

**RESTATED AND AMENDED BY LAWS  
OF  
BOULDER COMMUNITY MEDIA  
A NONPROFIT COLORADO CORPORATION**

March 28, 2008

**ARTICLE I – MEMBERSHIP**

The corporation has no members, as provided by the Articles of Incorporation, and shall be governed and managed by a Board of Directors.

**ARTICLE II – OFFICES**

The corporation shall maintain offices at such places within the City of Boulder ("City") or County of Boulder, Colorado, as the Board may determine.

**ARTICLE III – PROCEDURES**

The Board of Directors shall adopt procedures that specify a method for the corporation to assure its compliance with the First Amendment to the United States Constitution, Article II, Section 10 of the Colorado Constitution, and the federal Cable Television Acts, 47 U.S. Sections 609 *et seq.*, as well as all other applicable federal and state laws and City ordinances, and to provide for a fair adjudication of disputes prior to court involvement.

**ARTICLE IV – PURPOSES**

**Section 4.01**

The corporation is organized and shall be exclusively for literary, charitable and educational purposes, in particular:

- (a) As permitted by the City, to operate the City's educational television properties for the benefit of the residents of Boulder County, to provide teaching and educational tools to accredited educational institutions and to contribute educational programming to citizens throughout Boulder County; and
- (b) As permitted by the City, to operate the City's public access properties for the benefit of the residents of the City of Boulder, and to encourage communication and participation in public life by making media tools, media education and media distribution systems available to the community, and to promote public discourse and free expression by a diversity of voices, as required in a healthy democracy.

**Section 4.02**

Subject to the limitations stated in the Articles of Incorporation, the corporation may engage in any lawful

activities, none of which are for profit, for which corporations may be organized under the Colorado Nonprofit Corporation Act.

#### **Section 4.03 Non-discrimination.**

Participation in any activity of the corporation shall not be limited based upon race, creed, color, sex, sexual preference, gender variance, economic status, marital status, religion, national origin, ancestry, physical or mental handicap or disability, pregnancy or parenthood.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 5.01 Powers and Duties of the Board.**

All the rights, powers, duties, and responsibilities relative to the management and control of the corporation's property and affairs are vested in the Board of Directors.

#### **Section 5.02 Number of Directors, Their Terms of Office, and Composition.**

The number of Directors of the corporation shall be any number that is not less than seven nor more than eleven. Directors may serve a maximum of three consecutive terms plus any portion of an unexpired term. Terms of Directors expire on March 31 on the third year of the Director's term, or in the case of a Director appointed to complete an unexpired term, on March 31 of the third year of the original term. Terms may be staggered.

#### **Section 5.03 Annual Reports.**

In addition to other reports of the officers and committees, the following written reports shall be delivered to the Board of Directors with the notice of an annual meeting or at least five days before the annual meeting.

1. A summary statement of the receipts and expenditures and a balance sheet prepared by the Treasurer for the prior fiscal year.
2. A budgetary review of the use of funds expected to be received during the remainder of the current fiscal year, which has been prepared by the Treasurer in cooperation with the Executive Director.
3. A summary report of station activities of the prior fiscal year, prepared by the Executive Director.

#### **Section 5.04 Nomination and Voting for Directors.**

The City Council for Boulder, Colorado shall appoint a simple majority of Directors and shall fill any vacancies in the City Council-appointed Director positions. The remaining vacancies shall be filled in the following manner: The Board Recruitment and Orientation Committee, consisting of at least three Directors not seeking renomination and appointed by the Chair, with the approval of the Board, shall nominate at least one individual for each Directorship to be filled. Any Director shall have the authority to nominate additional candidates for each vacancy to be filled. Directors must be elected by majority vote of all Directors, with each Director casting one vote for each Directorship to be filled. Cumulative voting shall

not be permitted in Directorship elections.

The Boulder City Council shall further have the ability to appoint a non-voting Council Liaison to the Board of Directors who may attend and shall be permitted to participate in the discussions of any meeting or committee of the Corporate Board of Directors.

#### **Section 5.05 - Regular Meetings of the Board.**

Regular meetings of the Board shall be held at least every 60 days at such time and place as the Directors may determine from time to time. At regular meetings, the Board shall conduct its business and may conduct any lawful business properly coming before it at any such meeting. Except as otherwise provided in the Articles of Incorporation, notice of each regular meeting of the Board shall be given to each Board member at least five days prior to such meeting either by mail, by hand delivery, by fax, by e-mail, or orally. The notice shall include the date, time, and place of the meeting. Public notice of such meetings shall also be provided on the Boulder public access and education channels, on the corporation's web page, and shall be posted in a place customarily used for the posting of general notices at the Corporation's principal offices, at least five days before the Meeting.

#### **Section 5.06 - Special Meetings of the Board.**

Special meetings of the Board may be called at any time by the Chair or by any two Directors. Notice of special meetings shall be given either by mail, by hand-delivery, by e-mail, by fax, or orally, at least twenty-four hours before the time of the meeting and shall state the date, time, place and purposes of the meeting. Notice shall also be provided 24-hours in advance on the Boulder public access and education channels, on the corporation's web page, and shall be posted in a place customarily used for the posting of general notices at the Corporation's principal offices, at least 24-hours before the Meeting.

#### **Section 5.07 - Conduct of Meetings.**

Meetings, regular and special, shall be conducted in accordance with Robert's Rules of Order Newly Revised (9th Edition), or such other sets of procedures adopted by the Board to ensure fundamental fairness.

#### **Section 5.08 - Openness of Meetings & Records.**

1. **Open Meetings.** All regular and special meetings of the Board shall be open to the public. In addition, all meetings of any Committee of the Board shall be open to the public. For purposes of this section, a "Meeting" shall mean any kind of gathering of more than two Board members for Board business, whether in person, by telephone, electronically, or by other means of communication. "Meeting" shall not include any chance encounter or social gathering at which discussion of corporate business is not the central purpose.

2. **Notice.** Any Board or Committee Meeting shall be held only after full and timely public notice. In addition to any other means of full and timely notice, the Corporation shall be deemed to have given full and timely notice if notice is posted in a place customarily used for the posting of general notices at the Corporation's principal offices no less than twenty-four hours before the Meeting. The posting shall include specific agenda information whenever possible.

3. **Minutes and Book of Record.** The Corporation shall keep a Book of Record. Minutes of all Meetings of the Board, whether regular or special, and minutes of all Meetings of any Committee, shall be taken,

promptly recorded, and archived at the Corporation's principal offices in the Book of Record. Such Minutes shall also include any written information considered by the Board at any regular or special meeting. The Book of Record shall be open to public inspection during normal business hours. The Corporation shall have no obligation to furnish copies of any document to any person, but any member of the public may make copies of any document in the Book of Record at his or her own expense after providing reasonable notice and making reasonable arrangements with the Corporation to do so. The minutes of any Meeting at which an executive session is held shall include an entry indicating by topic the general nature of the discussion at executive session. The Executive Director shall have the discretion to supplement the Book of Record with any other materials, as he or she deems necessary or advisable. The Executive Director may also establish the procedure whereby photocopies of materials contained in the Book of Record are provided to requesting parties for a reasonable fee, provided that such procedure is non-discriminatory. Under no circumstance will the Book of Record be permitted to be removed from the Corporation's principal office, absent Board resolution to the contrary. Documents furnished to the Board in Executive Session and relating to matters qualifying for Executive Session shall not be included in the Book of Record and need not be disclosed.

**4. Electronic Communication.** The Book of Record shall be furnished copies of any and all electronic mail that relates materially to corporate business sent by a Board member to more than one other Board member, excluding routine communications that do not relate to matters currently before the Board for consideration or expected to be before the Board for consideration in the near future, or such matters that would be properly subject to 5.08(5) of these By-Laws. Such inclusion of electronic mail in the Book of Record shall satisfy the requirements of 5.08(1) of these By-Laws, unless formal action is taken by electronic means, or action tantamount to formal action is taken by electronic means.

**5. Executive Sessions.** Upon motion duly carried, the Board may go into executive session and exclude members of the public. Before doing so, the Board will announce to any members of the public present, and the minutes shall otherwise reflect, the general topics for discussion in executive session. Executive sessions shall be for the purpose of considering the following matters:

- (A) Transactional concerns, where open discussion of such matters would jeopardize the corporation's interest or bargaining position, or otherwise give an unfair advantage to a competitor or adversary;
- (B) The consideration of acquisition of property by gift, but only if executive session is requested by the donor;
- (C) Consultation with an attorney for the purpose of receiving legal advice on specific legal questions. The presence or participation of an attorney at an executive session shall not, without more, justify executive session;
- (D) Matters required to be kept confidential by federal or state law or rules and regulations;
- (E) Specialized details of security arrangements or investigations where open discussion could compromise security or safety or otherwise aid any person in committing, or avoiding prosecution for, a crime;
- (F) Determining positions relative to matters that may be subject to negotiation; developing strategy for negotiations; instructing negotiators;
- (G) Personnel matters; and
- (H) Consideration of any documents protected by attorney-client privilege, or that are attorney work product, or that may not, by law or court order, be disclosed, or that involve employee personnel files, or that constitute trade secrets, or that otherwise may not be shared because of confidentiality or their relation to any of the other matters listed in this section justifying executive sessions.

Notwithstanding the foregoing, all aspects of a search for an Executive Director must be open to the public, including the meetings of those committees convened expressly for the purpose of selecting an Executive Director, except that deliberations may be held in Executive Session. The vote for Executive Director may be taken by ballot, if the Board so decides. In all cases, no vote or other formal action may be taken in Executive Session, or in any closed session, and matters considered in such sessions shall be voted upon openly upon re-opening Board proceedings.

**Section 5.09 – Quorum.** The presence of a majority of the Directors shall be necessary to constitute a quorum for conducting business. The act of a majority of the Directors present at a meeting called in accordance with these Bylaws once a quorum is established, shall be the act of the Corporation, except where a vote of a greater number of Directors is required by statute or these Bylaws. **Section 5.10 - Attendance at Board Meetings.**

A Director who misses four regularly scheduled meetings of the Board in any twelve-month period may be deemed to have resigned from the Board. At or after the fourth missed regular meeting, the Board may, by majority vote, confirm the failure to meet attendance requirements, and may declare such failure effective as a resignation without further notice to the Director involved. The effectiveness of such declaration shall be the time of the vote of the Board, in accordance with C.R.S. § 7-128-107(4). Nothing in this section shall preclude the Board from considering, in its sole discretion, extraordinary circumstances preventing a particular Board member from attending meetings, but no Board member shall have any right to require any such consideration.

**Section 5.11 - Removal of Directors.**

Any Board-appointed Director may be removed at any time by the affirmative vote of two-thirds of all Directors at a regular Board meeting or special meeting called for that purpose, whenever in their judgment the best interests of the Corporation would be served thereby. The City-appointed Directors may be removed by a majority of the members of City Council present at a regular or special meeting of City Council at any time. City Council shall give written notice to the Director or Directors when and where such action will take place.

No Director who has been removed from the Board shall be eligible for reappointment to the Board for a period of two years following the date of the vote effecting removal.

**Section 5.12 - Resignation of Directors.**

Any Director may resign at any time by delivering written resignation to the Chair or Secretary. Acceptance of such a resignation shall not be necessary to make it effective, unless acceptance is made an explicit condition of effectiveness.

**Section 5.13 - Vacancies on the Board.**

Upon recommendation of the Board Recruitment and Orientation Committee, described above, or after nomination by any Director, vacancies of Board-appointed Directors may be filled by majority vote at a regular or special meeting of the Board. Vacancies of the City-appointed Director shall be filled by City Council in its discretion or, at City Council's election, by the Board.

**Section 5.14 - Informal Action by Directors.**

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors.

**Section 5.15 - Compensation & Conflicts of Interest.**

Members of the Board shall not be compensated for their services as Directors. Directors may be reimbursed for necessary expenses incurred in the execution of their duties. Directors shall avoid all transactions in which they have a conflict of interest except where such transactions first meet the

requirements set forth in C.R.S. § 7-128-501. Nothing shall prevent a Director or any business entity in which a Director is an employee, director or owner, either of record or beneficially, from making grants of funds to the Corporation, or prevent a Director from using facilities or channels over which the Corporation has jurisdiction on an equal basis with other users.

## ARTICLE VI – OFFICERS

### Section 6.01 - Titles and Qualification of Officers.

The Chair and Vice Chair shall be Directors. The Board may from time to time appoint such additional officers as it deems appropriate, all of who must be Directors as well.

### Section 6.02 - Election and Term of Office.

Officers shall be elected annually at the first meeting after March 31 of each calendar year, and shall serve until their successors are elected and qualified.

### Section 6.03 - Powers and Duties.

Officers shall have and exercise those powers, and assume those duties and obligations, vested in them by statute, by the Articles, and by these Bylaws, as well as such other powers and duties as may be assigned to them by the Board and not inconsistent with these Bylaws.

### Section 6.04 - Chair.

The Chair shall preside at all meetings of the Board. The Chair may sign all contracts and instruments, with the Secretary or any other officer when required, as authorized by the Board, except in cases where the signing and execution shall be expressly delegated by the Board or Bylaws, or by statute, to some other officer or agent of the Corporation. In general, the Chair shall perform those duties prescribed by the Board; as such duties may change from time to time. With the assistance of the Vice Chair, and after due consideration of the concerns and desires of other Board members, the Chair shall set the agenda for meetings and recommend Board action.

### Section 6.05 - Vice Chair.

The Vice Chair shall, in the absence of the Chair, or in the event of the Chair's inability or refusal to act, exercise all powers normally vested in the Chair. The Vice Chair shall also perform such other duties as may be assigned by the Chair or Board.

### Section 6.06 - Secretary. The Secretary shall:

1. Keep minutes of all meetings of the Board.
2. Keep a current list of Directors, their addresses, telephone numbers, and, when available, e-mail addresses.
3. File biennial reports with the Colorado Secretary of State, when required.
4. Notify all Directors of regular or special meetings, and distribute materials necessary for these meetings.
5. Maintain the Book of Record in accordance with section 6.08 of these Bylaws.

6. Perform those duties incident to the office of Secretary or that may be assigned by the Board or Chair not inconsistent with these Bylaws.

**Section 6.07 - Treasurer. The Treasurer shall:**

1. Account for the receipt and disbursement of corporate funds and property.
2. Regularly enter or cause to be entered in the books of the Corporation a complete account of all funds or property received by him or her for the account of the Corporation.
3. Ensure that the account books of the Corporation and all non-confidential vouchers, papers, and documents of the Corporation in his or her custody are made available to any person upon reasonable request.
4. Assume responsibility for filing all tax and other financial reports required by law.
5. Perform all other duties incident to the office of Treasurer or that may be assigned by the Board or Chair and not inconsistent with these Bylaws.

**Section 6.08 - Resignation of Officers.**

Any officer may resign at any time by delivering a written resignation to the Chair, Vice Chair, or Secretary. The acceptance of any such resignation (unless explicitly required by its terms) shall not be necessary to make the resignation effective.

**Section 6.09 - Removal of Officers.**

Any officer may be removed at any time by a vote of two-thirds of all Directors at a regular meeting or special meeting called for that purpose, whenever in their judgment the best interests of the Corporation will be served thereby.

**Section 6.10 - Vacancies.**

Any vacancy in any office may be filled by a majority vote of the Board for the unexpired portion of the term. In addition, the Chair of the Corporation may appoint an acting officer to fill a vacancy until the next regularly scheduled meeting of the Board.

**ARTICLE VII – COMMITTEES**

**Section 7.01 - Delegation of Authority to Chair and Vice Chair.**

A majority of the Board may authorize the Chair and Vice Chair, or either of them, to make any decision and/or take any action on behalf of the Board between regular meetings. Such authorization may be granted at any regular or special meeting, and such authorization shall be limited by its terms, but shall include the power to do all things necessary and proper to give effect to the authority delegated.

**Section 7.02 - Committees of Directors; Extent of Vested Authority.**

The Board may designate one or more Committees consisting of one or more persons, so long as a majority are also directors. Any such Committee, once constituted, shall exercise only that authority explicitly vested in it by the Board. Unless a Committee is explicitly vested with the authority to act on behalf of the Board, a Committee shall have no such power, and may not bind the Corporation or Board or otherwise take formal action. In any case, any authority granted shall be strictly limited to those powers explicitly granted, together with those things necessary to give effect to the authority delegated.

No Committee shall have the authority to restate, amend, alter, or repeal the Articles, these Bylaws, or any

resolution of the Board unless, in the case of a resolution, such resolution by explicit terms provides that it may be amended, altered, or repealed by such Committee. Nor may any Committee, acting alone, elect, appoint, or remove any member of such Committee, or any other Committee, or any Director or officer of the Corporation, including the Executive Director. Nor may any Committee unilaterally adopt plans or agreements of merger or consolidation, or authorize the sale, lease, exchange or mortgage of all (or substantially all) of the corporate assets.

Nor may any Committee authorize the voluntary dissolution of the Corporation, or revoke voluntary dissolution proceedings once duly initiated. Nor may any Committee adopt plans for distribution of the corporate assets.

**Section 7.03 - Special Committees Under C.R.S. § 7-128-206(6):**

**Advisory Boards, Auxiliaries, or Other Bodies.** The Board may, from time to time, designate special Committees in the nature of ad hoc workgroups, advisory boards, auxiliaries, or other similar bodies having such members and rules of notice and procedure (formal or informal) as the Board may provide.

The purpose of such special Committees shall be to provide advice, service, and assistance to the Corporation or Board. Such Committees shall have no ability to take any action, formal or otherwise, on behalf of the Corporation, or to bind the Corporation, and are advisory in nature, whether composed solely of Board members or a mixture of Board members and non-Board members. The resolution designating any such special Committee shall establish its size (if possible), its purpose, any eligibility criteria for membership, and the expected duration of such Committee (if any). Unless otherwise provided by the resolution creating a special Committee, the initial members of such special Committee shall be appointed by the Chair.

Any member may be removed at any time, or the Committee dissolved, by the Chair, or by two-thirds vote of all Directors, when in their judgment the best interests of the Corporation will be served thereby.

**Section 7.04 - Term of Office.**

Each member of a Committee shall continue indefinitely, unless the Committee is first terminated, such member notifies the Board or Chair of his or her intent to cease membership in such committee, or unless such member shall cease to qualify as a member thereof.

**Section 7.05 - Chair.**

One member of each Committee shall be elected Chair by the person or persons comprising that Committee.

**Section 7.06 - Vacancies.**

Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 7.07 - Quorum.**

Unless otherwise provided in the motion or resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

**Section 7.08 - Rules.**

Each Committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

**ARTICLE VIII - EXECUTIVE DIRECTOR**

The chief executive charged with oversight of the day-to-day operations of the Corporation shall be the Executive Director. The Executive Director shall be a contracted employee of the Corporation. The Executive Director shall exercise those powers, and be subject to those limitations, set by the Board, and shall serve at the pleasure of the Board, or under contractual terms negotiated between the Corporation and Executive Director. The Executive Director shall attend plenary meetings of the Board, and Committee meetings, as directed, and shall give those reports and recommendations incident to fulfillment of the duties of office.

The Executive Director is not a voting member of the Board of Directors but shall have the ability to attend all meetings, executive sessions and participate in said meetings with the exception of executive sessions concerning the personnel matters as noted in 5.08 (g) related to the Executive Director.

**ARTICLE IV - FINANCIAL PROCEDURES  
AND RESTRICTIONS ON TRANSACTIONS**

**Section 9.01 - Fiscal Year.**

The fiscal year of the Corporation shall be determined by the Board. A summary of receipts and expenditures and a balance sheet listing all assets and liabilities shall be prepared shortly after the end of the fiscal year under the supervision of the Treasurer.

**Section 9.02 - Deposits and Withdrawals of Funds.**

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board may direct. Any withdrawals of funds and checks must be signed by at least one of the following: the Executive Director, Chair or Treasurer. Two of the preceding persons must sign for any withdrawal of funds and checks over an amount established by Board resolution. The Board shall by resolution establish a maximum amount for withdrawal of funds and checks which may be made by staff without Board authorization.

**Section 9.03 - Loans.**

1. No loans or advances shall be granted by the Corporation without the authorization of the Board. Any such authorization may be general or specific. A recipient of any such authorized loan must sign a written promise to repay the amount received. In no event shall a loan be made to an officer or Director of the Corporation.

2. No officer, employee, or agent of the Corporation shall lend monies to the Corporation without the prior written authorization of the Board. Any such authorization may be general or specific and may include authorization to pledge securities or other personal property as security for repayment.

**Section 9.04 - Contracts.**

The Chair, subject to Board approval, may enter into any contract or execute and deliver any instrument in the name of the Corporation. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of the Corporation. Such authorization may be general or confined to specific instances.

#### **Section 9.05 - Compensation of Agents and Employees.**

The Executive Director shall fix the salaries or compensation of staff and contracted services. The Directors of the Corporation shall serve as such without salary, but the Board may authorize the payment of reasonable expenses incurred by Directors in the performance of their duties and reasonable compensation for special services rendered by any Director.

### **ARTICLE X - ASSETS**

Corporate assets provided by the City, or purchased through City funds (past, present, or future) shall remain assets of the City of Boulder ("City Assets"), notwithstanding the fact that, for convenience, such assets may be titled in the name of the Corporation. City Assets include any residual City funds held by the Corporation. Corporate assets generated by the corporation or donated to the corporation, shall be considered assets of the Corporation ("Corporate Assets").

### **ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Any person (including his or her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer or Director of the Corporation shall be indemnified by the Corporation against any liability, loss, cost, and reasonable expense (including attorney's fees) incurred by him or her in connection with the defense or settlement of such action to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act. Such right of indemnification shall be deemed in addition to any other rights available to such officer or Director under applicable law or otherwise.

### **ARTICLE XII - DISSOLUTION AND DISPOSITION OF CORPORATE ASSETS**

Upon dissolution, and after payment (or the provision for payment) of all corporate liabilities, the Corporation shall return to the City all City assets (including any residual City funds), as required by the Corporation's Articles of Incorporation and these Bylaws, and by section 501(c)(3) of the Internal Revenue Code, as it may be amended from time to time.

### **ARTICLE XIII - AMENDMENTS OF BYLAWS AND ARTICLES OF INCORPORATION**

Section 13.01 – Amendments by Board. Amendments to the Bylaws and Articles of Incorporation of the Corporation require the approval of two-thirds of all Directors. Prior to approval of any amendment, the proposed amendment shall be included in full in the notice for the meeting, or the proposed amendment shall be read at the preceding meeting and summarized in the notice of the meeting for which the vote is proposed.

Section 13.02 – Approval By the City. Amendments to Sections 5.04 and/or 5.08 of these Bylaws and Articles of Incorporation of the Corporation require the approval of the City of Boulder, and are ineffective absent such approval.