

Willamette Information, News, and Entertainment Service

BYLAWS

Amended 10/8/12

Article I: Purpose

Section 1: Organizational Purpose

The corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (ORS 65) or its corresponding future provisions.

This corporation's primary purpose shall be to offer, as a community service, access to information, news, and entertainment programming in whatever communications media that the corporation chooses to employ.

Section 2: Restrictions on Location and Conflicts of Interest

If the corporation has or seeks a noncommercial radio station construction permit or broadcast license from the Federal Communications Commission then

a) either the corporation shall maintain its principal business office or campus within 25 miles of the reference coordinates of the community to be served or at least three-quarters of the corporation's directors shall reside in that area; and

b) neither the corporation, nor any parent or subsidiary entity, nor its officers and directors may have an attributable interest in any other radio station with a principal community contour that overlaps the principal community contour of the corporation's radio station.

Article II: Nonmembership

This corporation shall have no member as that term is defined by ORS 65 but may refer to supporters and others as “members.” These members shall have none of the rights or duties described in ORS 65 or any corresponding future statute.

Article III: Board of Directors

Section 1. Duties.

The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications of Directors.

The number of directors may vary between a minimum of five and a maximum of fifteen. Directors shall be natural persons 18 or older. The board shall pass a resolution to prescribe the number of directors whenever the number to serve is to change.

Section 3. Term and Election.

Except for initial or subsequent adjustments of terms to create staggered terms, the term of office shall be three years. The board shall stagger the terms of office for directors so that, each year, one third of the then-serving directors' terms expire (or as close as possible to one third).

Directors and Officers shall be elected by the Board at a regular meeting in November of each year. Directors' terms of office shall start at the call to order of the 1st regular Board meeting in December following the election. Terms of Directors shall expire at the end of the 1st regular Board meeting in December three (3) years after election. Officers' terms of office shall start as the first order of business following the Call To Order and Approval of Minutes of the first regular Board meeting in December following the election and shall expire when new Officers are installed at the first regular Board meeting in December one (1) year later.

There is no limit to the number of terms a director may serve. The board shall elect its own members, except that a director shall not vote on that director's own position.

Section 4. Removal of Directors.

Any director may be removed without cause by a vote of two-thirds of the directors then in office.

Section 5. Procedures for Filling Board Vacancies.

If vacancies occur such that fewer than the minimum number of directors set in Article III, Section 2 remain in office, then the president of the board may appoint new directors to fill director vacancies, up to the maximum number of directors specified in that section.

If vacancies occur such that more than the minimum number of directors set in Article III, Section 2 remain in office, then candidates may be elected to the board by a majority vote of those directors then on the board, up to the maximum number of directors specified in that section.

Section 6. Quorum and Actions.

A quorum at a board meeting, the number of directors who must be present for the board to take actions for the corporation, shall be a majority of the number of directors prescribed by the board or, if no such number of prescribed, a majority of the number of directors then in office just before the start of the meeting.

If a quorum is present, actions require a majority vote of those directors present unless these bylaws provide otherwise. For any action for which the law requires a majority vote of the directors in office (to establish committees to exercise board powers, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other specified matters), the majority required shall be the majority of the directors then in office.

Section 7. Regular board meetings.

The board shall determine the time and place of its regularly scheduled meetings; no other notice of the date, time, or place is required.

Section 8. Special board meetings.

The board may arrange special meetings at the time and place chosen. Not less than 48 hours before a special meeting is to commence, the board president or secretary shall notify each director of the date, time, place, and purpose of the special meeting by telephone or US mail.

Section 9. Alternative meeting venue (conference calls).

Any regular or special meeting of the board of directors may be conducted through use of any means of communication by which all directors participating may simultaneously speak to and hear each other during the meeting.

Section 10. Directors serve without salary.

Directors shall not be paid a salary for their services but may be reimbursed for expenses when permitted by board policies.

Section 11. Action without meetings permitted by unanimous consent

Any action required or allowed by law to be taken at a board meeting may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all the directors. The board may develop and implement policies and procedures to facilitate the use of electronic signatures by board members.

Article IV: Committees

Section 1. Executive Committee.

The board may, by resolution, create and elect members to an executive committee made up of, at minimum, the president and secretary of the board. If formed, the executive committee shall have the authority to make ongoing decisions between board meetings and to make financial and budgetary decisions.

Section 2. Other board committees.

The board may, by resolution, establish other committees as it deems necessary and desirable. When chartered, such committees may be advisory only or, consistent with the requirements of this article, may exercise the authority of the board.

Section 3. Makeup of committees able to exercise board authority.

Any committee chartered to exercise the authority of the board shall be composed of at least two directors, who must be elected to the committee by a majority vote of the number of directors then prescribed by resolution or, if no number is prescribed, by a majority of the number of directors then in office.

Section 4. Committee quorums and actions.

A quorum at a meeting of a committee that is chartered to exercise board authority shall be a majority of all the committee members in office before the meeting begins. If a quorum is present, the committee may act by a majority vote of the directors present.

Section 5. Limitations on committee powers.

No committee may (a) authorize payment of a dividend or any part of the income or profit from the corporation to its directors or officers; (b) approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the board or its committees; nor (d) adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution of the board of directors.

Article V: Officers

Section 1. Titles and qualifications.

The officers of this corporation shall be the president and secretary. All officers must be members of the board of directors.

Section 2. Election of officers.

The board of directors shall elect the officers to serve one-year terms. An officer may be reelected to additional terms without limitation. The board may develop and implement policies and procedures as desired to specify the election methods to be used.

Section 3. Filling officer vacancies.

A vacancy in any board office shall be filled not later than the first regular meeting of the board after the vacancy arises.

Section 4. Other officers permitted.

The board may, by resolution, elect or appoint other officers, agents, or employees as it deems necessary and desirable. Those appointees shall have the authority, duties, and terms of offices set by the board resolution.

Section 5. President.

The president of the board shall be the chief officer of the corporation and shall act as chair of the board and preside over board meetings. The president shall have any other powers and duties that the board prescribes by resolution.

Section 6. Secretary.

The secretary of the board shall have overall responsibility for all record-keeping and all corporation funds. The secretary shall perform, or cause to be performed, the following duties:

- a) keeping official records (minutes) of all proceedings of the board meetings and of actions taken;
- b) providing notice for all meetings of the board when required;
- c) authenticating the records of the corporation;
- d) keeping full and accurate account of all corporation financial records;
- e) depositing all monies and other valuables in the name of and to the credit of the corporation in such depositories as the board directs;
- f) disbursing all funds when it is proper to do so;
- g) making financial reports to the board as to the financial condition of the corporation; and any other duties that the board may prescribe. If the board appoints a treasurer, then the treasurer shall be responsible for duties d) through g) above.

Article VI: Corporate Indemnity

To the fullest extent allowed by law, this corporation shall indemnify any person who is made or threatened to be made into a party to an action, suit, or other proceeding because the person is a director of officer or a fiduciary within the meaning of the Employee Retirement Income Security Act (ERISA) or its corresponding future provisions with respect to any employer benefit plan of the corporation.

No amendment to this article limiting the corporation's obligation to indemnify any person shall have any effect on the indemnity obligation for acts or omissions that occur before the later of the effective date of the amendment or the

date that the affected person gets notice of the amendment. The corporation shall interpret the indemnity provision so as to extend to all persons covered by its provisions the most liberal possible indemnification, substantively, procedurally, and otherwise.

Article VII: Amendments to Bylaws

Provided that a quorum is present, the board may, by majority vote of the directors present, amend or repeal these bylaws and adopt new bylaws, provided that the notice provisions for amendments have been followed.

Before amending or repealing and replacing bylaws, each director shall be given at least seven days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The notice given to each director shall clearly state that one of the purposes of the meeting is to consider proposed amendments to the bylaws and contain a copy of the proposed amendments.

Adopted by WINES founding board of directors on November 28, 2010:

Karen McFarlane Holman, President; Melanie Zermer, Secretary;
Vicki Darden, Tim Patterson, Jeanine Renne.

Board amended Article III Section 3 on October 8, 2012 during regular meeting.