

**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.



**NORTHERN NEW MEXICO RADIO  
FOUNDATION (NNMRF)  
BYLAWS  
AS AMENDED NOVEMBER 8, 2013**

**ARTICLE I - PURPOSE**

This Corporation is organized exclusively for one or more purposes as specified in Section 5011(c)3 of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt under Section 501(c)3 of the Internal Revenue Code.

The specific purpose 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 and educational programs for the northern New Mexico community and for other listeners beyond the immediate confines of that community.

**ARTICLE II - THE BOARD**

1. The Board shall be comprised of no fewer than five (5) and no more than fifteen (15) voting Directors appointed by the Board. The Executive Director and the Station Manager shall serve as ex-officio non-voting members of the Board. Preference for Board membership shall be given to persons with prior public media experience and/or with special skills that are conducive to the fulfillment of NNMRF's goals and objectives. No voting member of the Board shall be a staff member or program producer at the station.
2. Terms of Directors shall be two years from the 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.
3. Any Director shall be considered to have resigned after two unexcused absences from duly called Board meetings within any six-month period, or following three unexcused consecutive absences. The President shall have the authority to excuse absences and address excessive absences. A Director who anticipates an absence shall inform the President and the Station Manager in advance.
4. In selecting Directors the Board shall ensure that of a broad array of points of view, backgrounds, skills, and types of community involvement are represented.
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**

1. Subject to the laws of this state and of any limitations in the Articles of Incorporation and in these Bylaws 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.
2. It shall be the responsibility of the Directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws. Among these duties are the responsibility to appoint and remove the Executive Director and Station Manager, and to prescribe the duties and fix the compensation for them as employees of the

Corporation; to supervise the Executive Director and the Station Manager and thereby ensure that their duties are performed properly; and to meet at such times and places as are required by these Bylaws. The Board may delegate the duty of overseeing other employees to the Station Manager.

3. All Directors shall avoid engaging in any activities that constitute, or might constitute, any conflict of interest; and they shall sign, and conduct themselves in conformance with, any policies relating to conflicts of interest that are adopted by the Board.
4. Directors shall serve without compensation, but they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### ARTICLE IV- OFFICERS

1. A President, a Vice-President, a Treasurer, and a Secretary shall be elected by a majority of the Board present at a meeting at which a quorum has been obtained (normally to be held in January each year), and each officer shall serve in office for one calendar year or until his or her successor is elected and qualified. The officers of NNMRF shall also be the officers of the Board, and shall constitute the Executive Committee of the Board.
2. The President shall conduct meetings, appoint directors to committees established by the Board, ensure that the business of the NNMRF is undertaken in a proper and efficient manner, and ensure that the Board acts at all times in accordance with state and federal law, as well as with regulations and guidelines of the Federal Communications Commission (FCC).
3. The Vice-President shall assume the duties and responsibilities of the President in the event of the President's absence.
4. The Secretary shall be responsible for taking and distributing minutes to Board directors and for providing notice of the date, time, and location of meetings.
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 monthly to the Board on such disbursements; he or she shall also arrange for an annual independent audit of the books of the NNMRF. The Treasurer shall also be responsible, together with the Station Manager, for oversight of the NNMRF account, including investment funds, as directed by the Board.

#### ARTICLE V - MEETINGS

1. The NNMRF Board shall meet regularly on a schedule established annually, with special meetings or adjustments to normal meeting times to be scheduled as needed at the discretion of the President.
2. Special meetings may be called by the President by written request of three Directors, with it to be understood that here "written" includes communications that are transmitted electronically.
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, however, by a majority vote of the Board members present at a meeting at which a quorum has been obtained.
4. A quorum shall consist of a simple majority of those positions filled at the time of each meeting.

5. The Board shall conduct its functions in a manner consistent with these Bylaws and with any special rules adopted by the Board, and meetings shall be conducted using *Robert's Rules of Order*.

#### ARTICLE VI - MANAGEMENT STRUCTURE

1. The Board of Directors shall appoint and oversee the endeavors of (a) an Executive Director of the Foundation and (b) a Station Manager for KSFR.
2. The Executive Director, serving as an ex officio non-voting member of the Board, shall be responsible for working with the Board to develop and implement strategic planning and corporate policies (including those which pertain to grants, donor cultivation, membership drives, and special events), for representing KSFR to the community and to its audiences (analyzing pertinent data and ensuring that KSFR is responsive to its constituents), for preparing, in consultation with the Station Manager, an annual budget and monthly financial reports for the Board, and for working with the Station Manager on every aspect of programming and staffing.
3. The Station Manager, serving as an ex officio non-voting member of the Board, shall be responsible for the general administration and daily operations of the station. In this capacity he or she shall hire, supervise, evaluate, and, if necessary, dismiss staff and volunteers of the station, ensure compliance with FCC regulations and other legal requirements, provide for the disbursement of funds subject to guidelines approved by the Board, work with the Executive Director on strategic planning, establishment of corporate policy, budgeting, fundraising, and undertake such additional responsibilities as are prescribed by the Board.
4. Both the Executive Director and the Station Manager shall be employed by the Board pursuant to written employment agreements that shall provide for term duration, compensation, evaluation procedures, and severance provisions.

#### ARTICLE VII - BOARD ADVISORS

The Board may consult Advisors who participate, at the Board's discretion, on Board-appointed committees, but those Advisors 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 involve 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, trustees, officers, or other private persons. But the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. Upon dissolution of this Corporation, after payment of all debts and other obligations, any assets remaining shall be distributed to a charitable corporation organized under Section 501(c)3 of the Internal Revenue Code, in accordance with the best judgment of the Corporation's Director(s).

#### ARTICLE X - AMENDMENT OF BYLAWS

These Bylaws may be amended by two-thirds of the voting Directors present during a meeting at which a quorum has been obtained, provided that any such amendment has been approved at a previous meeting of the Board and delivered, either on paper or by means of digital transmission, to any Directors not in attendance at such meeting, along with notice of the meeting at which the proposed amendment will be considered.

#### ARTICLE XI - INDEPENDENT AUDITOR

It shall be the Treasurer's responsibility, in conjunction with the Station Manager, to issue a "Request for Proposals" (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 a firm based on consideration of the qualifications, compensation, and independence of said firm.

It shall be the Board of Directors' general policy to authorize an RFP from the Treasurer for selection and retention of a different independent auditing firm every three to five years. The Board may decide to retain an auditing firm beyond five years only when a particular financial or tax matter can best be resolved with the experience and organizational knowledge of the incumbent auditors. Thereafter the Board's policy of changing auditors on regular basis shall resume at the earliest practicable 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 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 whom any claim, action, or cause of action whatsoever is asserted by the Corporation in its own capacity.

#### ARTICLE XIII - CONSTRUCTION AND TERMS

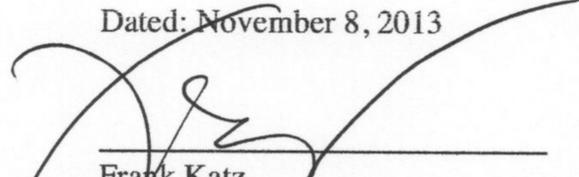
If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the Articles of Incorporation shall govern.

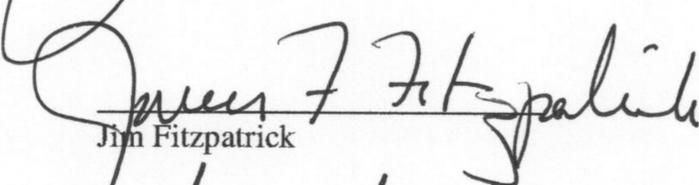
Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall remain in full force and effect.

ADOPTION OF BYLAWS

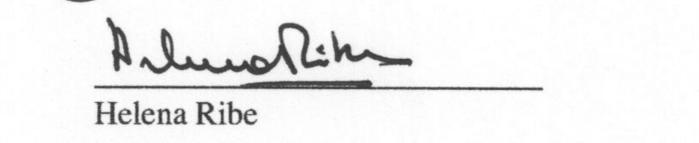
We, the undersigned, constituting at least two-thirds of the presently elected Directors of the Northern New Mexican Radio Foundation (NNMRF), do hereby adopt the foregoing Bylaws, consisting of the preceding pages as the Bylaws of this Corporation.

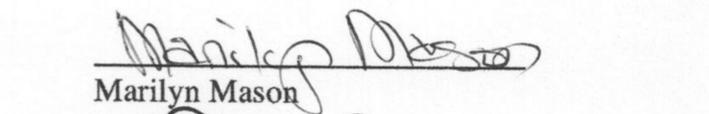
Dated: November 8, 2013

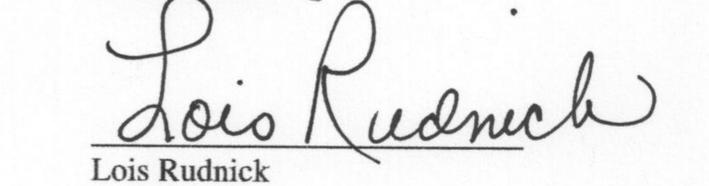
  
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Frank Katz

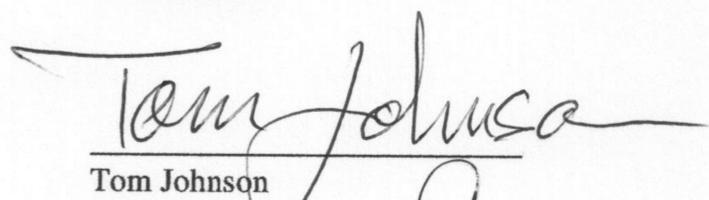
  
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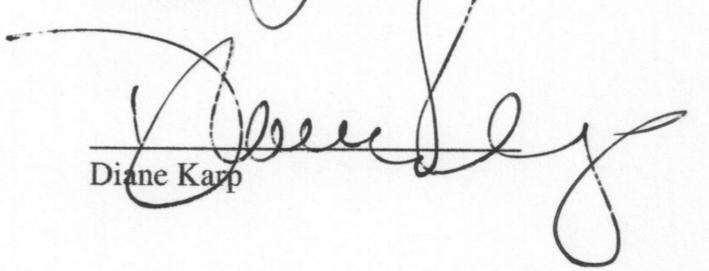
  
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John Andrews

  
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Helena Ribe

  
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Marilyn Mason

  
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Lois Rudnick

  
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Tom Johnson

  
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Diane Karp