

BYLAWS OF GALLUP PUBLIC RADIO (GPR)

A nonprofit Corporation, organized under the laws of the State of New Mexico

ARTICLE 1 - Name - The Board of Directors, a majority of whom are citizens of the United States having formed a nonprofit Corporation under the Nonprofit Corporation Law of the State of New Mexico, do hereby certify that the name of the Corporation shall be Gallup Public Radio, Inc. (GPR).

ARTICLE 2 - Purpose of the Corporation - The Corporation is to operate as a nonprofit, community-based broadcast entity that includes a Federal Communication Commission (FCC) licensed noncommercial, educational public radio state. Gallup Public Radio, Inc. serves Gallup, NM, McKinley County, the Navajo Nation, and other surrounding communities and Native American Tribes.

ARTICLE 3 - Offices - The principle office of the Corporation shall be located at the University of New Mexico-Gallup (UNM-G), Gurley Hall, 705 Gurley Avenue, City of Gallup, County of McKinley, and State of New Mexico. The Corporation may have such other offices either within or without the State of New Mexico as the Board of Directors may determine.

ARTICLE 4 - Nonprofit Status - The Corporation is organized exclusively for charitable and educational purposes as stipulated in the Internal Revenue Service code provisions pertaining to tax exempt 501(C)(3) organizations.

ARTICLE 5 - Period of Duration - The period of duration of this Corporation is perpetual.

ARTICLE 6 - Membership - The membership of the Corporation shall be open to the public on a nondiscriminatory basis. Anyone who has an interest in community-based, public broadcasting, **and who donates their time and/or money**, is welcome to become a member of the Corporation.

Annual Dues/Membership Donation: The Board of Directors shall determine the annual membership dues/donation.

Membership entitles the member to vote on any matter submitted to a vote of the members at the annual meeting or at any special membership meeting that may be called. Membership also entitles any member to serve as an officer or member of the Board of Directors, as set forth more specifically in **ARTICLE 8** below. Membership shall be on an annual basis, begin on the date of the donation, and continue for a period of one year from the date of that contribution. Membership shall be on a fiscal year basis (October 1 through September 30), beginning on the date of the donation and ending September 30 of the same year. Membership in the Corporation shall not be transferable.

ARTICLE 7 - Meetings - All membership meetings and all meetings of the Corporations Board of Directors shall be conducted in a manner that complies with the New Mexico Open Meetings Act, as found in Chapter 10, Article 15 of the New Mexico Statutes Annotated (NMSA), or any corresponding sections of any future code.

All general membership and Board meetings shall be conducted in accordance with Robert's Rules of Order and Parliamentary Procedure. Members of the Board of Directors may, upon proper notice and action, waive any procedural deficiencies encountered during any specific meeting. Failure to conduct Corporation business in strict compliance with Robert's Rules of Order and Parliamentary Procedure shall not be the grounds for, or the basis of, any action of the Corporation's Board of Directors or the membership being declared invalid.

There shall be at least one annual general membership meeting of the Corporation. The purpose of the annual meeting shall be for the transaction of such other business as may properly be before the membership, including but not limited to:

- Review of the annual budget and expenditures;
- Selection of the Board of Directors;
- Amendments to the Articles of Incorporation;
- Amendments to the Bylaws of the Corporation;
- Dissolution of the Corporation.

The President of the Board of Directors, or not less than ten percent of the members having voting rights, may call special meetings of the members. Notice of all general, special membership, and Board meetings shall conform to the New Mexico Open Meetings Act.

The members of GPR present shall constitute a quorum for the purpose of conducting business at any general or special meeting of the membership. Proxy voting is not allowed. So long as attendance by a majority of the members constituting a quorum is in person, and all members **participating remotely** identify themselves with each vote, **remote** participation is allowed, if an exceptional need exists. Meetings of the Board of Directors shall be conducted as set forth below in **ARTICLE 8**.

ARTICLE 8 - Board of Directors - The Board of Directors is the licensee of the FCC-licensed broadcast entity known as Gallup Public Radio, Inc. The Board of Directors shall manage the Corporation. The Board of Directors shall have the following specific powers, including but not limited to: Authorize the expenditure of funds;

- Accept gifts and grants on behalf of the Corporation;
- Adopt plans and budgets for the Corporation;
- Adopt policies and procedures related to the operation of the Corporation;
- Take any and all action necessary to ensure compliance with FCC regulations and/or any applicable laws and regulations associated with the operation of a broadcast entity or any funding source;

- Oversee and coordinate the selection, supervision and guidance of the General Manager of the radio station. The General Manager will offer a report to the KGLP Board of Directors at their monthly meetings.

Except as set forth below, members of the Board of Directors shall be members of the Corporation and nominated and elected by the members of GPR. All members of the Board of Directors are expected to adhere to the policy, procedures, and code of ethics of the Board of Directors.

The number of Directors shall be not less than five or more than eleven. In consideration of the contribution the University of New Mexico-Gallup makes to the Corporation, the UNM-Gallup **Chancellor** is designated as an Ex-Officio member of the Board, and may also appoint a voting member to the Board of Directors. The UNM-Gallup appointee shall serve a two-year term, extendable at the pleasure of the UNM-Gallup **Chancellor**, and will have all of the rights, privileges, and responsibilities of a regularly elected member of the Board of Directors. The Board of Directors encourages members from all walks of life to run for election to the Board.

Note: As an Ex-Officio member of the Board, the **Chancellor's** Board duties are not specified in these Bylaws, but may be designated by Board proclamation. The **Chancellor** may vote, but attendance at Board meetings is not mandatory and will not be calculated toward quorum requirements.

Board members shall serve a two-year term. Board terms shall be staggered on an annual basis as provided for in the policies and procedures of the Corporation. Terms will begin on the date of election and end two years from that date.

The Board of Directors shall meet on a regular basis as determined by the Board of Directors. The Board shall adopt an annual, regular meeting schedule and broadcast/publish the same.

All regular and special meetings of the Board of Directors shall be open to the public and to the membership of the Corporation, though **executive** sessions within the meetings of the Board of Directors may be called to discuss such issues as personnel, which would not be open to the public or general membership of the Corporation.

Special Meetings of the Board of Directors may be called by, or at the request of, the President of the Board of Directors, or any two Directors. The special meeting date and location will be made available to the public via the station website and postings at the station. Notice of all Board of Directors meetings shall be given in a manner that conforms to the New Mexico Open Meetings Act or other applicable law.

A simple majority of the existing membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Except as set forth below, if less than a quorum is present at any meeting, no business may be conducted. **If a Director misses three consecutive regular meetings, without any notification to the President of the Board, their seat on the Board of Directors will be automatically declared vacant.**

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the official act of the Board of Directors, unless a greater number is required by law or by these Bylaws. All actions and Board decisions will occur within the bounds of Robert's Rules of Order and proper parliamentary procedure.

Members of the Board of Directors shall not receive any compensation for their services as Board members. By resolution of the Board, a per diem for attendance may be allowed for any required, nonlocal event. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

The Corporation shall indemnify (compensate for harm or loss; secure against legal responsibility for their actions) any Director or officer, or former Director or officer, of the Corporation against reasonable expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit, or proceeding civil or criminal, in which a Director is made a party by reason of being or having been a Director or officer, including any amounts paid to satisfy a judgment or to compromise or settle a claim, except that a Director or officer shall not be indemnified if a Director shall be adjudged to be liable on the basis that a Director has breached or failed to perform the duties of **their** office and the breach of failure to perform constitutes willful misconduct or recklessness. The right of indemnification herein provided shall not be exclusive or other rights to which such individual may be entitled as a matter of law or otherwise.

Any member of the Board of Directors may be removed by a majority vote of the Board for cause. Such removal of a member of the Board of Directors shall be considered as an extraordinary event and shall be the last option utilized by the Board of Directors. A Board member may resign, if necessary, by providing a resignation letter to the Board President thirty days prior to the date of effective resignation. A Board member may decide not to run for a two-year term by notifying the Board President of their intent not to seek re-election. **If a Board member fails to attend three consecutive regular Board meetings, without any notification to the President of the Board, they are assumed to have resigned.**

Should a vacancy on the Board of Directors occur in an appointed position, a replacement will be chosen by the UNM-Gallup Chancellor. Should a vacancy on the Board of Directors occur in an elected position with at least six months remaining in the term, the Board will select a replacement. Only a term that lasts more than twelve months or more will be considered a full term in regard to term limits.

The Board of Directors shall maintain a Code of Ethics applicable to all Directors and Staff involved in the management and operation of the Corporation. All members of the Board of Directors, Staff, and Volunteers shall comply with such Code of Ethics.

ARTICLE 9 - Officers - The officers of the Corporation shall be members of the Board of Directors. The officers shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of these Bylaws, or by the policies and procedures of the Corporation. The Board of Directors may elect or appoint such other officers as it shall deem advisable.

The officers of the Corporation shall be elected annually by the Directors at the first regularly scheduled meeting of the Board of Directors following the annual membership meeting, or at such other time as the Board of Directors may designate. New offices may be created and filled at any meeting of the Board of Directors. The terms of office of all officers shall be one year. Each officer shall hold office until a successor has been duly elected.

Any officer elected or appointed by the Board may be removed by the Board by a majority vote of the Board for cause. Such removal officers shall be deemed an extraordinary event, and should be the last option utilized by the Board.

Officers shall have such powers and shall perform such duties as may be specified in resolutions and documented in the policies of the Corporation. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation. Officers of the corporation and the past President shall be members of the Executive Committee.

ARTICLE 10 - Committees - The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of at least two or more Directors or members of the Corporation. Committees shall be of two classifications: Ad-hoc and Standing. Committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed on it by law.

The following standing Committees are hereby established through these Bylaws: the Executive Committee shall consist of the officers of the Board and the past president. This committee has the authority to act on behalf of the Board on matters of urgency. Such actions of the Executive Committee shall be subject to ratification by the full Board at its next regular meeting at which a quorum is present. The Executive Committee of the Board shall conduct itself in compliance with all applicable policies and procedures established by the Board.

ARTICLE 11 - Contracts, Grants, Checks, Deposits, and Gifts - The Board of Directors shall be responsible for the financial management of the Corporation.

The Board of Directors may authorize any Officer and/or the General Manager 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 may be confined to specific instances.

Except as set forth below, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall have two signatures. Such signatories shall be Officers or Directors and in such manner as shall from time to time be determined by resolution of the Board of Directors. The General Manager is authorized to sign checks as the sole signatory when the amount is less than \$500 and so long as the check does not list **them** as payee.

The Board of Directors may authorize the payment of individual, regularly recurring expenses in accordance with the policies of the Board.

All non-recurring extraordinary expenditures shall be presented to the Board of Directors for approval, prior to payment, at the earliest opportunity.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Such deposits shall be made in accordance with policies and procedures adopted by the Board.

The Board of Directors may accept on behalf of the Corporation, any grant, contribution, gift, or bequest.

All applications for grant funding shall be approved by the Board of Directors prior to submittal to the funding agency. No grant funds received by the Corporation shall be expended except in accordance with funding agencies' requirements. No grant funds received by the Corporation shall be expended until the award of such funds has been approved by the Board of directors.

ARTICLE 12 - Books and Records - The Corporation, in compliance with the FCC and all funding agencies, directs the General Manager and the Station Accountant to keep complete and correct books and records of accounts. **The General Manager** shall also keep minutes of all meetings of the Board of Directors, membership, and committees. Minutes shall be kept at the principal office of the Corporation in its Public Inspection File along with Corporation Bylaws, open meetings requirements, and requirements of public access. A separate Board Manual File which houses procedures, processes, and FCC requirements and regulations will be maintained. The Corporation shall keep a record giving the name and contact information of the members entitled to vote. The general public or any member, or **their** attorney, may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

ARTICLE 13 - Fiscal Year - The fiscal year of the Corporation shall begin on the 1st day of October of each year and end on the 30th day of September of the following year.

ARTICLE 14 - Earnings and Dissolution - No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in a partisan manner, on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 corresponding section of any future federal tax code, or (b) by a corporation, 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 Corporation, 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 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 so disposed of shall be disposed by a court of general jurisdiction of McKinley County, New Mexico, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, pursuant to an action brought in such court.

ARTICLE 15 - Waiver of Notice - Whenever any notice is required to be given under the provisions of the open meetings act, Section 10-15-IN.M.S.A. et. Seq. Or under the provisions of the articles of incorporation or the Bylaws of the Corporation, waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE 16 - Employees - There is hereby established the position of the General Manager. Notwithstanding the funding source, the Board of Directors acknowledges that the UNM-Gallup Campus provides office and studio space for Gallup Public Radio. The KGLP Board of Directors hires and pays the radio station General Manager, an accountant, an assistant position, and such other radio station positions as may be approved by the Board. The General Manager is under the direct supervision of the GPR Board President and the GPR board. Details of the relationship between the Corporation, UNM-G, and the General Manager shall be reflected in the policies and procedures of the Board of Directors.

ARTICLE 17 - Amendment of Bylaws - These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if the appropriate notice is given of intention to alter, amend, or repeal or to adopt new Bylaws.