
BOISE COMMUNITY RADIO PROJECT, INC.

ARTICLE I – Name and Purposes

The name of the corporation is Boise Community Radio Project, Inc.

The Corporation is organized as a private, nonprofit operation under the laws of the State of Idaho to furnish the community with a source of non-commercial broadcast services, and to provide high quality educational, cultural, and public affairs programs for distribution to other non-commercial stations and other telecommunications entities as determined to be in the interest of the Corporation.

This Corporation is organized and shall be operated in accordance of plans to obtain and hold appropriate authorizations from the Federal Communications Commission (FCC), to construct, own, lease, or operate, and maintain one or more non-commercial, educational broadcast radio station(s) and related equipment, used primarily for transmitting musical, cultural, entertainment, local news and public affairs programming to the Treasure Valley area, as well as other underserved communities as determined necessary by the Board of Directors; and to offer instruction in the operation of such radio stations to members of the general public. These programs are designed to serve the educational and public needs of the community, pursuant to the rules and regulations of the FCC governing noncommercial, educational broadcast stations.

Further, this Corporation is empowered:

- (1) To obtain and to hold by contribution, deed or lease, real or personal property and funds to be used in connection with the operation of the broadcast facilities; and
- (2) To solicit and accept in trust or otherwise, money and property to be used for these purposes.

The corporation has no members.

ARTICLE II – Offices

The Corporation shall maintain its principal office at the broadcast studios of KRBX-FM Radio station, located at 1020 Main Street, Boise, ID 83702, and operated by the Corporation in Ada County.

ARTICLE III – Board of Directors

3.1 General Powers and Duties. The business and affairs of the corporation shall be controlled by its Board of Directors (the Board). (Each member of the Board shall be referred to as a “Director”). The Board is responsible for managing the

Corporation's business and property, hiring the general manager, providing for the operation of the broadcast facilities, making decisions of policy and strategic direction, providing for employees, agents and representatives to carry out the purposes of the Corporation, and shall do all other things in the management of the business, property and affairs of this Corporation necessary to carry out its purpose, which are not otherwise delegated by the Board to employees, agents, and representatives.

3.2 Resolutions. The Board shall be authorized to pass resolutions consistent with Article I. A resolution may be passed by the Board at a meeting with a quorum by majority vote.

3.3 Composition of the Board. The Board of Directors shall consist of no fewer than five (5) or more than thirteen (13) representatives of the public. The size of the Board shall be determined by resolution.

3.4 Compensation of Directors. Directors shall be entitled to receive reimbursement of expenses incurred for their services to the Board in such amount and on such terms as the Board shall determine by resolution, but shall receive no other compensation for their services to the Board. Nothing contained herein shall preclude a Director from receiving compensation from the Corporation for services rendered to the Corporation in some other capacity.

3.5 Delegation of Duties. The Board, in its discretion, delegates responsibilities for day-to-day operations and programming at the station to the General Manager, and shall delegate other duties as determined necessary by the Board.

ARTICLE IV – Nominations and Elections of Directors

4.1 Nominations and Appointments. Directors shall be first nominated and then appointed by election.

4.2 Nominating Committee. The Nominating Committee convened by the Board, shall prepare a slate of names of proposed Directors, together with background biographical information, and shall present this material to each Director at least ten (10) days prior to the pending appointment date.

4.3 Other Nominations. Other nominations may be made by presentation of a petition signed by 2/3 of the Directors, together with a written agreement to serve by the person so nominated. Said petition shall be submitted to the chairperson prior to or at the meeting in advance of the meeting in which the vote on new members will be taken.

4.4 Qualifications. It is the intent that Directors shall be chosen insofar as possible to represent broad sections of the community. As to general qualifications, the Board and Nominating Committee shall consider, in making appointments to the Board, whether

the candidate: (1) Understands the duties and responsibilities to be assumed as a Director; (2) Has an interest in and is capable of providing services on the Board commensurate with the needs of the Corporation; (3) Can provide impartial and fair services to benefit the Corporation; and (4) Is not influenced by politics, a personal position, or relationships with other organizations or activities in making decisions that are in the best interest of the Corporation.

4.5 Election. To be elected, a Director candidate must receive a majority of votes cast by secret ballot by the Board in an open meeting attended by a quorum. A quorum is defined in **Article 7.3**. In order to vote, a Director must be present at the election (no proxy voting is allowed). Board elections shall generally be held in the month of October.

4.6 Term of Office. Board members shall serve a term of three (3) years. A Director may be re-elected to serve a second or third additional term, for up to nine (9) years' consecutive service. A term shall expire following the meeting of the month of the third anniversary in which the Director was first elected.

4.7 Staggered Terms. It is the intention of the creators of these bylaws that the Directors' terms be staggered as much as possible in an effort to preserve continuity.

4.8 Eligibility for Re-election. A nine-year Director shall not be eligible for re-election until the year next succeeding that in which his term of office expires. A Director who has not attended at least two-thirds (2/3) of the meetings of the Board over the course of his term shall not be eligible for re-election to another term, without affirmative action of the Board to waive this requirement.

4.9 Resignation. A Director may resign at any time by giving notice in writing to the Chair of the Board, or the Secretary, who shall submit the notice to the Chair. Any resignation shall take effect at the time received unless otherwise specified in such notice. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective.

4.10 Termination and Removal. A Director may be removed by vote of two-thirds (2/3) of the Board members present and voting at an official meeting of the Board provided five (5) days written notice has been given that removal of a specified Director shall be an order of business at such meeting.

4.11 Vacancy. If a vacancy occurs on the Board by reason of resignation, death, incapacity or removal of a Director before expiration of his/her term, the Board may appoint a replacement to fulfill the remainder of that Director's term. If necessary, a special election may be called pursuant to Section 6.5.

ARTICLE V – Officers

5.1 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board. The Chair shall, subject to the direction and supervision of the Board: (i) have general and active control of the Board's affairs and business, and general supervision of its officers, agents and employees; (ii) call and preside at all meetings of the Board; (iii) see that all orders and resolutions of the Board are carried into effect; and (iv) perform all the duties commonly incident to this office, and such other duties as may be assigned by the Board. The Chair has the same right to motion and vote accorded to any other Board member.

5.2 Vice-Chair. The Vice-Chairperson shall perform the duties of the Chair in the case of the Chairperson's absence or inability to act. The Vice-Chairperson shall assist the Chair and shall perform such duties as may be assigned to him by the Chairperson, in concurrence with the Board.

5.3 Secretary. The Secretary shall prepare the agenda and keep the minutes of all meetings of the Board, and make and maintain due record thereof, and shall give all notices required by statute, bylaw or resolution, and shall perform such duties as may be delegated to the Secretary of the Board of Directors. The Secretary shall countersign all deeds and other documents requiring the signature of the Secretary of the Corporation, and as assigned by Resolution of the Board. In the Secretary's absence or inability to act, the Chairperson may assign the duties of the Secretary to another Board member or officer. Minutes may also be kept by a temporary Secretary appointed for that purpose.

5.4 Treasurer. The Treasurer shall be principal financial advisor to the Board and shall perform such duties as may be delegated to the Treasurer by the Board. The Treasurer shall be a signator on all bank accounts. The Treasurer shall be apprised of the financial condition of the Corporation by the General Manager and other financial agents or employees of the Corporation, and shall prepare and furnish to the Chairperson and the Board a report at every regular Board meeting of the financial condition of the Corporation. The reports shall include a balance sheet, profit and loss statement, and a cash flow statement. By resolution, the Board may require additional financial reports. In the Treasurer's absence or inability to act, the Chairperson may assign the duties of the Treasurer to another Board member or officer until such time as the Treasurer can perform his assigned duties.

5.5 Delegation of Duties. For reasons deemed sufficient by the Board, the Chairperson may delegate any officer's powers and duties temporarily to any other Director.

5.6 General Manager. The position of General Manager shall have the responsibility and authority for the day-to-day administration of the business and affairs of the Corporation, and supervision of all other employees, agents or representatives of the Corporation. The General Manager's duties shall be established by the Board, and

the General Manager shall serve at the discretion of the Board, under the general supervision of the Board. The General Manager may serve as a Board member but shall not be appointed as an Officer while serving as General Manager.

5.6.1 Administrative Responsibilities. The General Manager shall provide the Treasurer and the Board with an annual operating plan and budget for approval at each October Board meeting for the coming year. The General Manager shall hire and discharge budgeted staff and shall recruit, retain and dismiss non-paid agents or representatives of the station in accordance with established policies, or as outlined in resolutions or terms of contracts. The General Manager shall periodically provide the Board with staff position descriptions for approval which will reflect all duties assumed and delegated. The General Manager shall be evaluated annually, generally by October, by a committee of Directors designated by the Board for such purpose, or by the Executive Committee. The General Manager shall make purchase and sign checks and instruments on behalf of the Corporation as outlined in these bylaws or in resolutions or terms of contract. The Board by resolution may establish a purchase dollar limit above which the General Manager's signature requires a second signature of another Director with signature authority.

ARTICLE VI – Nominations and Elections of Officers

6.1 Officers. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. One person may hold the offices of Secretary and Treasurer, although this is generally to be avoided.

6.2 Election. Officers are elected by the Board of Directors. The term of office of all officers shall be one (1) year and shall expire on the anniversary date of their election, or on the date of the election of their successors, whichever occurs later. Officers may succeed themselves. However, the Chair shall not serve as Chair for more than two (2) consecutive terms.

6.3 Removal. Any officer elected by the Board may be removed by a majority vote of the Board during open meeting with quorum, by secret ballot, whenever in their judgment the interest of the Corporation may best be served thereby.

6.4 Resignation. Any officer of the Corporation may resign at any time by giving notice of resignation to the Chairperson or the Secretary of the Board of Directors. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Vacancies. If a vacancy should occur in office by reason of death, resignation,

incapacity or removal of such officer, the Board shall be so notified and may appoint someone to complete the officer's term by a special election.

ARTICLE VII – Meetings and Notices

7.1 Meetings. Regular meetings of the Board shall be held at least monthly or as necessary to conduct business of the Corporation. Regular meetings shall be called by the Chairperson and may be held at the registered office of the Corporation, or such other place as the Chairperson may from time to time designate, or as may be designated in the notice calling the meetings.

7.1.1 Notice of Meetings and Agendas. Written notice of regular meetings of the Board shall be given to each Director by email, telephone/fax, or hand-delivered at least five (5) days prior to the day named for such meetings. Agendas for regular meetings shall be prepared and provided to the Directors at least one day prior to the meetings.

7.1.2 Closed Sessions. Board meetings shall generally be open to all, except that the Board may by majority vote close the meeting to any or all non-Board members.

7.1.3 Special Meetings. Special meetings may be called by the Chairperson with five (5) days' notice or by written request to the Chairperson from two (2) Directors, with like notice given. The agendas of special meetings shall be limited to that listed in the notice.

7.2 Attendance at Meetings. Engagement by the Board is critical for the business and development of the Corporation, and attendance at all board meetings is expected. A Member's failure to attend four board meetings in any one (1) year may result in removal from the Board as specified in Article 5.8. Board attendance may be by remote connection.

7.3 Quorum and Actions. At each meeting of the Board, the presence of not less than one-half (1/2) of the Directors then holding office, disregarding any unfilled vacancies that may exist, shall be necessary to constitute a quorum for the transaction of business. The actions of the majority of Directors present shall be the actions of the Board. If less than such a majority is present at a meeting, the majority of the Directors then present may either adjourn the meeting without further notice, or act on the business and obtain written ratification of their acts by the majority vote of the quorum present at the next scheduled meeting.

7.4 Conflict of Interest. No Director shall vote on a matter in which he has a conflict of interest or duality of interest. Final rulings on the question of a Director's conflict in any matter pending before the Board shall be made by a majority of the Board. Where a conflict is found, the Director shall abstain from voting on the matter in question; or if a

vote has taken place, it will be ruled invalid after the fact. This prohibition is not to construe that the Director cannot state his position or participate in discussion of the matter in question.

7.5 Emergency Action. Any action that may be taken or that is required to be taken at a regular meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be established by a majority of the Directors, without dissent, providing that all Board members were provided advance notice. Such consent shall have the same force and effect as a unanimous vote, and may be so described in any document. Such matters shall be included in the agenda for the next regular meeting of the Board, to be noted and the vote recorded in the official minutes of such meeting.

7.6 Procedure. Rules for procedures shall be established by the affirmative vote of the majority of the Board members present. If the Board has failed to adopt a rule covering any point of procedure which may arise, Robert's Rules of Order will govern.

7.7 Proxy. No Director may give proxy to another member of the Board for the purpose of voting on resolutions or motions at a duly called meeting.

ARTICLE VIII – Committees

8.1 Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors, the General Manager, and the immediate past chair, and may include one other current member.

8.1.1 Responsibilities. The responsibility of the Executive Committee shall include implementing the policies of the Board, supervising day-to-day management activities of the Corporation, serving as the Budget Committee, conducting any business directed by the Board of Directors, and keeping the Board informed of the activities of the Executive Committee.

8.2 Nominating Committee. The Nominating Committee shall consist of no fewer than two (2) members of the Board of Directors and others as appointed by the Board. The Vice Chair typically will oversee the Nominating Committee. The members of the committee shall be elected each year by the Board, to serve a one-year term.

8.2.1 Responsibilities. The Nominating Committee shall be responsible for seeking out candidates for service on the Board. The Committee shall review names of prospective members and applicants and prepare a slate of candidates, having first determined that such people are prepared to serve.

8.3 Additional Committees. Other Committees may be established by the Board.

ARTICLE IX – Contracts, Loans, Checks and Bank Accounts

9.1 Contracts. The Board by resolution may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.2 Loans. The Board may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any person, firm, or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences or indebtedness of the Corporation.

9.3 Checks, Drafts, etc. Except as provided in Article 5.6.1, all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by the Chairman of the Board of Directors, the Secretary and/or the Treasurer or by such other officer or officers, agent or agents of the Corporation that the Board may prescribe and in such manner as may be determined by resolution of the Board of Directors on an annual basis or as necessary. Persons authorized as signatories shall be identified in the resolution and such resolution shall be approved by a majority vote at an open Board meeting with a quorum present.

9.4 Execution of Instruments. The General Manager is empowered to sign routine contracts or instruments, specifically payroll and those instruments that bind the organization for less than twelve (12) months. The execution of any substantial contract, conveyance or other instrument, specifically that binds the Corporation for more than twelve (12) months, must be authorized by the Board. An officer of the Board or the General Manager shall be empowered by resolution to execute the same in the name of and on behalf of this Corporation and may affix the corporate seal thereto.

9.5 Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation as shall be determined by resolution of the Board.

ARTICLE X – Fiscal Year

The Fiscal Year of the Corporation shall begin on the first day of January each year and shall end of the last day of December each year, unless changed by action of the Board.

ARTICLE XI – Annual Audit

The accounts of the Corporation may be audited annually in accordance with generally accepted auditing standards by independent certified public accountants. Selection of the auditor shall be by the Board, upon recommendation of the Treasurer, and overall supervision and review of the audit shall be, in the first instance, by the Treasurer unless the Board determines otherwise by majority vote. Copies of the report of such audit shall be furnished by the Budget Committee to all Directors.

ARTICLE XII – Indemnification and Insurance

12.1 Liability and Indemnification. In the absence of fraud or bad faith, the Directors or officers of the Corporation shall not be personally liable for the Corporation's debts, obligations or liabilities. The Corporation shall indemnify, hold harmless, and defend any Director or former Director of the Corporation against any claim, liability, loss or damage, arising from the negligence or in connection with the defense of any action, suit or proceeding in which said Director is made a party by reason of being or having been such Director. Such indemnification shall not be deemed exclusive of any other rights to which such Director may be entitled under any bylaw, agreement, vote of the Board, or otherwise. The Corporation shall reimburse any such Director or officer the reasonable costs of settlement of any such action, suit or proceeding if it should be found by a majority of the disinterested Directors that it was in the best interest of the Corporation that such settlement be made and that such Director or officer was not guilty of gross negligence, intentional misconduct or nonfeasance in the performance of his duties.

12.2 Insurance. The Corporation may purchase and maintain on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, comprehensive, all-risk liability insurance, including Directors insurance and libel and slander insurance and such other forms of insurance as the Directors shall determine by resolution. The Board of Directors and staff of the Corporation shall review insurance needs and coverage annually.

12.3 Limitation on Indemnification. Notwithstanding any other provisions of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification as a nonprofit organization under the laws of the State of Idaho and under federal regulations governing a broadcast licensee.

ARTICLE XIII – Dissolution of Corporation

13.1 Dissolution. Dissolution of the Corporation shall be by adoption of resolution to dissolve by the unanimous vote of the members of the Board of Directors.

13.2 Disposal of Assets. Upon dissolution, all assets shall be distributed in accordance

with the Articles of Incorporation and be subject to all state and federal laws that apply. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court for Ada County in the State of Idaho, exclusively for such purposes and to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV – Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of the majority of the Directors at any regular or special meeting of the Board, called for such purpose, provided that a full statement of such proposed amendment shall have been published in the notice of the meeting, and a quorum of the Directors are present in person, and notice of proposed bylaw changes is emailed to all Directors not less than fifteen (15) days prior to such meeting.


ARTICLE XV – Compliance

Compliance with these bylaws shall be assured by the Chair of the Board.

CERTIFICATION

The foregoing Bylaws of Boise Community Radio Project, Inc., were adopted by the Board of Directors present at a meeting at the offices at 1020 Main Street, Boise, Idaho, 83702 on May 23, 2011, at which a quorum of the Directors was present in person, and we the undersigned, being a majority of the Directors, do hereby certify that the foregoing Bylaws, consisting of fifteen (15) Articles, have been duly and regularly adopted as the Bylaws of Boise Community Radio Project, Inc.

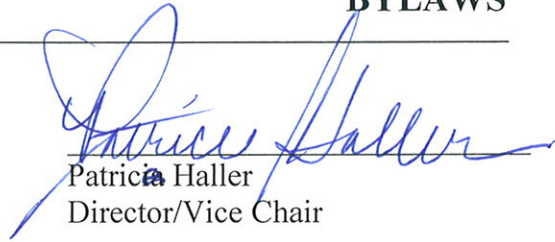
Jeff Abrams
Director, General Manager



Jack Van Valkenburgh
Director, Treasurer/Secretary



Scot Oliver
Director

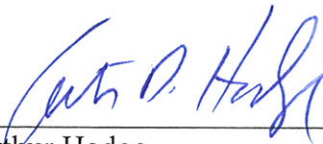


Patricia Haller
Director/Vice Chair

Steve Fulton
Director



Dave Krick
Director/Chair



Arthur Hodge
Director