

# WCUW, INC.

910 Main Street, Worcester, MA 01610 ♦ 508-753-1012 ♦ [www.wcuw.org](http://www.wcuw.org)

## RESTATED BY-LAWS

(As adopted May 22, 2018)

(As adopted Aug. 27, 2024)

### ARTICLE I: General Provisions

#### Section 1: Name of the Corporation

The name of the Corporation shall be WCUW, Inc., hereinafter referred to in these By-Laws as the Corporation.

#### Section 2: Principal Office

The principal office of the Corporation shall be in Worcester, Massachusetts. The Board of Directors may establish an office or offices at such other places within The Commonwealth of Massachusetts, from time to time, as the Board of Directors may determine to be required by the affairs of the Corporation.

#### Section 3: Not for Profit Corporation Status

The Corporation is to be organized as a not-for-profit corporation pursuant to and regulated by Chapter 180 of the General Laws of The Commonwealth of Massachusetts and Section 501(c)(3) of the U.S. Internal Revenue Code Of 1954, as amended (the "Code").

### ARTICLE II: Purposes

#### Section 1: Goals of the Corporation

The Corporation is to be dedicated to the exploration and improvement of the communications media for individuals living within the Central New England area. It will seek to inform, entertain and enlighten, trying to make a positive difference in the lives of area residents.

#### Section 2: Objectives of the Corporation

To achieve its goals, the Corporation shall operate radio station WCUW-FM and shall support local artists, activities and culture, promote awareness of global culture and issues and provide community members access to media facilities and training regardless of race, creed, sex, color, sexual orientation, lifestyle, physical ability or age. Further, it shall strive to involve those communities underrepresented by the media in programming and operations; it shall educate the community about local issues; it shall foster creative freedom and experimentation in the use of the media; and it shall facilitate communication within the community.

### Section 3: Powers of the Corporation

In pursuit of these primary goals and objectives, the Corporation shall be empowered to receive income by way of gifts, grants, transfers, legacies and other donations from any public or private source and to manage said income in accordance with the direction(s) and/or expressed intent of the donor(s) or grantee(s) or, in the absence of any such clear direction, as the Corporation may determine from time to time for the promotion of all or any of the above-mentioned goals and objectives.

### Section 4: Limitation of Corporation Powers

Nothing herein contained in these By-Laws shall authorize the Corporation directly or indirectly to engage in or include among its purposes any activities not authorized to corporations under Chapter 180 of the General Laws of The Commonwealth of Massachusetts and/or Section 501(c)(3) of the Code.

The limitations of the powers of the Corporation shall include but not be limited to:

- (a) Regulations which require that none of the activities and resources of the Corporation shall be devoted to participating in or intervening in any partisan political campaign on behalf of any candidate for public office, whether by publication or distribution of statements or otherwise endorsing any candidate; and,
- (b) Regulations which require that no dividend shall ever be declared or paid to any member of the Corporation. The property and all the resources of the Corporation are irrevocably dedicated to charitable purposes within the meaning of Section 501(0)(3) of the Code. In the event of the liquidation or dissolution of the Corporation, the assets of the Corporation remaining after the payment of debts and other obligations shall not inure to any private person, but shall be distributed to one or more non-profit funds, foundations, and/or corporations organized for charitable purposes and which has or have established tax-exempt status under Section 501(c)(3) of the Code. Upon dissolution or liquidation, the Corporation will make every effort to distribute assets to a fund or corporation with tax-exempt status within the greater Worcester, Massachusetts area and will only distribute assets beyond this geographical area if there should not exist a fund, foundation or entity able and willing to receive the assets of the Corporation.

## ARTICLE III: Membership in the Corporation

### Section 1: Qualifications for General Membership

All persons committed to furthering the goals and objectives of the Corporation shall be eligible for membership in the Corporation (each a "General Member" and collectively the "General Membership") upon payment of whatever dues in whatever amount and payable at whatever time as may be determined appropriate by the Board of Directors. In order not to discriminate on the basis of

any ability to pay dues, in appropriate circumstances, the Board of Directors may waive, wholly or in part, the requirement of payment of dues by a General Member. The Board of Directors may, from time to time, create categories of membership as the Corporation may deem appropriate or desirable, including but not limited to individual, student, senior and family memberships. Each individual, student or senior membership shall be entitled to one (1) vote; each family membership shall be entitled to two (2) votes; there is no age minimum or maximum to be a General Member.

## Section 2: Powers of the General Membership

It shall be the duty of the General Membership to elect the Board of Directors of the Corporation each year at the Annual Meeting of the General Membership, as set forth in these By-Laws, and to amend these By-Laws and/or the Articles of Organization at the Annual Meeting or any Special Meeting of the General Membership legally called for the purpose of amending these By-Laws and/ or the Articles of Organization as outlined in these By-Laws. It is also within the power of the General Membership to recall or remove any Officer or Director of the Corporation as provided in these By-Laws. For purposes of voting, a General Member or Member must be a member of the Corporation in good standing with membership dues paid as of thirty (30) days prior to any meeting of the Corporation.

## ARTICLE IV: Board of Directors

### Section 1: Qualification of Directors

All General Members of the Corporation over eighteen (18) years of age shall be eligible for nomination and election to the Board of Directors.

In order to qualify for nomination to the Corporation's Board of Directors, a person must comply with all of the following conditions:

- (a) be a current General Member in good standing for one (1) year;
- (b) endorse the mission of the Corporation and share the values which it represents;
- ~~(c) attend at least two (2) of the monthly Regular Meetings of the Board in the twelve (12) months prior to nomination and at those meetings demonstrate abilities in communication, listening and working toward group agreement in a way that is respectful of others; deleted by vote at Special Meeting, August 27, 2024.~~
- (d) complete the Board nomination form, if there shall be any;
- (e) read these By-Laws and the Corporation's mission statement;
- (f) review the Corporation's meeting minutes for the year preceding nomination;
- (g) know how to locate public documents (Form 990, Articles of Organization) of the Corporation;
- (h) agree to attend as much as feasible all Board meetings, understanding that missing more than two consecutive meetings means possible removal from the Board as set forth in these By-Laws;
- (i) keep current on the Corporation by reading the program guide and listening to as many programs as possible;

- (j) commit to four (4) hours a month volunteering at the Corporation, including Board meetings, committees, outreach, office work, events and fundraising;
- (k) commit to assisting with all fund drives, including on and off-air;
- (l) commit to being an active member on at least one Board committee;
- (m) refrain from using Board affiliation or authority for personal gain or to influence or promote anything other than the Corporation, nor for personal gain or influence within the Corporation; and
- (n) agree that the Board shall have no direct or indirect influence over WCUW's on-air programming.

## Section 2: Powers and Duties of the Board of Directors

Except as provided otherwise by the provisions of these By-Laws, the Board of Directors of the Corporation shall exercise the powers of the Corporation and shall, in fact, in addition to the commitments made in connection with nomination to the Board of the Corporation as set forth hereinabove:

- (a) establish the general policies and procedures of the Corporation;
- (b) establish short and long term goals and all priorities of the Corporation within the broad range of the Corporation's purposes and goals;
- (c) establish, impanel, and regulate committees of the Board of Directors, which committee members may include, as deemed necessary by the Board of Directors, General Members and/or other persons, and which committees will be required to report to and make recommendations to the Board of Directors and the Executive Director at each Board meeting;
- (d) establish, impanel and regulate advisory boards for Corporation activities, including community advisory board(s);
- (e) allocate the resources of the Corporation and monitor the use of the Corporation resources;
- (f) review and approve the annual budget of the Corporation, such annual budget to be prepared by the Executive Director together with the Treasurer and the Corporation's accountant;
- (g) hire and directly supervise the Executive Director, and conduct annual performance reviews of the Executive Director;
- (h) hire any other staff of the Corporation, such staff to be directly supervised by the Executive Director and indirectly supervised by the Board, through monthly reports to the Board, or as requested by the Board from time to time, in the Board's discretion;
- (i) review and approve all material contracts, either directly or through a Board designee, prior to being entered into by the Corporation, material contracts being any contracts with an individual monetary value of more than \$1,000.00 and/or which shall bind the Corporation for a period of more than twelve (12) months (excluding underwriting contracts, which shall be handled by the Executive Director); and
- (j) attend all Annual and Special Meetings of the General Membership in person.

### Section 3: Number of Directors

The Board of Directors shall consist of no more than eleven (11) and no fewer than seven (7) Directors. The exact number of Directors shall be confirmed at each Annual Meeting. With the exception of the Executive Director, who serves as an ex-officio Board member, no director may simultaneously be a member of the Corporation's staff or be under contract with the Corporation in an ongoing, continuous financial relationship. No Board will include (a) spouses, (b) parents and children or (c) siblings at any one time.

### Section 4: Terms of Office

Each Director shall serve for no more than a two (2) year term without requiring re-election at the Annual Meeting. The Board of Directors, at its first regular meeting after the Annual Meeting for 2018, shall designate approximately one-half of the Directors as having a one (1) year term and the remaining Directors as having a two (2) year term, with the option to confirm the current staggered terms of Board members, thus causing approximately one-half of the Directors' terms to expire each year concurrent with the elections at the Annual Meeting. No Director may be elected to the same Officer position for more than three (3) consecutive one (1) year terms. No Board Member may serve for more than six (6) consecutive years.

### Section 5: Board Meetings

- (a) All meetings of the Board shall be held at the principal offices of the Corporation or at any other suitable location as the Board may determine.
- (b) Attendance at Board meetings may be by conference call, if such technology is available. Such remote attendance is valid only if the remote attendee(s) can participate directly with the other Directors at such meeting, and the attending Directors can hear and interact directly with the remote attendee(s).
- (c) Regular monthly meetings of the Board of Directors may be held without call or notice at such places and at such times as the Board of Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. A regular meeting of the Directors may be held without a call or notice at the same place as the Annual Meeting of the General Membership, or the Special Meeting held in lieu thereof, following such meeting of the General Membership, provided either that every Director is present at the meeting at which the Annual Meeting or Special Meeting is fixed or any absent Director has received the minutes of such meeting.
- (d) Special Meetings of the Board of Directors shall be held whenever called by the Chairperson or when requested by at least two (2) Directors by written notice or electronic communication to the Secretary of the Corporation, with copies to all other Directors.

### Section 6: Quorum for Directors Meetings

- (a) A simple majority of the then serving Board Members at each Board meeting shall constitute a quorum for the transaction of Corporation business at such meeting. Once a quorum is achieved it shall be deemed achieved for the duration of the Meeting. If no quorum is achieved, Board Members in attendance may discuss the business of the Corporation and refer such business as necessary to a Regular Meeting or a Special Meeting of the Board of Directors to be held at a subsequent date.

- (b) Unless otherwise provided by these By-Laws, no action of the Board of Directors of the Corporation shall be legally binding unless such action has been authorized by a simple majority vote of the assembled Board of Directors at a Regular or Special Meeting of the Board after first having achieved a quorum. The Board, once having achieved a quorum may, upon motion, ratify a prior unauthorized Board action at a subsequent Regular or Special Meeting of the Board.

#### Section 7: Notices of Board Meetings

Notices of all Board Meetings, except for those mentioned above in this Article, shall be given by the Secretary of the Corporation to each Director, by electronic communication, facsimile, or first class mail, postage prepaid, to such addresses as may be registered on the books of the Corporation, at least five (5) days before the date of each such Meeting. Any regular monthly meeting of the Board, the date for which was set at the previous meeting of the Board, shall not require any such written notice.

The Board members shall receive in writing, via electronic communication, first class mail, or delivered in person, confirmation notice of each meeting of the Board, including a meeting agenda, at least forty eight (48) hours prior to the scheduled meeting. Also, notwithstanding the foregoing notice requirement or any other notice requirement contained in these By-laws, any Board Member may advise the Secretary that notices sent to him/her via electronic means shall satisfy all notice requirements as to that Board Member.

All notices of Special Meetings shall be in writing or by electronic communication with at least forty-eight (48) hours notice given to all Board Members of all such Special Meetings. Notice need not be given to a Board Member if a written waiver of notice is executed by such Board Member before or after a meeting and is filed with the records of the meeting, or to any Board Member who attends the meeting without protesting prior thereto or at its commencement of the lack of notice to such Board Member. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

All reports to be made at such Regular or Special Meetings of the Board, including without limitation the required financial reports and report of the Executive Director, shall be provided via any electronic communication, facsimile or in person, to each Director at least twenty-four (24) hours prior to the scheduled meeting.

#### Section 8: Rules of Order for Board Meetings

The Board of Directors may promulgate no rules for the conduct of Board Meetings inconsistent with these By-Laws. At all Meetings of the Board, any member of the General Membership in attendance at such meeting shall be entitled to address the Board at a "new business" designated part of the meeting agenda. Rules for procedure shall be established by a vote of a simple majority of the Board present. If the Board fails to adopt a rule covering any point of procedure that may arise, then Robert's Rules of Order may be used as a guide only.

### Section 9: Attendance at Board Meetings

If any Director should fail to attend two (2) consecutive Regular Meetings of the Board without just cause a vacancy shall be declared by the Board at the next Regular Meeting of the Board, unless just cause is determined by the Board. The Board alone shall determine “just cause”, including communications with the absentee Director(s) setting forth his or her reasons for absenteeism.

### Section 10: Resignation of Directors

Any Director may resign from the Board before the expiration of his/her term by sending or causing to be sent a letter of resignation. Said resignation may be made in writing sent first class mail, postage prepaid, or by electronic communication, in either case to be sent to all Directors of the Corporation, and including to the Executive Director, such written or electronic communication to be sent at least ten (10) days prior to the next Regular Meeting of the Board. Said resignation shall become effective at the next Regular Meeting of the Board of Directors, and if the Director is also an Officer of the Corporation, his or her resignation as such Officer shall be deemed effective simultaneously with resignation as a Director.

### Section 11: Removal of Directors by Board

Upon motion, any Director may be removed for just cause by a two-thirds vote of the Directors at a Regular or Special Meeting of the Board of Directors. The Board Member whose removal is to be the subject of Board discussion and vote, shall be notified via electronic communication or in writing by first class mail, postage prepaid, no less than ten (10) days in advance of any such Meeting. Said notice shall be sent to any such postal or electronic address as may be registered on the books of the Corporation maintained by the Secretary. The letter or electronic communication must contain notice of intent to remove such Director through this By-Law provision and must be sent to all Directors and the Executive Director. The Board discussion and vote shall be conducted in an executive session. Directors may also be subject to removal upon petition by the General Membership of the Corporation in accordance with the provisions of these By-Laws. Any removal of a Director includes his or her simultaneous removal as an Officer, if applicable.

### Section 12: Vacancies on the Board of Directors

- (a) When a vacancy occurs on the Board of Directors and there are at least seven (7) Board Members remaining, the Board shall first determine whether to fill the vacancy.
- (b) If the Board decides to fill the vacancy prior to the next Annual Meeting of the General Membership, it shall be filled by a process of publicizing the vacancy or vacancies and then nomination and election by a vote of the Board of Directors at a Regular or Special Meeting of the Board. The new Director shall complete the unexpired portion of the term for the seat that he/she has filled. Alternatively, once having decided to fill the vacancy the Board may opt to leave the Board seat vacant until the next Annual Meeting elections.
- (c) If any elected Officer fails to attend two (2) consecutive Regular Meetings of the Board of Directors without just cause as determined by the Board of Directors at a Regular or Special Meeting, the Board may declare a vacancy in such Officer's

position(s) as specified above. Should a vacancy be declared, then a successor to such Officer may be elected from within the already-constituted Board of Directors. In the event that the Officer failing to attend two (2) consecutive Regular Meetings without just cause is the Chairperson, then the Vice Chairperson and the Secretary may declare a vacancy as specified hereinabove, and a successor may be elected from within the already constituted Board of Directors. Any Officer vacancy filled in the above manner shall be valid only until the next election of Officers occurs.

## ARTICLE V: Officers of the Corporation

### Section 1 : Officers

At the Annual Meeting, the General Membership shall elect Directors of the Corporation in accordance with these By-Laws. At the next Regular Meeting of the Board, the Directors shall hold an election among themselves selecting from their number at least a Chairperson, Vice-Chairperson, Treasurer and Secretary whose terms of office shall be each for one year. The Directors may, from time to time, or whenever desirable or appropriate, elect more than one Vice Chairperson and/or an Assistant Secretary(s) or Assistant Treasurer(s). All Officers shall be current General Members of the Corporation in good standing.

### Section 2: Chairperson

The Chairperson shall have the usual powers, duties and responsibilities associated with this office, subject to the provisions of these By-Laws. The Chairperson shall have a vote as a General Member of the Corporation at Annual Meetings and Special Meetings of the General Membership, and as a member of the Board of Directors at all Board meetings. He shall preside at all Annual Meetings of the General Membership and at all Meetings of the Board of Directors. He may, as may be determined solely by the General Members at a Special Meeting of the Members, preside at Special Meetings of the General Membership. Unless otherwise designated by a majority vote of the Board of Directors, the Chairperson, together with the Treasurer, shall execute all material contracts, documents, leases, deeds, mortgages (both real and personal property), and all other material instruments to be executed on behalf of the Corporation. The Chairperson shall, with the Treasurer, be empowered to sign all checks and any similar negotiable instruments for the Corporation, including all checks over \$1,000.00; provided however the Executive Director is empowered to sign singly all checks less than \$1,000.00 as required in order to pay bills owing by the Corporation to keep the Corporation in good fiscal standing and as set forth in these By-Laws.

### Section 3: Vice Chairperson

The Vice Chairperson shall assume all the duties and powers of the Chairperson in his/her absence solely if and when so authorized by the remaining Directors. The Vice Chairperson shall also perform such additional duties as the Board may deem appropriate.



#### Section 4: Secretary

The Secretary of the Corporation shall keep and maintain or cause to be kept and maintained the records of the Corporation which shall include yet not be limited to: (a) original and/or conformed copies of the Articles of Organization with any amendments, revisions or restatements; (b) original and/or conformed copies of these By-Laws; (c) the names and addresses of all Directors of the Corporation; and (d) the names and addresses of all General Members of the Corporation. The Secretary shall be responsible for all other records and/or documents retained by the Corporation or so ordered by the Board of Directors. The Secretary will send out or cause to be sent out all notices of Regular, Special and Annual Meetings as required by these By-Laws, The Secretary will keep or cause to be kept written minutes of these Meetings and the Executive Director will post such minutes promptly and in any event prior to the next meeting on the [www.wcuw.org](http://www.wcuw.org) website and on the Corporation's Facebook page(s). The Secretary shall also file or cause to be filed Annual Reports under the General Laws of The Commonwealth of Massachusetts and/or other documents required to keep the Corporation in good standing with The Commonwealth of Massachusetts.

#### Section 5: Treasurer

The Treasurer shall maintain and conduct the financial affairs of the Corporation with the assistance of the Executive Director. The Treasurer and the Executive Director shall have the custody of all monies, debts, obligations, contracts, documents and other papers relating to the fiscal affairs of the Corporation. The Treasurer shall, with the Chairperson, be empowered to make, draw, sign, endorse, and accept for the Corporation promissory notes and other documents in connection with any loans or financial obligations to be incurred by the Corporation. The Treasurer and the Executive Director, each signing singly, shall be empowered to execute on behalf of the Corporation checks, bills and vouchers; provided, however, any checks over \$1,000 shall require two signatures and shall be signed by the Chairperson and Treasurer or by the Treasurer and Executive Director and any checks up to \$1,000 may be signed by the Executive Director singly. The Treasurer shall keep or cause to be kept full and accurate financial records of the Corporation, all in accordance with generally accepted accounting principles and practices, The Treasurer together with the Corporation's accountant, shall file or cause to be filed all financial reports required by The Commonwealth of Massachusetts and the U.S. Internal Revenue Service. At the Annual Meeting of the General Membership, the Treasurer shall submit in writing a financial report to the General Membership. The Treasurer shall also submit in writing a financial report at the Regular Meetings of the Board of Directors and at any other time as the Board of Directors may request. The Executive Director and the Corporation's accountant shall assist the Treasurer as required in conjunction with preparation of such financial reports.

#### Section 6: Authorized Signatures

Notwithstanding the division of duties indicated in these By-Laws, the Board of Directors shall determine whose signatures are specifically required to bind the Corporation to a negotiable instrument.

## Section 7: Document Retention and Board Access

All Members of the Board of Directors shall have access to the documents, papers and files retained on behalf of the Corporation. The Officers and the Executive Director shall keep or cause to be kept all papers of the Corporation at the principal office of the Corporation.

## Section 8: Indemnification of Directors

The Corporation shall indemnify any Director, Officer or employee of the Corporation who is made party to any action or proceeding as a result of actions on behalf of the Corporation for all reasonable expenses including judgments, fines, amounts paid in settlement and attorneys' fees, incurred in an action or proceeding, so long as the Director, Officer or employee has acted in good faith to be determined by the Board of Directors within specific provisions of these By-Laws, the Articles of Organization or the Corporation's personnel policies.

## Section 9: Executive Director

The Executive Director of the Corporation shall report directly to the Board and shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. The Executive Director will attend and provide a written report at each Regular Meeting of the Board and at any other time as may be reasonably requested by the Board. The Executive Director shall be an ex-officio member of the Board.

# ARTICLE VI: Annual Meetings

## Section 1: Annual General Membership Meeting

- (a) The Annual Meeting of the General Membership shall be held on or before the last Wednesday in October of each year at the principal offices of the Corporation or at some other location that may be designated by the Board of Directors.
- (b) The General Membership shall transact whatever other business shall legally come before this Meeting, without prior notice having been given. In addition, at the Annual Meeting the General Membership shall hold an election to fill all vacancies on the Board of Directors that have occurred as a result of term expiration or for any other reason, to maintain a minimum of seven (7) members and a maximum of eleven (11) members on the Board.
- (c) The Secretary and/or the Executive Director of the Corporation shall send out or cause to be sent out notice of the Annual Meeting or of any Special Meeting, as hereinafter defined, to all Members of the Corporation. All required notices sent pursuant to these By-Laws shall be deemed given: (a) five (5) days after deposit with the U.S. Postal Service or other applicable postal service, if delivered first class mail, postage prepaid; (b) upon delivery, if delivered by hand; (c) one business day after deposit with Federal Express or similar overnight courier, freight prepaid; or (d) one business day after the date of electronic transmission. All required notices and ballots will be sent to the last recorded address, electronic or otherwise, received for a General Member. Electronic notice (with mailing to those General Members without email addresses), together with

notices regularly aired on WCUW-FM and posted on the [www.wcuw.org](http://www.wcuw.org) website and all WCUW Facebook pages, shall be deemed sufficient notice of an Annual Meeting or Special Meeting.

- (d) There will be proxy or absentee ballots for use in conjunction with voting at the Annual Meeting, provided that all such ballots be returned to the Secretary or Executive Director of the Corporation at the principal office of the Corporation, either postmarked forty-eight (48) hours before the Annual Meeting or delivered in person to the office of the Corporation prior to the Annual Meeting, with satisfactory evidence of the respondent's current Membership in the Corporation, and provided that such proxy or absentee ballots shall remain in sealed envelopes until the votes are to be counted. Electronic ballots only may be accepted if sent to an email address monitored and verified (as to membership and voting rights) by the Executive Director and one Board member and set up exclusively for voting at such Annual Meeting.

### Section 2: Quorum for Annual Meetings

A minimum of twenty-five (25) persons registered on the books of the Corporation and present shall constitute a quorum for the Annual Meeting of the General Membership.

## ARTICLE VII: Membership Meetings

### Section 1: Special Membership Meetings

In addition to the Annual Meeting required by these By-Laws, there shall be Special Meetings of the General Membership:

- (a) at any time, upon the written application of twenty-five (25) members of the General Membership registered on the books of the Corporation and filed with the Secretary;
- (b) whenever requested by a majority of the Directors of the Corporation; or
- (c) if amendments are required in the Board's discretion, to the By-Laws and/or Articles of Organization of the Corporation, to be approved outside of the Annual Meeting.

Within thirty (30) days of such application or request as set forth above, the Board is compelled by these By-Laws to announce a Special Meeting of the General Membership in the manner set forth in these By-Laws.

Notice of Special Meetings will be sent out by an Officer of the Corporation, or if so requested by such Officer, by the Executive Director of the Corporation, to all General Members of the General Membership registered on the books of the Corporation, no less than thirty (30) days before the announced Special Meeting in the manners specified hereinabove with respect to Annual Meetings. The business to be transacted at or the purpose of any Special Meeting and the time, date, and location or other manner of meeting will be specified in the notice of the Special Meeting.

The quorum for Special Meetings of the General Membership shall be twenty-five (25) General Members present and registered on the books of the Corporation. Voting will be conducted in accordance with procedures set forth above with respect to Annual Meetings.

## Section 2: Recall of Directors/Officers by the Membership

Any Director of the Corporation may be recalled or removed from the Board of Directors through a vote of no confidence by a majority of the quorum of General Members assembled at a Special Meeting of the General Membership provided that prior to this Special Meeting and at a regularly scheduled Board meeting, a representative of such General Membership submits to the Board of Directors a written application for recall or removal, such application containing signatures of at least ten percent (10%) of the General Membership registered on the books of the Corporation. The Executive Director will provide the information required and/or assist in such mailing or electronic communications, including confirmation of the number of General Members in good standing. Any such recall of a Director will include simultaneously therewith recall or his or her position as an Officer, if any.

## ARTICLE VIII: Radio Station WCUW-FM

### Section 1: Programming

The Corporation is the licensee of radio station WCUW-FM . The Board of Directors may have an advisory role in the programming of the radio station but shall not exercise direct control over station programming. The Board of Directors is charged with ensuring that the broadcasting license remains in good standing at all times. Toward that end the Board, acting through the Executive Director or any other designee, may take whatever measures it deems necessary to ensure the legal viability of the broadcast license of the Corporation.

### Section 2: Staffing

All operations of WCUW-FM shall be conducted in accordance with the, station's Affirmative Action Plan.

### Section 3: Volunteers

WCUW-FM is a community radio station and shall assure opportunities for volunteer participation in all aspects of the station's operation.

### Section 4: Admission

In accordance with the station's Affirmative Action Plan, Board members, the staff of the station and volunteers as well as invitees may not be excluded from entering the station's physical plant or from participating in any station activity or on-air program, regardless of form, on the basis of race, religion, creed, gender, national origin, color, sexual orientation or physical ability,

### Section 5: Indemnification

Each person now or hereafter an incorporator, Director, Officer, Employee, Agent, or volunteer of the Corporation (and their heirs, executors and administrators) including any person who serves at the

Corporation's request as an incorporator, Director or Officer of another corporation in which the Corporation owns shares or is a creditor, and each such former incorporator, Director, Officer, Employee, Volunteer or Agent who was such on or after the date of the adoption of these By-Laws shall, to the extent permitted by law and without prejudice to any other rights he or she might have, be entitled to reimbursement by the Corporation for, and be indemnified by the Corporation against all costs and expenses reasonably incurred by them in connection with or arising out of any claims made or any action, suit or proceeding threatened or brought against them or in which he or she may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by them as such incorporator, Director, Officer, Employee, Agent or volunteer of the Corporation at the time of incurring such costs and expenses, including amounts paid by or incurred by them in connection with reasonable settlements (other than amounts paid to the Corporation itself) of any claim, action, suit or proceeding.

No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he or she has been determined to be acting in non-compliance with duly promulgated regulations of the Federal Communications Commission ("FCC") and/or policies of the Corporation. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he or she has been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Nothing herein contained is intended to, or shall prevent a settlement by the Corporation prior to final adjudication when such settlement appears to be in the best interest of the Corporation. Each person shall, by reason of his or her continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by the Corporation, as above set forth with the same force and effect as if the Corporation, to induce him or her to continue to so serve or accept such election or employment specifically agreed in writing to reimburse and indemnify him or her in accordance with the foregoing provisions of this Section.

No Director or Officer of the Corporation shall be liable to anyone for making a determination as to the existence or absence of liability of the Corporation hereunder or for making or refusing to make any payment hereunder in reliance upon the advice of counsel.

#### ARTICLE IX: Fiscal Year

The Fiscal Year of the Corporation shall end December 31 of each year.

#### ARTICLE X: Amendments

##### Section 1: Process of Amendments

- (a) A quorum once having been achieved in accordance with these By-Laws, the Articles of Organization of the Corporation may be amended or restated by a two-thirds vote of the General Membership, either by proxy or absentee ballot or present at a Special or Annual Meeting of the General Membership, provided any proposed amendment change is submitted in writing by the Board of Directors to all General Members no less than thirty (30) days prior to any vote to adopt. Any amendments so voted shall take effect upon filing of Articles of Amendment or Restated Articles of Organization

with the Secretary of The Commonwealth of Massachusetts, unless otherwise designated by the Board of Directors at such Annual or Special Meeting.

- (b) These By-Laws may at any time be restated or amended, in whole or in part, by vote of a majority of the General Membership present or voting through proxy or absentee ballot and constituting a quorum of the General Membership as provided for in these By-Laws, provided that the substance of any proposed change must be stated in the notice of the Meeting at which such action is to be taken.
- (c) Any proxy ballot cast in accordance with this section must be accompanied by a witnessed statement signed by both the grantor of the proxy and the grantee of the proxy. Said statement shall authorize the grantee of the proxy to vote in accordance with the grantor's wishes and shall specify the vote for which the proxy is given. The proxy shall be delivered to the Secretary of the Board or to the Executive Director no later than 48 hours prior to the Meeting at which the vote is to be taken. Failure to deliver said proxy shall render the proxy null and void.

#### Section 2: Limitations of Proposed Amendment(s)

These By-Laws and the Articles of Organization may not be amended or restated in any manner that would render the Corporation ineligible for charitable status under Chapter 180 of the General Laws of The Commonwealth of Massachusetts or for tax exemption under provisions of Section 501(c)(3) of the Code.

#### ARTICLE XI: Voting

Notwithstanding anything to the contrary set forth in these By-Laws, all notices and voting by absentee ballot as set forth in these By-Laws may be considered sufficient and acceptable to the Corporation if sent and/or received via electronic communication as set forth in Article VI of these By-Laws.