

Berkshire Community Radio Alliance, Inc.

Bylaws

As amended on September 17, 2006

Article I: Name, Purpose and Mission

1.1 Name. The name of the Corporation is Berkshire Community Radio Alliance, Inc. The Corporation shall also be referred to by its initials, BCRA.

1.2 Purpose. The purposes for which this corporation is organized are to operate a volunteer-based, noncommercial, community broadcast station in the town of Great Barrington, MA, under appropriate authorizations from the Federal Communications Commission, and in accord with the BCRA mission statement; to make broadcast air-time available to the general public; and to offer resources and education to all members of the community for the production and dissemination of community media. To that end, the Corporation is empowered to obtain and to hold by contribution, deed or lease real or personal property and funds to be used in connection with the operation of a broadcast station; and to solicit and accept in trust of otherwise, money and property to be used for these purposes.

1.3 Mission. The Berkshire Community Radio Alliance (BCRA) seeks to create a forum to educate and entertain the community by offering a broad mix of cultural programming and views which reflect the diversity of the local and world community, promoting access for underrepresented voices and providing an opportunity for members of the public to produce their own programming.

Article II: Board of Directors

2.1 Powers and Duties. The affairs of the corporation shall be controlled and managed by its members and its board of directors.

The directors shall manage the business and property; provide for the operation of the broadcast facilities; make decisions of policy; employ, appoint or remove employees, agents and representatives to carry out the purposes of the corporation; and shall do all other things in the management of the business, property and affairs of this corporation necessary to carry out its purposes. Nothing contained herein shall prevent the board from delegating any management responsibilities to the Station Manager, if such exists.

2.2 Composition of the Board. The board of Directors shall be comprised of no

fewer than four (4) or more than fifteen (15) people and the Station Manager, if such exists, who shall not vote, unless he/she is not receiving any compensation for duties as Station Manager.

2.3 Compensation of Directors. Directors shall be entitled to receive reimbursement of expenses incurred for their services to the board in such amounts and on such terms as the board shall determine from time to time, but shall receive no compensation for serving as members of the board. Nothing contained herein shall preclude a director from receiving compensation from the corporation for services rendered to the corporation in some other capacity.

2.4 Terms. Each member of the board of directors shall serve a term of three (3) years. A board member may be elected to a second full (3) year term of office, but no member of the board of directors may serve more than eight (8) consecutive years on the board of directors.

2.5 Removal. A Director may be removed by a 3/4 vote of the membership at an annual or special meeting, written notice of 14 days having been given to all board members that removal of a specified director shall be an order of business at such a meeting, due public notice having been given.

2.6 Resignation. A Director may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the time received unless otherwise specified in such notice. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in such notice.

2.7 Vacancies. If a vacancy should occur by reason of death, resignation, incapacity or removal of a director, the board shall appoint a replacement in a timely manner, to serve until the next Annual Meeting or Special Meeting.

Article III: Officers

3.1 The officers of the corporation shall be members of the Board of Directors, and shall consist of the President, the Vice President, the Secretary, and the Treasurer. No officer may hold more than one office at the same time.

3.2 Elections and Term. At the first regular meeting following the Annual Meeting the board shall elect a President, a Vice President, a Secretary, and a Treasurer by a majority vote of the board. The term of office for each officer shall be one year, or until the first regular meeting following the

next annual meeting. Officers may succeed themselves.

3.3 Removal. Any officer may be removed from office by a 3/4 vote of the board or by the election of a successor to his or her office. No officer shall be granted any contractual rights to office.

3.4 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the time received unless otherwise specified in such notice. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in such notice.

3.5 Vacancies. If a vacancy should occur by reason of death, resignation, incapacity or removal of an officer, the board shall appoint a replacement for the remainder of the term of office.

3.6 President. The President shall be the chief executive officer of the corporation and see that all orders and resolutions of the board of directors are carried into effect. The President shall perform such other duties as may be assigned by the board. The President may be required to sign legal documents on behalf of the corporation.

3.7 Vice President. The Vice President shall perform the duties of the President in the case of the President's absence or inability to act or by unanimous agreement of the Board of Directors. The Vice President may be required to sign legal documents on behalf of the corporation.

3.8 Secretary. The Secretary shall maintain the corporate records, prepare and serve the corporate notices, maintain the minutes of all meetings of the board of directors, sign such instruments as require the signature of the Secretary, and perform such other functions as from time to time the board of directors may assign.

3.9 Treasurer. The Treasurer shall oversee the financial books and records of the corporation, keep an accurate ledger, prepare the annual budget of the corporation and deliver to the board quarterly financial updates. The Treasurer may be required to sign legal documents on behalf of the corporation.

3.10 Station Manager. The Station Manager, should such exist, shall have the responsibility and authority for the day-to-day administration of the business of the station under general supervision of the board of directors. He/She is responsible for all programming and the competence of all personnel. The

Station Manager shall serve as an ex-officio non-voting member of the board of directors unless he/she is performing duties for the station in a volunteer capacity, in which case he/she shall have the same voting privileges as board members.

Article IV: Memberships

4.1 Voting Membership. Voting membership in the corporation shall be granted to any natural person by completing a membership form under the following provisions:

4.1.1 Subscribing Member. A subscribing member shall be any person who, in the last twelve (12) months, has met the minimum membership contribution established by the board of directors, or who has provided a contribution of property or services valued by the board as equivalent to a membership contribution.

4.1.2 Volunteer Member. A Volunteer Member shall be any person who, in the last twelve (12) months, has made a contribution of service to the station, without compensation, of at least the minimum hours established by the board of directors. Such volunteer work excludes airtime, but does include, in part, meetings of any committee established by the board of directors, of which the participant is a member.

4.1.3 Dual Qualification. If a member qualifies as both a Volunteer and Subscribing Member, he/she shall be deemed to be a Volunteer Member.

4.2 Minimum Contribution. The Board of Directors may choose, by majority vote, to change the minimum membership contribution, but may not raise it more than once per year.

4.3 Minimum Volunteer Requirements. The Board of Directors shall establish minimum requirements for Volunteer Members and may, from time to time, choose to change such minimum requirements, but may not do so more than once per year.

4.4 Waiver of Requirements. The Board of Directors may choose to waive membership requirements on a case-by-case basis.

4.5 Non-Discrimination. The Board of Directors or Staff of the corporation shall not discriminate against any member on the basis of race, ethnicity, religion, gender, age, sexual preference, disability or marital status.

4.6 Voting. All active Volunteer Members and Subscribing Members in good standing shall be able to vote for:

- a) Election of a specified number of directors to the Board of Directors at the annual meeting.
- b) Amendments to the Articles of Organization or Bylaws.
- c) Matters submitted to them by a majority of the board of directors.
- d) Matters submitted to them by petition of the voting membership (see 6.2.1).

Article V: Committees

5.1 The Board of Directors may from time to time, by resolution, constitute such committees of Directors, Members or Staff with such functions, powers, duties and tenure, as the board of directors shall determine. Committee guidelines are as follows:

- 1) All committees shall consist of at least one (1) Volunteer Member, except as otherwise noted in these bylaws.
- 2) Committees may contain Staff members, if such exist, and Subscribing Members, in such quantity as is decided by the board of directors.
- 3) Committee Chairpersons do not need to be board members, except as otherwise noted in these bylaws. Chairpersons shall be nominated by consensus of the committee with due notification provided to the board.
- 4) Criteria for committee membership shall be set by each committee, unless otherwise specified and to the approval of the board of directors. A current membership list of each committee shall be provided to the board of Directors and made available to the general membership.
- 5) Committee members may be removed by consensus minus one of the rest of the committee, with notice of seven (7) days prior to such action being taken.
- 6) Should 5.1 5) be attempted and fail, that member may be removed by consensus minus one of the Board of Directors, with notice of seven (7) days prior to such action being taken.
- 7) Committees will meet at regular times, if possible. Times and dates will be posted in a public area of the corporation's principal office, studio and website.
- 8) All committee meetings shall be open to all Members and to the public, except when the Board of Directors meets as the Personnel Committee. Visitors

to meetings may speak but not vote on issues.

9) Directors, Members, and Staff, should such exist, may chair only one (1) committee, but may serve on two or more.

10) Committees must keep regular minutes of proceedings and report to the Board when required.

5.2 Standing Committees. Committees listed in this article are standing committees and may only be dissolved by amendment to the Bylaws.

5.2.1 Executive Committee. The Executive Committee shall be comprised of the officers of the Board and the Station Manager, if such exists. The Board may delegate to such committee the powers and authority of the Board to implement the policies of the Board; and the management of the business and affairs of the corporation to the extent permitted by law. The Executive Committee may not change Board policy or protocol; or alter or amend the Articles of Organization or Bylaws. It may make such recommendation to the full Board of Directors.

5.2.2 Nominating Committee. The Nominating Committee shall contain at least one Director and is responsible for publicizing openings of the Board and the recruitment of new Board members. It shall, by application and interview, prepare materials and qualifications regarding candidates and present to the Board and Membership prior to the annual elections. The Nominating Committee shall not endorse any candidate.

5.2.3 Personnel Committee. The Personnel Committee shall be the same as the full board. It shall be responsible for the hiring and firing of paid staff. Meetings of the Personnel Committee will not be open to the public, members or staff.

5.2.4 The Bylaws Committee. The Bylaws Committee shall review and evaluate the Bylaws to accord with the goals of the Mission Statement and the changing needs of the organization. The Committee may draft proposed amendments to be considered by the Board and the Membership.

5.2.5 Finance Committee. The Finance Committee shall be comprised of the Treasurer of the board, the Station Manager, if such exists, the station's accountant, and other staff, board members and Volunteer and Subscribing Members, chosen according to committee guidelines. The Finance committee is charged with monitoring the station's budget on at least a quarterly basis; and assisting the Station Manager in putting together the annual budget for

approval by the board and membership.

5.2.6 Fundraising Committee. The Fundraising Committee shall coordinate the fundraising efforts of BCRA, including: events; campaigns; on-air fund drives; and grant-writing efforts.

5.2.7 Public Relations Committee. The Public Relations Committee shall assist in creating a clear and cohesive message based on the mission of the organization, serving as a resource for the Board and committees to provide publicity, marketing and promotional materials.

5.2.8 Programming Committee. The Programming Committee shall regularly review current, new and future programming for the station; review, document and follow-up on listener, member or staff complaints; and is advisory to all staff and Board members. The Program Director shall serve as chair. The Station Manager, if such exists, may serve on the committee as a non-voting member.

5.2.9 Tech Committee. The Tech Committee shall maintain the existing equipment necessary to produce and broadcast programming; and research and recommend the need for new equipment.

5.2.10 Facilities Committee. The Facilities Committee shall be responsible for the physical facility of BCRA and provide protocols for the care, safety and security of the facility.

Article VI: Meetings and Notices

6.1 Meetings of the Board. Meetings of the Board of Directors shall be called by the Board and may be held at the principle office of the corporation, or such place as the board may designate. All meetings of the Board will be open to the public, except when the board is acting as the Personnel Committee.

6.1.1 Regular Meetings of the Board. At least six (6) regular meetings of the Board shall be held each year.

6.1.2 Special Meeting of the Board. Special meetings may be called by written request of two (2) directors, provided to the full board. The meeting must be held within 14 days of earliest receipt, due public notice being given. The agenda of such meeting shall be limited to that listed in the notice.

6.1.3 Emergency Meetings. If 2/3 of the Board of Directors shall consent in writing to any action to be taken by the corporation, such action shall be a

valid corporate action as though it had been taken at a regular meeting of the Board of Directors. If any officer of the corporation determines that immediate action by the Board of Directors is required in the interest of the corporation, and that it is impossible or impractical to obtain the written consent of the board prior to the date the action is required, he/she may direct that the board be polled by telephone or email concerning the proposed action. No action shall be taken until the full board has been notified of the decision. No board members can be selected or dismissed in this manner. Public notice must be given. For purposes of this section, the definition of public notice shall be amended to require the fulfillment of the definition to the greatest extent possible.

6.1.4 Quorum. At each meeting of the Board of Directors, the presence of greater than one half of the directors then holding office shall be necessary to constitute a quorum for the transaction of business. The decisions of the directors present at a meeting at which a quorum is present shall be the acts of the Board, unless otherwise stated in these bylaws.

6.1.5 Failure to Attend Meetings. Any Director who misses three (3) consecutive meetings shall receive a letter from the President requesting reasons for such absences and informing him/her that failure to provide a reasonable justification for the absence may result in dismissal from the Board. At the next meeting following such notice the Board of Directors shall, by 3/4 vote, determine the board member's status.

6.2 Annual Meeting of the Members. The Annual Meeting shall be held in September of each year or at such other time as the Board decides. The purpose of the Annual Meeting is for the election of Board Members, ratification of the annual budget, and such other business as may come before the membership.

6.2.1 Special Meeting of Members by Petition. Special meetings of members may be called for the purpose of voting on such matters as may be brought before the membership. The voting membership may petition the Board at any time to hold a Special Meeting. Such a petition must contain signatures of at least 10% of the voting membership and an explanation of the purpose for the meeting. The petition shall be submitted to an officer of the Board and verified. A Special Meeting shall be scheduled to occur within thirty (30) days of the submission of an approved petition. Public notice must be given.

6.2.2 Special Meeting of Members by the Board. The Board may call a Special Meeting by a 2/3-majority vote. Public notice must be given.

6.2.3 Quorum. For purposes of votes by Subscribing Members, no quorum shall be

necessary. A quorum of Volunteer Members shall be 20% of the total number of Volunteer Members, for votes to be conducted at an Annual or Special Meeting.

6.3 Public Notice. Notice stating the time, place, and agenda of Member and Board Meetings shall be posted at the station and on the website, not less than ten (10) days before the date of the meeting. Announcements stating the time and place of Member and Board meetings shall be broadcast on air at least three (3) times during normal business hours for at least three (3) days prior to the meeting.

Article VII: Nominations and Elections

7.1 Nominations. The Nominating Committee shall prepare the slate of candidates to the Board of Directors together with background biographical material, which shall be presented to the Board of Directors and Membership at least fourteen (14) days in advance of the Annual Meeting. See Article 6.3.

7.2 Criteria for Candidates. A candidate must:

- Be a member of the BCRA.
- Attend at least two regularly scheduled board meetings within the previous year.
- Endorse the BCRA's mission and share the values that it represents.
- Commit to work 12-20 hours per month for the BCRA board.
- Have abilities in communication, listening and working toward group consensus in a way that is respectful of others.

7.3 Election of Directors. Each voting Member and Director shall be entitled to the number of votes as are equal to the number of vacancies then existing. Example: If there were three vacancies, a member or director would vote for three candidates. Members and Directors shall not vote more than once for a candidate. The candidate(s) receiving the highest number of total votes win(s). In the case of a tie there shall be an instant runoff between the tied candidates.

7.4 Absentee Ballot. Absentee ballots shall be made available at the studio and on the website fourteen (14) days prior to the Annual or a Special Meeting, and shall be presented in advance of the meeting.

7.5 Proxies. A member may provide a proxy release to another member in good standing. Such release shall be signed and dated by the member and identify the member to whom they grant their proxy. Such release shall be presented in advance of the annual or special meeting. No member may carry more than two (2) proxies.

Article VIII: Execution of Instruments, Deposits and Funds

8.1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

8.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

8.3 Deposits. All funds of the corporation shall be deposited promptly to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article IX: Corporate Records and Reports

9.1 Maintenance of Corporate Records. The corporation shall keep at the radio station:

a. Minutes of all meetings of directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

c. A record of its members, indicating their names and addresses and, the class of membership held by each member and the termination date of any

membership;

d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

9.2 Director's Inspection Rights. Every director shall have the right at any reasonable time to inspect and copy all books, records and documents and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

9.3 Member's Inspection Rights. Every member shall have the following inspection rights, for a purpose related to such person's interest as a member:

a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand to the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

b. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote as of the most recent record date for which the list has been compiled, or as of the date specified by the member. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time.

c) To inspect upon written demand of the secretary of the corporation and at any reasonable time the books records or minutes of the proceedings of the members or of the board or committees, excluding personnel records and individual member donations.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Article X: Indemnification

10.1 Liability and Indemnification. In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts,

obligations or liabilities; and the corporation shall indemnify any Director or former Director 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 said person is made a part by reason of being or having been such director, 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 director may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise.

10.2 Insurance. The Corporation may purchase and maintain on behalf of any person who is or was a Director, Officer, Employee or agent of the Corporation, comprehensive all-risk liability, including Director's insurance and libel and slander insurance and any other such form of insurance as the Directors shall determine. The Board of Directors shall review insurance coverage annually.

Article XI: Provisions

11.1 Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

11.2 Limitations. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

11.3 Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purposes of this corporation.

11.4 Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article XII: Amendment of Bylaws

12.1 The Board of Directors may propose amendments of the bylaws to be voted upon at the Annual Meeting or a Special Meeting of Members called for such purpose. A 2/3 approval of the Board Members is required for such action. Such call for a Special Meeting must meet requirements set forth in section 6.2.1 Public Notice is required as set forth in section 6.3.

12.2 The Bylaws Committee may propose amendments to the Bylaws as a result of a petition signed by 10% of the Members for such purpose. Said petition request for inclusion to be voted upon at the Annual Meeting or a Special Meeting shall be made in writing and shall specify the general nature of the business proposed to be transacted at said meeting. Such call for a Special Meeting must meet requirements set forth in section 6.2.1. Public Notice of such meeting is required as set forth in section 6.3.

12.3 Any Member may propose amendments to the Bylaws as a result of a petition signed by 10% of the Members for such purpose. Said petition request for inclusion to be voted upon at the Annual Meeting or a Special Meeting shall be made in writing and shall specify the general nature of the business proposed to be transacted at said meeting. Such call for a Special Meeting must meet requirements set forth in section 6.2.1. Public Notice of such meeting is required as set forth in section 6.3.

12.4 Except as may otherwise be specified under provisions of law, these Bylaws, or any of them may be altered, amended or repealed and new Bylaws adopted by any of these methods by the members by an affirmative vote of no less than 2/3 of the Members in attendance at either the Annual Meeting or a Special Meeting of Members called for such purposes provided quorum has been achieved.

Article XIII: Construction and Terms

13.1 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

13.2 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

13.3 All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.