriminate in any of its actions by reason of race, color, gender, religion, national origin, disability or sexual orientation.

**Section 11.03 Limitation of Liability:**

No Director, Officer, or Member who performs his or her duties in compliance with these Bylaws shall have any liability for the acts of MCPB, and no cause of action for damages shall arise against such person unless based on an alleged failure to discharge those duties.

**Section 11.04 Indemnification:**

To the fullest extent permitted by law, MCPB shall indemnify its directors, officers and/or agents acting on its behalf, including Members responding to an official emergency call, and including all persons described in applicable law, against all expenses, judgements, fines, settlements and other amounts incurred as a result of any claim or proceeding against them resulting from actions on behalf of MCPB which comply with the standards of conduct set forth in these Bylaws, as described in, and according to applicable law.



**Section 11.05 Purchase of Insurance:**

The Board shall purchase or authorize the purchase of insurance against liability, both corporate and individual, in any amount it deems necessary to adequately protect both the assets of MCPB and its Officers, Directors, and Members against personal liability.

**Section 11.06 Member Inspection Rights:**

Members shall have the right at all reasonable times to inspect all of MCPB's records which are or should be maintained at the principal office except personnel records and other items that would violate the privacy of a specific individual or are otherwise protected under Federal or California law.

**Section 11.07 Transmission of Documents**

Notwithstanding anything to the contrary herein, MCPB may send notices, ballots and other documents by electronic transmission or other means to the extent permitted by applicable law.

**Article XII. AMENDMENTS:**

**Section 12.01 Amendment by Members:**

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Members in accordance with Article X of these Bylaws and with applicable law.

**Section 12.02 Amendment by Board of Directors:**

- 1) New Bylaws may be adopted, or these Bylaws may be amended or repealed by vote of two-thirds (2/3) of the Directors in office at any regular or special meeting of the Board subject to the rights of the Members (as specified in these bylaws and/or applicable law) unless such amendments, adoptions or repeals would:
  - a) Substantially alter the purpose and governing principles of MCPB from being independent and community based (see Article III);
  - b) Change the ownership of substantial MCPB assets (e.g. frequencies, licenses) (see Article IV and Article IX, Section 4);
  - c) Move the principal offices of MCPB outside Mendocino County (see Article II);
  - d) Materially and adversely affect the rights or obligations of Members as to dissolution, distributions, property rights, or rights to repayment of contributed capital or, as to voting, unless the modification in voting relates solely to the geographic distribution of board seats within Mendocino County;
  - e) Decrease the number of Directors to less than nine (9);
  - f) Extend the term of a Director beyond that for which the Director was elected or increase the terms of Directors;
  - g) Allow all or any portion of the Directors to hold office by virtue of designation or selection rather than by the election by the Members, except as otherwise provided for in these bylaws;
- 2) Thirty (30) days written notice (via United States postal service) to the Membership must be given of the intention to so adopt, amend or repeal any Bylaws at such meeting.
- 3) The proposed bylaws change(s) and the written notice shall also be frequently announced on the Station's frequencies and posted at the Station's headquarters during that thirty (30) day period. The Board shall provide the opportunity for Members to submit written comments and shall hear and consider public comment at a regular or special meeting of the Board before voting on Bylaws changes.