

BYLAWS
OF
SEACOAST ARTS AND CULTURAL ALLIANCE and
PORTSMOUTH COMMUNITY RADIO

Adopted April 18, 2006. Revised October 11, 2007, and January 29, 2009.

ARTICLE I – DEFINITIONS

“Corporation” – the Seacoast Arts and Cultural Alliance (“SACA”) and Portsmouth Community Radio (“PCR”).

“The Code” – the federal Internal Revenue Code of 1986 as amended, and any regulations promulgated thereunder.

“Board of Trustees” – Members of the corporation vested with all powers permitted by law to trustees or directors of voluntary, non-profit corporations under the laws of New Hampshire to the extent not inconsistent with the Corporation’s tax-exempt status under the Code. The term “Trustees” and “Board of Trustees” may be used synonymously to extent permitted by applicable law and consistent with these Bylaws.

“Executive Board” – Trustees elected by the Board of Trustees to serve as Chair, Vice-Chair, Treasurer and Secretary.

“Members” and “Membership” – individuals, families or organizations registered with PCR. To register, Members must pay the prescribed Membership fee. The term “Member” as used in these Bylaws in reference to Membership is synonymous with “Membership.”

“Resolution” – An act adopted by the Trustees to further the purposes of the Corporation. A Resolution must be approved by majority vote of a quorum of the Trustees.

“Articles of Agreement” – Document that establishes the corporate entity, filed with the Secretary of State of New Hampshire. As used in these Bylaws, “Articles of Agreement” is synonymous with “Articles of Incorporation.”

ARTICLE II - PURPOSE

This corporation shall be a voluntary corporation, organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated herein, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which voluntary corporations may be organized under New Hampshire Revised Statutes Annotated Chapter 292 as amended, and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or under the corresponding sections of any future relevant

state and federal statutes. The corporation shall remain at all times secular and shall not be used to promote, advance, or recruit on behalf of any religious doctrine, belief, or faith.

Initially the primary purpose of the Corporation is to establish, operate, and promote a listener-supported, non-commercial, community FM radio station, known as Portsmouth Community Radio (“PCR”). The Corporation may engage in any other lawful activity consistent with these Bylaws and the Articles of Agreement as amended, so long as such activity would not affect adversely the tax-exempt status of the Corporation under the Code.

ARTICLE III - OFFICES

The principal office of the Corporation shall be located in Portsmouth, New Hampshire. The Corporation may have such other offices, either within or without the State of New Hampshire, as the business of the Corporation may from time to time require.

ARTICLE IV - MEMBERS

1. Qualification

Upon completion of payment of a minimum Membership fee to the Corporation, membership shall be granted to (a) any individual twelve years of age or older, or (b) any family group of two or more persons, or (c) any organization or business, so long as the membership of such individual, family, organization or business has not been suspended or removed from membership as provided in these Bylaws. No person may hold more than one individual Membership. All volunteers must become Members to participate in any SACA or PCR activities.

2. Minimum Membership Fee

The minimum Membership fee shall be set, and may be changed from time to time, by the Board of Trustees. To be considered a Membership fee, a contribution must be in cash, not in kind, unless such in-kind contribution is pre-approved by the Board of Trustees.

3. Effective Date of Membership

The effective date of Membership shall be the day of receipt by the Corporation of the completed payment of the minimum Membership fee.

4. Term of Membership

The term of Membership shall be the remainder of the calendar month in which the effective date of Membership occurred, plus the next twelve (12) consecutive calendar months. The last day of the twelfth month will be the Membership expiration date. Should the expiration date pass without payment of an additional minimum Membership fee, a grace period of one (1) additional month will be allowed without loss of Membership privileges. A minimum

Membership fee received during that grace month shall reestablish the Membership without lapse for twelve (12) more months beginning the day after the expiration date.

5. Membership Renewal

A Membership may be renewed at any time prior to the end of the grace period by completing payment of a minimum Membership fee at the current rate set by the Board of Trustees and in effect at the time the fee is completed. If the grace month has passed without renewal, the Member shall be removed from the roll of active Membership. That Member later may be enrolled, and at that time his or her Membership will be considered as new.

6. Resignation From Membership

A Member may resign from Membership at any time by submitting written notice of resignation to the Corporation Secretary. The resignation shall be effective on the date it is received at the Corporation offices, or on a date specified in the written notice, whichever is later. No vote or other action need be taken by the Board of Trustees for the resignation to be effective. On the effective date of the resignation, the Secretary shall cause the name of the resigned Member to be removed from the roll of Membership.

7. Effect of Resignation

Resignation terminates all rights and privileges in or with respect to the Corporation held by Membership. Membership fees are not returnable, in whole or in part, to the contributor as a result of resignation.

8. Rights of Members

Members shall have the right to request regular information on the activities of the Corporation, including programs to be broadcast through the Corporation's facilities and aggregate financial data. Members shall have the right to address the Board of Trustees at any regular or special meeting of the Board in a form and manner established by the Board of Trustees. Members may place items on the agenda of the Board of Trustees for consideration at its next meeting by written request to the Chair. Members shall have the right to inspect the records of the Corporation upon appointment with the Secretary and/or Treasurer for such records maintained by each officer.

9. Suspension and Removal From Membership

A Membership may be suspended for just cause by a majority vote in open ballot by the Board of Trustees. Just cause may include, but is not limited to, actions inconsistent with the mission of the Corporation. After a minimum suspension period of thirty calendar days, a Membership may be terminated by a two-thirds majority vote in open ballot by the Board of Trustees. A Membership under consideration for suspension or removal must be notified in writing of the pending action at least two weeks (14 days) before such vote is to occur. Such notice shall be sent to the Membership at its last known address by electronic mail, U.S. mail, or similar

means. Such notice shall contain any reason(s) considered for suspension or removal, as well as a statement that the Member has the opportunity to address the Board verbally and/or with written materials before any vote on suspension or removal is taken.

ARTICLE V - BOARD OF TRUSTEES

1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Trustees. The Trustees may adopt rules and regulations for the conduct of their meeting and the management of the Corporation, as long as such rules and regulations are not inconsistent with these Bylaws, the Articles of Incorporation, or any relevant provision of law; and only as long as such rules and regulations would not affect adversely the tax-exempt status of the corporation.

2. Number, Tenure, Qualifications

The number of Trustees of the Corporation shall at all times be at least five (5), with the maximum number as is deemed necessary by the Trustees. The terms of the number of Trustees at the time of the adoption of these Bylaws shall be limited to three (3) years. The terms of additional Trustees shall be staggered or divided into classes such that the terms of Trustees in each such class expire in different years. No Trustee shall serve on the Board of Trustees for more than two (2) consecutive three-year terms. A Trustee may serve additional terms, provided that a period of at least one year has elapsed between the end of such consecutive terms and the beginning of any subsequent term. No Trustee shall be an Employee or Agent of the Corporation during his or her term as Trustee.

3. Appointment of Executive Board

Subject to Article VI of these Bylaws, the Board of Trustees shall elect, from among the Trustees, the following officers to serve as the Executive Board of the Corporation: Chair, Vice-Chair, Secretary and Treasurer.

4. Executive Board Approval of Expenditures

Subject to any administrative policy adopted by the Board pursuant to these Bylaws, no expenditure exceeding \$2000 shall occur unless approved by the Treasurer; provided however, that if the Treasurer is unavailable, no such expenditure shall occur unless approved by any other member of the Executive Board. After such approval, the approving Executive Board Member must report such expenditure to the Board of Trustees at its next regularly scheduled meeting.

5. Insurance

The Corporation shall purchase and maintain on behalf of any person who is or was a Director, Trustee, Officer, Employee or Agent of the Corporation, comprehensive all-risk liability insurance, including Director's insurance and other such forms of insurance as the Trustees

shall determine. The Executive Board shall review insurance coverage annually. Notwithstanding any contrary provision herein, each current and former Director, Trustee, Officer, Employee or Agent of the Corporation shall be indemnified and shall be held harmless for any act or omission committed or omitted in good faith, to the fullest extent allowed by law.

6. Annual Meeting

An annual meeting of the Board of Trustees shall be held on the first Tuesday in February of each year without other notice than this Bylaw. The Trustees may instead hold the annual meeting at any other date within the first quarter of the calendar year. Notice of such meeting shall be provided to Members by such means as the Trustees deem appropriate. The annual meeting of the Trustees shall be open to Members. Trustees may schedule other Trustee meetings from time to time as required to accomplish any proper Corporation purpose.

7. Order of Business

The annual meeting of the Board of Trustees shall include without limitation the following agenda items:

- A. Chairman's Annual Report
- B. Treasurer's Annual Report
- C. Annual Report from General Manager (if any)
- D. Annual Reports from Committee Chairs (if any)
- E. Election of Executive Board Members

8. Regular or Special Meetings

The Trustees may call regular or special meetings at the request of the Chair or any two (2) Trustees. The Trustees may fix the time, place and hour for holding any such meeting.

9. Notice of Regular or Special Meetings

Notice of any regular or special meeting shall be given to each Trustee at least five (5) days before the meeting date by written notice delivered personally, or by electronic mail to the last known email address provided by the Trustee, or by United States mail to each Trustee at his or her business address. Attendance by a Trustee at a meeting shall constitute a waiver of notice of such meeting, except if a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called, noticed or convened.

10. Quorum

At any meeting of the Trustees, a quorum must be present to transact business. A quorum shall consist of at least five Trustees, or fifty percent (50%) of the total number of Trustees, whichever is less. If less than a quorum is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

11. Provisional Action; Ratification by Email

At any meeting of the Trustees in which less than a quorum (or any other required number of Trustees) is present, the Trustees may take provisional action by a majority vote of the Trustees present at such a meeting. Within five calendar days after such a meeting, a written vote shall be taken seeking ratification of any such provisional action. In order to transact business through such a ratification, a vote must consist of responses from a quorum of the Trustees. Ratification shall occur on the receipt of affirmative responses from a majority of the voting Trustees. Such a vote may occur by electronic mail.

12. Manner of Acting

Except as otherwise provided by these Bylaws, in order to approve a Resolution, the Board of Trustees must act by a majority vote of the Trustees attending a meeting at which a quorum of the Board is present.

13. Trustee Meetings Open to Members; Executive Sessions

In general, any Member may attend any Meeting of the Board, except any portion of such Meeting that the Chair rules as an Executive Session. Attendance at Executive Sessions shall be limited only to Trustees and any other person(s) whom they may designate.

14. Newly Created Trusteeships and Vacancies

Newly created Trusteeships resulting from an increase in the number of Trustees, or vacancies occurring in the Board for any reason, may be filled by appointment by the Board of Trustees or in such manner as the Board may from time to time proscribe. A Trustee appointed to fill a vacancy caused by resignation, death or removal shall hold office for the unexpired term of his or her predecessor. In order to join the Board of Trustees, a candidate must agree to be bound by the terms of these Bylaws. A Trustee must be a Member of the Corporation at the time (s)he joins the Board, and must remain a Member throughout the term of his/her Trusteeship. From time to time, the Board may create additional qualifications or standards as it may determine are necessary or proper to achieve Corporate purposes.

15. Resignation

A Trustee may resign at any time by giving written notice to any member of the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Executive Board member. Acceptance of the resignation shall not be required in order to make the resignation effective.

16. Presumption of Assent

A Trustee who is present at a meeting of the Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent to such action is stated before adjournment. However, a Trustee may dissent after adjournment if such dissent is sent in written form to each Member of the Executive Board by registered mail within three (3)

business days of the adjournment of the meeting. Absent extenuating circumstances, such right to dissent shall not apply to a Trustee seeking to rescind an affirmative vote in favor of an action taken at the meeting.

17. Committees

Trustees may designate by Resolution, either from among Board of Trustee Members, or from the Members of the Corporation, such committees as needed. Each committee shall consist of two (2) or more persons. Committees shall report to, and serve at the pleasure of, the Board of Trustees.

18. Removal of Trustees

A trustee may be removed for just cause by a two-thirds (2/3) majority vote of all Trustees entitled to vote, at any regularly scheduled, duly noticed meeting of the Board of Trustees. Grounds for removal include, without limitation, consistent unexcused failure to participate in the affairs of the Corporation and/or to attend regularly scheduled meetings. The Board may from time to time enact by Resolution a policy requiring Trustees to perform reasonable duties, the lack of performance of which may constitute grounds for removal.

ARTICLE VI – EXECUTIVE BOARD

1. Number

The Executive Board consists of those Trustees elected by the Board of Trustees to serve as officers of the Corporation, and shall at all times include a Chair, Vice-Chair, Secretary and Treasurer. The Board of Trustees may appoint or elect other additional officers and/or assistant officers from time to time. A Trustee may hold more than one such office, provided that at least two Trustees serve on the Executive Board at all times.

2. Election and Term of Office

The Executive Board shall be elected annually at the annual meeting of the Trustees. Each Executive Board officer shall hold office until his or her successor shall have been duly elected or until (s)he dies, resigns, or is removed as provided in these Bylaws. Executive Board officers may not hold such office beyond their term as Trustee, except on a temporary basis until such office is filled by a current Trustee.

3. Removal

Any Executive Board Member elected or appointed by the Trustees may be removed by the Trustees whenever in their judgment the best interests of the Corporation would be served thereby. Removal must be by majority vote of a quorum present at a properly noticed meeting of Trustees.

4. Vacancies

A vacancy in any Executive Board office because of death, resignation, removal, disqualification, or otherwise, may be filled by any other Trustee for the unexpired portion of the term.

5. Chair

The Chair shall be the principal executive officer of the Corporation and, subject to the control of the Trustees, shall supervise and control all of the business and affairs of the Corporation. The Chair shall set the agenda for any meeting of the Trustees or of the Membership, in consultation with at least one other member of the Executive Board, or when no such Executive Board Member is available, with any other Trustee. The Chair shall, when present, preside at all meetings of the Trustees. When authorized by the Trustees, the Chair may sign, with the Treasurer or any other officer of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees have authorized to be executed, except in cases where the signing and execution of an instrument is expressly delegated by the Trustees to some other officer of the Corporation.

6. Vice-Chair

The Vice-Chair shall perform the duties of the Chair during an absence, or upon the disability, of the Chair which prevents the latter from performing his or her duties. In that case, the Vice-Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall inform the Board of Trustees within twenty-four (24) hours after assuming the duties of the Chair, insofar as it is feasible to do so, or as soon as possible thereafter. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Trustees.

7. Secretary

The Secretary shall undertake the following responsibilities: (1) to keep minutes of Board of Trustees meetings in one or more books provided for that purpose; (2) to see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required; (3) to serve as custodian of the Corporate records; and (4) to perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Chair or by the Trustees.

8. Treasurer

The Treasurer shall undertake the following responsibilities: (1) to keep charge and custody of all funds of the Corporation; (2) to receive and give receipts for moneys due and payable of the Corporation from any source whatsoever; (3) to deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws, the Articles of Incorporation and any applicable law or

regulation; (4) to perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Chair or by the Trustees.

9. Delegation

Notwithstanding any provision herein to the contrary, the Trustees may from time to time delegate to the Executive Board any proper power and/or duty that would otherwise vest in the Board of Trustees to the extent such delegation is not inconsistent with the Articles of Agreement or with any applicable provision of law.

ARTICLE VII - LIMITATION OF LIABILITY

1. Injuries

Trustees of the Corporation shall serve without compensation. Pursuant to Section 508:16 of the New Hampshire Revised Statutes Annotated, as amended—or pursuant to any future corresponding provision of law—Trustees and officers shall not be liable for damages for bodily injury, personal injury or property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Corporation.

2. Breach of Fiduciary Duty

Trustees and officers of the Corporation shall not be liable to the Corporation for monetary damages for any breach of fiduciary duty, to the full extent permitted by Chapter 292 of the New Hampshire Revised Statutes Annotated, or under any future corresponding section of law.

3. Indemnification

The Corporation shall indemnify and hold its Trustees and officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the Trustee to be indemnified has not acted in bad faith, nor engaged in intentional misconduct, nor knowingly violated any law, nor derived any improper personal benefit.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts

The Trustees may authorize any person to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

2. Loans

A Resolution of the Board of Trustees shall be required in order to undertake any loan by, from, or on behalf of the Corporation. No evidence of indebtedness shall be issued in the name of the Corporation unless specifically authorized by the Board of Trustees, or as otherwise determined under these Bylaws.

3. Forms of Payment

No check, draft, or other order for the payment of money, note, nor any other evidence of indebtedness shall be issued in the name of the Corporation unless approved according to the provisions of Article V, Section 4 of these Bylaws, or in such other manner as may be determined from time to time by Resolution of the Trustees.

4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Trustees may select.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE X – CONFLICT OF INTEREST POLICY

Notwithstanding any provision of these Bylaws to the contrary, the Conflict of Interest Policy defined under this Article X shall govern and take supremacy. For the purposes of these Bylaws a “conflict of interest” is defined as any direct or indirect financial interest in any entity with which the Corporation has a transaction or arrangement, or as further defined by any court of competent jurisdiction, or under any applicable provision of New Hampshire or federal law or regulation.

1. Duty to Disclose and Voting Requirements

Any possible conflict of interest on the part of any Trustee, officer, and employee of the Corporation shall be disclosed in writing to the Board and made a matter of record through an annual procedure as determined by the Board, and also when the interest involves a specific issue or transaction before the Board. Such disclosure shall be amended by every Trustee, officer, and employee of the Corporation as any further potential conflict may arise.

Every Trustee shall abstain from voting on any matter in which the Trustee has a conflict of interest, and on any matter in which a conflict of interest inheres in any member of the Trustee’s household or immediate family, by blood or marriage.

If a specific issue being considered for a vote by the Trustees involves a conflict of interest on the part of a Trustee or officer, the minutes of the meeting shall reflect (1) that the Trustee disclosed the conflict, (2) that the Trustee abstained from any vote on the issue, and (3) the result of the any vote cast on the issue by a majority of non-conflicted Trustees.

If a transaction involving a Trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds (2/3) vote of the Trustees approving the transaction is required. If a transaction involving a Trustee exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds (2/3) vote of the Trustees approving the transaction is required, and a legal notice must be published in the required newspaper, together with written notice to the Director of Charitable Trusts in the New Hampshire Attorney General's Office. The minutes of the meeting at which such an approval is made shall reflect (1) that a disclosure was made, and (2) that the interested Trustee—and any other Trustee with a pecuniary transaction with the Corporation during the fiscal year—were absent during the discussion and the voting on the transaction, and (3) the result of the any vote cast on the issue by a majority of non-interested Trustees.

Every new member of the Board shall be advised of this Conflict of Interest Policy upon entering the duties of his or her office and shall sign a statement acknowledging an understanding of—and agreement to—this Policy.

2. Other Statutory Requirements

The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292:6-a, or any future corresponding provisions), and all such laws are incorporated in full and made part of this Policy. These requirements include, but are not limited to, an absolute prohibition on any loans to any Trustee or officer of the Corporation, and a prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from a Trustee or officer without the prior approval of the probate court. These requirements extend both to direct and indirect financial interests as defined by the relevant statutes.

ARTICLE XI - WAIVER OF NOTICE

Unless otherwise provided by law or by these Bylaws, whenever any notice is required to be given to any Member or Trustee of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Agreement, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - MISCELLANEOUS PROVISIONS

1. Severability

If any court or administrative agency of competent jurisdiction holds any portion of these Bylaws to be invalid—or reaches a decision that would render any portion of these Bylaws invalid—such portion shall be deemed null and void. All remaining provisions shall remain of full force and effect.

2. Retroactive Cure

The Board may vote to ratify a Board action taken previously. The effect of such ratification shall be to make valid the prior Board action, effective as of the date the action was first taken. Such ratification authority shall apply to previous actions taken which are procedurally defective for failure to file enactment procedures set forth in these Bylaws.

3. Captions

Captions under these Bylaws are provided for reference purposes only, and are not determinative of the subject matter contained therein.

4. Singular and Plural Numbers

To the extent reasonable, the singular and plural number in the language of these Bylaws shall be interchangeable. The singular number may substitute for the plural, and the plural number may substitute for the singular, so long as such an interpretation is sensible under a plain and ordinary reading of the language.

5. “Established Local Entity” and “Local Diversity of Ownership”

The Corporation shall at all times maintain the characteristics necessary to be an “established local entity,” pursuant to Section 73.7003(b)(1) of the Federal Communications Commission's rules, and to provide “local diversity of ownership” pursuant to Section 73.7003(b)(2) of the Federal Communication Commission's rules, with respect to any application filed by the Corporation for a permit to construct a noncommercial educational radio station.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all liabilities of the Corporation, the Board of Trustees shall distribute the assets of the Corporation:

- (1) in such manner or to such organization (or organizations) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at any time qualify as an exempt organization (or organizations) under Section 501(c)(3) of the Internal Revenue Code of 1986, or under the corresponding section of any future federal tax code; or
- (2) to a local, state, or federal government, for a public purpose.

ARTICLE XIV - AMENDMENTS

These Bylaws may be altered, amended, or repealed; and new Bylaws may be adopted by a majority vote of the Trustees present at the Annual Meeting or any other duly noticed meeting of the Trustees. However, in no event may any amendments be made which adversely affect the Corporation's qualifications as a tax-exempt corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

By: Brian W. Gregg
Secretary, Board of Trustees