Bylaws of The Friends of KLRE/KUAR

Approved by Friends of KLRE/KUAR Board of Directors

Ratified May 2, 2013 - Proposed Update on January 13, 2023

Article 1. Name

The name of this Organization shall be THE FRIENDS OF KLRE/KUAR.

Article 2. Purposes

The purpose of the Organization shall be to serve as a non-governing, advisory organization that supports the mission and purpose of KLRE/KUAR Public Radio. The Organization will offer financial and logistical support as well as community outreach. The mission of KLRE/KUAR Public Radio is to deepen insight into the human experience, empower decision-making and enrich the lives of those we serve through quality news and cultural programs.

Article 3. Membership

Section 1. Membership is open to any person who supports the purpose of the Organization and who fulfills the requirements determined by resolution of the Board of Directors.

Section 2. The Board of Directors may provide for different categories of membership and may determine the respective rights and privileges of such categories of membership.

Article 4. Election and Appointment of Board Members

Section 1. The Board of Directors shall be composed of no fewer than fifteen (15) and no greater than twenty-four (24) directors, in each case either elected to serve three-year terms by the Organization's membership in attendance at the annual meeting or appointed to serve the balance of unexpired term following a vacancy. The Executive Committee shall divide the Board of Directors into three classes of approximately equal size, with the terms of the three classes expiring at the first, second, and third annual meetings following the adoption of these Bylaws, in order to match as closely as possible the terms of incumbent directors to the their previously elected or appointed terms.

Section 2. The Board Development Committee will submit to the Board of Directors a list of nominees for positions as Directors to be elected at the Organization's annual meeting and a list of nominees for positions as officers to be elected by the Board of Directors. This will not preclude additional nominations from the Board or from the floor at the annual meeting.

Section 3. A majority of votes cast shall be required to elect officers and members of the Board of Directors.

Section 4. The Board may appoint a person to serve the balance of a term should a vacancy occur. Any vacancy in the office of President, Vice President, or Secretary may be filled by the Board of Directors to complete an unexpired term.

Section 5. Board members who miss two or more meetings within a year without notifying the President or station management may be removed from the Board at the request of the Executive Committee.

Section 6. Recognizing the purpose of the Friends of KLRE/KUAR as stated in Article 2, Board members are expected to contribute or secure a minimum of $1000 annually through individual donations, family foundation grants, and/or directed corporate support. In addition, members are expected to actively raise funds for the station over and above this minimum contribution in consultation with the General Manager and/or Membership Director. Exceptions to this minimum giving policy may be made on recommendation of the Membership Director and/or General Manager and with approval from the Board Executive Committee. Board members who do not make or request financial support for the station may be removed from the Board at the request of the Executive Committee.

Article 5. The Board of Directors and Its Committees

Section 1. The term of office of each elected Director shall be three (3) years. Directors may serve no more than two (2) consecutive elected terms, excluding any partial term. Board members who have completed two (2) consecutive elected terms on the Board may be considered for board membership only after a two-year absence from the Board.

Section 2. The Board of Directors may appoint an Executive Committee consisting of [at least] two (2) Directors in addition to the officers provided herein below in Article 5. The President shall act as the chairman of the Executive Committee, and it shall, during intervals between meetings of the Board of Directors, be vested with the power to act on behalf of the Board of Directors in all matters except filling vacancies among the elected Directors and officers.

Section 3. The Board of Directors will annually appoint a Board Development Committee whose function shall be to make nominations for the elected positions on the Board of Directors, to assist staff in recruiting leadership for working committees, to make nominations for officers of the Board, and to arrange for orientation of new Board members and ongoing development of all Board members. The Board Development Committee may be composed of the Executive Committee members and the station manager or his/her designee.

Section 4. The Board of Directors will determine the number of working committees and their purposes in consultation with Station Management. Working committees will address specific areas related to station needs.

Section 5. Committee meetings may be called at any time by the President or by the Chair of any working committee. No committee may speak for the Organization in advocacy of or in opposition to any project without express confirmation or delegated authority from the Board of Directors. Committees shall report to the Board of Directors on all their activities at such intervals as may be determined by the Board.

Article 6. Board Officers

Section 1. The officers of the Board shall be President, Vice President, and Secretary. All officers shall be elected by and from the Board of Directors for one-year terms annually. Each officer shall hold office until a successor is elected. The President may serve no more than two consecutive one-year terms.

Section 2. The President shall preside at all meetings of the Organization and transact such other business as may appertain to the office. The President shall be an ex-officio member of all committees.

Section 3. The Vice President shall act in the absence of the President and shall perform such duties as may be assigned by the President, including serving as chairman and/or member of standing or special committees. The Vice President shall also serve as President-elect and shall succeed the President in any case of vacancy and upon the expiration of the President's term.

Section 4. The Secretary shall keep a correct record of the proceedings of all meetings of the Organization, the Board of Directors, and the Executive Committee; and shall perform such other duties as may be assigned by the President.

Section 5. The General Manager of KLRE/KUAR or his or her designee shall serve as a non-voting, advisory member of the Board of Directors and any standing or special committees.

Article 7. Meetings of the Membership and Board

Section 1. The Annual Meeting of the Organization's membership shall be held each year upon not less than seven days notice, specifying time and place.

Section 2. Meetings of the Board shall be held at least quarterly, upon at least three days notice to be given by the Secretary.

Section 3. Special meetings of the Board may be called by the President or on request of any five (5) of the members of the Board.

Section 4. The Executive Committee may meet at any convenient time with due notice at the call of the President or on request of any member of the Executive Committee.

Section 5. For meetings of the membership, a quorum of the membership of the Organization shall consist of a number of members equal to or greater than one-third (1/3) the number of members of the Board of Directors as from time to time established. For Board meetings, a quorum of the Board of Directors shall consist of not less than one-third (1/3) of the Directors of the Organization.

Section 6. Special meetings of the membership may be called by the President or on request of one- third of the members of the Board of Directors, upon not less than one (1) day's notification, specifying time, place, and purpose of meeting.

Article 8. Amendments

The Board of Directors may recommend amending or repealing these bylaws by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting of the Board of Directors provided that notice of any proposed amendment shall be furnished the Directors at least two weeks in advance of the meeting. The changes must be ratified by ballots furnished to the general membership with a majority of votes cast determining outcome. Official tabulation of votes will take place no earlier than thirty (30) days after the ballot is distributed.