

**BYLAWS OF ROCKY MOUNTAIN PBS
VOLUNTEER BOARD OF DIRECTORS**

November 18, 2004

ARTICLE I: Name

This organization is known as the Rocky Mountain PBS Volunteer Board of Directors.

ARTICLE II: Purpose:

The purpose of the Rocky Mountain PBS Volunteer Board of Directors is the support and promotion of the mission and goals of Rocky Mountain PBS.

ARTICLE III: Membership of the Rocky Mountain PBS Volunteer Board of Directors

Section 1: Volunteer Board Composition:

The Rocky Mountain Volunteer Board of Directors consists of the President, Vice President, Secretary, Project Chairs, **up to five Members At Large**, certain immediate Past Members as specified below, Honorary Members, the Rocky Mountain PBS Volunteer Coordinator and any other positions essential to the operations of Rocky Mountain PBS and the volunteer effort, as deemed necessary by the Volunteer Board of Directors. Project Chairs govern the projects defined in Article V. Other members of the Volunteer Board of Directors are: the immediate Past President, the immediate Past Vice President and the immediate Past Secretary. The immediate Past Chairs of continuing Volunteer Board Projects are for one (1) year. All other Past Presidents of the Volunteer Board of Directors are Honorary members of the Volunteer Board of Directors.

Section 2: Voting Members of the Volunteer Board of Directors defined:

- a) The President, Vice President, and Secretary each have one vote.
- b) The immediate Past President, Immediate Past Vice President and immediate Past Secretary each have one vote.
- c) Each Project Chair has one vote.
- d) **Each Member At Large has one vote, and must serve on at least one existing project committee.**
- e) Immediate Past Project Chairs have one vote for one year.

- f) In the event of Co-Chairs occupying a Project Chair, for voting purposes, that Chair is regarded as having one vote. Co-Chairs jointly will determine how their single vote is cast.
- g) Regardless of holding more than one voting position, no single individual may exercise more than one vote.

Section 3: Non-Voting Members of the Volunteer Board of Directors defined:

- a) The Rocky Mountain PBS Volunteer Coordinator is an ex-officio (non-voting) member.
- b) All Past Presidents of the Volunteer Board of Directors (excluding the immediate Past President).
- c) Incumbents of any other position essential to the operation of Rocky Mountain PBS and the volunteer effort as deemed by the Rocky Mountain PBS Volunteer Board of Directors.
- d) The designated representatives from each of the stations (KRMA, KRMJ, KTSC) comprising Rocky Mountain PBS.

Section 4: Election of Members and Terms of Office:

- a) The Rocky Mountain PBS Volunteer Board of Directors will elect a President, Vice President, Secretary, Project Chairs and **Members At Large** based upon a simple majority vote of those voting Volunteer Board of Directors members in attendance at a legally constituted meeting per Article III Section 5 below. Confirmation of their election is subject to the approval of the Rocky Mountain PBS Director of Individual Giving and The Rocky Mountain PBS President & General Manager (or Designee).
- b) Elected members (President, Vice President, Secretary, Project Chairs and **Members At Large**) are elected for a term of one year ending June 30. Vacancies on the Volunteer Board of Directors created by the annual expiration of their regular Volunteer Board of Directors terms on June 30 are to be filled by the nomination procedures of Article VII of these Bylaws (below).
- c) Mid-term vacancies on the Volunteer Board of Directors will be filled by appointment of the President with the ratification of the Volunteer Board's voting members, except that in the event of a vacancy of an immediate Past Chair, said position shall remain vacant.

Section 5: Meetings

- a) The Volunteer Board of Directors will meet at least once quarterly.
- b) Calling Meetings: A meeting will be on the call of the President, or any three (3) other voting members of the Volunteer Board of Directors, stating time, date and place of the meeting. Said Call to be communicated to each of the members of the Volunteer Board within a reasonable time prior to that meeting.
- c) Quorum: A quorum will consist of no less than 5 members of the Volunteer Board of Directors present and voting. A simple majority is all that is required. There will be no proxy voting.

Section 6: Duties:

- a) President: The President will be the Chief Executive Officer (CEO) of the Volunteer Board of Directors for Rocky Mountain PBS. The President, or other Officer designated by the President, will preside at all meetings of the Volunteer Board of Directors.
- b) Vice President: The Vice President will serve as the assistant to the President of the Volunteer Board of Directors and will serve in the President's stead if required.
- c) Secretary: The Secretary will record and distribute the minutes of each meeting of the Volunteer Board of Directors and other assigned duties.
- d) All members of the Volunteer Board of Directors will perform such other duties as may be assigned by the Board President.

ARTICLE IV: Administration:

Rocky Mountain PBS Volunteer Board of Directors will administer all activities of the Volunteer force supporting Rocky Mountain PBS.

ARTICLE V: Projects:

The projects, and changes hereto, of the Rocky Mountain PBS Volunteer Board will be those recommended by a majority vote of the voting members of the Volunteer Board of Directors subject to review and approval of the Rocky Mountain PBS Director of Individual Giving and the Rocky Mountain PBS President & General Manager (or their designees).

ARTICLE VI: Committees:

- Section 1: Nominating Committee:
The Nominating Committee, as defined in Article VII (below), will be a Standing Committee of the Rocky Mountain PBS Volunteer Board of Directors.
- Section 2: Committees-at-Large:
The President of the Volunteer Board of Directors may appoint committees-at-large and the Chairs thereof, in support and promotion of the mission and goals of Rocky Mountain PBS as set forth in Article II (above).

ARTICLE VII: Nominating Committee:

Section 1: Membership

- a) Voting Members:
- 1) President of the Volunteer Board of Directors.
 - 2) Two (2) members of the Volunteer Board of Directors, selected by the President of the Volunteer Board of Directors.
 - 3) Two (2) volunteer selected by the Rocky Mountain PBS Volunteer Coordinator from the current volunteer roster.
- b) Ex-Officio Members (non-voting):
- 1) The Rocky Mountain PBS Volunteer Coordinator.
 - 2) Immediate Past President of the Volunteer Board of Directors.

Section 2: Duties and Term of Office:

- a) At a reasonable time prior to the final meeting for the year ending June 30, the Nominating Committee will present a slate of nominees for elective positions to the Volunteer Board of Directors.
- b) The Nominating Committee may, when requested by the President, present a nominee for fulfillment of a resigning Volunteer Board of Directors member's unexpired term.
- c) The Nominating Committee's term commences upon selection per Section 1(a) of this Article (above) and expires the following June 30, unless extended by the President of the Volunteer Board of Directors.

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ARTICLE VIII: Amendments & Reviews:

Section 1: Amendments:

These bylaws may be amended at any regular, or special, meeting of the Volunteer Board of Directors, with a quorum present, by a two-thirds (2/3) vote of the voting members present. A notice of the meeting, with a copy of the proposed amendment(s), must be sent to all members of the Volunteer Board of Directors by the President at least ten (10) days prior to the meeting.

Section 2: Reviews:

These Bylaws will be reviewed biannually from the date of the last revision.

updated 11/19/04