



GOLDEN VALLEY COMMUNITY BROADCASTERS
KZFR COMMUNITY RADIO
341 Broadway, Suite 411
PO Box 3173
Chico, CA 95927

BYLAWS OF
GOLDEN VALLEY COMMUNITY BROADCASTERS
A California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Butte County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSE

The purpose of this corporation shall be:

- (a) To establish a corporation organized and operated exclusively for educational purposes, no part of the net earnings of which inures to the benefit of any director of the corporation.
- (b) To establish and operate for educational purposes, one or more radio broadcasting stations licensed by the Federal Communications Commission in such manner that the facilities involved shall be as nearly self-sufficient as possible.
- (c) To promote the cultural welfare of the community by providing outlets and training for creative skills and activities through radio broadcasting operations.
- (d) To engage in radio broadcasting operations and any other activities that shall contribute to the lasting understanding between nations and between the individuals of all nations, races, creeds, colors, abilities, genders, and sexual orientations; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and

all means compatible with the purposes of this corporation, to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms.

(e) To promote through radio broadcasting operations, the full distribution of public information from sources of news not commonly brought together in the same medium; and to present news and information on matters vitally affecting the community.

(f) To engage in any and all other activities permitted of a California Nonprofit Public Benefit Corporation, and of an organization exempt from taxation under subsection 501(c)(3) of Title 26, Subtitle A, Chapter 1, Subchapter F, Part 1 of the US Code.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall make no provisions for members, however, pursuant to Section 5310 (b) (1) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of the corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors. Furthermore, all rights which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of this corporation, shall vest in the Directors of this corporation

ARTICLE 4. DIRECTORS

SECTION 1. NUMBER

The corporation shall have at least nine and not more than thirteen Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.

(c) Supervise all officers, agents and employees of the corporation to assure that their duties

are performed properly.

(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4. ELECTION OF DIRECTORS

At least two directors shall be programmers elected by the KZFR programmers. The remaining directors shall come from the community at large. A minimum of two but no more than 49% (fewer than half) of the directors shall be programmers.

Each year, the programmers shall elect one member of the Board of Directors. The election of directors by programmers shall be overseen and organized by an ad hoc Elections Committee and will coincide with the election of the remaining Directors. Directors not elected by the programmers shall be elected from the community at large by a majority vote of the then seated members of the Board of Directors in the month of June. Cumulative voting for the election of Directors shall not be permitted. Each Director shall cast one vote per open seat, with voting being by ballot only.

(updated January, 2020)

SECTION 5. TERMS OF OFFICE

The term of office of each director shall be two years beginning on the date of the fiscal new year. Board members may serve no more than three consecutive terms as specified in these Bylaws, and until his or her successor is elected and qualifies. A director who has served for three consecutive terms or has been removed from office, may not reapply for one year from the date of the end of their last term. Board members appointed to a vacancy during the second year of a two year term shall be eligible to serve three more consecutive terms.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings (or state other provisions allowing reasonable compensation for attending meetings). In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 7 of this Article.

SECTION 7. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee,

independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 9. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held at least once a month at the principle office of the corporation. An annual board meeting shall be held each June at which time, new directors shall be elected by the then seated directors.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board, the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 11. NOTICE OF MEETINGS

The time and place for regular meetings shall be set by the board. At least 72 hours prior to a regular meeting, an agenda must be posted. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meetings are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting.

Special meetings may be called at any time. An agenda must be posted at least 24 hours prior to the meeting.

Emergency meetings may be called when a majority of the board determines that an emergency situation exists. An emergency is a situation such as a crippling disaster, work stoppage or other activity which severely impairs public health, safety or the continued operation of the corporation. Emergency meetings may not be held in closed session.

Each item to be transacted or discussed in a closed session must be briefly described on an agenda for the meeting. Prior to adjourning into closed session, a representative of the board must orally announce the items to be discussed in closed session. Once the closed session has

been completed, the board must reconvene in open session to report votes and actions taken in closed session.

SECTION 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, purpose, day and hour of the meeting.

SECTION 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum as hereinafter defined as present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the elected Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the chair shall entertain at such meetings is a motion to adjourn. However, a majority of the Directors present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Article of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 16. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of the corporation, designated as Chair of the Board by Article 5 Section 7 these Bylaws. If the President is absent, the Vice-President of the corporation, if there is one, will conduct the meeting. In his or her absence, the meeting will be chaired by a Director chosen by a majority vote among the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

All meetings shall be open to the public, except that any portion of a meeting involving discussion of, or action upon personnel or legal matters will be held in closed session. Minutes will be taken at all meetings and when approved by the board are to be posted in a publicly accessible place copies are to be filed in binders in the KZFR office.

SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. VACANCIES

Vacancies of the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

A Board Director may be removed from office with cause by a vote of two-thirds (2/3) of the Board members then in office. Vote will be taken by ballot only. A vote to remove any Director may take place only at a scheduled meeting of the Board of Directors where the removal of said Director has been placed as an item on the agenda at least five (5) days prior to the start of the meeting and said Director has been notified by certified mail at least five (5) days prior to the start of the meeting. Removal under this provision becomes effective immediately after the vote for removal is taken.

Any Director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be

left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies of community at large directors elected by the board shall be filled by a majority of Directors then in office. Vacancies of Directors elected by programmers shall be filled by a special election if there is more than one year remaining in that Director's term, organized and overseen by the Elections Committee.

A person elected to fill a vacancy as provided in this section shall hold office until the expiration of the vacant Director's term of office or until his or her death, resignation or removal from office.

Except as otherwise provided in these Bylaws, a member of the Board of Directors shall be removed from office for excessive absences. Excessive absences shall consist of missing more than 25% of regular meetings in a single fiscal year. Removal from office for excessive absences shall not require a vote of the Board of Directors.

SECTION 19. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES OR OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 21. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Secretary and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chair of the Board, one or more Vice- Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chair of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected annually by the Board of Directors.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF THE GENERAL MANAGER

The General Manager shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of its staff and agents. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or as prescribed by the Board of Directors. Except as expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute instruments which may be authorized by the Board of Directors.

SECTION 7. DUTIES OF THE PRESIDENT

The Chair of the Board of Directors shall be the President of the corporation and shall, subject to the control of the Board of Directors, generally supervise and control the activities of its officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or as prescribed by the Board of Directors. The President shall preside at all meetings of the Board. Except as expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute instruments which may be authorized by the Board of Directors. In the event of the absence of the General Manager, the Chair of the Board of Directors shall act in the capacity of chief executive officer.

SECTION 8. DUTIES OF VICE-PRESIDENT

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed bylaw, by the Articles of incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees, and of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the Office Of Secretary and such other duties as may be required by law, by the Articles of incorporation of this corporation by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors

SECTION 10. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4, Section 7, of these Bylaws. In all cases, any salaries received by officer of this corporation shall be reasonable and govern in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 6. COMMITTEES

SECTION 1. COMMITTEES

Permanent committees are specified within these bylaws. No committee shall have any powers exceeding those of the Board. All policy changes must be approved by the Board. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These other committees shall act in an advisory capacity only to the Board and shall be clearly titled "advisory" committees.

Temporary committees are specified by resolution of the Board for a duration of no more than

one year.

Ad hoc committees are specified by resolution of the Board for a duration of no more than one year.

SECTION 2. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board or the members, thereof.
- (f) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 3. PROGRAM COMMITTEE

(approved July 9, 2019)

Selection and evaluation of KZFR programs will be made by a Program Committee. The Program Committee shall consist of between five and nine members, at least two of which, but not more than four, are current KZFR programmers. Members who are programmers shall be elected by the KZFR programmers, concurrent with the programmer election of the Board of Directors each June. The Board of Directors shall appoint other committee members.

Program Committee member terms are two years from each member's election or appointment. In an effort to maintain continuity on the Program Committee half of the elected Programmer seats will come up for re-election in alternating years.

Program Committee members may serve no more than three consecutive terms. A member of the Program Committee member shall be removed from committee for excessive absences. Excessive absences shall consist of missing more than 25% of regular meetings in a single

fiscal year. Removal from committee for excessive absences shall not require a vote of the Board of Directors.

At least two committee members shall be programmers elected by the KZFR programmers. The remaining committee members shall come from the community at large. A minimum of two but no more than 49% (fewer than half) of the committee members shall be programmers

In the event that the number of programmers on the Program Committee exceeds one-half the total number of Program Committee members, the Board of Directors shall recruit and appoint a sufficient number of non-programmer community members to restore the proper balance to the Program Committee.

The Program Committee shall be chaired by the General Manager, who shall only vote in the event of a tie. The GM may also exercise the right to “veto” any decision made by the Program Committee if the GM feels it is appropriate to do so. In this case, the matter will automatically come before the Board of Directors for discussion at the meeting immediately subsequent to that dispute and a final vote will be called at that meeting by the BOD.

Duties of the Program Committee:

- PC members should be familiar with KZFR programming.
- Program Committee meetings shall be held at least once monthly.
- A Secretary position must be appointed within/by the Program Committee at the start of each new term for the purpose of creating Program Committee Agendas and preparing Minutes.
- The official PC Minutes are to be included in the BOD Meeting Minutes each month in addition to the verbal report provided by the Chairperson (the General Manager).
- Notification of approval or denial of program by Chairperson (September, 2019)

The Program Committee shall:

- evaluate the merits of program proposals
- monitor and develop the flow of programming for consistency with the Program Matrix and the mission of KZFR
- establish standards for programmer proficiency and citizenship
- monitor programmer performance, assess whether programmers are in need of additional training, and recommend such training to staff if needed

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of permanent committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee: The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 5. THE COMMUNITY ADVISORY BOARD

The Community Advisory Board (CAB) is a body established by the KZFR Board of Directors, in compliance with Corporation for Public Broadcasting regulations (www.cpb.org), to assist the station in being more responsive to community needs by providing for effective public participation in planning and decision-making. The CAB is solely advisory in nature, and is distinct and independent of the Board of Directors (the station's governing body). The Community Advisory Board (CAB) is comprised of people who are reasonably representative of the diverse needs and interest of the communities served by the station. There is no required number of members, but generally five to ten people serve on the advisory board for one-year terms that can be renewed from year to year.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or Agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTIONS 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Directors, and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereof of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 6. FICTITIOUS BUSINESS NAME

Golden Valley Community Broadcasters is registered with the Butte County Recorder's Office as doing business as (dba) KZFR 90.1FM. The FBN number as registered with the Butte County Recorder's Office 2020-0000064.

ARTICLE 9. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 10. BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted in compliance with Robert's Rules of Order and as follows:

(a) With the approval of the chair, the proposed amendment or set of amendments shall be placed on the agenda for the Board's consideration as an Introduction Item for the purposes of discussion at the next regularly scheduled meeting. No action shall be permitted to be taken on the proposed amendment or set of amendments until the next regularly scheduled BOD meeting.

(b) The full text of the proposed amendment or set of amendments shall be published on the official bulletin board along with the agenda of any meeting in which it is introduced or considered for action.

(c) Enactment of any amendment to the bylaws shall require a two-thirds vote of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES

SECTION 1. CERTAIN AMENDMENTS

This corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section-6210 of the California Nonprofit Corporation Law.

ARTICLE 12. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION I. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other persons connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of incorporation of Golden Valley Community Broadcasters, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 22 pages, as the Bylaws of this corporation.

Dated: 14 November 1985

Signed:	Joe Person, Sr. Director	Theresa Moell, Director
	Paul Culton, Director	Erik Mathisen, Director
	Marc Vandenplas, Director	Jerry Daly, Director

DOCUMENT HISTORY

Enacted:	14 November 1985	Jerry Daly, Secretary
Revised:	26 March 2001	Ann Seymour, Secretary
Revised:	10 September 2003	Greg Bard, Secretary
Revised:	8 October 2003	Greg Bard, Secretary
Revised:	14 January 2004	Greg Bard, Secretary
Revised:	14 September 2005	Robin Keehn, Secretary
Revised:	9 November 2005	Robin Keehn, Secretary
Revised:	14 June 2006	Robin Keehn, Secretary
Revised:	11 April 2007	Seth Paine, Secretary
Revised:	12 September 2007	Seth Paine, Secretary
Revised:	8 April 2009	Barbara Zachary, Secretary
Revised:	12 May 2010	Laura Sederberg, Secretary
Revised:	8 August 2012	Mary Galvin, Secretary
Revised:	13 September 2016	Carrie Welch, Secretary
Revised:	9 July 2019	Courtney Farrell, Secretary
Revised:	10 September 2019	Grant C. Parks, Staff
Revised:	22 January 2020	Grant C. Parks, Staff
Revised:	24 February 2020	Grant C. Parks, Staff

CERTIFICATE

I, the undersigned Secretary of Golden Valley Community Broadcasters, do hereby certify that the above stated revised Bylaws were adopted by the required two-thirds vote of the Board of Directors voting as provided by the Articles of Incorporation and these Bylaws, on the 24th Day of February

Courtney Farrell, Secretary