

FRIENDS OF KCPW DEVELOPMENT AND ADVISORY COUNCIL BYLAWS

ARTICLE 1.0 Name

This council shall be known as the Friends of KCPW Development and Advisory Council (“Council”).

ARTICLE 2.0 Purposes and Duties

Section 2.1 General Purposes

The general purposes of the Council are to help create positive community awareness of KCPW (“KCPW or Station”) activities, actively advocate the mission of the Station, advise on and implement strategy for securing revenue, and provide guidance for long-range planning.

Section 2.2 Additional Duties

2.2.1 Review the programming goals of KCPW.

2.2.2 Review the community service provided by KCPW.

2.2.3 Review the impact on the community of the significant policy decisions rendered by KCPW.

2.2.4 Advise the Board of Directors of Wasatch Public Media as to whether programming and other significant policies of the Station are meeting the specialized educational and cultural needs of the communities served by the Station.

2.2.5 Make recommendations to the Board of Directors of Wasatch Public Media regarding the foregoing.

ARTICLE 3.0 Compliance with the Communications Act of 1934, 47 U.S.C. 396, et seq., as amended (“Communications Act”)

The Council shall comply with all applicable requirements set forth in the Communications Act, including but not limited to requirements relating to Open Meeting, Open Records and structure and duties of Community Advisory Boards.

ARTICLE 4.0 Council Membership

Section 4.1 Number

The Council shall consist of not more than 25 (the exact number shall be determined by the Council from time to time) members.

Section 4.2 Qualifications

The Council shall be comprised of a combination of individuals from the following two groups of persons:

- a. supporting members of KCPW who reside within the Station’s listening area and who, as a group, are reasonably representative of the diverse needs and interests of the communities served by KCPW; and
- b. Station staff members with responsibility for management and revenue goals.

Section 4.2 Selection

Initial Council members shall be selected by the Board. Thereafter, Council members shall be elected by a majority vote of Council members from candidates nominated by individual Council members or a duly appointed committee formed by the Council for such purpose.

Section 4.3 Terms of Office

Council members shall serve terms of office not to exceed three years each, which terms of office shall be arranged so as to allow the terms of office of one-third of the Council members to

expire each year. No person shall be eligible for reelection to the Council for more than three consecutive complete terms of three years.

Section 4.4 Removal

The Council will generally remove any Council member who is absent without excuse either from any two consecutive Council meetings or, if the Council meets quarterly, from any three regular Council meetings in any calendar year, provided that, in either case, notice of the meeting where the removal of one or more Council members is to be voted on shall expressly state such proposed action as an item of business.

Section 4.5 Vacancies

If the seat of any Council member becomes vacant because of resignation, removal, death, or otherwise, the remaining Council members may appoint a successor to fill the unexpired term.

ARTICLE 5.0 Meetings

Section 5.1 Time and Place of Meetings

Meetings shall be held at the call of the Chair of the Council, any three members of the Council, the Board of Wasatch Public Media, or the president of Wasatch Public Media, subject to the notice requirements of section 5.2. Meetings shall be held at an appropriate location identified in the notice of the applicable meeting.

Meetings shall take place at least quarterly. The April (second quarter) meeting shall be the annual meeting of the Council for the purpose of these Bylaws.

Section 5.2 Notice of Meetings

All notices will be in compliance with Section 396(k)(4) of the Communications Act as amended from time to time

Section 5.3 Quorum for Meetings

The presence of fifty percent (50%) of members of the Council shall constitute a quorum. If a withdrawal of a number of Council members during a meeting results at any point in less than a quorum present at the meeting, then the majority of Council members present at the meeting may continue to conduct the meeting until adjournment.

Section 5.4 Voting

Each Council member shall have one vote. The Council shall take action by an affirmative vote of a majority of Council members present at a meeting with a quorum, except as allowed by Section 5.3, unless a larger majority is expressly required by these Bylaws.

ARTICLE 6.0 Officers

The Council shall have a Chair, a Vice Chair, and a Secretary, who shall be elected by the Council at each annual meeting of the Council. The Chair, Vice Chair, and Secretary shall each serve until the end of the annual meeting of the Council next following that at which they were elected.

Section 6.1 Chair

6.1.1 The Chair shall be elected by the Council from among its members.

6.1.2 The Chair shall serve no more than three consecutive years.

6.1.3 The Chair shall:

- (a) Preside over all meetings of the Council; and
- (b) appoint ad hoc committees as necessary and appropriate.

Section 6.2 Vice Chair

6.2.1 The Vice Chair shall be elected by the Council from among its members.

- 6.2.2 The Vice Chair shall:
(a) Act on behalf of the Chair in his/her absence and at other times as requested by the Chair; and
(b) represent the Council and perform such duties as the Council requests, consistent with the office.

Section 6.3 Secretary

6.3.1 The Secretary shall be elected by the Council from among its members or from the staff of the Station.

6.3.2 The Secretary shall record the minutes of all Council meetings and perform such other duties as are assigned by the Council and are consistent with the office. The Secretary may delegate taking of minutes to a Station staff member.

Section 6.4 Vacancies

If any seat becomes vacant because of resignation, removal, death, or otherwise, the Council shall designate a successor to fill the expired term.

ARTICLE 7.0 Ratification and Amendments

These Bylaws and any amendments thereof shall be effective only when adopted by a vote of two-thirds of the Council members and ratified by the Board of Directors of Wasatch Public Media.

ARTICLE 8.0 Miscellaneous

Section 8.1 Solicitations

Projects soliciting funds or other support shall be:

- a. made in the name of the Station only; and
- b. coordinated and approved by Station's management.

All solicited funds shall pass directly to Wasatch Public Media on behalf of the Station.

These Bylaws were adopted by a vote of the members of the Friends of KCPW Development and Advisory Council held on the _____ day of _____, 2009.

(signature) Council Chair

These Bylaws were ratified by a resolution of the Board of Directors of Wasatch Public Media meeting on the _____ day of _____, 2009.

(signature) Board of Directors Chair