

RADIO FREE GEORGIA BROADCASTING FOUNDATION, INC.
BY-LAWS

(Adopted December 1999; amended June 2001; December 2003; September 2006)

ARTICLE I - PURPOSE

The purpose of these By-Laws is to insure both the continued existence of the Radio Free Georgia Broadcasting Foundation, Inc., as licensee and operator of WRFG and thus providing a voice for those who have been traditionally denied access to the broadcast media and the involvement of a broad base of community elements to guarantee that access. In the utilization of the Foundation's facilities and in its programs the following communities will receive first priority:

1. Those who continue to be denied free and open access to the broadcast media,
2. Those who suffer oppression or exploitation based upon class, race, sex, age or creed or sexual orientation.

ARTICLE II - CONTROL

The corporation seeks the active participation of community members and organizations in the programming and daily operation of its broadcasting activities. However, the control of the corporation shall be limited to and vested in its Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Organization and Power: The Board of Directors shall be limited to 17 members, all serving on the same Board without compensation. All authority for the Corporation is vested in the Board. However, without limiting its final authority, it may delegate certain necessary responsibilities subject to the limitations of State and Federal law and regulations, the Articles of Incorporation, and these By-Laws. The Board shall direct the officers and staff in the use, control and maintenance of corporate property and resources. The Board is responsible for the activities of the Corporation and its staff and shall set the broad policies, guidelines and rules governing such activities including, but not limited to, station programming, and operations.

Section 2. Meetings: Regular meetings of the Board of Directors shall be held quarterly each year, generally in the months of March, June, September, and December, the precise date, time

and location to be determined at the previous Board meeting or by the Executive Committee. Special meetings of the Board may be called by either four members of the Executive Committee or by the majority of all the members of the Standing Committees, or by the majority of all the members of the active volunteers to be delivered to the President to be acted upon within one week. All Board and staff members shall have at least twenty (20) days prior written notice of special meetings. Such notices are to be mailed to each individual Board member. In addition, a meeting announcement shall be posted in the general offices of the Corporation.

Section 3. Quorum. Agenda. & Decisions: Quorum at all Board meetings shall be nine members and decisions can be made only in the presence of a quorum. All decisions, unless otherwise specified in these By-Laws, shall be by simple majority vote of those attending and any written proxy votes that specifically refer to the question being considered. General or non-specific proxy votes and powers-of-attorney for the purpose of voting are not recognized and no proxy vote may count toward a quorum. All major policy decisions shall take a majority vote of the total Board; such a vote shall be taken at a Board meeting or by subsequent written poll of Board members. Board members will have ten (10) days prior written notice of the agenda. Items will be placed on the advance agenda either by the Executive Committee or by at least five members of all the Standing Committees. During a regular board meeting, additional items may be placed on the agenda by a vote of five members of the Board. At any special Board meeting, the agenda shall be limited to the stated purpose of the meeting and no other business shall be transacted.

Section 4. Duties: In addition to the powers and responsibilities granted to the Board by law, regulation and these By-Laws, the Board has the following specific duties; to plan and conduct all major fundraising for the Corporation, to be responsible for public and community relations and interpretation, and to plan and carry out all long range development and programs.

Section 5. Executive Committee: The five-member Executive Committee of the Corporation shall be made up of the President, Vice-President, Treasurer and Secretary plus one other Board member selected At-Large by the Board. The Executive Committee is empowered to make both those decisions enumerated in these By-Laws and in the interim between Board meetings, any corporate decisions deemed necessary for the good of the Corporation. These latter decisions are subject to confirmation at the next regular Board meeting or special meeting called for that purpose.

Section 6. Qualification. Nomination, and Election: For any person to be qualified for election to the Board of Directors, they must be a resident of the metropolitan Atlanta area, show intent to remain in Atlanta for the next three years, and actively support the purposes and activities of the Corporation. The current Board of Directors will select new members to fill those vacancies resulting from expiring terms at the June meeting from a slate of nominees presented by May

15th of each year. Unless otherwise provided for in these ByLaws, the elected term for a Board member shall be three years, ending upon the election and qualification of their successors. The number of nominees shall be at least 1-1/2 times the number of vacancies. The Board shall be maintained so that it contains members nominated by each of the following: 5 by the staff, 7 by the Board itself, and 5 by the Advisory Council or community representatives.

Section 7. Resignation and Termination: All Board members are expected to serve three years even if no longer residents of the metropolitan area. However the Board reserves the right to accept such a resignation and to decide upon its effective date. A Director may only be removed from the Board by a vote of nine Board members for the following reasons: missing two consecutive meetings without cause or willfully engaging in acts or making statements as a Board member that may cause the Corporation or its property irreparable harm.

In the event of a vacancy on the Board due to resignation, removal, or death, the remaining members of the Board shall elect a successor to fill the office for the remainder of the term at the next regular business meeting or at any special meeting of the Board called for that purpose.

ARTICLE IV - OFFICERS

Section 1. Selection: The Officers of the corporation shall be the president, vice president, secretary, treasurer and member-at-large to be elected from the members of the Board of Directors by a majority vote of the Board. This election shall occur at the third regular meeting of the Board. Their terms shall be for one year and shall end upon the election and qualification of their successors.

Section 2. President: The President shall be presiding officer of the Board of Directors and the Executive Committee and sign along with the Secretary all instruments requiring the formality of execution and acknowledgment.

Section 3. Vice-President: The Vice-President, in the absence or disability of the President, shall perform the duties of the President. However, in case of death, resignation or permanent disability of the President, the Board of Directors may declare the office of President vacant and elect a successor.

Section 4. Secretary: The Secretary shall be responsible for the minutes of the Board of Directors and Executive Committee meetings; shall have general supervision of all records and communications of the Corporation; and with the President, all instruments requiring the formality of execution and acknowledgment. The Secretary may delegate any and all duties to any staff member of the Corporation with the approval of the Executive Committee except such

duties as are required by law or regulation.

Section 5. Treasurer: The Treasurer shall be the custodian of all funds of the Corporation; shall be responsible for receiving and disbursing all corporate funds; shall have general supervision of the corporate books and financial records; and shall report in writing to the Board of Director's on the financial condition of the Corporation. The Treasurer may delegate any and all duties to any staff member of the Corporation with the approval of the Executive Committee except such duties as are required by law or regulation.

Section 6. Removal of Officers: The members of the Board of Directors may remove any officer for cause by a vote of at least nine members. Missing two or more Executive Committee meetings without just cause in any quarter of the years shall be cause for removal. In case of such a removal, the Board will elect another of their members to fill the vacancy.

ARTICLE V – STAFF

Section 1. Definition: Staff shall consist of all persons hired by the Board of Directors; all others with responsibilities designated by the Board; and all volunteers fulfilling minimum work requirements and who are current subscribers. The Board will set those requirements.

Section 2. Responsibility: Any decision democratically arrived at by debate and majority vote by the Board of Directors or the Standing Committees (within the realm of their designated authority) is binding upon the entire staff until changed. All staff members are expected to uphold all corporate, program and station policies. Failure to uphold such policies or to meet minimum staff requirements is grounds for removal from staff.

Section 3. Paid Employees: The Board of Directors may employ the staff necessary to perform the daily functions of the Corporation. The Directors will decide conditions of employment, compensations and responsibilities. The Directors may terminate such employment at their discretion, subject to the terms of contracts entered into. If paid staff positions need to be created or filled in the interim between Board meetings, the Executive Committee may do so, provided that its actions are submitted to the full Board for its approval at the next Board meeting.

ARTICLE VI - STANDING COMMITTEES

Section 1: The following standing committees have the major responsibility for the regular operation of the radio station WRFG-Atlanta: (1) The Operations committee; (2) The Program Committee; (3) The Finance Committee.

Section 2. Operations Committee: The Operations Committee will ensure the efficient day-to-day functioning of WRFG. Its duties will include air shift administration, tower and transmitter maintenance and ensuring observances of corporate policies and rules. The Operations Committee has the power to remove individuals, except paid employees, from station staff for failure to meet board certification requirements and to bar individuals from station premises when their presence is deemed detrimental to the station. Such decisions may be appealed as outlined in Section 6 of this Article. The Operations Committee will evaluate the performance of staff and make recommendations on personnel actions to the board.

Section 3. Program Committee: The Program Committee will ensure that day-to-day programming follows policy guidelines and station directives. Their duties will include monitoring program quality, scheduling programs, and soliciting new programs. The Program Committee has the power to deny new programming, airtime or to remove programs from the air, consistent with policy guidelines and directives. These decisions may be appealed as outlined in section 6 of this Article. The Program Committee will evaluate performance of staff and make recommendations on personnel actions to the board.

Section 4. Finance Committee: The role of the Finance Committee is fiscal oversight of the station. Its duties include review of budgets and develop appropriate procedures for budget preparation. The committee will report to the Board any financial irregularities, concerns, opportunities, and recommend financial guidelines to the Board. The committee will work with paid staff to design financial reports and ensure that reports are accurate and timely; oversee short and long-term investments; recommend selection of auditor and advise the management team and other appropriate staff on financial priorities and information systems.

Section 5. Composition: Each Committee must contain a minimum of five (5) nonpaid station staff members, one of whom will serve as chairperson. The chairperson has responsibility for convening meetings, seeing that proper records are kept, coordination with other committees and staff and liaison with the Board. The Directors will set forth a procedure for the selection of committee members, providing that no members of the Executive be appointed to the Program and Operations committees. The Directors will also determine the exact number of members to serve on each committee and will approve the procedures for carrying out the committees' duties.

Section 6. Reports: Each committee must submit a written report to each quarterly Board meeting. A representative from each committee should attend the Executive Committee meetings with a written report from their committee.

Section 7. Appeals: Two or more station staff members can appeal any decision of the committees by bringing the matter in writing to the attention of the Executive Committee of

Radio Free Georgia Broadcasting Foundation, Inc. Within two weeks, that committee must hear the appeal or uphold the decision. One-third of the total members of all standing committees and the Executive Committee can appeal in writing to the President any decision of the Executive Committee. The matter must be heard at the next full Board meeting. Special Board meetings can be called on appeal matters by following the provisions of Article III, Section 2.

ARTICLE VII - COMMUNITY ADVISORY BOARD

Section 1. Purpose: The Community Advisory Board is created to review the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station. The Advisory Board shall advise the Board of Directors of WRFG with respect to whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station, as defined by the mission statement of the station, and may make such recommendations as it considers appropriate to meet such needs.

Section 2. Meetings and Annual Report: (a) The Community Advisory Board shall meet at least once yearly. The Board may meet more often if it deems it necessary. (b) The Community Advisory Board shall make an annual written review report to the WRFG Board of Directors at its Annual Meeting.

Section 3. Composition: The members of the Advisory Board shall be chosen to reflect the diverse needs and interests of the communities served by the station. Membership on the Advisory Board shall consist of a minimum of five up to a maximum of fifteen.

Section 4. Relation To Board of Directors: The membership of the Community Advisory Board shall be selected and briefed on statutory requirements by the WRFG Board of Directors. After the Advisory Board is established, it becomes an autonomous entity and determines for itself its composition, time and place of meetings and advice given to the WRFG Board of Directors.

Section 5. Documentation: As part of the annual report to the WRFG Board of Directors, the Community Advisory Board shall document its membership, the mechanism used to determine its composition, its organization, schedule of meetings, minutes and attendance records of such meetings. Such documentation shall be kept at the office of WRFG as part of its Public File.

ARTICLE VIII - ACCOUNTS AND AUDITING

The Corporation shall maintain an accepted cash basis accounting system, including an annual financial statement to be prepared by a certified public accountant. The fiscal year shall

commence on January 1st of each year.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the entire Board of Directors at any regular meeting or any special meeting called for that purpose on twenty days notice to the Directors and staff of proposed amendment.