

BYLAWS OF

THE NATHAN B. STUBBLEFIELD FOUNDATION, INC.

Last Updated August 21, 2023

Article One

DIRECTORS

1. GENERAL. The ultimate authority of the corporation shall vest in a Board of Directors consisting of at least five (5) members. The WMNF General Manager shall be an ex-officio, non-voting member of the Board. The number of Director's seats may be increased or reduced from the existing number of Directors by a vote of the Board equal in number to two-thirds (2/3) of those presently sitting on the Board. The Board shall have the power to do whatever is necessary and proper for accomplishing the corporate purposes.

2. QUALIFICATIONS. A Director shall be an adult person committed to the purposes and rules of this corporation as expressed in the corporation's articles of incorporation and the Mission Statement. To ensure diverse community representation and effective management of the corporation, except for the Director serving under the provisions of paragraph 5 of this Article, no person who is a paid staff member at WMNF shall be qualified as a Director, and except for the three Directors serving under the provisions of paragraph 4 of this Article and up to two Directors serving under the provisions of paragraph 3 of this Article, no person who is an active WMNF radio activist, as defined herein, shall be qualified as a director of the corporation.

3. COMMUNITY DIRECTORS. Eleven Directors shall be members of the community elected by the Board. Two of the eleven community seats ("community youth seats") shall be filled by a person who is thirty years of age or younger when first elected to the Board, and thereafter such person may be re-elected to subsequent terms in that seat without consideration of their age. Two of the eleven Community Directors may be WMNF volunteers or WMNF radio activists. The terms of all Community Directors shall be staggered two-year terms, with the youth seats in alternating staggered terms.

4. DIRECTORS ELECTED BY VOLUNTEERS. Four Directors shall be elected by the WMNF volunteers, three of whom must be radio activists at the time of the election. (The remaining Director shall be a member of the community and not be a radio activist.) One of the three seats filled by a radio activist ("volunteer youth seat") shall be filled by a person who is thirty years of age or younger when first elected to the Board, and thereafter such person may be re-elected to subsequent terms in that seat without consideration of their age. The terms of these Directors shall be staggered. The Volunteer Committee shall elect these directors in accordance with the Volunteer Committee Bylaws, and shall present the results of the election to the President of the Board of Directors no less than 5 calendar days prior to the regular October meeting of the Board of Directors.

5. **DIRECTOR ELECTED BY PAID STAFF.** The full-time paid staff shall elect one Director who is a paid staff member, to serve a one year term concurrent with the terms of other Directors. The General Manager shall call a meeting of the staff each September, or as needed, to elect this Director in accordance with procedures established by the staff. This Director shall not be empowered to vote on any matters before the Board involving personnel issues.

6. **TERMS.** Except as set forth in paragraph 5, with respect to the staff Director, Directors shall serve for staggered terms of two years (regular full term). A Director may serve for successive terms, not to exceed three regular full terms. Upon serving three consecutive regular full terms, a person is not again eligible to serve on the Board until two years have elapsed since the end of that person's last term as a Director.

Notwithstanding the foregoing, a Director elected to fill a vacant seat (i.e., not elected for a regular full term of office) shall finish their predecessor's term of office before themselves becoming eligible for election to a regular full term.

a) A Director elected during the 1st year of their predecessor's term shall then be eligible to serve successive regular full terms, not to exceed two regular full terms.

b) A Director elected during the 2nd year of their predecessor's term shall be eligible to serve successive full terms, not to exceed three regular full terms.

Directors shall hold seats until their successors have been duly elected and qualified, or until they leave the Board pursuant to paragraphs 7, 8, or 9 of this Article. The Board, by majority vote, shall designate approximately half of the seats as seats to be filled in odd years, and approximately the other half as seats to be filled in even years. Elections shall occur in October of each year, and terms of office shall begin on the first Wednesday of November. (06-17-19)

7. **REMOVAL.** A Director may be removed with or without cause by a vote equal in number to at least two-thirds (2/3) of the Directors presently sitting on the Board. A Director shall be removed if, by such a vote, the Board determines that her/his conduct contravenes the rules set by the Articles of Incorporation or these Bylaws. A Director who is a volunteer representative shall be removed by the President at the convening of the first regular Board meeting after receiving notice from the Chair of the Volunteer Committee that the Director has ceased during his or her term to be a member in good standing of the Volunteer Committee, provided that his or her removal from that committee was in conformity with the committee's bylaws as approved by the Board. The President shall notify the volunteer representative of the intended removal from the Board no less than ten days prior to the meeting at which he or she is to be removed. The intent of the Board to vote on the removal of a Director for any reason other than absenteeism must be indicated to other Directors of the Board not less than 5 and no more than 33 days before the meeting at which the vote is to be taken.

8. **REMOVAL FOR ABSENTEEISM.** Within any 12-month period a Director shall be allowed 3 absences from the regular meetings of the Board. A Director shall be deemed absent from a regular meeting if he or she is more than 30 minutes tardy or departs the regular meeting more than 30 minutes in advance of the official meeting agenda's proposed time of adjournment. A Director shall be counted present at a regular meeting if he or she participates remotely by electronic means such as telephonic or video conferencing, limited to four (4) such remote participations within any 12-month period. Additional remote participations shall be counted as absences. The Director wishing to participate remotely must notify the General Manager and Board President or Secretary no later than 48 hours before the beginning of the meeting. At the regular meeting of the Board at which a Director exceeds the number of absences allowed, or at a subsequent Board meeting if necessary, the President shall announce his/her intent to dismiss the Director for absenteeism. The Board may veto the President's discharge of a Director for absenteeism by an affirmative vote of two-thirds (2/3) of the Directors presently sitting on the Board (excluding the seat of the Director affected, who may not vote). The effect of a veto shall be that the Director is not removed and the earliest absence of that Director during the 12-month period considered shall be ignored in future determinations of absenteeism. (7-19-21)

9. **RESIGNATION.** Any Director may resign at any time by giving written notice to the President or the Secretary. The resignation of any Director shall take effect at the time specified in the notice of resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

10. **ELECTIONS AND VACANCIES.** Seats on the Board shall be filled by majority vote of a quorum of the Board at a regular meeting. Elections for the regular terms of office shall occur at the October meeting; elections to fill vacant seats may occur at any regular meeting of the Board.

11. **COMPENSATION.** The Directors shall not receive compensation for their duties.

12. **CONFLICT OF INTEREST.** No director shall participate in decision making on any matter that may result in advantage or gain to the Director, his/her relative, or his/her business or intimate partner. "Decision making" shall include advocating a position, lobbying, or voting upon subjects before the Board or any committee. A "relative" shall include any person who is related to the individual as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister. An "intimate partner" is a person with whom a Director has a relationship comparable to that of a marital relationship. When such a conflict or appearance of conflict arises, that Director shall make the Board or Committee aware of its existence.

13. **NEPOTISM.** No individual may be appointed to or sit on the Board if her/she has a relative who is either employed by the station or who is currently a Director. A Director shall immediately notify the Board of any change in his/her status which results in a conflict with this policy and shall resign from the Board prior to the next scheduled Board meeting.

Article Two

BOARD OF DIRECTORS' MEETINGS

1. REGULAR ANNUAL MEETINGS. The regular annual meeting of the Board shall be held each year at a time and place convenient to Directors of the Board, preferably in Tampa, Florida. The date, time and place of each annual meeting shall be established by the President of the Board and shall be such as to be convenient to a maximal number of Directors. The Secretary shall give adequate notice to the Directors of the Board not less than 5 and no more than 33 days before the meeting date.

2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the President, or by a majority of sitting Directors. The Secretary shall give adequate notice to the Directors of the Board not less than 3 and no more than 15 days before the special meeting. The notice calling for a special meeting of the Board of Directors shall state the purpose thereof, but such statement shall not preclude transaction of other business at said special meeting.

3. CONSENT AND WAIVER. The notice provisions of the preceding sections need not apply if consent and waiver forms are signed by a majority of Directors presently serving on the Board.

4. QUORUM. A quorum shall be constituted by the presence of a majority of those Directors currently serving on the Board. A majority vote of that quorum shall suffice for a fully valid and official act of the Board, except as indicated otherwise in the corporation's articles and bylaws.

5. TWO-THIRDS WRITEN CONSENT. A decision of the Board shall be fully valid and official without a meeting of the Board, if the decision in writing is signed by two-thirds (2/3) of the number of Directors presently serving on the Board.

6. EXECUTIVE COMMITTEE ACTION. The Executive Committee of the Board of Directors shall be composed of the elected officers of the Board. This committee may meet at the call of the President, or at the call of two (2) members of this committee. Except as limited herein, the Executive Committee shall have power to transact the business of the Board when all members of the Executive Committee concur that there is an emergency or that it is clearly not practical to transact such business at a regular or a special meeting of the Board. Other powers may be temporarily granted by the Board of Directors. Meetings of the Executive Committee may take place telephonically by conference call. The Executive Committee shall provide a report of their decision shortly thereafter, but not later than the next regular meeting of the Board. The Executive Committee shall have no authority to:

(a) Sell or otherwise encumber the station's FCC operating license, real property or personal property with a fair market value of \$7,500 or more.

(b) Make expenditures, including for real or personal property, in the amount of \$7,500 or more.

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(c) Fill vacancies on the Board of Directors or any committee thereof.

(d) Adopt, amend, or repeal the bylaws.

(3-16-15)

7. **PARTICIPATION OF STAFF, VOLUNTEERS, AND LISTENER SPONSORS.** Staff, volunteers, and listener sponsors may participate in a meeting of the Board of Directors in the following manner:

Any staff member attending a meeting of the Board of Directors may signal, by raising his or her hand, to be recognized, at the discretion of the Chair, to speak on any issue currently being considered.

The first 20 minutes of every Board meeting, if needed, are reserved as a public forum during which volunteers and listener sponsors may speak on issues of their choosing, with a limit of three minutes for any single speaker. At this time anyone wishing to speak may do so simply by raising his or her hand and being recognized by the Chair. The Chair should use discretion in allocating time in the event that more wish to speak than time permits, and the Chair may request those wishing to speak to choose a representative to speak.

Volunteers or listener sponsors may signal to speak on any specific agenda item provided that they sign the speakers list and indicate which agenda item they are interested in addressing before the meeting begins. The Chair has the option of recognizing others who have not signed up but indicate a desire to speak by raising their hands. If any items are added to the agenda during the meeting, the Chair will ask the audience if any one wishes to add his or her name to the speakers list.

The normal and preferred method for a staff member wishing to place items on the agenda should be to ask the General Manager or staff representative to do so on his or her behalf. The normal and preferred method for a volunteer wishing to place items on the agenda should be to ask a volunteer representative to do so on his or her behalf. Alternatively, staff, volunteers, or listener sponsors may ask any Board member. It should be remembered that the agenda is set at the discretion of the Board. The staff, volunteers, and listener sponsors are encouraged to make their requests at least one week before the Board meeting.

This policy shall apply to the regular monthly meetings of the Board of Directors.

8. **SECOND READING REQUIRED FOR GENERAL POLICIES.** Unless the Board determines that an urgent situation exists, all motions for adoption of a general station policy shall become effective only after passage upon a second reading, using the following procedure:

The motion must be passed or tabled after first reading. The motion must be posted at the station for a minimum of 10 days prior to the second reading. After 27 days have elapsed from the first reading of the motion, the Board may pass the motion as first read, or with only minor changes, at which time the motion shall become effective. In the event of passage of the motion with significant changes(s), then such passage shall operate as a first reading, and a second reading shall be required as stated above.

Article Three

OFFICERS

1. OFFICERS. Officers of this corporation may include a President, First Vice President, Second Vice President, Secretary, and Treasurer, all of whom must be Directors. More than one office may be held by one person.

2. TERMS. The officers shall be elected for terms of one year by a majority vote of the Board of Directors. Officers may succeed themselves. All officers shall hold office until their successors have been duly elected and qualified, unless they are removed from office pursuant to paragraphs 4 or 5 of this Article.

3. RESPONSIBILITIES.

(a) The President (or in his/her absence, the First Vice President) shall preside at all meetings of the Board of Directors; shall appoint all committees of the Board with consent of a majority of the Board of Directors; and shall be an ex-officio member of all committees.

(b) The First Vice President shall assist the President in carrying out his/her activities and shall act on behalf of the President in his/her absence.

(c) The Second Vice President shall chair the Community Advisory Council and shall be responsible for the effective implementation of its activities.

(d) The Secretary shall insure that proper notice of all meetings is given; shall be responsible for keeping and maintaining the corporate minutes, records, reports and other non-financial documents pertaining to the affairs of the corporation; and shall publish all minutes in a timely fashion. Draft Board of Directors meeting minutes shall be distributed no later than 10 days following the board meeting. All business related hand-outs and/or committee reports shall be included as part of the minutes (handouts from visitors may be omitted). Corrected, finalized minutes shall be distributed no later than 7 days after the meeting where the minutes were approved. Business andouts/committee reports shall be made part of the minutes. Signed and executed minutes including handouts/committee reports shall be provided to the station for the permanent record.

(e) The Treasurer shall be responsible for keeping and maintaining the financial records, reports, and other financial documents pertaining to the affairs of the corporation, and shall insure that an adequate corporate accounting and financial system is maintained.

(f) The officers of the corporation shall also perform all other general duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board of Directors.

4. REMOVAL. Any officer of the corporation may be removed from office, with or without cause, by a vote of at least a majority of Directors presently serving on the Board. An officer shall be removed by such a vote if by any of his/her actions, he/she contravenes the rules set out by the Articles of Incorporation.

5. RESIGNATION. Any officer may resign at any time by giving written notice to the President or Secretary. The resignation of any officer shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. VACANCIES. Vacancies in any of the offices of the corporation shall be filled for the unexpired term by a majority vote of the Board.

Article Four

BOARD COMMITTEES

1. MEMBERSHIP. The President shall appoint members and chairs of standing committees at the beginning of her/his term for the duration of that term, and shall appoint members and chairs of special committees as needed. Committee members need not be Directors and may be members of the community, paid staff members or volunteers.

2. STANDING COMMITTEES. The standing committees shall consist of:

- (a) Finance and Audit Committee
- (b) Bylaws and Policies Committee
- (c) Personnel Committee
- (d) Development Committee
- (e) Nominating and Board Development Committee
- (f) Diversity Committee
- (g) Long Range Planning Committee
- (h) Technology Committee

The duties and responsibilities of these standing committees shall be established by resolution of the Board.

3. SPECIAL COMMITTEES. The President may establish special committees as needed. Upon performing the function for which these special committees are created, they shall disband.

4. COMMITTEE CHAIRS. Chairs of both standing and special committees must be Directors. Each chair shall report any committee activity at the regular meetings of the Board. Each chair shall take measures to protect the confidential business of the corporation. Such measures shall include excusing non-Directors from committee meetings.

Article Five

MEMBERS OF THE CORPORATION

Qualifications for and rights of membership shall be set in accordance with resolutions adopted by the Board.

Article Six

COMMUNITY ADVISORY BOARD

1. ESTABLISHMENT. The corporation shall establish a Community Advisory Board (CAB), the members of which shall be selected from among citizens at large to represent the diverse needs and interests of the communities served by the station, and shall be ratified by the Board President.

2. MEETINGS. The CAB shall meet at regular intervals to review the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station, along with any other responsibilities delegated to the CAB by the Board.

3. ROLE. The role of the CAB shall be primarily advisory in nature, except to the extent other responsibilities have been delegated to the CAB by the Board, and in no case shall the CAB have any authority to exercise any control over the daily management or operation of the station. The CAB shall advise the Board with respect to whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs. It is recommended that CAB chair utilize the talents of people who have applied for Board positions but who have not been elected. (7-20-15)

Article Seven

VOLUNTEER COMMITTEE

1. DEFINITION OF A RADIO ACTIVIST AND VOLUNTEER. For all purposes under these bylaws, a radio activist shall be any person volunteering at least 10 hours within six months or 20 hours within one year preceding the election, excluding paid staff members and excluding sitting Directors who volunteer off-air time. A volunteer shall be any person volunteering time to WMNF within one year of the election (the intent being to allow sitting Directors to volunteer their time off-air).
2. MEMBERSHIP. There shall be a Volunteer Committee elected by WMNF radio activists *in accordance with the Volunteer Committee Bylaws, with the election process being completed no less than 5 calendar days prior to the regular October Meeting of the Board of Directors.* Membership on the Committee shall be for a term of two years, beginning in November. Members may be elected to successive terms without limitation.
3. OFFICERS. The Committee shall have a Chair and such other officers as may be established in the bylaws of the Committee.
4. BYLAWS. The original bylaws of the Committee and amendments thereto shall be adopted by the Committee and thereafter approved by a vote of the Board equal in number to two-thirds (2/3) of the members presently qualified to sit on the Board of Directors of the corporation. (8-21-23)

Article Eight

FINANCES

1. ACCOUNTS. All financial accounts in any financial institution shall be held in the name of the corporation. Authority to transact business in such accounts shall rest either in an officer of the corporation, or an individual authorized by a majority vote of the Board to act and sign for the corporation in financial matters.
2. FISCAL YEAR. The Fiscal Year shall run October 1 through September 30.

Article Nine

PRINCIPAL OFFICE

1. PRINCIPAL OFFICE. The principal office for the transaction of business shall be located at Tampa, Hillsborough County, Florida.

Article Ten

AMENDMENTS

1. ARTICLES. The articles of incorporation of this foundation may be amended by vote of the Board equal in number to two-thirds (2/3) of the members presently qualified to sit on the Board of Directors.
2. BYLAWS. The bylaws of this corporation may be amended by vote of the Board equal in number to two-thirds (2/3) of the members presently qualified to sit on the Board of Directors.

Article Eleven

PROXY VOTING

1. PROXY VOTING. The Board allows voting by proxy on any votes taken by the Board.
2. Proxy votes shall not count as the presence of the Board member voting by proxy toward the quorum.
3. Proxy votes will not be counted for the selection of Board members.

Article Twelve

RULES OF ORDER

1. RULES OF ORDER. The Board adopts the Roberts Rules of Order as the official governing rules of parliamentary procedure.

Article Thirteen

MISSION STATEMENT

WMNF is a listener-supported community radio station that celebrates cultural diversity and is committed to equality, peace, and social and economic justice. WMNF provides broadcasts and other forums with a grassroots, local emphasis that promote creative, musical, and political vitality.