

NCPR Executive Council

Bylaws

At its meeting on February 20, 2010, the Board of Trustees of St Lawrence University, license holder for its independent operating segment WSLU-FM (North Country Public Radio (NCPR)) voted to adopt the following bylaws to govern the operation of the station's Executive Council, a community advisory board established pursuant to the requirements of Section 396(k)(8) of the Communications Act.

ARTICLE I

PURPOSE AND OBJECTIVES

1.1 Purpose. The purpose of the NCPR EXECUTIVE COUNCIL is to, in an advisory capacity, *review the station's programming goals, to review the service provided by the station, and to review the significant policy decisions rendered by the station. The NCPR EXECUTIVE COUNCIL shall advise the Board of Trustees of St. Lawrence University and the management of the station 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 NCPR, and may make such recommendations as it considers appropriate to meet such needs.* ⁽¹⁾ The NCPR EXECUTIVE COUNCIL may undertake any further roles and responsibilities as may be delegated or assigned to the NCPR EXECUTIVE COUNCIL by the Board of Trustees of St. Lawrence University, which may include the following:

- a) Long range strategic planning.
- b) Station management succession planning.
- c) Financial planning.
- d) Outreach and philanthropy.
- e) Capital equipment and facilities planning.

1.2 Advisory Role. *The role of the NCPR EXECUTIVE COUNCIL is solely advisory in nature, except to the extent other responsibilities are delegated to the NCPR EXECUTIVE COUNCIL by the Board of Trustees of St. Lawrence University. In no case shall the NCPR EXECUTIVE COUNCIL have any authority to exercise any control over the daily management or operation of the station.* ⁽¹⁾

1.3 Liaison with NCPR. The Station Manager of NCPR, or other person or persons as may be designated by NCPR from time to time, shall be the liaison between the NCPR EXECUTIVE COUNCIL and NCPR, and in that capacity shall be the person through whom the NCPR EXECUTIVE COUNCIL directs communications with the station management of NCPR.

ARTICLE II MEMBERSHIP

- 2.1 Membership. Members of the initial NCPR EXECUTIVE COUNCIL shall be appointed by the Board of Trustees of St. Lawrence University to staggered 3 year terms. Thereafter, successor voting members shall be nominated and elected by the NCPR EXECUTIVE COUNCIL. The NCPR EXECUTIVE COUNCIL may exercise a reasonable degree of discretion in selecting voting members. Members shall be selected so that the overall board is reasonably representative of the diverse needs and interests of the community served by NCPR. It is expected that each member of the NCPR EXECUTIVE COUNCIL will be a contributing member in good standing of NCPR. Two (2) members of the NCPR EXECUTIVE COUNCIL shall be Trustees of St. Lawrence University serving as exofficio, non-voting members as designated by the Board of Trustees of St. Lawrence University. The St. Lawrence University Vice President for University Advancement, or other designated staff member who directly supervises North Country Public General Manager, will serve as an *ex-officio*, non- voting member of the Executive Council. Additionally, any NCPR staff would participate as non - voting members of the Executive Council. As used in these bylaws, the word “member” shall mean a voting member unless the context dictates otherwise.
- 2.2 Term. The full term of a member of the NCPR EXECUTIVE COUNCIL shall be three (3) years, provided that newly created seats shall be divided as equally as possible into one -, two-, and three-year terms to produce staggered terms. An NCPR EXECUTIVE COUNCIL member will serve no more than three (3) consecutive terms. A term shall run from July 1st to June 30th, consistent with NCPR’s fiscal year.
- 2.3 Size. The NCPR EXECUTIVE COUNCIL shall have no fewer than nine (9) members and no more than twenty (20).
- 2.4 Resignations. Any NCPR EXECUTIVE COUNCIL member may resign by delivering a written resignation to the Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. An NCPR EXECUTIVE COUNCIL member shall be deemed to resign upon failure to attend at least fifty percent (50%) of regular scheduled meetings of the NCPR EXECUTIVE COUNCIL within any twelve (12) month period, unless excused at the discretion of the Chair for good cause.
- 2.5 Vacancies from Resignations. Vacancies in the NCPR EXECUTIVE COUNCIL shall be filled by the NCPR EXECUTIVE COUNCIL in the manner provided in Article II, Section 2.1 of these Bylaws, provided that the term of the person so appointed shall not extend beyond the term of the vacancy filled. Vacancies need not be filled as long as there are at least nine (9) members of the NCPR EXECUTIVE COUNCIL.

ARTICLE III OFFICERS

- 3.1 Chair and Vice-Chair. The NCPR EXECUTIVE COUNCIL shall elect a Chair and Vice -Chair from its membership to serve a term of one (1) year or until a successor is elected. The NCPR EXECUTIVE COUNCIL shall inform the Board of Trustees of St. Lawrence University of its choice of officers. The Chair and Vice-Chair may serve more than one successive term in office, but not more than three (3) successive terms. A term shall run from July 1st to June 30th, consistent with NCPR's fiscal year. The election of Officers and new members shall take place at the meeting immediately preceding the end of the fiscal year and before the Annual Meeting.
- 3.2 Duties and Responsibilities. The Chair shall call and preside at all meetings of the NCPR EXECUTIVE COUNCIL. The Chair shall have the power to appoint committees and task forces, and their chairs, and shall transact such other business as may be set forth herein or as usually pertains to such office. The Chair shall set the agenda for meetings and oversee the affairs of the NCPR EXECUTIVE COUNCIL. The Vice-Chair shall act in the absence of the Chair and shall perform such other duties as the Chair may request.
- 3.3 Resignation. The Chair or Vice-Chair may resign by delivering a written resignation to the members of the NCPR EXECUTIVE COUNCIL. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
- 3.4 Vacancy. Vacancy of the Chair or Vice-Chair shall be filled by vote of the majority of the NCPR EXECUTIVE COUNCIL present at a regular or special meeting of the NCPR EXECUTIVE COUNCIL held for that purpose promptly after the occurrence of any such vacancy. Vacancies filled in this manner shall be for the unexpired portion of the previous Chair or Vice-Chair's term.
- 3.5 Removal. Whenever in the judgment of the NCPR EXECUTIVE COUNCIL the best interests of the NCPR EXECUTIVE COUNCIL will be served, any officer may be removed from office, and any member may be removed from the NCPR EXECUTIVE COUNCIL, by the affirmative vote of two - thirds of the members then in office. Any vacancies resulting from actions taken under this Section shall be filled in the manner provided in Section 3.4 in the case of officers and Section 2.5 in the case of members.

ARTICLE IV MEETINGS

- 4.1 Regular Meetings. Regular meetings of the NCPR EXECUTIVE COUNCIL may be held at such time and place as shall be determined by the Chair, but at least four (4) such meetings shall be held during each calendar year. The date and time of regular meetings shall be determined at the first NCPR EXECUTIVE COUNCIL meeting of each of NCPR's fiscal year and that schedule of meetings shall be

transmitted to the NCPR Station Manager. The Board of Trustees of St. Lawrence University may also call for a meeting of the NCPR EXECUTIVE COUNCIL at any time.

- 4.2 Annual Meeting. The annual meeting of the NCPR EXECUTIVE COUNCIL shall be open to the public, and NCPR management shall provide reasonable public notice of such meetings on its website and/or on-air announcements. The annual meeting shall be held within 90 days of the end of NCPR's fiscal year.
- 4.3 Agenda. NCPR EXECUTIVE COUNCIL members may place an item on an agenda by contacting the Chair at least ten (10) days prior to a regularly scheduled meeting. In addition, the NCPR EXECUTIVE COUNCIL may, at any meeting, decide to add an item to the agenda of a future meeting in response to comment by the public. Nothing herein shall prevent the NCPR EXECUTIVE COUNCIL from considering any item not on the agenda if the Chair finds it to be urgent and that the members have reasonably sufficient background needed to make a decision.
- 4.4 Comment by Members of the Public. Written correspondence from the public addressed to the NCPR EXECUTIVE COUNCIL shall be made available to all NCPR EXECUTIVE COUNCIL members and the NCPR Station Manager, within 14 days of receipt. The NCPR EXECUTIVE COUNCIL may respond if the inquiry falls under the NCPR EXECUTIVE COUNCIL's mandated role as provided for in the Public Broadcasting Act of 1967, if the NCPR EXECUTIVE COUNCIL so desires, or the NCPR EXECUTIVE COUNCIL may forward the correspondence to NCPR Station Manager for a response from station management.

At the annual meeting, a maximum of ten (10) minutes (or such greater period of time as may be decided by the Chair in his or her discretion) shall be set aside to enable the public to make comments on each policy issue being considered by the NCPR EXECUTIVE COUNCIL as part of the scheduled agenda. In addition, ten (10) minutes (or such greater period of time as may be decided by the Chair in his or her discretion) shall be set aside at the end of the meeting to hear public comments regarding issues not addressed as part of the formal agenda at the meeting. Each speaker shall be allowed a maximum of three (3) minutes (or such greater period of time as may be decided by the Chair in his or her discretion) to make a presentation and receive questions and comments from the NCPR EXECUTIVE COUNCIL and management. The Chair shall call each speaker in order, shall determine the allowed speaking time per individual, and shall act as the timekeeper or appoint a timekeeper.

At the discretion of the Chair, members of the public wishing to speak at an annual meeting may be required to write or telephone the NCPR Station Manager and request to be placed on the meeting agenda. A concise written summary of the issue to be addressed shall be given to the NCPR Station Manager to distribute to all members at least five (5) days prior to a meeting. Each speaker so recognized shall be allowed a maximum of three (3) minutes (or such greater period of time as may be decided by the Chair in his or her discretion) to make a presentation and receive questions and comments from the NCPR EXECUTIVE COUNCIL and management. The Chair shall call each speaker in order, shall determine the allowed speaking time per individual, and shall act as the timekeeper or appoint a timekeeper.

With a vote of at least two-thirds of the members present, but not less than a quorum of the NCPR

EXECUTIVE COUNCIL, the NCPR EXECUTIVE COUNCIL may designate one or more of its regular or ad hoc meetings as special meetings for the purpose of encouraging further involvement and comment by the public. Also by a similar two-thirds vote, the NCPR EXECUTIVE COUNCIL may vote to amend the rules for public comment for a special meeting in order to achieve the objective of the particular meeting.

The NCPR EXECUTIVE COUNCIL reserves the right to table an issue, refer an issue to NCPR station management, or add an issue to a future agenda for further discussion.

- 4.5 Ad Hoc Meetings. Ad hoc meetings may be held at such times and places as may be determined by the Chair, or upon written request of not fewer than five (5) members of the NCPR EXECUTIVE COUNCIL or as determined by the Board of Trustees of St. Lawrence University or its designee. At least seventy-two (72) hours notice by mail, e-mail or telephone shall be given for an ad hoc meeting.
- 4.6 Quorum. At all meetings of the NCPR EXECUTIVE COUNCIL the presence in person of fifty percent (50%) of the members, but in no event less than five (5) members, shall be necessary and sufficient to constitute a quorum, and the act of a majority of the members present shall be the act of the NCPR EXECUTIVE COUNCIL. No proxy voting shall be allowed.
- 4.7 Participation at Meetings. In order to remain in good standing, a member of the NCPR EXECUTIVE COUNCIL must attend at least fifty percent (50%) of the regularly scheduled NCPR EXECUTIVE COUNCIL meetings within any twelve (12) month period, unless excused at the discretion of the Chair for good cause. Any one or more members of the NCPR EXECUTIVE COUNCIL may participate in a meeting of the NCPR EXECUTIVE COUNCIL or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Decisions that need to be made between meetings can be made by email on recommendations made by the Chair, provided all members unanimously approve of email voting in that instance.
- 4.8 Recording Secretary and Minutes. The Chair shall appoint a recording secretary who shall be responsible for taking minutes of each NCPR EXECUTIVE COUNCIL meeting and who, after such minutes have been duly approved by the NCPR EXECUTIVE COUNCIL, shall promptly transmit a copy of such minutes to the NCPR Station Manager for retention in the public files of NCPR that are required to be maintained pursuant to the Public Broadcasting Act of 1967.

ARTICLE V

COMMITTEES AND TASK FORCES

- 5.1 Committees and Task Forces. The members of the NCPR EXECUTIVE COUNCIL shall choose a Nominating Committee as a standing committee, consisting of at least three (3) members, who se

job it is to nominate new members and a slate of officers each year. Current officers shall not serve on the Nominating Committee and if a member of the Nominating Committee is proposed for or elected to any office, that member shall immediately resign from the Nominating Committee. The Chair establishes other committees and task forces, as needed, and appoints their members and chairs, to carry out the functions and activities of the NCPR EXECUTIVE COUNCIL.

5.2 Reports. Each committee and task force shall make reports, as directed by the full NCPR EXECUTIVE COUNCIL.

5.3 Review by NCPR EXECUTIVE COUNCIL. The review and approval of the NCPR EXECUTIVE COUNCIL is necessary before any recommendation of a committee or task force can take effect.

5.4 Completion of Task Force Assignment. Upon completion of work assigned to a task force, the task force shall be dissolved by the Chair of the Executive Council.

ARTICLE VI AMENDMENTS

The NCPR EXECUTIVE COUNCIL may amend these Bylaws at any regular meeting by a vote of not less than 60% of the members then in office. Any voting on amendments to these bylaws shall be conducted by paper ballot (including electronic/facsimile) only. Any such amendments to these Bylaws may be vetoed by the Board of Trustees of St. Lawrence University within 90 days after written notification to it of such amendments, or at its next regularly scheduled meeting, whichever shall last occur.

⁽¹⁾ Text in italics is virtually identical to language in Section 396(k)(8) of the Communications Act.