

Alliance for Community Media
Northwest Region

By-laws

Last revised February 15, 2011

ARTICLE 1 - NAME AND PURPOSE

1.1 NAME

The name of this organization shall be ALLIANCE FOR COMMUNITY MEDIA NORTHWEST REGION.

1.2 PURPOSE

Alliance for Community Media Northwest Region (ACMNWR) is organized as an affiliate of the National Federation of Local Cable Programmers (NFLCP), a non-profit entity doing business as the Alliance for Community Media (ACM). The purpose of the ACMNWR is to protect and increase freedom of expression, diversity of ideas and community communication through electronic media. The ACMNWR represents members of the ACM in the states of Alaska, Idaho, Montana, Oregon, Utah, Washington and Wyoming, and the Canadian provinces of Alberta and British Columbia.

ARTICLE 2 - BOARD OF DIRECTORS

2.1 NUMBER OF DIRECTORS

The government of this organization and the direction of its work shall be vested in a Board of Directors (Board) consisting of not less than five (5) and no more than nine (9) members. The exact number of Directors shall be nine (9) unless and until changed, within the limits specified herein, by an amendment to this Section duly adopted by the Board. Should such amendment reducing the specific number of Directors be adopted, it shall not have the effect of shortening the term of any incumbent Director.

2.2 QUALIFICATION AND TERMS OF DIRECTORS

To be eligible for election as a Director, a person must be a member in good standing of the ACM (see Section 4.1 of these Operational Guidelines and Article VI, Section 7.4 (3) of the ACM By-Laws) and reside within the states specified in Section 1.2 of these Operational Guidelines. Each duly-elected Director shall serve a term of two (2) years until and unless such Director resigns or is removed from the Board in accordance with these Operational Guidelines (see Section 2.4). A Director may serve any number of consecutive terms so long as he/she remains a member in good standing of the ACM.

2.3 ELECTION OF DIRECTORS

The Northwest Region will elect their leadership between July 1st and September 30th every year by mail ballot. All Region Board Members elected at-large assume office at the Northwest Region Annual Retreat. The Chair and At-large Members of the Region Board shall be elected in the following manner:

- 1.) The Chair shall appoint a Member who is not a candidate for election, hereafter known as the "Election Official", to conduct the election.
- 2.) A call for nominations describing the position and election process, a nomination form, and a list of who to contact for more information shall be mailed to all ACM Members from the Northwest Region at least 30 days prior to the close of nominations.
- 3.) An individual shall be deemed a candidate for election if they return a completed nomination form to the address indicated by the Election Official by the deadline stated. The nomination form shall require the following information: Name and address of the candidate; Disclosure of any income received by any telecommunications entity within the past year and of any financial interest held in any telecommunications entity; An optional statement of interest and qualifications not to exceed 200 words.
- 4.) Any candidate who violates any provision governing elections shall be subject to disqualification by the Election Official. A disqualified candidate may appeal to the Region Board.
- 5.) In the event that the number of open seats and the number of candidates is equal, the election shall be deemed completed and no ballot will be mailed. If, a ballot is necessary due to more candidates than open seats, the election official, within 21 days after the close of nominations, shall mail first-class to every Member of record from the Region one ballot which includes the names of all At-large candidates, their financial disclosures, and the first 200 words of their candidates' statements, retyped into a common format. The ballots shall be numbered consecutively. Included with the ballots will be instructions for the return of the ballots to the Election Official and the date by which ballots must be received, which date shall be not less than 35 days not more than 49 days after the close of nominations.
- 6.) Voting shall be non-cumulative with each voting member allowed one vote per position available.
- 7.) Those candidates who receive the largest number of votes shall be elected so long as positions remain unfilled. If there are both on-year and two-year terms available for election, those candidates who receive the largest number of votes shall be assigned to the two-year terms so long as they are available. Board Members elected At-large in this fashion (with the exception of the Chair) may subsequently swap one and two-year terms by mutual consent and a Majority vote of the Board.
- 8.) In the case of a tie vote for the last available position, the Election Official shall certify such names to the Chair who shall in turn promptly notify the Region Board. The responsibility of breaking the tie shall be that of the current Region Board, whose decision shall be decided by a Majority vote. Whenever practicable, the Region Board shall hold interviews with each candidate prior to voting to break the tie.
- 9.) Within 60 days from the close of nominations, the Election Official shall count the ballots, determine the winning candidates, and certify their names in writing to the Chair. The Chair shall promptly notify all candidates of the outcome of the election

and shall cause the results to be published to the Members at the earliest convenient time.

- 10.) The Election Official shall transfer all ballots to Secretary within 30 days, who shall safeguard all ballots and maintain them for inspection by any Member for a period of two years from the deadline for returning ballots.
- 11.) Any violation of these procedures on a Member's ballot shall invalidate the entire ballot. If two ballots are received, both bearing an identical serial number, both such ballots shall be invalidated.
- 12.) If a candidate disputes the election results, she/he must notify both the Region Chair and the Region Secretary within two weeks of the election results being published. The Region Chair, and if necessary The Region Board, will work with the parties involved to resolve the dispute. Any decision reached by the Region Board shall be final.

2.4 RESIGNATION AND REMOVAL OF DIRECTORS

2.4.1 Resignation

Any Director may resign from the Board at any time by giving written notice to the Board. Such resignation shall become effective at such time as said notice is received by the Board or at any later time as specified in said notice. Acceptance by the Board of such notice shall not be necessary to make it effective. Any Director not attending any three (3) consecutive regular meetings of the Board (unless excused by the Chair) shall be deemed to have voluntarily resigned from the Board. Resignation by any Director shall be without prejudice to the rights, if any, of the ACMNWR under any contract to which such Director is a party.

2.4.2 Removal

A duly-elected or appointed Director may be removed from the Board whenever, in the sole judgment of the Board, the best interest of the ACMNWR will be served by such removal. A unanimous vote of the Board (minus the member(s) suggested for removal) in favor of removal of a Director shall be necessary for such removal to occur. Removal of any Director shall be without prejudice to the contract rights, if any, of the Director so removed. Election or appointment of a Director shall not in and of itself create any contract rights.

2.5 VACANCIES

Any Directorship vacancy, whether created by resignation, removal or other circumstance, shall be filled by appointment of an ACM member in good standing (in accordance with Sections 2.2 and 4.1) by the Board Chair with the consent of a simple majority of the Board. Any Director appointed to fill a vacancy shall serve as a Director for the remainder of the term to which she/he has been appointed.

2.6 VOTING

Each Director shall be allocated one (1) vote on each matter subject to vote by the Board, which vote may be designated by proxy.

No Director shall vote on a resolution concerning a contract, determination of salary or any other transaction between the ACMNWR and such Director or between the ACMNWR and a corporation, firm, association or any other entity in which such Director has a financial interest.

2.7 QUORUM

At all meetings of the Board, a simple majority of the authorized number of Directors shall constitute a quorum for the transaction of business and the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board as a whole. If a quorum is not present at any meeting of the Board, the Directors present at such meeting may adjourn the meeting from time to time without notice other than announcement at such meeting, until a quorum is present.

2.8 OPERATIONS

Responsibilities of the Board for the operations of the ACMNWR shall include, but not be limited to:

- 1.) Approval or ratification of any contract, agreement or other instrument entered into by the ACMNWR, and;
- 2.) Review and ratification or approval of any budget necessary for the conduct of ACMNWR activities, and;
- 3.) Organization of an Annual Regional Conference to be held at such time and at such place as designated by the Board, and;
- 4.) Assisting ACM and ACMNWR members and member organizations and all Access Centers in the Northwest Region to foster strong community media participation.

2.9 DIRECTORS' OBLIGATIONS

Directors shall be required to fulfill the following obligations:

- 1.) Participate in Board conference calls when such calls are scheduled.
- 2.) Take no action which would cause the tax exempt status of the ACM to be placed in jeopardy.
- 3.) Maintain reasonable contact with other current ACMNWR Directors and ACM Board members as may be required.
- 4.) Be accessible to all ACMNWR members.
- 5.) Represent the ACMNWR and the ACM responsibly and professionally.
- 6.) Remain current on ACM policies and goals and strive to implement such policies and goals within the Region.
- 7.) Contribute to the building and maintaining of a financially viable ACM and ACMNWR.
- 8.) Assist ACM and ACMNWR members and member organizations and all Access Centers in the Northwest Region to foster strong community media participation.
- 9.) Maintain current ACM membership (see Section 4.1).

2.10 ADVISORS

The Board may appoint any person as an advisor to the Board and may establish a Board of Advisors.

2.11 MEETINGS

2.11.1 Regular Meetings

Regular meetings of the Board may be held monthly at such time and place as determined by the Board. Meetings of the Board may be held with Directors present in person, telephonically or by other electronic communication. Notice of such regular meetings may be provided to members of the ACMNWR but such notice shall not be necessary for such regular meetings to occur. Determination of the schedule for regular meetings of the Board shall be at the sole discretion of the Board. All regular meetings of the Board shall be open to attendance by any member of the ACMNWR.

2.11.2 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Board Chair or any two (2) Directors. Notice of the time and place of such special meetings shall be provided to each Director personally, telephonically, by mail or by other electronic communication. Notice of such special meetings shall be provided to each Director at least twenty-four (24) hours prior to such meeting. Such special meetings may be conducted with Directors present in person, telephonically or by other electronic communication.

2.12 BOARD ACTION BY CONSENT WITHOUT A MEETING

Unless otherwise restricted by statute, other applicable law or these Operational Guidelines, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent thereto in writing or orally and said consent is recorded and filed in the minutes of the proceedings of the Board.

2.13 WAIVER OF NOTICE

Whenever notice of any meeting or action of the Board is required, either by statute, other applicable law or these Operational Guidelines, a written waiver of such notice by the person(s) entitled to such notice shall be deemed equivalent to such notice. Attendance by a person at a meeting shall constitute a waiver of said notice except when such person attends such meeting for the express purpose of objecting to the transaction of any business on the basis that such meeting has not lawfully called or convened.

2.14 FEES AND COMPENSATION OF DIRECTORS

No member of the Board shall be compensated in whatever form for his/her services simply because she/he is a Director.

ARTICLE 3 - OFFICERS

3.1 OFFICERS

The officers of the ACMNWR, the officers of the Board and the Executive Committee of the organization shall be identical. Officers shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. Any two or more offices may be held by the same Director except the offices of Chair and Secretary.

3.2 QUALIFICATIONS OF OFFICERS

Any Director who is a member in good standing (see Sections 4.1 and 2.2) of the ACMNWR shall be eligible for election or appointment as an Officer, with the exception of the office of Chair, for which separate qualifications (see Section 3.2.1) are set forth in these Operational Guidelines.

3.2.1 Qualifications of Chair

To be eligible for election as Chair, a person must be an individual member in good standing of the ACM (as set forth in Section 7.4 (2) of the ACM By-Laws) and a member in good standing of the ACMNWR (see Section 4.1) and reside in the one of the states specified in Section 1.2 of these Operational Guidelines.

3.3 ELECTION OF OFFICERS

Officers shall be elected by a simple majority vote of the Board at the first regular meeting of the Board (generally, but not specifically, the Board Fall Retreat) following completion of the Board election process.

3.4 TERMS OF OFFICERS

Officers shall serve terms of one (1) year. Any Director may serve any number of consecutive terms as an Officer so long as such Director remains a member in good standing of the ACM (see Section 4.1).

3.5 VACANCIES

Any Officer vacancy, whether created by resignation, removal or other circumstance, shall be filled by appointment of a current Director by the Board Chair with the consent of a majority of the Board. Any Officer appointed to fill a vacancy shall serve as an Officer for the remainder of the term to which he/she has been appointed. In the event the office of Chair is vacated, whether by resignation, removal or other circumstance, the sitting Vice-Chair shall assume the office of Chair and serve as Chair for the remainder of the unexpired Chair term.

3.6 DUTIES OF OFFICERS

3.6.1 Chair - The Chair shall be the Chief Executive Officer of the ACMNWR and shall, subject to the control of the Board, have general supervision, direction and control of the business and the officers of the ACMNWR. The Chair shall preside, or designate a presiding officer, at all meetings of the members of the ACMNWR and at all meetings of

the Board. The Chair shall have all the general powers and duties of management usually vested in the office of president of a corporation and shall perform all duties incident to this office. The Chair shall have all other such powers and duties as may be prescribed by the Board or these Operational Guidelines.

3.6.2 Vice-Chair - In the absence of the Chair, for whatever reason, the Vice-Chair shall perform all the duties of, have all the powers of and be subject to the restrictions of the office of Chair. The Vice-Chair shall have all other such powers and duties as may be prescribed by the Board or these Operational Guidelines.

3.6.3 Secretary - The Secretary shall keep or cause to be kept, at such place as the Board may direct, the following:

- 1.) Current ACM By-Laws and ACMNWR Operational Guidelines;
- 2.) A record of members of the ACMNWR including names, addresses and contact information;
- 3.) A record of ACMNWR Directors and Officers including names, addresses and contact information, and;
- 4.) A book of the minutes of all meetings and actions of ACMNWR Directors, committees of Directors and members.
- 5.) The Secretary shall give or cause to be given notice of all meetings of the members and the Board as required by statute or these Operational Guidelines. The Secretary shall serve as the Election Official for all ACMNWR elections, overseeing the election process, ensuring fairness in the election process and ensuring the election process, as set forth in Section 2.3 of these Guidelines, is adhered to. The Secretary shall have all other such powers and duties as may be prescribed by the Board or these Operational Guidelines.

3.6.4 Treasurer - The Treasurer shall keep and maintain or cause to have kept and maintained correct and adequate books and records of accounts and finances of the ACMNWR in sufficient detail to show the purpose for such expenditure and source of all income and provide or cause to have provided such information to the ACM national office. All disbursements for expenditures shall be made by check. Payment of expenses shall be approved by 2 officers of the board. The four officers of the board shall be the authorized signers on the accounts. The treasurer shall prepare and present or cause to be prepared and presented a simple statement of the books at each regular meeting of the board or at such time as the board may direct. The books of accounts and finance shall at all reasonable times be open to inspection by any Director and kept at such place as the Board may direct. The Treasurer shall be the property officer. The Treasurer shall insure that inventories are conducted and shall maintain or cause to be maintained a current record of all property of the ACMNWR. Unaccountable losses of property shall be reported to the Board. The Treasurer shall have all other such powers and duties as may be prescribed by the Board or these Operational Guidelines.

3.7 COMMITTEES OF THE BOARD

With the exception of the Executive Committee (see Section 3.1) the Board may elect or appoint any person(s) to any number of Committees and may elect or appoint any person(s) as said Committee Chairs at its discretion.

ARTICLE 4 - ACMNWR MEMBERSHIP

4.1 ACMNWR MEMBERSHIP ELIGIBILITY

Membership in the ACM (according to terms set forth in Article 1, Sections 2.1 and 2.5 of the ACM By-Laws) shall be required for membership in the ACMNWR. Any ACM member current with her/his ACM dues (as determined by policy of the ACM Board of Directors) shall be considered an ACM member in good standing. Any ACM member in good standing, whether as an individual member or as a representative of an organizational member, residing within the states of Alaska, Idaho, Montana, Oregon, Utah, Washington or Wyoming shall be considered a member of the ACMNWR.

4.2 ACMNWR MEMBER VOTING

Each member in good standing of the ACMNWR (as defined in Section 4.1 of these Guidelines), whether as an individual member or as the representative of an organizational member, shall be allocated one (1) vote on each matter subject to vote by the membership.

4.3 ACMNWR MEMBER QUORUM

At all meetings of the general membership of the ACMNWR, one-tenth (1/10) of the current membership or members having the right to vote (as defined in Sections 4.1 and 4.2) shall constitute a quorum for the transaction of business and the act of a majority of the members present at any such meeting at which a quorum is present shall be the act of the membership as a whole except as may be otherwise specifically provided by statute or other applicable law. If a quorum is not present at any meeting of the membership, the members present at such meeting may adjourn the meeting from time to time without notice other than announcement at such meeting, until a quorum is present.

4.4 MEMBERSHIP MEETINGS

4.4.1 Annual Meeting

The Annual Meeting of the members of the ACMNWR shall be held in conjunction with the ACMNWR Annual Conference each year on a date and at a time and place designated by the Board. At said Annual Meeting, nominations for Directors shall be opened and any other proper business of the organization may be transacted.

4.4.2 Special Meetings

Special meetings of the members of the ACMNWR may be called by the Chair, any two (2) Directors, or a simple majority of current ACMNWR members entitled to cast votes (see Sections 4.1 and 4.2) at such meeting.

4.5 NOTICE OF MEETINGS

Notice of the annual meeting of the membership of the ACMNWR shall be provided to each member, either personally, by mail, telephonically or by other electronic communication not less than 10 and no more than 90 days prior to such meeting. Notice of regular meetings of the membership shall be provided to each member of the ACMNWR, either personally, by mail, telephonically or by other electronic communication not less than 3 days prior to such meeting. Notice of special meetings of the membership, including the purpose or purposes of such meeting, shall be provided to each member of the ACMNWR, either personally, by mail, telephonically or by other electronic communication not less than 3 days prior to such meeting, by or at the direction of the Chair, Secretary, Directors or members calling such special meeting.

ARTICLE 5 - GENERAL MATTERS

5.1 AMENDMENTS TO GUIDELINES

These Operational Guidelines may be amended by a simple majority vote of those Directors present at any annual, regular or special meeting of the Board given a quorum (see Section 2.7) is present.

5.2 PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Revised, (Current Edition) shall be the official parliamentary authority for this body and shall determine all questions of parliamentary procedure.

5.3 INDEMNIFICATION OF OFFICERS AND DIRECTORS

This organization shall, to the maximum extent and in the manner permitted by statute, indemnify each of its Directors and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of this organization.

5.4 EQUAL OPPORTUNITY

The ACMNWR shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of the organization because of creed, color, national origin, sex, age, sexual orientation, religious belief, physical challenges, developmental challenges, political belief, economic status or for any other reason contrary to law. The ACMNWR Board of Directors and all ACMNWR members shall be committed to promoting access to all media for all persons.

5.5 NATIONAL AFFILIATION

The Alliance for Community Media Northwest Region hereby confirms and agrees to the following requirements with respect to the Alliance for Community Media:

The Northwest Region is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Appendix I

The tie-vote-breaking procedure (a draw) set forth in Section 2.3 of the ACMNWR Operational Guidelines shall be used in all instances to determine the final outcome of an election for ACMNWR Directors should a tie vote occur. This Appendix contains some of the possible scenarios in which the tie-vote-breaking procedure would be, and would not be, necessary. From these examples, the Election Official should be able to determine when and when not to use the tie-vote-breaking procedure to determine the outcome of an election.

A. When the tie-vote-breaking procedure would be necessary

1.) In even-numbered years, should 6 or more nominees for Director receive the same number of votes cast in an election, and that number of votes is the greatest number of votes cast, the tie-vote-breaking procedure would be used to determine which nominees shall serve as Directors. The first 5 nominees whose names are drawn by the Election Official shall be named as Directors. In odd-numbered years, should 5 or more nominees for Director receive the same number of votes cast in an election, and that number of votes is the greatest number of votes cast, the tie-vote-breaking procedure would be used to determine which nominees shall serve as Directors. The first 4 nominees whose names are drawn by the Election Official shall be named as Directors.

2.) In even-numbered years, should 2 or more nominees for Director receive the same number of votes cast in an election, and that number of votes is the fifth greatest number of votes cast, the tie-vote-breaking procedure would be used to determine which nominee shall serve as a Director. The nominee whose name is drawn first by the Election Official shall be named as a Director. In odd-numbered years, should 2 or more nominees for Director receive the same number of votes cast in an election, and that number of votes is the fourth greatest number of votes cast, the tie-vote-breaking procedure would be used to determine which nominee shall serve as a Director. The nominee whose name is drawn first by the Election Official shall be named as a Director.

B. When the tie-vote-breaking procedure would not be necessary

1.) Should 2 nominees for Director receive the same number of votes in an election, and that number of votes is the second greatest number of votes cast, both nominees receiving that number of votes shall serve as Directors. No tie-vote-breaking procedure would be necessary. The nominee receiving the greatest number of votes would, obviously, be elected. Those nominees

receiving the second greatest number of votes cast, in this case 2 nominees, would also be elected. The nominees receiving the next greatest number of votes cast would be elected to the final available Director positions.

2.) Should the same scenario as described in 1.) occur in an even-numbered year, except 4 nominees receive the same number of votes in an election, no tie-vote-breaking procedure would be necessary. The nominee receiving the greatest number of votes cast, would, of course, be elected. Those nominees receiving the second greatest number of votes cast, in this case 4 nominees, would also be elected. In an odd-numbered year, given a similar scenario, the 3 nominees receiving the second greatest number of votes cast would be elected.

3.) In an even-numbered year, should 3 nominees for Director receive the same number of votes in an election, and that number of votes is the third greatest number of votes cast, no tie-vote-breaking procedure would be necessary. The nominees receiving the first and second greatest number of votes cast would, obviously, be elected. The nominees receiving the third greatest number of votes cast, in this case 3 nominees, would also be elected to the final three Director positions available. In an odd-numbered year, given a similar scenario, the 2 nominees receiving the third greatest number of votes cast, would be elected to the final 2 Director positions available.

*Applying common sense to other scenarios should suffice in resolving any other tie-vote circumstance.