

**EXAMPLE
[STATION] FRIENDS BOARD**

BYLAWS

PREAMBLE

The Mission Statement of public radio [STATION] reads as follows:

[STATION] is an outreach service of [LICENSEE] that provides information and entertainment of the highest possible quality to meet the diverse needs of our region and beyond.

In order to aid the professional staff of [STATION] in fulfilling its mission to provide programming excellence and services, we, the Board of the Friends of [STATION], adopt these Friends Board Bylaws effective [DATE].

ARTICLE I

Section 1.1 Purpose. The Board shall carry out the purpose expressed in the Preamble of these Bylaws. Board activities shall include, but not be limited to:

- * Assisting the professional staff in raising public awareness about station programs and activities; and
- * Assisting the professional staff in procuring financial support for [STATION] by participating in the planning, development and implementation of fundraising programs and membership events;
- * Reviewing and providing advice and counsel concerning the station's goals, plans and activities.

In no case shall the Board have authority to exercise control over the daily management or operation of the station. By law, [LICENSEE] as license holder, must retain exclusive control over station policies, programming, operations and personnel.

Section 1.2 Members. The Board shall consist of the Station Manager and Development Director ("Staff" Board Members) and twelve "Public" Board Members, elected by the Board. Each member of the Board shall be a member of the Friends of [STATION] (those individuals and organizations who have made a contribution of record within the last twelve months).

Section 1.3 Nomination/Election. Public members of the Board shall be elected at the Board's annual meeting. At least one month prior to the annual meeting the Nominating Committee shall distribute to all Board members a list of nominees sufficient to replace or reelect those members whose terms expire. Approval by a majority of Board members present shall be sufficient for election. Should a nominee fail to receive approval from a majority of members present, any Board member may submit a new name for that position. The results of the election shall be published in the next issue of the Guide To Better Listening or other publication of general distribution to the Friends.

Section 1.4 Term. Staff members of the Board shall serve in an ongoing capacity. Each Public Board member shall be elected for a term of two years. Public Board members shall be divided into two equal classes so that half of the terms shall expire each year. The term of office normally will commence on July 1st. No member shall serve more than three consecutive full terms.

Section 1.5 Meetings. The annual meeting of the Board for the election of officers and other business shall be held during the month of April. Other regular meetings shall be scheduled in July, October and January.

Section 1.6 Resignations/Removal. A Public Board member may resign at any time by giving written notice to the Station Manager. A Public Board member may be removed, with cause, by a two-thirds majority vote of the Board. Vacancies shall be filled in the same manner as set forth in Section 1.3, except that the vacancy will be filled at the next regular meeting of the Board.

ARTICLE II

COMMITTEES

Section 2.1 Number and composition. There will be three standing committees to assist the Board in carrying out its responsibilities: Nominating, Fundraising, and Community Relations. Each committee will be chaired by a Public Board member appointed prior to the July meeting by the President-elect for a term of one year. The chair may appoint other Public members of the Board, general members of the Friends, and/or [STATION] staff members as may be appropriate to serve on the Committee.

Section 2.2 Responsibilities.

A. Nominating Committee. The Nominating Committee shall recruit and nominate persons to serve as Public members of the Board. The Committee shall also nominate Officers of the Board. The Station Manager shall be a member of the Nominating Committee.

B. Fundraising Committee. The Fundraising Committee shall assist the professional staff of [STATION] in raising the funds necessary to ensure that [STATION] is able to maintain programming excellence and services to listeners within its coverage area. The Committee will identify sources of financial support and assist in the development and implementation of fundraising activities. The [STATION] Development Director shall be a member of the Committee.

C. Community Relations Committee. The Community Relations Committee shall serve as an advocate of [STATION] within the communities which it serves. It shall be responsible for increasing public awareness of the station and developing and publicizing membership events. The [STATION] Development Director will be a member of the Committee.

Each standing Committee shall be subject to the control and direction of the Board, and shall submit an oral report of its activities to the Board at each regular Board meeting.

Section 2.3 Other Committees. The Board may, by resolution, establish one or more other committees, subject to the control and direction of the Board.

ARTICLE III

OFFICERS

Section 3.1 Officers. The officers of the Friends Board shall be President and Vice President. Secretarial services shall be provided by [STATION] staff. Officers shall be members of the Board.

Section 3.2 Nomination/Election. The officers shall be elected at the annual (April) meeting of the Board. At least one month prior to the annual meeting, the Nominating Committee shall recommend and distribute a slate of officers. These names shall be placed in nomination at the annual meeting. Additional nominations may be made from the floor. Officers shall be elected by a majority of Board members present. Should no nominee receive a majority vote, a run-off election shall be held between the two nominees receiving the most votes. Staff Board members are not eligible to hold office.

Section 3.3 Terms. The officers will hold office for one year. Officers may not serve more than three consecutive terms.

Section 3.4 Resignation/Removal. An officer may resign at any time by giving written notice to the Station Manager. An officer may be removed by the Board, with cause, by an affirmative two-thirds vote of Board members present. Office vacancies shall be filled in the same manner as set forth in Section 3.2, except that the vacancy shall be filled at the next meeting of the Board.

Section 3.5 Duties of the President. The President shall call and preside at all meetings of the Board. The President shall provide leadership to the Board and its Committees and serve as liaison between the Board and the Station Manager. The President shall appoint all committee chairs.

Section 3.6 Duties of Vice President. The Vice President shall, in absence of the President, perform the duties of the President. If the President is unable to complete a full term, the Vice President shall succeed as President for the remainder of the term. The Vice President shall have such other duties as are delegated by the President or the Board.

ARTICLE IV

MISCELLANEOUS

Section 4.1 Amendment. These bylaws may be amended at any Board Meeting by an affirmative two-thirds vote of the Board, subject to approval by the Station Manager on behalf of [LICENSEE]. Any proposed amendment shall be in writing and shall be included as part of the written notice provided prior to the meeting.

Section 4.2 Conduct of Meetings. Each meeting of the Board and its committees shall be conducted in accordance with these bylaws and, to the extent possible, in a manner so that actions taken reflect the consensus of the opinions expressed at the meetings. The rules of parliamentary practice set forth in *Robert's Rules of Order, Newly Revised* shall govern all proceedings.