

**KZMU  
89.7 FM**

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**BYLAWS  
OF  
MOAB PUBLIC  
RADIO,  
INCORPORATED**

**January 2004**

**ARTICLE I – Name and Purposes**

The name of the Corporation is Moab Public Radio, Incorporated, doing business as KZMU-FM Radio.

The Corporation is organized as a private, nonprofit operation under the laws of the State of Utah to furnish the local community with a source of non-commercial broadcast services, and to provide high quality educational, cultural, and public affairs programs for distribution to other non-commercial stations and other telecommunications entities as determined to be in the interest of the Corporation.

To that end, the Corporation is empowered:

- (1) To obtain and hold appropriate authorizations from the Federal Communications Commission, to construct, operate, and maintain non-commercial, nonprofit broadcast facilities to be used primarily for transmitting programming that is to include, though is not limited to, local news, weather and information, in a format determined from input of local citizens and other pertinent information, representing all ethnic groups, social and service organizations and other segments of the community not described above; to provide programming by live announcers, including music from a variety-style format, and selected according to the preferences of the community as determined from solicited public input; to offer a local voice for the community to utilize in such a way as to further understanding and promote community cohesiveness among all factions and groups in the community; and to be available as a resource to local schools for training students interested in gaining skills in the area of broadcasting, communications, and other areas related to the broadcast medium;
- (2) To obtain and to hold by contribution, deed or lease, real or personal property and funds to be used in connection with the operation of the broadcast facilities; and
- (3) To solicit and accept in trust or otherwise, money and property to be used for these purposes.

**ARTICLE II – Offices**

The Corporation shall maintain its principal office at the broadcast studios of KZMU-FM Radio station, located at 1734 Rocky Road, Moab, Utah, and operated by the Corporation in Grand County.

**ARTICLE III – Board of Trustees**

**3.1 General Powers and Duties.** The business and affairs of the corporation shall be controlled by its Board of Trustees (the Board). The Board is responsible for managing the Corporation's business and property, providing for the operation of the broadcast facilities, making all decisions of policy, providing for employees, agents and representatives to carry out the purposes of the Corporation, and shall do all other things in the management of the business, property and affairs of this Corporation necessary to carry out its purpose, which are not otherwise delegated by the Board to employees, agents, and representatives.

The Board shall determine whether to elect officers, the number and titles of which it shall determine by Resolution, from among its membership as it deems necessary to assist in the conduct of the affairs and business of the Corporation. The Board shall determine by Resolution the responsibilities of the officers.

The Board shall formally approve or amend by Bylaws as needed.

The Board shall establish, by resolution, the qualifications for appointment of Trustees, the method of appointment, and the terms of service consistent with these bylaws.

**3.2 Composition of the Board.** The Board of Trustees shall consist of no fewer than five (5) nor more than nine (9) representatives of the public, as well as up to three (3) non-voting members who shall be employees or agents otherwise retained in service to the station, including the General Station Manager, and who shall serve at the pleasure of the Board. Eligibility for membership on the Board shall be limited only by federal regulations governing a broadcast licensee, and shall comply with qualifications established by the Board. The Station Manager, as a Trustee, may not hold any elected office on the Board.

**3.3 Compensation of Trustees.** Trustees shall be entitled to receive reimbursement of expenses incurred for their services to the Board in such amount and on such terms as the Board shall determine by policy, which policy shall be reviewed from time to time; but shall receive no other compensation for their services to the Board. Nothing contained herein shall preclude a Trustee from receiving compensation from the Corporation for services rendered to the Corporation in some other capacity.

**3.4 Delegation of Duties.** The Board shall delegate responsibilities for day-to-day operations and programming at the station to the General Station Manager.

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**ARTICLE IV – Nominations and Elections of Trustees**

**4.1 Nominations and Appointments.** The Nominating Committee, convened by the Board, shall prepare a slate of names of proposed Trustees, together with background biographical information, and shall present this material to each Director at least ten (10) days prior to the pending appointment date.

**4.1.2 Qualifications.** The qualifications for appointment to the Board, and the method of appointment, will be established by the Board. It is the intent that Trustees shall be chosen insofar as possible to represent broad sections of the community.

**4.1.3 General Qualifications.** The Board and Nominating Committee shall consider, in making appointments to the Board, whether the candidate: (1) Understands the duties and responsibilities to be assumed as a Trustee; (2) Has an interest in and is capable of providing services on the Board commensurate with the needs of the Corporation; (3) Displays good judgment; (4) Can provide impartial and fair services to benefit the Corporation; and (4) Is not influenced in making decisions that are in the best interest of the Corporation, either because of politics, a personal position, or relationships with other organizations or activities.

**4.2 Other Nominations.** Other nominations may be made by presentation of a petition signed by five (5) Trustees, together with a written agreement to serve by the person so nominated. Said petition should be submitted to the chairperson prior to or at the meeting in advance of the meeting in which the vote on new members will be taken.

**4.3 Election.** To be elected, a Trustee must receive a majority of votes cast by secret ballot by the Board in an open meeting attended by a quorum. In order to vote, a Trustee must be present at the election (no proxy voting is allowed).

**4.4 Term of Office.** Board members shall serve a term of two (2) years. A Trustee may be reappointed to serve a second additional term, for up to four years' total service. A term shall expire following attendance the year of the term's expiration date at the annual meeting of the Board, in February.

**4.5 Eligibility for Re-election.** A four-year Trustee shall not be eligible for re-election until the year next succeeding that in which his term of office expires. A Trustee who has not attended at least two-thirds (2/3) of the meetings of the Board over the course of his term shall not be eligible for re-election to another term, without affirmative action of the Board to waive this requirement.

**4.6 Continuance in Office.** After the expiration of the term for which he is elected, a Trustee who is not re-elected and whose successor has not been elected shall, unless he resigns, dies, becomes incapacitated or is removed, continue to hold office until his successor is elected.

**4.7 Resignation.** A Trustee may resign at any time by giving notice in writing to the Chairperson of the Board, or the Secretary, who shall submit the notice to the

Chairperson. Any resignation shall take effect at the time received unless otherwise specified in such notice. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective.

**4.8 Termination and Removal.** A Trustee may be removed by vote of two-thirds (2/3) of the Board members present and voting at an official meeting of the Board, due notice having been given that removal of a specified Trustee shall be an order of business at such meeting.

**4.9 Vacancy.** If a vacancy occurs on the Board by reason of resignation, death, incapacity or removal of a Trustee before expiration of his term, the Board shall be so notified by the Chairperson, and the Nomination Committee will be charged with the responsibility of recommending to the Board a replacement Trustee to fill out the term. Previous applicants to the Board may be considered by the Nomination Committee to fill an unexpired term. The Board shall consider the recommendation of the Nomination Committee, but shall hold the final responsibility for electing a new Trustee to fill a vacancy.

### **ARTICLE V – Meetings and Notices**

**5.1 Meetings.** Regular meetings of the Board shall be held at least monthly or as necessary to conduct business of the Corporation. Regular meetings shall be called by the Chairperson and may be held at the registered office of the Corporation, or such other place as the Chairperson may from time to time designate, or as may be designated in the notice calling the meetings.

**5.1.1 Notice of Meetings and Agendas.** Written notice of regular meetings of the Board shall be given to each Trustee by mail, telephone/fax, or hand-delivered at least five (5) days prior to the day named for such meetings. Public notice of regular meetings shall be published in a newspaper of general circulation at the first of the year, and shall be publicly posted at least five (5) days in advance of the day named for such meetings. Agendas for regular meetings shall be prepared and provided to the Trustees at least four (4) days prior to the meetings, and posted 24 hours in advance of the meeting at the principal office of the Corporation and in a public place at the location of the meeting, in accordance with Utah Code 5.2.1.

All meetings of the Board for purposes of conducting business shall be open meetings, except as allowed by law. An executive session may be scheduled, and public notice given, upon affirmative vote of two-thirds (2/3) of the Trustees present at the open meeting, and for the following reasons: (1) Discussion of the character, professional competence, or physical or mental health of an individual; (2) Strategy sessions with respect to collective bargaining, litigation or purchase of real property; (3) Discussion regarding deployment of security devices; (4) Investigative proceedings regarding allegations of criminal conduct; or for other reasons allowed by law.

**5.1.2 Closed Sessions.** A closed session may be convened during a regular meeting upon two-thirds (2/3) vote of the Board present and may take place without due

notice to the public, only if the matter to be discussed is an emergency or of an urgent nature, in accordance with the law.

**5.1.3 Special Meetings.** Special meetings may be called by the Chairperson with five (5) days' notice or by written request to the Chairperson from two (2) Trustees, with like notice given. The agendas of special meetings shall be limited to that listed in the notice.

**5.2 Failure to Attend Meetings.** Any Trustee who misses three (3) consecutive meetings shall receive a letter from the Chairperson requesting an explanation for such absences and inquiring whether the individual wishes to continue his/her service, and informing the Trustee that failure to provide a reasonable justification for the absence may result in dismissal from the Board. At their next meeting following the forwarding of such notice, the Board shall by two-thirds (2/3) vote, determine the member's status. No explanation from the Trustee regarding failure to attend three consecutive meetings shall result in automatic removal from the Board, and the Chairperson shall notify the member and other Trustees of the dismissal.

**5.3 Quorum.** At each meeting of the Board, the presence of not less than one-half (1/2) of the Trustees then holding office, disregarding any unfilled vacancies that may exist, shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of Trustees present shall be the acts of the Board. If less than such a majority is present at a meeting, the majority of the Trustees then present may either adjourn the meeting without further notice, or act on the business and obtain written ratification of their acts by the majority vote of the quorum present at the next scheduled meeting.

**5.4 Presumption of Assent.** A Trustee who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered into the minutes of the meeting, or unless he shall file his written dissent to such action with the member acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the meeting not later than the end of the next business day after adjournment of the meeting. This right of dissent shall also apply to a Trustee who voted in favor of such action at the meeting.

**5.5 Conflict of Interest.** No Trustee shall vote on a matter in which he has a conflict of interest or duality of interest. Final rulings on the question of a Trustee's conflict in any matter pending before the Board shall be made by the legal counsel to the Corporation. Where a conflict is found, the Trustee shall abstain from voting on the matter in question; or if a vote has taken place, it will be ruled invalid after the fact. This prohibition is not to construe that the Trustee cannot state his position or participate in discussion of the matter in question.

**5.6 Action Without a Meeting.** Any action that may be taken or that is required to be taken at a regular meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Trustees. Such

consent shall have the same force and effect as a unanimous vote, and may be so described in any document. Such matters shall be included in the agenda for the next regular meeting of the Board, to be noted and the vote recorded in the official minutes of such meeting.

**5.7 Procedure.** Rules for procedures shall be established by the affirmative vote of the majority of the Board members present. If the Board has failed to adopt a rule covering any point of procedure which may arise, Robert's Rules of Order will govern.

**5.8 Proxy.** In accordance with Utah corporate law, no Trustee may give proxy to another member of the Board for the purpose of voting on resolutions or motions at a duly called meeting.

### **ARTICLE VI – Committees**

**6.1 Ad-hoc Committees.** The Board and/or Chairperson may from time to time, by Resolution adopted by the majority with a quorum at an open meeting, name ad-hoc committees consisting of at least two (2) but no more than three (3) of the voting Trustees and including any number of the non-voting members of the Board, to perform functions, powers or duties of the Board, provided that such authority does not conflict with the Utah Nonprofit Corporation and Cooperative Association Act. Tenure of committees shall be determined by the Board.

**6.2 Executive Committee.** The Executive Committee shall be comprised of the officers of the Board of Trustees. At least two (2) but no more than three (3) officers shall attend Committee meetings.

**6.2.1 Responsibilities.** The responsibility of the Executive Committee shall include implementing the policies of the Board, supervising day-to-day management activities of the Corporation, serving as the Budget Committee, conducting any business directed by the Board of Trustees, and keeping the Board informed of the activities of the Executive Committee.

**6.3 Nominating Committee.** The Nominating Committee shall consist of no fewer than five (5) persons, including at least two (2) but no more than three (3) voting members of the Board of Trustees. The members of the committee shall be elected each year by the Board, to serve a one-year term.

**6.3.1 Responsibilities.** The Nominating Committee shall be responsible for seeking out candidates for service on the Board. The Committee shall review names of prospective members and applicants and prepare a slate of candidates, having first determined that such people are prepared to serve. The Committee shall also recommend a full slate of officers for the coming year.

### **ARTICLE VII – Nominations and Elections of Officers**

**7.1 Number of Officers.** The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Trustees. One person may hold more than one office at the same time, except that one person may not at the same time be both Chair and Secretary. In the event there are co-chairs, there shall be no vice-chair.

**7.2 Election.** The term of office of all officers shall be one (1) year and shall expire on the anniversary date of their election, or on the date of the election of their successors, whichever occurs later. Officers may succeed themselves.

**7.3 Removal.** Any officer elected by the Board may be removed by a majority vote of the Board, by secret ballot, whenever in their judgment the interest of the Corporation may best be served thereby; but such removal shall be without prejudices to the contract rights, if any, of the person so removed.

**7.4 Resignation.** Any officer of the Corporation may resign at any time by giving notice of resignation to the Chairperson or the Secretary of the Board of Trustees. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**7.5 Vacancies.** If a vacancy should occur in office by reason of death, resignation, incapacity or removal of such officer, the Board shall be so notified and the Nominating Committee charged with the responsibility of recommending to the next meeting of the Board a replacement officer for the remainder of the unexpired term. The Board shall affirm the replacement officer by a majority vote, by secret ballot.

### **ARTICLE VIII – Duties of Officers**

**8.1 Chair or Co-Chairs of the Board.** The Chair or one of the Co-Chairs (hereinafter referred to as “Chair”) of the Board shall preside at all meetings of the Board. The Chair shall, subject to the direction and supervision of the Board: (i) have general and active control of the Board’s affairs and business, and general supervision of its officers, agents and employees; (ii) call and preside at all meetings of the Board; (iii) see that all orders and resolutions of the Board are carried into effect; and (iv) perform all the duties commonly incident to this office, and such other duties as may be assigned by the Board. The Chair has the same right to motion and vote accorded to any other Board member.

**8.2 Vice-Chair (optional).** The Vice-Chairperson shall perform the duties of the Chair in the case of the Chairperson’s absence or inability to act. The Vice-Chairperson shall assist the Chair and shall perform such duties as may be assigned to him by the Chairperson, in concurrence with the Board.

**8.3 Secretary.** The Secretary shall prepare the agenda and keep the minutes of all meetings of the Board, and make and maintain due record thereof, and shall give all notices required by statute, bylaw or resolution, and shall perform such duties as may be delegated to the Secretary of the Board of Trustees. The Secretary shall countersign all

deeds and other documents requiring the signature of the Secretary of the Corporation, and as assigned by Resolution of the Board. In the Secretary's absence or inability to act, the Chairperson may assign the duties of the Secretary to another Board member or officer. Minutes may also be kept by a temporary Secretary appointed for that purpose.

**8.4 Treasurer.** The Treasurer shall be principal financial advisor to the Board and shall perform such duties as may be delegated to the Treasurer by the Board. The Treasurer shall be a signator on all bank accounts. The Treasurer shall be appraised of the financial condition of the Corporation by the Station Manager and other financial agents or employees of the Corporation, and shall prepare and furnish to the Chairperson and the Board a quarterly and an annual report of the financial condition of the Corporation. The Treasurer shall prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chairperson and the Board on an annual basis the result of the Corporation's operations. In the Treasurer's absence or inability to act, the Chairperson may assign the duties of the Treasurer to another member or officer until such time as the Treasurer can perform his assigned duties.

**8.5 Delegation of Duties.** For reasons deemed sufficient by the Board, the Chairperson may delegate any officer's powers and duties temporarily to any other Trustee.

**8.6 General Station Manager.** The position of General Station Manager shall have the responsibility and authority for the day-to-day administration of the business and affairs of the Corporation, and supervision of all other employees, agents or representatives of the station. The Station Manager's duties shall be established by the Board, and the Station Manager shall serve at the discretion of the Board, under the general supervision of the Board, and shall not hold an officer position on the Board.

**8.6.1 Administrative Responsibilities.** The Station Manager shall provide the Treasurer and the Board with an annual operating plan and budget for approval by December 31 for the coming year. The Station Manager shall hire and discharge budgeted staff in accordance with established Personnel Policies, and shall recruit, retain and dismiss non-paid agents or representatives of the station in accordance with established policies, or as outlined in resolutions or terms of contracts. The Station Manager shall periodically provide the Board with staff position descriptions for approval which will reflect all duties assumed and delegated. The Station Manager shall be evaluated annually by a committee of Trustees designated by the Board for such purpose. The Station Manager shall sign checks and instruments on behalf of the Corporation as outlined in these bylaws or in resolutions or terms of contract.

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**ARTICLE IX – Contracts, Loans, Checks and Bank Accounts**

**9.1 Contracts.** The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**9.2 Loans.** The Board may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any person, firm, or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences or indebtedness of the Corporation.

**9.3 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by the Chairman of the Board of Trustees, the Secretary and/or the Treasurer or by such other officer or officers, agent or agents of the Corporation that the Board may prescribe and in such manner as shall be determined by resolution of the Board of Trustees on an annual basis or as necessary. Persons authorized as signatories shall be identified in the resolution and such resolution shall be approved by a majority vote at a duly called meeting with a quorum present.

**9.4 Execution of Instruments.** The General Station Manager is empowered to sign routine contracts or instruments, specifically payroll and those instruments which bind the organization for less than twelve (12) months. The execution of any substantial contract, conveyance or other instrument, specifically that binds the Corporation for more than twelve (12) months, must be authorized by the Board. An officer of the Board or the Station Manager shall be empowered by resolution to execute the same in the name of and on behalf of this Corporation and may affix the corporate seal thereto.

**9.5 Deposits and Accounts.** All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Trustees may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation as shall be determined by resolution of the Board.

**ARTICLE X – Fiscal Year**

The Fiscal Year of the Corporation shall begin on the first day of January each year and shall end of the last day of December each year, unless changed by action of the Board.

**ARTICLE XI – Annual Audit**

The accounts of the Corporation may be audited annually in accordance with generally accepted auditing standards by independent certified public accountants. Selection of the auditor shall be by the Board, upon recommendation of the Treasurer, and overall supervision and review of the audit shall be, in the first instance, by the Budget Committee. Copies of the report of such audit shall be furnished by the Budget Committee to all Trustees.

**ARTICLE XII – Indemnification**

**12.1 Liability and Indemnification.** In the absence of fraud or bad faith, the Trustees or officers of the Corporation shall not be personally liable for the Corporation's debts, obligations or liabilities; and the Corporation shall indemnify any Trustee or former Trustee of the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which said person is made a party by reason of being or having been such Trustee, except in relation to matters as to which the Trustee or former Trustee shall be adjudged in such action, suit or proceeding to be liable for negligence, intentional action, or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Trustee may be entitled under any bylaw, agreement, vote of the Board, or otherwise. The Corporation may also reimburse any such Trustee or officer the reasonable costs of settlement of any such action, suit or proceeding if it should be found by a majority of the disinterested Trustees that it was in the best interest of the Corporation that such settlement be made and that such Trustee or officer was not guilty of negligence, misconduct or nonfeasance in the performance of his duties.

**12.2 Insurance.** The Corporation may purchase and maintain on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, comprehensive, all-risk liability insurance, including Trustees insurance and libel and slander insurance and such other forms of insurance as the Trustees shall determine by resolution. The Board of Trustees and staff of the Corporation shall review insurance needs and coverage annually.

**12.3 Limitation on Indemnification.** Notwithstanding any other provisions of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification as a public nonprofit organization under the laws of the State of Utah and under federal regulations governing a broadcast licensee.

**ARTICLE XIII – Property and Assets**

**13.1 Disposition of Property.** Subject to the provisions of the bylaws, the assets of this Corporation (principal and income) shall be distributed or used for the purposes specified in the Articles of Incorporation of this organization at one time or from time to time and at such times and in such manner and amounts as the Board of Trustees shall determine, subject to such directions and restrictions as may appear in any Will or Instrument of Conveyance with the purposes and objectives of the Corporation. Upon dissolution, all

assets shall be distributed in accordance with the Articles of Incorporation and be subject to all state and federal laws that apply.

**13.2 Receipt of Property (including money).** The Board at any time may receive and accept on behalf of the Corporation any property, including money, from any individual, corporation, government agency, or otherwise by gift, bequest or device. The Board may likewise decline to accept any property. Such property when so received and accepted by the Board, shall be held and administered and distributed or used in accordance with and subject to all of the provisions of the Articles and Bylaws of this Corporation.

#### **ARTICLE XIV – Dissolution of Corporation**

Dissolution of the Corporation shall be by adoption of resolution to dissolve by the vote of two-thirds (2/3) of the members of the Board of Trustees at a duly called meeting at which there is a quorum. Notice of such action shall be received in writing by all Trustees 30 days prior to such meeting.

**14.1 Disposal of Assets.** Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court for Grand County in the State of Utah, exclusively for such purposes and to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XV – Amendments**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of the majority of the Trustees at any regular or special meeting of the Board, called for such purpose, provided that a full statement of such proposed amendment shall have been published in the notice of the meeting, and a quorum of the Trustees are present in person, and notice of proposed bylaw changes is received by all Trustees not less than fifteen (15) days prior to such meeting.

**C E R T I F I C A T I O N**

The foregoing Bylaws of Moab Public Radio, Inc., were adopted by the Board of Trustees present at a meeting at the County Council Chambers, Grand County Courthouse, Moab, Utah on the 14<sup>th</sup> of May, 1997, at which a quorum of the Trustees was present in person, and we the undersigned, being a majority of the Trustees, so hereby certify that the foregoing Bylaws, consisting of fifteen (15) Articles, have been duly and regularly adopted as the Bylaws of Moab Public Radio, Inc., d/b/a KZMU-FM Radio.

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Chair

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Trustee

\_\_\_\_\_  
Vice-Chair

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Trustee

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Trustee

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Treasurer