

SUNRISE COMMUNICATIONS, INC.
BYLAWS

ARTICLE I
Name, Location, Corporate Logo and Fiscal Year

Section 1 Name

The official name of the organization shall be Sunrise Communications, Inc doing business as KZUM Community Radio hereafter known in these Bylaws as “KZUM”.

Section 2 Location

KZUM shall be incorporated in the state of Nebraska, United States of America, at the place set forth in the Articles of Incorporation of KZUM.

Section 3 Fiscal Year

The fiscal year of KZUM shall begin October 1 and conclude on September 30 each year unless otherwise resolved by the Board.

ARTICLE II
Autonomy and Purpose

Section 1 Autonomy

KZUM is a wholly independent non-commercial non-profit organization that is not affiliated with any governmental, commercial or corporate entities.

Section 2 Purpose

The Purpose of Sunrise Communications, Inc., operating as KZUM, shall be to create and operate non-commercial, community owned public radio and electronic media to inform, entertain, educate, and promote the free flow of ideas. Its goal is to increase ethnic and cultural awareness through diverse music, news and public affairs programming via radio broadcast or online while striving for spontaneity and programming excellence both in content and technique.

ARTICLE III
Membership

Section 1 Membership Criteria

- III.1.1 KZUM does not have members as defined by the Nebraska Nonprofit Corporation Act as now or hereafter amended. These Bylaws may refer to certain persons as “members” for purposes of affiliation, contributions or otherwise.
- III.1.2 A member shall be any person or household that has contributed any amount of money, materials or supplies, or volunteer time annually.

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III.1.3 Membership shall be open to any person, or household without regard to race, creed, sex, sexual orientation, age, income, handicap, or disability, education, national origin, or beliefs.

Section 2 Membership Terms
Membership is valid for one calendar year from the date of the contribution.

ARTICLE IV
The Board

Section 1 Board Membership

- IV.1.1 The Board of Directors shall consist of eleven (11), known as “Directors” or “Members of the Board”, who constitute the group hereafter known as “The Board”.
- IV.1.2 In addition, the board shall include the Administrator, known as the General Manager, as a non-voting, ex-officio member.
- IV.1.3 These Directors shall have, and may exercise, all the powers granted to KZUM by law, the Articles of Incorporation, or these Bylaws.
- IV.1.4 The Directors share power equally except where “Officers of the Board”, hereafter known as “Officers”, have duties and powers delegated by these Bylaws or a Policy approved by The Board; Directors have the rights of presence for quorum, expression and vote, as well as supervising the business of KZUM.

Section 2 Officers of the Board

- IV.2.1 The following positions shall be referred to individually as “Officer” or collectively as “Officers of the Board”, or by the name of their role within The Board of Directors:

The Chair, responsibilities include (but are not exclusive to) calling a meeting of the Board to order and presiding at the meetings (puts to a vote all questions or motions that are properly presented).

The Vice Chair, responsible for serving as the Chair in the absence of the Chair or if the Chair should be recused for a meeting or action item.

The Treasurer, responsible for meeting with the General Manager regularly to evaluate the organization’s finances and assist the GM to prepare an annual budget, annual audits, and other financial responsibilities as necessary.

The Secretary, responsible for keeping a record of meetings to include resolutions, motions, and any motions adopted.
- IV.2.2 Officer Positions
 - A) A Director may serve as an Officer for a period of one (1) year.
 - B) An Officer may be elected to serve in the same Officer position for as long as he/she is a member of the Board of Directors.

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IV.2.3 Officer Responsibilities (see Section IV.5.1).

IV.2.3 Additional mandates and administrative responsibilities of the Officers of the Board shall be determined by the Board and recorded in a Policy approved by the Board.

Section 3 **Terms**

IV.3.1 **Length of Terms**

A) Director Positions

- i. Directors of the Board shall serve a term of three (3) years.
- ii. A year shall be defined as a 12 month period starting on 1 December of the calendar year through 30 November of the following year.
- iii. A Director may serve on the Board for two (2) full consecutive three (3) year terms after which the Director is not eligible to serve for one (1) year.
- iv. The eleven (11) Directors on the Board shall be elected on a staggered basis of four (4) positions in one calendar year, four (4) positions in the following calendar year, and the remaining three (3) positions in the following calendar year.
- v. The term cycle will repeat (4, 4, then 3) with the relevant Director positions provided with the option to;
 - a. renew as a Director for another term
 - b. create a vacancy by declining to renew for a second term
 - c. create a vacancy due to being ineligible to serve for another term

B) A Director that is appointed to complete an unexpired term created by a vacated position shall be eligible to serve two (2) full terms after completion of the unexpired term.

IV.3.2 **Board Vacancies**

- A) Resignation. Any members of the Board of Directors may resign by giving written notice to the Chair of the Board.
- B) Recall. A Director may be recalled and removed from office in accordance with procedures set forth in the Bylaws (Section IV.3.2.C).
- C) Removal for Failure to Attend Meetings. A majority of the Directors then in office may vote to remove any Director who missed three (3) consecutive, regularly scheduled meetings, or who misses half, or more, of the regularly scheduled Board meetings in a one (1) year period, beginning December 1st of a given year.
- D) The Board of Directors may fill any vacancy on the Board for the balance of the unexpired term with a two-thirds majority vote of the Board. If the number of Directors falls below seven (7), the Board shall fill any vacancies to reach a minimum number of seven (7) Directors.

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Section 5 Committees

The following standing committees shall be created:

IV.5.1 Executive Committee

- i) The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Board of Directors.
- ii) The Executive Committee may consult, give guidance or instruction to the General Manager between regular or Special Board Meetings.
- iii) The Executive Committee shall handle all emergency matters between regular Board Meetings and any other matter specifically delegated to it by the full Board of Directors.
- iv) The Executive Committee will have the responsibility to schedule an additional regular meeting (Executive Committee Meeting) with the General Manager not less than once each quarter and on an *ad hoc* basis as necessary
- v) The content of the Executive Committee meetings will include (but are not inclusive to):
 - review and discuss the organization's goals and deadlines
 - review the finances and budget
 - review the General Manager's performance
 - advise the General Manager as necessary in the matters of personnel, finances, or administration
 - an annual review of the Bylaws
- vi) The Board of Directors shall be provided at meetings any recommendations or consultations of the Executive Committee and may modify those recommendations made by the Executive Committee.

IV.5.2 The Programming Committee

- i) The Programming Committee shall serve as a resource for the Program Director and the Board of Directors and may serve as a body of appeal for the programmers if and to the extent authorized by the Board of Directors.
- ii) The Committee shall meet not less than once each quarter.
- iii) The Committee shall be comprised of five (5) members. Two (2) members to be assigned by the Board of Directors, and three (3) members to be programmers, selected by fellow programmers.
- iv) The elected members of the Committee shall serve one-year terms. Nominations will be by the Program Director, during a time each Fall to be determined by The Committee. The voting shall take place by written ballot, distributed to all current programmers. Ballots are to be returned to the KZUM Business Office at a date and time determined by The Committee.
- v) Vacancies on The Committee may be filled by The Programming Committee.

IV.5.3 Board of Directors Selection Committee

- i) The Board of Directors Selection Committee will be charged with identifying, screening applications, and preparing recommendations to the Board of Directors to fill Board vacancies created by any of the means identified in Section IV.3.2.

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- ii) The Committee shall be comprised of a minimum one individual representative from the Board, the employed staff, and the Program Committee. One representative from the Community Advisory Board will serve on the committee to serve in a non-voting advisory role in accordance with Paragraph C of the Corporation for Public Broadcasting Community Advisory Board Requirements.
- iii) The Committee shall strive to encourage application submissions from potential members representing diverse backgrounds including but not limited to race, gender, ethnicity, sexual orientation, age, and physical ability.
- iv) The Chair of the Selection Committee will be appointed by the Board of Directors to serve a one-year term.
- v) The Committee Chair will 1) collect applications as they are received and distribute them to the committee members in a timely manner, 2) schedule and coordinate committee review of the applications, and 3) work with the staff representative to review and draft the committee's recommendations to the Board for approval and acceptance.
- vi) Committee recommendations to fill Board vacancies will be presented to the Board action no later than the last day of November. A formal vote to accept the committee's recommendations will be conducted at that meeting to allow any new members to be accepted to begin their terms in December.

IV.5.4 Formation and dissolution of *ad hoc* committees will be conducted during Board meetings with a record to be included in Board meeting minutes.

Section 6 Liability of Members of the Board
Members of The Board shall not be personally liable for any debt, liability, or obligation of KZUM. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against KZUM may look only to the funds and property of KZUM for payment of any such contract or claim, or for the payment of any debt, damage, judgement, or decree, or of any money that may otherwise become due or payable to them from KZUM.

Section 7 Standards of Care

IV.7.1 Members of The Board shall perform their prescribed duties, including duties as a member of any committee on which a Member of the Board may serve. These duties shall be performed in good faith, in a manner that they believe to be in the best interest of KZUM, and with such care and due diligence, including reasonable inquiry, as a prudent person in a like situation would use under similar circumstances.

IV.7.2 A person who performs the duties of a Member of the Board in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Member of The Board.

Section 8 The Community Advisory Board

IV.8.1 In accordance with the Corporation for Public Broadcasting Community Service Grant requirements, Sunrise Communications Inc., as a Community Service Grant recipient, shall maintain a Community Advisory Board (CAB) for KZUM.

- i) The CAB's role shall be solely advisory in nature.

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- ii) Responsibilities of the CAB include (but are not exclusive to):
 - a. Monitor programming content and station policies to determine relevance to the community.
 - b. Advise the staff and governing body of the station with respect to determinations and whether programming content and policies serve the community.
 - c. Prepare recommendations to support the needs of the community.
- iii) Membership of the CAB shall be open to any person who lives in the Lancaster County listening area who is not a current staff member, Board of Directors member, of volunteer programmer at KZUM.
 - a. The CAB shall be composed of no fewer than five members and no more than 11 members, including the officer positions.
 - b. The officer positions shall be appointed annually:
 - i. The Chair (leads the CAB meetings)
 - ii. The Vice Chair (leads the CAB meetings in the absence of the Chair)
 - iii. The Secretary (records and prepares meeting minutes)
 - c. Prospective members may apply to the CAB via KZUM's website or by attending a CAB meeting. Vacancies may be filled by a majority vote of CAB members present at a meeting when there is an open seat on the CAB.
 - d. There is no defined term or term limit for members of the CAB.
 - e. Resignations from the CAB should be submitted in writing to the CAB chair.
 - f. A member of the CAB may be removed for failure to attend meetings or failure to meet a standard of care as deemed by the CAB
 - g. Removal will be enacted by a majority vote.
- iv) The CAB shall meet not less than once each quarter.
 - a. The CAB will be responsible for:
 - i. Scheduling and providing sufficient notice for all meetings, open to the public.
 - ii. Creating an agenda for the meeting.
 - b. A paid KZUM staff member shall be appointed as staff liaison to the CAB and will attend all CAB meetings to facilitate advisement.
 - c. A member of the Board of Directors will be appointed as a representative of the Board and will attend CAB meetings.

ARTICLE V
Administration

Section 1 Meetings

V.1.1 Rules of Meetings

The body of rules governing the proceedings of meeting shall be as prescribed in the current edition of Robert's Rules of Order. These rules shall apply to any regular or special meeting of The Board or the Annual Meeting.

V.1.2 The Board of Directors shall meet at least once every two (2) months at a fixed time, place, and day. Such meetings shall normally be held at the corporate office in Lincoln, Nebraska, but may be held at any location within the state.

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- A) Meetings of the Board of Directors will be open to the public, with the Board accepting Guest Comments on such terms as it specifies.
- B) Reasonable notice of Board of Director meetings shall be communicated by broadcast and on line announcements.

Section 2 Definition of Reasonable Notice
Reasonable Notice shall be deemed to be a minimum of ten (10) business days for in-person meetings. Notice shall be provided via radio broadcast or on line announcements.

Section 3 Quorum and Majority

V.3.1 Annual Meeting
The Annual Meeting of the Corporation shall be held at a time and place by resolution of the Board of Directors. In no event shall the meeting be held later than November 30th each year.

- V.3.2 Meetings of the Board
- A) Quorum for the conduct of business by the Board of Directors shall be the majority of the sitting Board of Directors.
 - B) Action by the Board shall be by majority vote of the number of Directors present.

V.3.3 Special Meetings of The Board
Special Meetings of The Board may be called at any time by the Chair, Vice Chair, or by two (2) or more Members of the Board. The Secretary of The Board shall provide reasonable notice of the date and time of the Special Meeting as well as organize the method that will be used to conduct the meeting. Notice of the Special Meeting shall specify the purpose of the meeting and no business other than the stated purposed or purposes may be transacted during such meeting.

ARTICLE VI
Amendments to Bylaws and Adoption of Policies

Section 1 Amendments to Bylaws

- VI.1.1 Proposed Changes
- A) Amendments to the Bylaws may be proposed at scheduled meetings by guests, programmers, staff, or Directors.
 - B) All proposed changes to the Bylaws must be approved by a 2/3 vote of the Board of Directors and will become effective thirty [30] days after approval.

Section 2 Adoption of Policies

The Board may approve policies to clarify the powers delegated to The Board by these Bylaws. Such policies shall be for the clarification of processes, procedures, methodology, duties, mandate, etc. only and shall not conflict with the letter or spirit of these Bylaws.

ARTICLE VII
Dissolution of Corporation

Section 1 **Dissolution of Corporation**

In the event of dissolution or final liquidation, whether voluntary or involuntary, the balance, if any, of money received by KZUM from its operations after payment in full of all debts and obligations, shall be distributed to any non-profit corporation exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code as it now exists as chosen by a majority vote of The Board of Directors.