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# **PUBLIC BROADCASTING MANAGEMENT ASSOCIATION**

## **BYLAWS**

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### **Article I NAMES, OBJECTIVES, AND PURPOSES**

#### Section 1.

The name of the organization shall be the Public Broadcasting Management Association ("Association"). Headquarters shall be determined by the board of directors.

#### Section 2.

The Association is organized for and to carry on the following purposes:

- a. To aid in the development, maintenance, and dissemination of concepts of financial, personnel, administrative and general management for public telecommunication organizations.
- b. To serve as a professional resource organization in matters of public telecommunication to National Public Radio, Public Broadcasting Service, their member stations, Corporation for Public Broadcasting, The Association of Public Television Stations and others.
- c. To promote the adoption of progressive management techniques as an important element in the management of public telecommunication entities.
- d. To provide a forum through which managers may seek professional growth through the exchange of information and ideas.

## **Article II MEMBERSHIP**

### Section 1.

Membership in the Association shall consist of two classes: institutional, which shall be voting, and associate, which shall be nonvoting. All public telecommunication entities, the organizations that serve them, and any other interested organizations, are eligible to support and participate in the activities of the Association through membership.

#### (a) Institutional Membership

Any public telecommunication entity or nonprofit organization that serves and supports public telecommunication entities may be a voting member. One person from each institution shall be designated to represent that institution.

#### (b) Associate Membership

Any for-profit or nonprofit organization with substantial interest in, or business relationships with, public telecommunication entities or nonprofit organizations serving public telecommunication entities may be an associate member. One person from each associate member organization shall be designated to represent that organization.

### Section 2.

Determination of eligibility of institutions or organizations or individuals for membership shall be determined by the appropriate board committee under the rules approved by the board of directors.

## **Article III MEMBERSHIP DUES AND FEES**

### Section 1.

The board of directors shall have authority to establish dues for all classes of membership. Such dues must be established at least sixty (60) days prior to the commencement of any period covered by the membership dues. However, this provision may be waived by a majority of institutional members at the annual meeting.

### Section 2.

The establishment or change of member dues or any membership assessment shall require a two-thirds (2/3) vote of the board of directors.

Section 3.

If dues in any class shall remain unpaid for a period of three months after the date when they become due and payable, membership shall automatically terminate, provided, however, that such terminations may be suspended at the discretion of the board of directors.

**Article IV  
DIRECTORS**

Section 1.

The Association shall be governed by a board of directors numbering up to eighteen (18).

- (a) Elected Directors: Six (6) directors shall be elected by the institutional membership, two (2) directors of which shall be elected annually for three-year terms. Such a term shall start effective with the annual membership meeting concurrent with their election. Any director elected to the board by the membership must be the designated representative of an institutional member during their full term of board service.
- (b) Appointed Directors: Six (6) appointed directors shall be elected by the board of directors, two (2) appointed directors of which shall be elected annually for three-year terms. Such a term shall start effective with the first meeting of the board of directors following the annual membership meeting. An appointed director may be the designated representative of an institutional member, but such a relationship is not required. Appointed directors are the only members of the board, except the executive director, who need not be designated representatives of an institutional member.
- (c) Ex Officio Directors: Six (6) directors shall be ex officio directors.
  - 1. Industry Directors: There will be four (4) industry board of directors, one (1) representative each of the Corporation for Public Broadcasting, Public Broadcasting Service, National Public Radio and The Association of Public Television Stations. These ex officio directors shall be voting members of the board and shall be ineligible to serve as officers. Ex officio directors shall be designated representatives of their respective organizations.
  - 2. Executive Director: The executive director shall be a nonvoting, ex officio member of the board.

3. Immediate Past Chair: The immediate past chair shall be a voting, ex officio member of the board. In the event that the immediate past chair's term on the board has expired, he or she shall remain on the board for a period of one year, serving as a voting, ex officio member of the board.

## Section 2.

Subject to the provisions of the General Corporation Law of Delaware and any limitations in the certificate of incorporation or these bylaws relating to action required to be approved by the institutional members, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors shall assure all lawful things deemed appropriate to promote the goals and interests of the Association are performed.

## Section 3.

Terms shall be arranged so that each year, the terms of onethird (1/3) of the directors shall expire. Any director who has served in the capacity of director for two (2) successive terms shall be ineligible to serve as a director for a period of three (3) years following the completion of the second term. A partial term of one (1) year or less is not considered a term, but a term of more than one (1) year is.

## Section 4.

At all meetings of the board of directors, a majority of the authorized number of voting directors shall constitute a quorum for the transaction of business and the act of a majority of the voting directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute, the certificate of incorporation or these bylaws. If a quorum is not present at any meeting of the board of directors, then the directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

## Section 5.

Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board or committee, as the case may be, consent in writing and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 6.

Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the board of directors or any committee designated by the board or committee may participate in a meeting of the board or committee by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence inperson at the meeting.

Section 7.

The board of directors may fill, by election of a new director, the unexpired term of any voting director whose directorship becomes vacant for any reason or newly created directorships. Such vacancies may be filled by a majority of the voting directors then in office, although less than a quorum.

Section 8.

Regular open meetings of the board of directors may be held at such times and such places as shall from time to time be determined by the board of directors, provided that there are at least two (2) meetings per year.

A tentative agenda shall be published for the members when time permits.

Section 9.

Special meetings of the board of directors may be called at any time on the order of the chair of the board or upon the written request of six (6) voting directors.

Section 10.

Any member of the board of directors who is absent from three (3) consecutive meetings of the board, without excuse for said absence being granted by the board, shall be deemed to have tendered his/her resignation to the board.

Any voting director representing an entity with an institutional membership that has lapsed for more than ninety (90) days shall be deemed to have tendered his/her resignation to the board.

**Article V**  
**NOMINATION AND ELECTION OF BOARD BY MEMBERSHIP**

Section 1

For election of directors by the institutional membership, at least sixty (60) days prior to the annual membership meeting, the election committee shall call for nominations from the institutional membership. The designated representative of an institutional membership is eligible to serve on the board of directors. The election committee shall ascertain eligibility of the nominated candidate who shall then be presented to the institutional membership for voting. The ballots shall be mailed to the voting members at least thirty (30) days prior to the annual membership meeting.

Section 2.

Completed ballots shall be returned to the executive director for tabulation prior to the annual membership meeting. The nominating and election committee chairs in conjunction with the executive director shall certify the results and make the ballots available for inspection by a nominee upon a timely request. The two (2) nominees receiving the highest number of votes shall be elected and notified prior to the annual membership meeting. They may attend the board meeting prior to the annual membership meeting for orientation. In the case of a tie vote, the tie-breaking ballot will be distributed and tabulated at the annual membership meeting. New directors shall be announced at the annual membership meeting.

**Article VI**  
**NOMINATION AND APPOINTMENT OF BOARD BY DIRECTORS**

Section 1.

During the sixty (60) days prior to each annual membership meeting, the election committee in conjunction with the executive director shall select qualified candidates for appointment to at least the two (2) positions on the board whose terms are to begin concurrent with the first meeting following the annual membership meeting. The secretary shall forward to each director, the names and statements of qualifications of the candidates so nominated at least thirty (30) days prior to the board meeting before the annual membership meeting.

Section 2.

Prior to the annual membership meeting and in accordance with board policy, the board shall appoint two (2) candidates to fill the director positions. New appointed directors shall take office at the board meeting following the annual membership meeting.

## **Article VII OFFICERS**

### Section 1.

The officers of the Association shall be a chair, vice chair, treasurer, secretary, and executive director. The board of directors may appoint other officers from time to time. All officers shall be board members.

### Section 2.

Following each year's election of newboard members, the nominating committee shall prepare a slate of officers. The slate shall be presented to the board at its first meeting after all new board members have been seated. Officers shall be elected by majority vote of the board during that meeting and shall assume their duties immediately.

### Section 3.

If an incumbent vice chair is eligible for the chairmanship, then the vice chair's name shall be the only name placed in nomination for election to the chair.

### Section 4.

The chair of the board of directors shall preside at its meetings, and shall perform such routine and other duties as may be assigned by the board of directors. The chair of the board may call special meetings of the board of directors at such times as seem proper.

### Section 5.

The vice chair of the board shall preside in the absence or inability of the chair and shall also fulfill the other duties of the chair whenever the latter is absent or unable to perform those duties. The vice chair shall also carry out such duties as may be assigned by the chair or the board of directors.

### Section 6.

The treasurer shall be charged with the fiscal responsibility of the funds of the Association, and the custody of those funds shall reside with the chief financial officer of the organization holding the management contract. The disbursement of those funds shall be under the direction of the executive director, and the executive director, on a quarterly basis, shall report all disbursements to the treasurer. The treasurer, in cooperation with the executive director, at the annual meeting of the Association and at other times when requested by the board of directors, shall make full written reports covering the financial transactions of the Association.

Section 7.

The secretary shall be responsible for notification of each member of the board of directors of all its meetings, and each member of the Association of all Association meetings; for issuing all other authorized notices to members or other persons; for making and keeping a true record of all meetings of the board of directors and of the members of the Association; for custody of the bylaws, proposals for membership; for conducting the correspondence, and executing all such writings as the secretary may be officially instructed and authorized to do; and shall perform all other duties usually devolving on a secretary.

Section 8.

The executive director shall be the chief executive officer of the Association and shall, subject to the control of the board of directors, have the general powers and duties of management usually vested in the office of the chief executive officer of a nonprofit corporation and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

The executive director shall be reviewed annually by the board of directors.

Section 9.

Except for the executive director, no officer shall serve for more than two (2) consecutive full years in the same official capacity.

Section 10.

The officers and immediate past chair shall constitute an executive committee. When the board of directors is not in session, the executive committee shall exercise the powers of the board, provided, however, that such power will be exercised only in matters that require immediate attention or are of a routine nature. Actions of the executive committee shall be reported for ratification to the board of directors at their next meeting.

Section 11.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority vote of the board of directors at any regular or special meeting of the board.

In the event of the removal, resignation or disability of any officer of the Association, the board of directors shall proceed at once to an election of an officer to complete the unexpired term. The removal of an officer shall not, except as otherwise provided in these bylaws, remove such officer as a board member.

## **Article VIII MEMBERSHIP MEETINGS**

### Section 1.

The annual business meeting of the Association and the transactions of such business as may come before it, shall be held each year at a date and place to be designated by the board of directors.

### Section 2.

A quorum of the Association membership at any regular or special meeting, or poll vote of membership shall be declared to exist if twenty-five percent (25%) of the total institutional membership is present in person, or if a ballot vote, has voted. Proxies are permitted at a meeting if twenty-five percent (25%) of the institutional membership is present.

### Section 3.

Except as otherwise provided in these bylaws, Robert's Rules of Order, in its latest edition, shall govern membership meetings.

## **Article IX BOARD COMMITTEES**

### Section 1.

There shall be such committees as may be authorized and directed by the board of directors in regular or special meetings, the chair of such committees to be appointed by the board chair or determined as directed by the resolutions authorizing such committees.

### Section 2.

Standing committees shall include, but not be limited to, an executive committee, a finance committee, a member services committee, an election committee and a nominating committee.

Section 3.

The chair of the board shall be an ex officio member of all committees. Other committee members may be selected by each committee chair from among the members of the Association, but each committee shall include at least one director. Each standing committee shall include at least one director. Each director shall serve on at least one committee.

Section 4.

Each committee shall report the activity of the committee to the board of directors when required. Except as otherwise provided in these bylaws or by resolution of the board of directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee. Unless otherwise provided by such rules or by resolution of the board of directors, committee meetings shall be governed by Section 6 of Article IV of these bylaws.

**Article X  
RESIGNATIONS**

Section 1.

Resignations of officers, directors and committee chairpersons shall be offered in writing to the chair, except that a resignation by the chair shall be addressed to the board of directors.

**Article XI  
INDEMNIFICATION**

Section 1.

Non-Derivative Action. The Association shall indemnify each member of its board, as described in Article IV hereof, each of its officers, as described in Article VII hereof, each of its employees designated for indemnification by the board, and each person serving at the request of the Association as a trustee, director or officer of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "directors and officers"), who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, other than an action by or in the right of the Association, by reason of the fact that he or she is or was a director or officer, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Indemnification shall be made only if the Association shall be advised by its board that the director or officer has met the aforesaid standard of conduct. In rendering such advice, the board shall act either (1) by a quorum consisting of voting directors who are not parties to such action, or (2) if a quorum under "(1)" is not obtainable with due diligence, upon the opinion in writing of independent legal counsel. If the foregoing determination is to be made by the board, it may rely, as to all questions of law, on the advice of independent legal counsel. The Association shall also, on terms and conditions deemed appropriate by the board, pay any expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it is ultimately determined that he or she is not entitled to indemnification under this Article.

### Section 2.

Derivative Action. The Association shall indemnify any director or officer who was or is a party to any threatened, pending or completed action or suit, whether civil or criminal, brought by or on behalf of the Association to procure a judgment in its favor, by reason of the fact that he or she is or was a director or officer of the Association from and against the reasonable expenses (including attorneys' fees), actually and reasonably incurred by any such director or officer in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnifications shall be made in respect of any claim, issue or matter as to which such persons shall have been judged liable to the Association and in respect of any claim, issue or matter as to which such director or officer is adjudged, pursuant to the method described in Section 1 hereof, to have breached his or her duty to the Association by so discharging his or her obligations to the Association in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

### Section 3.

Applicability. Every reference in this Article XI to a member of the board or an officer of the Association shall include every director and officer thereof or former director and officer thereof. This indemnification provision shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses, whenever arising, allowable as described above. The right of indemnification, and the right to advancement of expenses, herein provided for shall be in addition to any and all rights to which any director or officer of the Association otherwise might be entitled, and the provisions hereof, shall neither impair nor adversely affect such rights.

Section 4.

Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under law.

**Article XII  
RECORDS AND REPORTS**

Section 1.

Every director shall have the right to examine the books and records of the Association for a purpose reasonably related to his or her position as a director.

Section 2.

The board of directors shall present at each annual meeting and at any special meeting of the members called for that purpose, a full and clear statement of the business and condition of the Association.

**Article XIII  
GENERAL MATTERS**

Section 1.

From time to time, the board of directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the Association, and only the persons so authorized shall sign or endorse those instruments.

Section 2.

The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association; such authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall

have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3.

The fiscal year of the Association shall be July 1 of each year to June 30 of the following calendar year, inclusive.

**Article XIV  
INTERPRETATIONS AND AMENDMENT OF BYLAWS**

Section 1.

All questions of construction of these bylaws shall be decided by the board of directors, unless they occur during a membership meeting, in which case they shall be decided by a majority of the institutional members.

Section 2.

These bylaws may be amended at any annual or special meeting of the institutional membership or by mail poll of the institutional members. The board of directors will consider and make recommendations for such changes prior to their submission to the institutional membership, provided their submission is accompanied by a petition signed by at least ten (10) institutional members. Adoption or rejection by the institutional membership will be decided by a simple majority, provided that at least twenty-five percent (25%) of the institutional members participate. Notwithstanding the foregoing, no action amending the bylaws shall be taken which would adversely affect the qualifications of the Association as an organization (i) exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code (hereinafter "IRC"), as an organization described in IRC §501(c)(3), (ii) described in IRC §170(b)(1)(e)(iii), and (iii) contributions to which are deductible under IRC §170(c)(2).

Section 3.

Amendments shall be effective immediately upon passage by the institutional members, unless otherwise directed by the resolution adopting the amendment.

Amended by mail, May 20, 1993  
Amended, Tucson, Arizona, May 31, 1995  
Amended by mail, April 29, 1996  
Amended by mail, April 4, 1997  
Amended by mail, February 22, 2002  
Amended by mail, February 27, 2004