

Syracuse Community Radio, Inc. Corporate Bylaws; restated September 16, 2007

Article I: Name

The name of the Corporation shall be Syracuse Community Radio, Inc.

Article II: Office

The principal office of the Corporation shall be in the City of Syracuse, County of Onondaga, State of New York.

At all times, the Corporation shall: (a) Be physically headquartered, or (b) Have a campus, or (c) Have 75% of its board members reside: Within 25 miles of the reference coordinates of the community to be served by a new noncommercial radio station for which the Corporation files a construction permit application.

At no time shall the Corporation, nor any parent or subsidiary, or any officer or director, of the Corporation, have an attributable interest in another radio station, or construction permit for a radio station, if the principal community contour of such station would overlap, in whole or in part, the principal community contour of any noncommercial radio station for which the Corporation files a construction permit application.

Article III: Purpose

The Corporation is organized under the provisions of The Board of Regents of the Education Department of New York State exclusively for the purposes as set forth in its certificate of incorporation. The Corporation shall always be operated exclusively for such purposes as shall qualify it as an exempt organization under the section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Article IV: Membership

Section 1. Class of Membership.

The Corporation shall have one class of members.

Section 2. Eligibility.

The membership of this Corporation shall consist of all contributing members, volunteers, and staff, defined as follows:

Contributing members are those natural persons who have contributed annual membership dues as determined by the Board of Trustees. Volunteers are those persons who meet reasonable requirements as determined by the Board of Trustees. Staff consists of those persons employed by the Corporation.

To be eligible for membership, persons must agree with the goals for which the Corporation was formed.

Members who have been removed shall not be eligible for membership until reinstated.

Section 3. Provision for Joint Membership.

People living together in a household may if they choose be entitled for joint membership provided they meet requirements for membership as determined by the Board of Trustees.

Any joint member shall be considered as one person for the purposes of these bylaws, and shall from time to time delegate one person among them to act and vote on their behalf.

Persons in a group holding joint membership shall not be eligible for membership individually or as part of another group.

Section 4. Expiration.

The Board of Trustees shall establish a policy not inconsistent with these bylaws for the membership expiration dates of contributing members, volunteers, and staff.

Section 5. Resignation.

A member may resign at any time.

Section 6. Removal.

A member other than a Trustee may be removed for cause by a two thirds majority of the full Board of Trustees at any board meeting.

A member may be removed by the membership with or without cause by a two thirds majority of those voting by secret written ballot before, during, and after a special meeting of the membership called for the express purpose of removing that member and subject to the provisions of Article VI, Section 6.

Members being considered for removal shall be given a minimum of seven days notice, an explanation, and an opportunity to speak at the meeting prior to a vote on their removal.

Section 7. Reinstatement.

A member may be reinstated by a majority of the full Board of Trustees at any board meeting.

A member may be reinstated by the membership by a majority of those voting by secret written ballot before, during, and after a special meeting of the membership called for the express purpose of reinstating that member and subject to the provisions of Article VI, Section 6.

Section 8. Membership List.

The Corporation shall prepare and maintain a current list of the names, mail addresses, email addresses and membership expiration dates of all its members.

Section 9. Participants Who are Not Members.

The Board of Trustees shall establish a policy to allow for participation of persons who are not members.

Article V: Membership Meetings

Section 1. Annual Meeting.

An annual meeting of the members of the Corporation shall be held in either February, March, or April, for the purposes of receiving a report on the activities and financial condition of the Corporation, electing members of the Board of Trustees, and transacting such other business as may come before the meeting.

Section 2. Special Meetings.

Special meetings of the members of the Corporation may be called by the Board of Trustees; or by written demand signed by five percent of the membership or ten members, whichever is greater, delivered to the secretary, describing the purpose or purposes for which it is to be held, and indicating the date of the first member signature.

Section 3. Place of Meeting.

The Board of Trustees shall designate the place for any annual or special meeting. If no designation is made, the place of the meeting shall be the principal office of the Corporation.

Section 4. Notice of Meetings.

The Corporation shall notify members of the place, date, time, and purpose of each annual and special meeting. Notification shall be by email, or by mail if that method is preferred by the individual member, using the address and preferred method on record with the secretary of the Corporation; and shall be mailed or transmitted no fewer than fourteen days prior to the date of the meeting.

Section 5. Record Date.

The record date to determine the members entitled to notice of a members' meeting shall be three days before the day on which the first notice is mailed or otherwise transmitted to members. The record date to determine the members entitled to demand a special meeting or other written petition shall be the date the first member signs the demand or petition. The record date to determine the members entitled to vote at a members' meeting shall be the day on which the first notice is mailed or otherwise transmitted to members, however renewing members with lapsed dues may renew their membership at the meeting to be eligible to vote.

Section 6. Quorum.

The greater of five percent of the members or ten members of the Corporation shall constitute a quorum. No business may be transacted unless a quorum is present.

Section 7. Manner of Acting.

The act of a majority of the members present at a membership meeting at which a quorum is present shall be an act of the membership. Except where provided in these bylaws, members must be present to vote.

Section 8. Agenda.

Members may propose agenda items for membership meetings at any time before the start of the meeting. When needed, items may be added at the meeting. Any proposed action requiring a vote by written ballot shall be made sufficiently in advance to allow convenient compliance with Article VI, Section 6.

Article VI: Member Accountability and Participation

Section 1. Open Meetings.

With the exceptions stated herein, meetings of the Board of Trustees and corporate committees shall be open to members of the Corporation. Persons other than members shall be allowed to attend unless excluded by majority vote of the body.

The Board of Trustees and corporate committees may by majority vote hold limited access sessions from which they may exclude any party to consider personnel matters, including volunteers; matters requiring the confidential advice of counsel; commercial or financial information obtained from a person on a privileged or confidential basis; the purchase of property or services; matters having legal requirements of confidentiality; or whenever the premature exposure of information would significantly compromise the business interests of the Corporation. If any such limited access session is held pursuant to the provisions of this section, the reasons for doing so shall be stated in the meeting minutes.

The removal of members, trustees, and officers shall not formally be considered during a limited access session.

Section 2. Member Participation.

Members of the Corporation present at a meeting of the Board of Trustees may ask questions about and make concise relevant comments on agenda items when they are discussed by the Board and prior to a Board vote on the item.

Members in attendance at committee meetings shall be granted reasonable time to speak.

Section 3. Meeting Minutes.

Written minutes shall be produced for each meeting of the membership, Board of Trustees, and corporate committees. Minutes shall include the meeting date and time, record of attendance, the major points of discussion, and any decisions reached by the group. Minutes shall be submitted to the body for approval at the next meeting, or when necessary, approved by the Board of Trustees.

Abridged versions of minutes shall also be prepared for each meeting of the Board of Trustees and corporate committees with limited access sessions noted but their contents omitted, and which are otherwise identical to the official minutes. Drafts of these abridged minutes shall be made available to members of the Corporation in a timely manner.

Section 4. Member Communication.

The Board of Trustees shall ensure that members are provided means for timely communication with other members and listeners about matters of station governance by mail, electronically, or on the air.

Section 5. Corporate Records.

The following records shall be made available to members for inspection and copying: certificate of incorporation; bylaws; resolutions of the membership and Board of Trustees; abridged minutes from meetings of the membership, the Board of Trustees, and committees; policies established by the staff or the Board of Trustees; communications regarding general membership matters; a list of the Trustees and officers with contact information and expiration dates; financial statements; and other materials deemed appropriate by the Board of Trustees. The Board of Trustees shall designate reasonable and appropriate time periods for such records to be kept available.

Access to other corporate records may be provided to members at the discretion of the Board of Trustees.

Section 6. Voting Procedures.

The following provisions shall apply when these bylaws require a vote of the membership by secret written ballot: Unless otherwise specified in these bylaws, voting shall occur before, during and after a particular meeting of the membership. At least fourteen days in advance of the meeting, ballots shall be mailed to members in good standing. Ballots must be deposited during the annual meeting or received at the principal office of the Corporation by the close of business on the first business day occurring at least ten calendar days after the meeting.

Election results shall be certified by the Board of Trustees. The secretary of the Corporation shall attempt to make the results of the election available to members. Ballots shall be retained for a period of one year.

The Board of Trustees may adopt additional voting procedures not inconsistent with these bylaws.

Article VII: Board of Trustees

Section 1. Relationship with Membership.

The membership grants authority to the Board of Trustees with the understanding that the Trustees shall remain responsive to the wishes of the membership and the interests of the community at large according to the organization's mission.

Section 2. General Powers.

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Trustees.

Section 3. Number.

The Board shall consist of no fewer than five nor more than eleven members, with the specific number of seats set by the Board of Trustees. The specific number used for each election shall be established prior to the mailing of ballots. The number of seats shall not be reduced unless corresponding vacancies exist as a result of deaths, resignations, expiration of terms of office, or other actions provided by these bylaws.

Section 4. Term.

The term of office for Trustees shall be three years that commence with the annual membership meeting. Terms shall be staggered so that approximately one third of the board comes up for election each year. The specific terms for newly elected Trustees shall be established at the first meeting of the Board following the election. Trustees shall be eligible for reelection without limitation. In the event that the annual election is delayed, Trustees whose terms are expiring shall continue to serve until their replacements are fully elected.

Section 5. Qualifications.

To be elected, Trustees shall be members of the Corporation in good standing.

Section 6. Election.

The members of the Corporation shall annually elect Trustees to fill vacancies. Election shall be conducted by secret written ballot before, during, and after the annual meeting and subject to the provisions of Article VI, Section 6.

Each voter may vote for up to n candidates for the position of representative where n is the number of vacancies. The voter shall rank the candidates from 1 to n on the basis of preference. A first place vote shall count for n points, where n is the number of representatives being elected, a second place vote shall count for (n-1) points, and so on. An n-th place vote shall count for one point. The number of points shall be summed for each candidate, and the n candidates with the most points shall be declared elected. In the

event of a tie, the newly elected Board of Trustees, with the exception of all persons tied, shall choose among the tied candidates.

Section 7. Nomination.

Candidates for Trustee positions shall be selected by the Nominating Committee, which is charged with nominating at least one qualified person for each vacancy.

To become a candidate, a member may also submit a written petition signed by ten members and indicating the date of the first member signature. Such petitions must be delivered to the principal office of the Corporation at least 35 days prior to the scheduled annual meeting.

Members of the Nominating Committee shall not be eligible for nomination.

No persons may be written in or otherwise added to ballots after the ballots are mailed.

Section 8. Resignation.

A Trustee may resign at any time by delivering written notice to the President of the Corporation. Once delivered, a notice of resignation shall be irrevocable unless revocation is permitted by the Board of Trustees.

Section 9. Vacancies.

Any vacancy on the Board of Trustees may be filled by a majority vote of the full Board of Trustees at any board meeting. Members shall be given a minimum of seven days notice of the location, date, time, and purpose of that meeting. A Trustee appointed to fill a vacancy shall hold office until the next annual election. Vacancies shall not be filled by individuals previously removed from the Board of Trustees by the membership.

Section 10. Removal.

In the event of a Trustee missing two consecutive Board meetings without excuse, the Trustee may be removed by a majority vote of the Trustees then in office.

A Trustee may be removed for cause by a two thirds majority of the full Board of Trustees at any board meeting. Members shall be given a minimum of seven days notice of the location, date, time, and purpose of that meeting.

A Trustee may be removed by the membership with or without legal cause by a two thirds majority of those voting subject to the provisions of Article VI, Section 6, with the close of voting taking place at a special meeting of the membership called for the express purpose of removing that Trustee.

Trustees being considered for removal shall be given an explanation, included in member notification in accordance with this section, and given an opportunity to speak at the scheduled meeting prior to a vote on their removal.

Article VIII: Meetings of the Board of Trustees

Section 1. Quorum.

A majority of the Trustees shall constitute a quorum.

Section 2. Regular Meetings.

Regular meetings of the Board of Trustees shall be held at a time and place to be determined by the Board of Trustees. The schedule of these meetings shall be made available to members.

Section 3. Special Meetings.

Special meetings of the Board of Trustees may be called by the President, the Board Chair, or thirty percent of the Trustees, or by written demand delivered to the Secretary signed by at least five percent of the members of the Corporation and describing the purpose or purposes for which it is to be held. Notice of special meetings shall be delivered to each Trustee personally or by telephone or mail not less than two days prior to the special meeting. The Board of Trustees shall make this information available to members as feasible.

Section 4. Manner of Acting.

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be an act of the Board of Trustees. Trustees must be present to vote.

Section 5. Compensation.

Trustees shall not receive any compensation for their services to the Board. With permission of the Board of Trustees, a Trustee may be compensated reasonably and appropriately for services to the Corporation in some capacity other than as a Trustee.

Trustees may be reimbursed for expenses incurred on behalf of the Corporation when appropriate.

Section 6. Conflict of Interest.

The Board of Trustees shall establish a policy to protect the organization from conflicts of interest which specifically prohibits Trustees from voting on matters in which they have a significant material interest.

Article IX: Officers

Section 1. Officers.

The officers of this Corporation shall be the Board Chair, President, Vice President, Secretary, and Treasurer.

A person holding the office of either Board Chair or President shall not simultaneously hold any other office of the Corporation proscribed in this section.

Section 2. Election and Term of Office.

Officers shall be elected annually by the Board of Trustees at its first meeting after the annual meeting by a majority vote of the full board. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Qualifications.

All officers shall be members of the Board of Trustees. No person removed as an officer by the membership may again serve as an officer except as permitted by an act of the membership.

Section 4. Resignation.

An Officer may resign at any time by delivering notice to the Corporation. Once delivered, a notice of resignation shall be irrevocable unless revocation is permitted by the Board of Trustees. Resigning officers shall remain on the Board of Trustees for the remainder of their terms unless otherwise specified.

Section 5. Removal.

The members of the Corporation may remove from office any officer with or without legal cause by a two-thirds majority of those voting. The vote shall be conducted by secret written ballot subject to the provisions of Article VI, Section 6, with the close of voting taking place

at a special meeting of the membership called for the express purpose of removing that Officer.

An officer may be removed with or without cause by a majority of the full Board of Trustees at any board meeting.

Officers who are removed from office shall remain on the Board of Trustees unless action is taken to remove the person from the Board.

Section 6. Vacancies.

A vacancy in any office may be filled for the unexpired portion of the term by a simple majority of the full Board at any Board meeting.

Section 7. Role of Board Chair.

The Board Chair shall prepare the agendas for and facilitate or ensure facilitation at all meetings of the Board of Trustees and the membership.

Section 8. Role of President.

The President shall be the principal executive officer of the Corporation and have general supervision, direction, and control of the affairs of the Corporation, subject to the direction and control of the Board of Trustees. In the absence of the Board Chair, the President shall designate a person to temporarily fulfill the responsibilities of that office. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 9. Role of Vice President.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the Board of Trustees.

Section 10. Role of Secretary.

The Secretary shall be responsible for preparing minutes of the Trustees' and members' meetings and for authenticating records of the Corporation; see that all notices are duly given in accordance with these bylaws; oversee membership voting and ensure that ballots are appropriately designed; be responsible for the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees.

Section 11. Role of Treasurer.

The Treasurer shall be the chief financial officer of the Corporation; oversee the receipt and disbursement of funds; oversee the creation and maintenance of financial records; present the annual budget to the board; report to the board and the members on the financial condition of the Corporation, including a written report presented at the annual meeting; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.

Article X: Committees

Section 1. Establishment.

Either the Board of Trustees or the membership may establish committees for any specific purpose or purposes.

The membership may, at the time it establishes a committee, appoint initial committee members, an interim committee chair, and an interim committee secretary.

Except as established in these bylaws, committees shall not be granted the authority of the Board of Trustees in the management of the Corporation.

Section 2. Dissolution.

The Board of Trustees may dissolve a committee created by the Board of Trustees.

The membership may dissolve a committee created by the membership. The Board of Trustees may dissolve a committee created by the membership if it is not operating in accordance with these bylaws.

Section 3. Composition.

Unless otherwise established in these bylaws, persons may be added to a committee by the committee itself, the Board of Trustees, the President, or the membership.

The terms of committee members shall be indefinite.

The committee may remove committee members who miss two consecutive committee meetings. Unless otherwise established in these bylaws, the Board of Trustees, the membership, or a two-thirds majority of the full committee may remove a committee member with or without cause.

Committee members may resign at any time by giving notice to the committee secretary.

Unless otherwise established in these bylaws, committees shall include at least one Trustee.

Section 4. Quorum.

Unless otherwise established in these bylaws, a majority of the full committee shall constitute a quorum.

Section 5. Manner of Acting.

Unless otherwise established in these bylaws, the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Committee members must be present to vote.

Section 6. Committee Chair.

A committee may from time to time elect one of its members to serve as committee chair, with timely notification provided to the Board of Trustees. The committee chair shall schedule meetings, ensure adequate facilitation, serve as a contact person for the group, and ensure that the business of the committee is appropriately reported to the Board of Trustees.

In the event of a vacancy or failure to fulfill these responsibilities, a person shall be designated by the Board of Trustees to fulfill these responsibilities until a new committee chair takes office.

The committee chair may resign but remain on the committee by giving notice to the Board of Trustees.

Section 7. Committee Secretary.

A committee may from time to time elect one of its members to serve as committee secretary, with timely notification provided to the Board of Trustees. The committee secretary shall oversee preparation of

minutes, maintain committee records, and ensure that the committee acts in a manner consistent with these bylaws.

In the event of a vacancy or failure to fulfill these responsibilities, a person shall be designated by the Board of Trustees to fulfill these responsibilities until a new committee secretary takes office.

The committee secretary may resign but remain on the committee by giving notice to the Board of Trustees.

Section 8. Autonomy.

A committee may adopt a decision-making structure and procedure not inconsistent with these bylaws.

Section 9. Provisions for Nominating Committee.

The Board of Trustees shall annually establish a Nominating Committee.

The Nominating Committee shall be composed solely of members of the Corporation. The committee shall include at least two but not more than three Trustees, and at least one member who is not also a Trustee.

Section 10. Provisions for Executive Committee.

The Board of Trustees shall establish an Executive Committee.

The Executive Committee shall be solely composed of Trustees and shall include the President and Treasurer. Committee members shall be added and removed only by a majority of the full Board of Trustees.

The Executive Committee shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board of Trustees but do not merit a special meeting of the Board of Trustees. The committee shall not have or exercise the authority of the Board of Trustees to amend the certificate of incorporation, adopt a plan of merger or consolidation, amend the bylaws of the Corporation, approve the sale or other disposition of all or substantially all of the property and assets of the Corporation other than in the usual course of business, or approve the voluntary dissolution of the Corporation or revocation of such resolution.

The President shall serve as committee chair and committee secretary. All members of the committee shall have veto power. The act of a two-thirds majority of the committee members with no vetoes, either present at a meeting or polled by phone or email, shall constitute an act of the committee. Trustees having a conflict of

interest shall abstain from voting and shall neither count toward the majority nor exercise veto power.

Decisions of the Executive Committee shall be submitted for ratification at the next meeting of the Board of Trustees.

Section 11. Special Committees.

The Board of Trustees may from time to time establish special committees with a composition of its choosing.

Article XI: Grievances

The Board of Trustees shall ensure that grievances by members, volunteers, staff, and community members are heard and answered to in an appropriate manner.

Article XII: Corporate Indemnification of Trustees

In the absence of fraud or bad faith, the Trustees of the Corporation shall not be personally liable for its debts, obligations, or liabilities; and the Corporation shall indemnify any Trustee or former Trustee of the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being or having been such Trustee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for bad faith or intentional misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Trustee may be entitled under any statute, bylaw, agreement, act of the Board of Trustees, or otherwise.

Article XIII: Contracts, Checks, Deposits, and Funds

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Trustees may select.

Section 4. Gifts.

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

Article XIV: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article XV: Amendments to Bylaws

The members of the Corporation may alter, amend, or repeal these bylaws and adopt new bylaws by a two-thirds majority of those voting subject to the provisions of Article VI, Section 6.

Amendments shall be proposed by the Board of Trustees; or by written petition signed by five percent of the membership or ten members, whichever is greater.

Article XVI: Rules of Order

The affairs of the Corporation shall be conducted by Robert's Rules of Order except as otherwise provided by these bylaws. Those in attendance at a meeting may use other rules of order not inconsistent with these bylaws, providing that no member specifically requests a formal vote.