

Fort Collins Youth Broadcasting, Inc.

Corporate Bylaws

January 1, 2010

ARTICLE I: NAME AND PURPOSE

1. **NAME** – The name of the organization shall be FORT COLLINS YOUTH BROADCASTING, INC.
2. **TRADE NAME** – The organization shall maintain a trade name with the Colorado Secretary of State as KLIK RADIO.
3. **MISSION** – Fort Collins Youth Broadcasting will operate an Internet radio station for high school students in Northern Colorado. By doing so, it is able to provide real-world business, computing, electronics, media, and other experience to students.
4. **PURPOSE** – Fort Collins Youth Broadcasting is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provisions of these bylaws, Fort Collins Youth Broadcasting shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
5. **DISSOLUTION** – Upon dissolution of Fort Collins Youth Broadcasting, in accordance with the Articles of Incorporation as filed with the Secretary of State of Colorado, assets of the organization shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not disposed of shall be disposed of by a Larimer County court, exclusively for such purposes.
6. **LOCATION** – Fort Collins Youth Broadcasting, Inc. shall not terminate activities within Fort Collins, Colorado, unless the organization is dissolved. Amendment of this article may expand the geographical reach of services provided by Fort Collins Youth Broadcasting, Inc.

ARTICLE II: MEMBERSHIP

1. **ELIGIBILITY** – Any natural person shall be eligible for General Membership in Fort Collins Youth Broadcasting given that they are a high school student currently enrolled in a public, private, or charter high school within the Poudre School District or Thompson Valley School District attendance areas, or if they are home-schooled within those areas.
2. **VOTING** – All members shall be permitted to vote for and nominate people to serve on the board of directors, assuming they are in good standing with the organization.

3. DUES – Through January 1, 2011, there shall be a membership fee of either \$10 (ten) dollars per calendar month or \$80 (eighty) dollars per calendar year. Annual memberships that begin after January 1, 2010, will be billed pro-rated in the event that membership fees are cancelled in 2011. Monthly membership dues are to be delivered to the treasurer or other competent officer by the third (3) day of each month. Membership may not be cancelled and then restarted to avoid paying membership dues.
4. GOOD STANDING – In order to remain in good standing with the organization, a member cannot carry an outstanding balance of more than twenty (20) dollars with the organization.
5. CITIZENSHIP – Members shall not engage in activity that is considered damaging to the reputation or overall wellbeing of the organization. Membership status of any individuals who engage in such activities will be revoked without refund of dues.
6. PROPERTY – No member will have any interest, title, or right to the property or assets possessed by the organization.
7. NON-DISCRIMINATION – Fort Collins Youth Broadcasting will not discriminate against any individual based on their sex, race, gender expression, sexual orientation, religion, national origin, disability, marital status, age, or military status.
8. RESIGNATION – Provided that an individual member of the organization is not on contract to be a member for a certain amount of time, any member may terminate their membership with the organization at any time.
9. TERMINATION – The board of directors may, with reasonable cause, revoke a member's status. In order to do so, a two-thirds (2/3) majority vote of the board is required. The member may appear at the board meeting to attempt to defend their position in the organization.

ARTICLE III: BOARD OF DIRECTORS

1. SIZE – The board of directors shall consist of no less than three (3), and no more than five (5) members.
2. PURPOSE – The purpose of the board of directors is to establish policies and guiding documents, maintain corporate and tax-exempt status, oversee the general activities of the organization, ensure the stability and welfare of the organization, and any other activities as it sees fit to ensure the organization can carry out its mission and purpose.
3. QUALIFICATIONS – A director must have been a general member of the organization before they may sit on the board of directors, and must be able to meet the requirements of membership. Members with family or relatives who sponsor or have any financial interest in the organization may not serve as directors. Members under the age of 18 may only serve on the board of directors with explicit, written parental permission. Exceptions may be made by the other members of the board of directors with a majority vote.
4. COMPENSATION – No board member may be compensated monetarily for their activities with the organization except for reasonable expenses.

5. **TERMS** – Directors shall serve one (1) calendar year terms. They may be re-elected for up to two (2) consecutive years.
6. **OFFICERS** – There shall be four (4) officer positions on the board of directors.
 - a. **PRESIDENT** – The president shall lead and chair all meetings and supervise, organize, and coordinate activities within the organization as the board of directors sees fit. Certain tasks may be delegated to the executive director or vice president. The president may sign legal documents on behalf of the organization.
 - b. **VICE PRESIDENT** – The vice president shall receive tasks delegated to him or her as decided by the board, and will take the president’s place in case of his or her absence or inability to complete a task. The vice president may sign legal documents on behalf of the organization only in the event that the president is unable to do so.
 - c. **SECRETARY** – The secretary shall take, organize, and safely store all board meeting minutes and notes, the administration of board elections, the filing of any necessary government documents (at federal, state, and local levels), and any other tasks associated with the organization’s wellbeing as determined by the board of directors. The secretary may be called upon to sign legal documents on behalf of the organization.
 - d. **TREASURER** – The treasurer shall maintain and organize the financial books and records of the organization, make payments as necessary, be aware of the organization’s overall financial health, make forecasts as requested by the board, and other tasks associated with finances as seen fit by the board of directors. The treasurer may sign legal documents on behalf of the organization.
7. **RESIGNATION** – Any director may resign from the board of directors at any time. They must give written notice to the secretary seven (7) days prior to their last day as director. Should a board member resign, their replacement will be determined by an election cycle, as described in Article IV, Section III. In this instance, however, the “nomination cycle” will last for one (1) week.
8. **TERMINATION** – Any director may be removed from the board of directors in two different ways:
 - a. **BOARD VOTE** – In order for a board member to be removed from the board, at least two-thirds (2/3) of the other directors must approve the termination.
 - b. **MEMBER VOTE** – Should the members decide that a director is not acting in the best interest of the organization, the members may, at their discretion, organize a meeting with the entire board of directors. If two-thirds (2/3) of the entire membership body feels that the director should be removed, then the director will be removed from their position. A replacement will be determined by the members via an election cycle, as described in Article IV, Section III. In this instance, however, the nomination cycle will last only one (1) week, beginning on the day the director is removed.

9. **EXCESSIVE ABSENCE** – If a board member does not provide a legitimate reason for missing two (2) consecutive board meetings, their status as a board member will automatically end, and a replacement will be determined with an election cycle as described in Article IV, Section III. In this instance, the nomination cycle will last only one (1) week, beginning on the day the director is removed.
10. **OTHER VACANCIES** – In the event of a death, arrest, incapacitation, or other drastic vacancy, the board of directors shall appoint a temporary director to serve for the remainder of the term.
11. **VOTING** – Directors may not vote on issues if they are not present at a board meeting. As such, absentee ballots do not exist and are not accepted. Each director has one vote.

ARTICLE IV: STAFF

1. **EXECUTIVE DIRECTOR or GENERAL MANAGER** – The executive director is selected by the board of directors at the beginning of each term. The executive director’s duties shall be governed by the provisions of his or her volunteer contract with the board of directors. No monetary compensation is available to the executive director. The terms “executive director” and “general manager” refer to the same person and position.
 - a. **APPLICATION** – Members interested in the position should submit a résumé to the current secretary of the board during the board election cycle. The most qualified applicant, as determined by the next board of directors, shall be chosen to perform the duties of executive director.
 - b. **SUCCESSION** – The current executive director will automatically be considered an applicant for the position, unless he or she is either graduating or states, in writing, that they do not wish to continue their role as executive director with the next board of directors.
 - c. **TERMS** – There are no term limits for the executive director position.
 - d. **RESIGNATION** – The executive director may resign by providing one (1) month notice to the board of directors.
 - e. **TERMINATION** – The executive director may be terminated with a two-thirds (2/3) vote of the board of directors.
2. **OTHER POSITIONS** – Other formal titles and positions may be created from time to time as the board of directors or executive director sees fit without need to formally amend the bylaws. A paid position of any kind requires unanimous board approval and amendment of the bylaws to include this position.

ARTICLE V: MEETINGS AND VOTING

1. **BOARD** – The board of directors shall meet at least once per month. The secretary will be responsible for notifying all board members of the date, time, and place of each meeting. At least three (3) days notice shall be given.

2. **MEMBERS** – The members of Fort Collins Youth Broadcasting will meet at least once (1) per year, at a time, place, and date determined by the board of directors. Additional meetings may be held as necessary. The board will provide notice to members at least two (2) weeks in advance.
3. **VOTING ELIGIBILITY** – In order to be eligible to vote on issues within the organization, including the election cycle, a member must be in good standing with the organization, as outlined in Article II, Section IV.
4. **ELECTION PROCESS** – The election cycle for the board of directors is held annually during the second (2) quarter of each calendar year.
 - a. **NOMINATIONS** – Beginning on April 1, and proceeding until, but not including, May 1, the secretary shall accept nominations from members. This will be known as the “nomination cycle.” A member can nominate themselves, and a nominee may also decline their nomination if they are nominated by someone else. If applicable, nominations must include intent to run for a particular office position. A nominee may change which office position they are running for at any time during the nomination cycle.
 - b. **VOTING** – On May 1, the secretary shall distribute the list of qualified candidates to the members, electronically or on paper. The list shall include the name of each candidate, the position they are running for, and any biographical information as each candidate sees fit. During the second week of May, the secretary shall accept votes from the members. The ballot shall include two sections: one for officers, and one for general, non-officer directors. Members will vote for one candidate to fill each officer position. Members will then select multiple candidates for general directorship, up to the number of directors allowed by Article III, Section I.
 - c. **SLATE DEVELOPMENT** – Each officer position is filled by whichever candidate received the most number of votes. Non-officer Directors are chosen based on the most voted for candidates. If three (3) non-officer director seats are available, then the top three (3) most voted for candidates will be selected.
 - i. **TIED VOTE** – In the event of a tied vote, the member who has held sustained membership within the organization the longest will receive precedence.
 - d. **SLATE APPROVAL** – During the third week of May, the secretary shall distribute the final slate to the members, electronically or on paper. Assuming that no more than 1/3 of the general membership votes against the slate, the new slate shall be approved. Members who do not vote are assumed to approve of the slate. Should the slate be declined, the voting process will begin again until a slate is approved by the membership.
 - e. **ASSUMPTION OF AUTHORITY** – The newly developed board of directors shall take authority of the organization on July 1.

- f. **FIRST ORDER OF BUSINESS** – The first order of business for the newly elected board of directors shall generally be to determine the executive director of the organization.
- 5. **QUOROM** – In order for any business to be done at any board meeting, at least two-thirds of the board must be present, rounded up to the nearest whole number. In order for any business to be done at any general members meeting, at least half of the general membership body must be present, rounded up to the nearest whole number.
- 6. **CONFLICTS OF INTEREST** – No member of director shall vote on any issue in which they have a conflict of interest.

ARTICLE VI: INDEMNIFICATION

- 1. **INDEMNIFICATION** – Every member, director, and officer may be indemnified by the organization against all expenses and liabilities associated with any action, suit, or proceeding that was caused by activities associated with the organization, provided that it is not judged as negligence or misconduct while performing a duty. In the event of a settlement, the indemnification will apply if the Board of Directors approves the settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such of the Board, officer, or member is entitled.
- 2. **DEBT LIABILITY** – The members, officers, and directors of the organization shall not be individually liable for the organization’s debts or liabilities, and private property of individuals shall be exempt from the debts and liabilities of the organization.

ARTICLE VII: AMENDMENTS

- 1. **AMENDMENTS** – These bylaws may be amended when necessary by a majority vote of the board of directors. Proposed amendments must be submitted to the secretary at least seven (7) days before the next board meeting for re-distribution to other members for pre-meeting consideration.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a majority vote on _____.

Amy Keith
Secretary