

Bylaws and Policies and Practices

**of the
MAIN Board of Directors**

As Amended by the Board of Directors May 15,2007

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SECTION I

**Basic Information
Mission Statement
Goals of the Organization:**

MAILING ADDRESS:

**34 Wall St., Suite 407
Asheville, NC 28801**

TELEPHONE NUMBERS:

828-255-0182

EMAIL ADDRESS & WEBSITE:

Main.nc.us

MISSION STATEMENT

MAIN is a nonprofit community network using integrated media technologies to expand the local public sphere and to support:

- **participatory democracy**
- **citizen access to media**
- **independent journalism**
- **local cultural and artistic expression**
- **locally-owned businesses**
- **social and economic justice**
- **and environmental stewardship**

SECTION II

By-Laws

By-Laws of the Mountain Area Information Network

Article One

Name and General Organization

1.1

The name of this Corporation shall be the “Mountain Area Information Network or MAIN”

1.2

MAIN is a nonprofit community network using integrated media technologies to expand the local public sphere and to support:

- **participatory democracy**
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1.3

The Corporation is organized to operate as a *nonprofit corporation*, and it is intended that the Corporation shall qualify at all times as an organization exempt from Federal income tax under sections 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to in these By-Laws as “the Code”).

1.4

The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Corporation’s Board of Directors. The Corporation may also have offices and places of business at such other places within or without the town of Asheville, North Carolina, as the Board of Directors may from time to time determine.

1.5

The fiscal year of the Corporation shall be from July 1 through June 30.

Article Two
Board of Directors

2.1 - Duties and Responsibilities

The governance of the Corporation is assigned to a Board of Directors, consisting of at least five and no more than 15 members, to be appointed and to serve terms as detailed in Article 2.2 following. The Board is the responsible legal and fiduciary body of the Corporation, holds title to all properties and funds of the Corporation, and is the trustee of those properties and funds.

It shall be within the power of the Board of Directors to appoint an Executive Director, who shall be an Officer of the Corporation and a non-voting member of the Board. The Executive Director shall be equivalent to a Chief Executive Officer.

The responsibilities of the Board of Directors include, but are not limited to, the following:

- a) Ensuring the Corporation remains compliant at all times with its non-profit status and with these By-Laws and Articles of Incorporation
- b) Approving annual operating and capital budgets, and reviewing quarterly financial summary reports
- c) Altering, amending or repealing these By-Laws, or adopting new By-Laws, by majority vote provided that the By-Laws shall at no time contain any provision inconsistent with law or the Articles of Incorporation.
- d) Conducting an annual performance evaluation of the Executive Director
- e) Developing overall fundraising goals on an annual basis, in consultation with the Executive Director
- f) Developing a strategic plan describing the overall direction of the Corporation's public service, to be devised annually in consultation with the Executive Director and appropriate staff
- g) Representing the Corporation, individually or severally, at public events and fundraising activities

The Board of Directors is not required to participate in the daily management of the Corporation's staff and activities, which responsibility is assigned to the Executive Director.

Each member of the Board will represent the interest of the Corporation as a whole, and each member's expertise in specific fields of interest will be applicable to the Board responsibilities stated above. Each Board member will devote the time and effort required to set sound Board policies and carry out Board assignments.

2.2 - Election of Directors, Length of Terms and Resignation or Removal of Directors

Election:

Any individual may recommend potential Directors to a Nominating Committee, which shall be constituted and which shall act as detailed in Article 5, Section 3 of these By-Laws. The Nominating Committee shall consider all such recommendations and prepare a slate of nominees for consideration and approval by a majority vote of the Directors present and meeting in regular

or special session. Such slates of nominees shall be prepared when the number of Directors may fall below the minimum of five, or to replace Directors whose terms are ending or to fill vacancies due to resignation or removal. Vacancies which may be created because of a resolution of the Board to increase the required number of Directors may also be filled in this manner, and by a majority vote of the Directors present and meeting in regular or special session.

Length of Terms:

The members of the Board shall serve staggered terms of three years each. The terms shall be fixed so as to ensure that approximately one-third of the Directors' terms shall expire each year, and length of terms may be adjusted in this regard to maintain a minimum of five Board members. A Director may serve a consecutive second term at the discretion of the Nominating Committee and the Board, following the above procedures. No Director, however, may serve more than two consecutive terms.

Resignation or Removal:

Any Director may resign his or her appointment at any time, and may be removed at any time by a majority vote of the entire Board. In addition, the Board Chair may request the resignation of any Director who is absent without notice from three consecutive scheduled meetings. Upon the death, removal, resignation, retirement or incapacity of any member of the Board of Directors, a majority of the remaining Directors may, if necessary to assure that there are at least five members, elect a successor.

2.3 - Meetings, Notice of Meetings, and Waiver of Notice

The Board of Directors shall meet no less than six times per year. Special meetings may be called at any time by the Chair or by any two Directors. All Directors shall be given notice of at least five business days prior to such special meetings, which notice shall briefly describe the purpose of the special meeting.

Notice of Meetings:

Notice of Board meetings shall be given to each Board member, by mail or e-mail, not less than five days before the meeting. Special meetings may be called as necessary by the Board Chair, the Executive Committee, or a simple majority of the Board of Directors.

2.4 - Quorum Requirements

A simple majority of active and voting Directors then in office shall constitute a quorum for the transaction of any business to come before the Board at any regularly scheduled or special meeting.

2.5 - Actions Taken Without A Meeting

Any action required or permitted to be taken at a regularly scheduled or special meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors and duly filed with the minutes of proceedings of the Board.

Article Three
Officers and Responsibilities

3.1 - Officers of the Corporation

The Officers of the Corporation shall annually be drawn from, and shall be elected by, the Board of Directors and shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Board may name from time to time other Officers as it may deem necessary. *All officers shall be unpaid volunteers.* Any two offices may be held by the same person, except the office of Chair.

3.2 - Duties Of The Chair

The Chair shall preside at all meetings of the Board of Directors and of the Executive Committee, and may serve a term of two years with annual reappointment and approval by the Board. The Chair is exempt during his or her term of office from the six-year term limitation imposed on Board members. The Chair is responsible to the Board for the governance, supervision and administration of the policies and actions adopted by the Board, and shall keep the Board informed at all times of such matters as come within its responsibilities, as detailed heretofore. He/she is a non-voting representative to all committees other than the Executive Committee, of which he/she is a voting member. The Chair may delegate these duties to the Vice-Chair or Vice-Chair but remains at all times responsible for their completion.

3.3 - Duties Of The Vice-Chair

The Vice Chair shall perform such duties and exercise such other powers as the Chair or majority of the Board of Directors shall request or delegate. In the absence of the Chair or in the event of the Chair's death or inability to act, all the duties of the Chair shall be performed by the Vice Chair or, if there is more than one Vice Chair, by whichever Vice Chair was first elected to office. If more than one Vice Chair was elected to office at the same meeting, the Vice Chair whose nomination was first approved, according to the minutes of such meeting, shall be designated. When a Vice Chair is so acting, he/she shall have all the power of, and be subject to all the restrictions upon, the Chair.

3.4 - Duties Of The Executive Director

The Executive Director is the chief operating officer of the Corporation and is responsible for carrying out on a daily basis activities related to the Corporation's mission. The Executive Director is a salaried staff position. A detailed job description may be found in the Corporation's most current employee manual. The Executive Director reports to the Chair and, through the Chair, to the Executive Committee and the Board of Directors. He/she is a non-voting member of all standing, advisory and ad hoc committees. In the event the Executive Director is temporarily unable to perform his or her duties, those responsibilities shall be undertaken by the Executive Committee on an interim basis. The same shall apply if the Corporation, for whatever reason, terminates the employment of the Executive Director, or accepts the resignation of the Executive Director.

3.5 - Duties Of The Treasurer

The Treasurer shall be charged with the governance and reporting of the Corporation's financial affairs, and shall review with the Executive Director monthly income and expense reports and quarterly summary reports. Such reports shall then be reviewed by the Treasurer with the Finance and Audit Committee, the Executive Committee and the Board of Directors. The Treasurer also reviews monthly cash flow requirements and is responsible for providing sufficient funds to meet current obligations by temporarily drawing down on reserve funds or by borrowing, if necessary, upon approval of such actions by the Finance and Audit Committee and

the Board of Directors. The Treasurer serves on the Finance and Audit Committee and the Executive Committee, as hereinafter described, and shall perform such other duties as may from time to time be delegated to him/her by the Chair or the Board.

3.6 – Duties of the Secretary

The Secretary shall keep the minutes of meetings of the Board, maintain the membership roles, and have custody of the corporate records, contracts, other instruments and records of the business conducted by the Corporation. The Secretary shall notify members of meetings and handle all correspondence. In addition, the Secretary shall perform other duties as assigned by the Board.

3.7 - Power To Bind

Any sale or transfer of stock, bond or security standing in the name of the Corporation shall be valid only if signed by the Corporation acting through at least two of the officers, as heretofore described. Any such sale or transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if such transactions had been authorized by a specific vote of the Directors. And any person, firm or corporation to whom a copy of this Article 3.6 shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal. The sale of real property standing in the name of the Corporation is expressly excluded from these provisions.

3.8 - Removal Of Officers

Any officer, assistant officer or agent elected by the Board of Directors may be removed by the Board whenever, in its judgment, the best interest of the Corporation will be served thereby. Such removal shall be by majority vote of the Board members then present and meeting.

Article Four

The Seal Of The Corporation

4.1

The Seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal, the signature of the Corporation following the word “seal” enclosed in parentheses or scroll, shall be deemed the Seal of the Corporation. The Seal shall be in the custody of the Secretary and affixed by him/her on such papers as may be directed by law, by these By-Laws, or by the Board of Directors.

Article Five

Committees

5.1 - Standing Committees

The Board of Directors shall have the following Standing Committees: Executive Committee, Nominating Committee, Finance and Audit Committee, Development Committee and the Editorial Committee. Membership of these committees shall be drawn from the Directors. Advisers who are not Board members may be appointed to any Standing Committee.

Other Committees

The Board shall, from time to time, authorize such other Ad Hoc or Advisory committees as it deems necessary to carry out the objectives of the Corporation. Membership of such committees may be drawn from the Directors or from the public at large, as described hereinafter.

5.2 - Composition, Duties and Responsibilities of the Executive Committee

The Executive Committee shall be composed of the Officers of the Corporation, the Chair of the Finance and Audit Committee, and the Executive Director as a non-voting member. The Committee shall meet as the Chair deems necessary, to consider urgent matters which require attention when no Board meeting is immediately scheduled. The Committee may act in all matters normally delegated to the Board, except the Committee is expressly prohibited from electing, appointing or removing any Director, from amending or repealing any provisions of the By-Laws or from adopting new By-Laws.

5.3 - Composition, Duties and Responsibilities of the Nominating Committee

The Nominating Committee shall be composed of at least three Directors, plus the Executive Director as a non-voting member, and meets as often as is necessary to fulfill the responsibilities as described below. The Chair of the Nominating Committee shall be named by the Executive Committee and must be approved by the Board of Directors. The Directors on the Committee shall be selected and proposed by the Board Chair to the full Board for approval, and shall be replaced as described in Article 2.2 of these By-Laws as their terms as Directors expire or as they are replaced as heretofore described. The Nominating Committee shall recommend nominees for Directors, Officers, and Chairpersons of Standing Committees. Nominees approved by the Board shall assume their duties as of a date and time to be directed by the Board.

5.4 - Composition, Duties and Responsibilities of the Finance and Audit Committee

The Finance and Audit Committee is composed of at least three Board members plus the Executive Director as a non-voting member, but no more than eight, members nominated from the Board membership by the Nominating Committee and elected annually by the Board, as described in section 5.3 of this Article V. The Chair of the Committee shall be named by the Nominating Committee. The Treasurer must be a member of the Committee. The Committee meets at least monthly, or as often as necessary to conduct business. The Committee is responsible for the management of all monetary and real property assets of the Corporation; oversees the annual operating and capital budgets of the Corporation; recommends an auditor and reviews the audit report so prepared; and reviews all financial commitments outside the capital budget in excess of limits set by the Executive Committee. Such expenditures shall then be presented to the Executive Committee and/or the Board of Directors for approval.

5.5 - Composition, Duties and Responsibilities of the Development Committee

The Development Committee shall be composed of at least two Directors, plus the Executive Director, and meets as often as necessary to fulfill the responsibilities herein described. The Chair of the Development Committee shall be named by the Nominating Committee. The Development Committee is responsible for determining the annual fundraising goals of the Corporation and devising ways and means to achieve those goals. The Committee shall present a report to the Board summarizing such goals for the coming year at the Board's scheduled meeting in December.

Article Six

Indemnification of Directors and Officers

6.1

WHEREAS, as the Board of Directors and Officers of the Mountain Area Information Network (MAIN) are citizens of the service area of the Corporation, who serve on a voluntary basis without compensation; and

WHEREAS it is desirable that competent lay and professional leaders of MAIN be attracted to service as Directors or Officers and

WHEREAS the Corporation recognizes that it may be necessary to defend actions taken in good faith while exercising their duties as Directors and Officers and

WHEREAS after full discussion it has been determined that the Corporation should offer the Directors and Officers such protection as it is able for claims made against them and expenses related in defending any such claims,

6.2
NOW THEREFORE BE IT RESOLVED that the Corporation will indemnify and hold harmless its Directors and Officers from any damages which the Directors and Officers shall become legally obligated to pay as a result of their good faith actions as Directors and Officers; and the Corporation will further reimburse or otherwise pay the reasonable cost for the defense of claims asserted against any Director or Officer for his/her good faith acts in the scope of his/her duties and services to the Corporation. No such assistance shall be provided unless the Director or Officer against whom the claim is asserted shall advise the Corporation in writing within ten (10) days after notice to the Director of such claim, and subject to the full cooperation by the Director or Officer with the Corporation and any attorneys it may employ.

SECTION III

Policies and Practices

These bylaws may be altered, amended, or repealed or new bylaws adopted, by affirmative vote of two thirds of the Board. Copies of the proposed amendments must be provided to the Board at least one month prior to the meeting.

3.1 ETHICS

General Statement

The Board of Directors, staff, and volunteers of the Mountain Area Information Network affirm that:

- The chief function of the organization is to serve the best interests of our community and constituencies
- Any activity or interest that is in conflict with the Corporation's mission shall be avoided
- Confidential information shall at all times be respected and protected
- Organizational and operational duties shall be exemplified by open communication, creativity and dedication.

Confidentiality

It is the policy of the Mountain Area Information Network that all members of the Board of Directors, all volunteer staff and all professional staff may not disclose, divulge or make accessible confidential information belonging to or obtained through affiliation with the Corporation to any person other than to such persons to whom such disclosure is authorized. Such confidential information includes, but is not limited to, information relating to the Corporation's donors, legal counsel obtained by the Corporation, and salaries paid to staff. This policy, however, is not intended to prevent disclosure which is required by law.

Directors, volunteer staff and professional staff must be sensitive to the risk of inadvertent disclosure.

Conflict of Interest

Directors have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest.

An *actual* conflict of interest exists when a Director (including his or her spouse, siblings, parents or children) has a material financial interest in a transaction or project under consideration by the Board of Directors. A *potential* conflict of interest exists when a Director is in a position to influence a decision that may result in personal gain.

In this regard, it is the policy of the Mountain Area Information Network that each Director shall:

- 1) disclose to the Board the existence of an actual or potential conflict of interest
- 2) abstain from discussing any issue involved in a conflict of interest unless requested by the Board or a Standing Committee of the Board to give information on the issue

- 3)absent himself or herself from Board or committee discussions on any such project or transaction involving a conflict of interest, unless requested by the Board or committee to give information on the issue**
- 4)abstain from voting on any such issue**
- 5)take a temporary leave of absence from the Board, if requested to do so, until such time as the matter giving rise to the conflict of interest has been resolved.**

If a transaction or project involves an actual or potential conflict of interest by a member of the Board, the Board of Directors shall:

- 1)approve of such transaction or project only if the Board makes specific findings that:
 - a)the transaction is demonstrably fair, benefits the Mountain Area Information Network and its objectives, and is being approved with the full knowledge of the material benefit to the Director involved in the conflict of interest**
 - b)that the affected Director will not participate in the vote approving the transaction or project, will be absent both during the discussion of the transaction or project and during the actual vote thereon, and has not sought in any way to coerce Directors to vote in favor of the transaction or project****
- 2)request that the affected Director take a leave of absence from the Board if it is determined that the nature and magnitude of the conflict of interest warrants such a request**

3.2 FISCAL AFFAIRS

Check Signing Authority

Debt

Sale of Real Property

Real property standing in the Corporation's name may only be sold upon the recommendation of the Executive Committee and upon approval of two-thirds of the voting members of the Board of such sale. The Board shall be provided with legally binding assurances on the part of the purchaser of such real property that all existing restrictions and conditions placed on the use of the property, whether by covenant, easement or any other restriction, shall continue in full force and effect.

Operating Budgets

It is the policy of the Corporation to fund its annual operating expenses from either a "zero balance" or "surplus balance" operating budget. If, at the end of a fiscal year, an operating deficit has been incurred, that deficit shall be included as a reimbursement to the Corporation in the following fiscal year's operating budget.

Capital Expenditures

A capital acquisition is an individual asset and/or class of assets that has a useful life of more than one year and a cost of \$10,000 or more. Anticipated capital acquisitions shall be included in the normal budgetary process.

Bid Solicitation

Endowment Funds

Dissolving Endowment Funds

Acceptance of Gifts

Gifts, whether in the form of cash, stock or property, and whether restricted for certain uses or for general operating funds, may be accepted from individuals or organizations. It is the policy of MAIN to strive to honor the purpose for which restricted gifts are made, but the actual purpose for which such restricted gifts are used is at the ultimate discretion of the Board of Directors.

Non-Monetary Gifts

The acceptance of gifts other than cash or stock, including services performed or personal property donated (such as art objects, furniture and equipment), is subject to the following conditions:

- All gifts valued at more than \$1000 shall be reported to the Executive Committee to ensure proper acknowledgement and inventory control.

- There shall be no statement issued confirming the value of a gift unless a certified appraisal accompanies the gift.

3.3 EMPLOYMENT PRACTICES

The Mountain Area Information Network, is an equal opportunity employer and does not discriminate with regard to race, ethnic origin, religion, sex, or sexual orientation. Employment and promotion is to be based solely on qualification and performance, as detailed in the most current Employment Manual provided to each new employee. The Employment Manual and the policies set forth therein shall be reviewed annually by the Executive Committee. Any changes made to such provisions must be approved by the Board of Directors.

New Positions

Each newly created full-time and each newly created part-time position, and the salaries thereof, which are not included in existing operating budgets for a given fiscal year, must be approved by the Executive Committee before being filled.

Initiation and Termination of Employment

All hiring and all termination of employment is at the sole discretion of the Executive Director, who shall timely inform the Executive committee of such matters and who shall consult with the committee on such issues as necessary. Termination of employment shall follow the guidelines and procedures as outlined in the Employee Manual, as may be amended from time to time.

3.4 ADVISORY COMMITTEES

Purpose and Scope of Activity

Advisory Committees are intended to support professional staff in planning and executing the Corporation's programs, in the expansion and maintenance of the Corporation's facilities, and in other endeavors consistent with the Corporation's Mission Statement. Specific duties of each Committee are detailed below.

Advisory Committees serve a purely planning function, and are not involved in the daily administration and routine operational activities of the organization.

No Fiscal Authority

No Advisory Committee exercises fiscal or budgetary authority over the area of activity or interest with which it is concerned, although it may assist in the preparation of budgets by recommending to the Executive Committee and the Finance & Audit Committee expenditures in its area of activity or interest.

Appointments and Size of Committees

Chairs of the Advisory Committees are proposed by the Nominating Committee for approval by the Board of Directors. Advisory Committee chairs, in turn, may appoint members of their respective committees.

To promote diversity and community involvement, Advisory Committee members shall not be drawn exclusively from the Board of Directors but also from the general public. The maximum number of members of any Advisory Committee shall be set at seven.

Advisory Committee Descriptions

Programming Committee

The Programming Committee shall assist the Executive Director in the development, planning, and implementation of the programming policies for WPVM LP Asheville, the radio station for which MAIN is the license holder. The Committee shall also review and recommend programming consistent with the mission and goals of MAIN and assist MAIN staff in the training and supervision of station volunteers.

3.5 MISCELLANEOUS POLICIES

Equipment owned or leased by the Corporation, whether used for clerical tasks or any other purpose, is not to be made available to outside organizations or individuals except as part of normal facilities services provided by the Corporation during an event on the Corporation's premises.

Advocacy

Lending the Corporation's name to the advocacy of local, regional or national causes or campaigns inconsistent with the Corporation's Mission Statement, or which may jeopardize its non-profit status, is not permitted. Endorsement of candidates for public office by the Corporation is absolutely prohibited. Advocacy initiatives which may be consistent with the Mission Statement and the Corporation's non-profit status may be considered on an individual basis by the Board of Directors.