NORTHERN NEW MEXICO RADIO FOUNDATION
NNMRF
BY-LAWS

ARTICLE I PURPOSE

This Corporation is organized exclusively for one or more purposes as specified in Section 501(C)3 of the internal revenue code including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)3 of the Internal Revenue Code.

The specific objectives and purposes of this Corporation shall be: To manage Radio Broadcast Station KSFR-FM for the Santa Fe Community College so that KSFR serves the public interest by providing cultural, entertainment, and educational radio broadcast programs for the Santa Fe area community.

ARTICLE II THE BOARD

2.1 The Board shall be comprised of up to fifteen (15) voting Directors appointed by the Board. The General Manager serves as an ex-officio director of the Board. Preference for Board membership will be given to persons with prior radio experience and/or with special skills which will be important to the fulfillment of the goals and objectives of the NNMRF. No voting member of the Board shall be a presently paid staff member.

2.2 Terms of Directors will be two years from the exact date of appointment to the Board with the possibility of two two-year renewals. Should a vacancy occur, a new appointment shall be made by the Board as soon as possible to fill the unexpired term.

2.3 Any Director shall be considered to have resigned after two un-excused absences from duly called Board meetings within any six month period, or three un-excused consecutive absences. The President has the authority to excuse absences and address excessive absences. A Director who anticipates an absence shall inform the President and the General Manager in advance.

2.4 The Board shall act in selecting directors to ensure the representation of a broad array of points of view, background, skills and community involvement.

2.5 A Director who acts in conflict with the best interests of the Board shall be subject to removal upon notice by a vote of two-thirds of the directors present at a meeting at which a quorum has been obtained.

ARTICLE III POWERS AND DUTIES OF THE BOARD

3.1 Subject to the laws of this state and any limitations in the Articles of Incorporation, and by these By-Laws relating to action required to be taken or approved by its Directors, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.2 It shall be the duty of the directors to perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation or by these By-Laws; to appoint and remove employees and discharge and prescribe the duties and fix compensation for all officers, agents, and employees of the Corporation; to supervise all offices, agents, and employees of the Corporation to assure that their duties are performed properly, and meet at such times and places as required by these By-Laws. The Board may delegate this duty to the General Manager.

3.3 All Directors shall avoid engaging in any activities which constitute, or might constitute, any conflict of interest, and shall conduct themselves in conformance with any policy relating to conflicts of interest as might be adopted from time to time by the Board.

3.4 Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties

3.5 The Board of Directors may from time to time establish and modify categories of donor recognition based upon levels of donor support.

ARTICLE IV OFFICERS

4.1 A president, vice-president, treasurer, and secretary shall be elected by a majority of the Board present at a meeting at which a quorum has been obtained, to be held in January each year, and shall serve in office for one calendar year or until their successors are elected and qualified. The officers of NNMRF shall also be the officers of the Board and shall constitute the Executive Committee of the Board.

4.2 The President shall conduct meetings, appoint directors to committees established by the Board, insure that the business of the NNMRF is undertaken in a proper and efficient manner, and determine that the Board shall act at all times in accordance with state and federal law as well as FCC regulations, as they apply.

4.3 The Vice-President shall assume the duties and responsibilities of the President in the event of the President's absence.

4.4 The Secretary shall be responsible for taking and distributing minutes to Board directors.

4.5 The Treasurer shall be responsible for all funds and securities of the Corporation. The Treasurer shall cause disbursements to be made according to standard accounting procedures and report to the Board on such disbursements at least on a monthly basis, and shall arrange for the annual independent audit of the books of the NNMRF. The Treasurer shall also be responsible together with the General Manager for oversight of the NNMRF account as directed by the Board.

ARTICLE V MEETINGS

5.1 The NNMRF Board shall meet regularly on a schedule established annually, special meetings or adjustments to the meeting times may be made as needed at the discretion of the President. The General Manager or designee is responsible for publicizing date, times, and places of meetings. .

5.2 Special meetings shall be called by the President as necessary or by written/electronic request of three directors. The General Manager or designee shall ensure that all directors are notified.

5.3 The Order of Business shall be decided by the President without debate. The Order of Business may be altered or suspended at any meeting by a majority vote of the Board present at a meeting at which a quorum has been obtained.

5.4 A quorum shall consist of a simple majority of those positions filled at the time of each meeting, and requires a minimum of five (5) directors if all positions are not filled.

5.5 The Board will conduct its functions consistent with these By-Laws and any special rules adopted by the Board, and meetings will be conducted using Robert's Rules of Order.

ARTICLE VI GENERAL MANAGER

6.1 The General Manager shall be principal employee of the Corporation and shall be hired by the Board of Directors pursuant to any employment arrangements as shall be determined by the Board of Directors.

The General Manager shall be responsible for the general administration and daily operation of the Corporation's principal activities; shall hire, dismiss and supervise the staff employees of the Corporation, and provide for the disbursement of funds subject to budget approval by the Board of Directors; and shall perform such other duties as prescribed by the most current job description approved by the Board of Directors, and serves as an ex-officio director of the Board.

6.2 The General Manager may be employed by the Board pursuant to a written employment agreement. Employment agreements between the General Manager and the Board may provide for evaluation of work, resignation, dismissal, salary, length of employment term, and other essentials of the position.

ARTICLE VII BOARD ADVISORS

The Board may select Advisors who participate, at the Board's discretion, on Board appointed committees, but shall have no vote on any matter.

ARTICLE VIII IRC 501(c)3 TAX EXEMPT PROVISIONS

No substantial part of the activities of this Corporation shall be the carrying of or propagandizing about or otherwise attempting to influence legislation, except as provided by IRC 501(h) and this Corporation shall not participate in any political campaign on behalf of or in opposition to, any candidate for public office.

ARTICLE IX PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this Corporation. Upon dissolution of this Corporation, after payment of all debts and other obligations, any assets remaining shall be distributed to any charitable corporation organized under Section 501(c)3 of the Internal Revenue Code, as the director(s) in charge of dissolution shall determine.

ARTICLE X AMENDMENT OF BY-LAWS

These By-Laws may be amended by two-thirds of the voting directors present at a meeting at which a quorum has been obtained, provided that such amendment has been submitted in writing at the previous regular meeting and mailed to any directors not in attendance at such meeting together with notice of the meeting at which such items will be considered.

ARTICLE XI INDEPENDENT AUDITOR

It shall be the Treasurer's responsibility, in conjunction with the General Manager, to issue a "Request for Proposal" for the (RFP) for the selection and retention of independent auditors to examine the financial statements and internal controls of the organization. The Board of Directors will review the responses and select the firm based on consideration of: qualifications, compensation, and independence of the firm.

It shall be the Board of Director's general policy to authorize an RFP from the Treasurer for selection and retention of a different independent auditing firm every three-five years.
The Board may decide to retain an auditing firm beyond five years when a particular financial or tax matter can best be resolved with the experience and organization knowledge of the current auditors. The policy of change in auditors would resume at the earliest practical opportunity.

ARTICLE XII INDEMNIFICATION

Each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefits plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

This indemnification clause shall not apply to any Director or Officer against who any claim, action or cause of action whatsoever is asserted by the Corporation in its own capacity.

ARTICLE XIII CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this Corporation, the Articles of Incorporation shall govern.

Should any of the provisions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall remain in full force and effect.

ADOPTION OF BY-LAWS

We, the undersigned, constituting at least two-thirds of the presently elected directors of the Northern New Mexican Radio Foundation (NNMRF), do hereby adopt the foregoing By-Laws, consisting of the preceding pages as the By-Laws of this Corporation.

Dated: 7/31/2010