



605 Howell Street Silver City, NM 88061 505.538.8669 email@gmcr.org

Bylaws and Mission of Gila / Mimbres Community Radio

Mission Statement

The Voice of Many Voices

GMCR seeks to establish and operate a non-commercial / educational, non-profit, volunteer-based community radio station located in Silver City, NM.

GMCR shall provide programming and media access to segments of the community that are underserved.

GMCR shall provide educational programs and services, including but not limited to programs of educational merit including those concerned with scientific, cultural, historical, and humane studies; adult education, distance learning, programs in support of K-12 and higher education; programs incident to for-credit instruction and general interest programs.

GMCR's news and public affairs programming shall provide a forum for the community, as well as unpopular, controversial, or neglected perspectives on important local, national, and international issues, reflecting GMCR's inclusive values of peace, justice, democracy, human and civil rights, multiculturalism, environmentalism, freedom of expression, and social advancement.

GMCR's arts, cultural, and music programming shall cover a wide spectrum of expression from traditional to experimental, and reflect the diverse cultures that GMCR will serve. GMCR shall strive for spontaneity and programming excellence, both in content and technique.

Bylaws

1. Purpose

1.1 The purpose of Gila / Mimbres Community Radio (herein referred to as GMCR) is to apply for, license and operate one or more noncommercial, educational broadcast stations, (hereinafter referred to as "The Station" whether one station or more) and to serve and fully qualify as a "public telecommunications entity" within the intent of 47 U.S.C. Section 397(12). The Station will be community-based and community supported, serving localities throughout Southwest New Mexico, and encouraging participation by local residents as volunteer staff, content producers, on-air talent and as donors and underwriters.

1.2 GMCR's headquarters is in, and shall remain in, Silver City, NM or a place within 25 miles of Silver City, NM consistent with FCC localism requirements as of the date of acceptance of these bylaws.

1.3 The Corporation at all times shall maintain "local diversity of ownership" as that is defined in FCC Rules and Regulations, Section 73.7003(b)(2), 47 C.F.R. Section 73.7003(b)(2). At no time shall the Corporation, any parent or subsidiary entity, or any officer or director of the Corporation, have an attributable interest in another radio station, including any license, construction permit or debt or equity position, if the principal community contour of such station would overlap in any part

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with the principal community contour of a new noncommercial radio station for which the Corporation files an FCC application for construction permit.

1.4 GMCR shall present a broad range of programming including, but not limited to, news, public affairs, local issues and events, music, arts, culture, education, environment, economics, entertainment, spiritual life, and media literacy.

1.5 GMCR shall promote inclusive values of peace, justice, democracy, human and civil rights, multiculturalism, environmentalism, free speech, and social advancement.

1.6 GMCR shall provide a forum for creative expression of the community with particular concern for diversity, giving voice to those unheard on commercial outlets, content and ideas under represented in mainstream media, and controversial or neglected perspectives on important local, national, and international issues.

1.7 GMCR shall provide education and training in the methods and techniques of radio broadcast and related disciplines and strive to utilize the most effective, efficient, and advanced available technologies within its means.

2. Membership and Underwriting

2.1 Definitions

2.1.1 Members of GMCR shall be individuals having certain rights and responsibilities including, but not limited to, voting for the Board at the annual meeting and being in good standing.

2.1.2 Underwriters shall be individuals, organizations, or businesses that donate to general operations, specific projects, or specific programs.

2.1.3 The Board may establish other classes of membership and criteria.

2.2 Eligibility and Good Standing

2.2.1 GMCR members shall be residents of the Service Area.

2.2.2 Members shall be of any race, color, creed, gender, national origin, religious persuasion, or sexual orientation who supports the mission and values of GMCR.

2.2.3 Prospective members under eighteen years of age shall present written approval from a parent or guardian.

2.2.4 GMCR members shall renew membership annually with payment of a membership fee as defined by the Board.

2.2.5 The Board shall permit a member to perform volunteer service in lieu of cash payment for membership.

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2.2.6 No person shall hold more than one membership nor vote more than once in any election.

2.2.7 Those meeting all criteria shall be considered in Good Standing.

2.2.8 The Secretary of GMCR shall keep current records of members in Good Standing.

2.3.1 Members in Good Standing may attend and participate in all board and committee meetings and the Annual Meeting.

2.3.2 Members in Good Standing may for vote for the Board.

2.3.3 Members in Good Standing meeting all other qualifications may run for the Board

2.3.4 Members of GMCR carry no personal liability for the activities of GMCR.

3. Board of Directors

3.1 Governance

3.1.1 The governing body of GMCR shall be a Board of Directors (hereinafter referred to as the Board).

3.2 Composition

3.2.1 The founding Board consists of, and the Board shall have at least, five directors. A vacancy on the board shall be filled within 120 days. The Board may be increased at the Board's discretion to seven or nine directors.

3.2.2 In addition, the General Manager shall serve on the Board in a non-voting ex officio capacity.

3.3 Eligibility and Requirements

3.3.1 A Director shall support and adhere to the purpose, values, and bylaws of GMCR.

3.3.2 A Director shall be a member of GMCR and a resident of the Service Area for at least six months prior to assuming a seat on the Board and during the term of office.

3.3.3 Paid staff (other than the General Manager, as described in 3.2.2) are not eligible for the Board. Board members assuming a paid staff position must resign their board position.

3.4 Term

3.4.1 The Board shall be self appointing until the first election.

3.4.2 The first election shall be held at the second Annual Meeting after the station goes on the air.

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3.4.3 If at the time of the first election the Board has five members, two Director positions shall be on the ballot. If the Board has seven members, three Director positions shall be on the ballot. If the board has nine members, four Director positions shall be on the ballot.

3.4.4 At the second election, the remaining founding or appointed Director positions shall be on the ballot.

3.4.5 Thereafter, approximately half the director positions shall be on the ballot at each Annual Meeting with the lesser number in odd numbered elections and the greater number in even numbered elections.

3.4.6 The term of elected board members shall be two years beginning and ending at the Annual Meeting.

3.4.7 A Director may not serve more than two consecutive terms.

3.4.8 Composition of the Board shall be maintained at all times with the characteristics necessary to qualify the Corporation as an "established local entity" under Rules and Regulations of the Federal Communications Commission ("FCC"), Section 73.7003(b)(1), 47 C.F. R. Section 73.7003(b)(1). Therefore 75% of the board will reside within 25 miles of the coordinates of Silver City.

3.5 Powers and Duties

3.5.1 The Board shall have the powers and duties necessary for the administration and financial management of GMCR.

3.5.2 Directors shall serve without compensation. They may be reimbursed for approved expenses incurred in the conduct of their office.

3.5.3 Procedures for approval of expenses shall be defined by the Treasurer with approval of the Board.

3.5.4 The Board shall define qualifications, determine salary and benefits, interview applicants, hire, evaluate the performance of, and terminate the General Manager.

3.5.5 The Board shall also designate additional paid staff positions, define qualifications, determine salaries and benefits, interview and evaluate applicants, hire and terminate such additional paid staff. The Board shall consult with the General Manager in these decisions.

3.5.6 The Board shall establish committees to address issues and achieve goals of GMCR.

3.6 Officers

3.6.1 The Board shall appoint the officers of the corporation.

3.6.2 The officers of the Board shall be Chair, Vice Chair, Secretary, and Treasurer.

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3.6.3 The term of office for officers is one year.

3.6.4 The Chair shall be the executive officer and, subject to the control of the Board of Directors, shall have general supervision of, and represent, GMCR. The Chair or the Chair's designee shall preside at all meetings of the Board.

3.6.5 The Vice Chair shall, in the absence or disability of the Chair, perform all the duties of the Chair, and when so acting shall have the powers of, and be subject to the restrictions upon, the Chair.

3.6.6 The offices of Secretary and Treasurer may be held by the same Director while the board has five directors but not if it has seven or nine directors.

3.6.7 The Secretary or his designee shall take minutes of all Board meetings. Copies of minutes shall be available to members.

3.6.8 The Secretary shall keep a register showing the names, contact information and standing of the members.

3.6.9 The Treasurer's duties are described in Section 6 - Finances.

3.7 Vacancies and Appointments

3.7.1 In the event of a vacancy on the Board, the Board shall appoint an eligible GMCR member who shall serve for the remainder of the term of the vacant Director's seat.

3.7.2 Appointment to the Board shall require a two-thirds vote of all Directors.

3.8 Conflict of Interest

3.8.1 No Director shall vote on any matter that may result in a financial advantage or gain to the Board member, his or her relatives, business or domestic partner.

3.8.2 Directors shall inform the Board of any such circumstance.

3.9 Indemnification

3.9.1 Directors are indemnified by GMCR and carry no personal liability for the performance of their appointed duties in good faith barring gross negligence or unlawful behavior.

4. Meetings

4.1 Board Meetings

4.1.1 GMCR shall conduct meetings of the Board as needed but not less than every other month in Silver City, NM or another location within the Service Area.

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4.1.2 Board meetings shall be open to members and to the public.

4.1.3 A quorum shall be defined as follows:

4.1.3.1 If the Board has five directors, four directors shall constitute a quorum.

4.1.3.2 If the Board has seven directors, five directors shall constitute a quorum.

4.1.3.3 If the Board has nine directors, six directors shall constitute a quorum.

4.1.4 If a quorum is not attained, no matter shall be put to a vote but those present may discuss agenda items or other matters related to GMCR.

4.1.5 Notwithstanding quorum requirements, no matter that is voted on shall be passed with less than four votes in favor except as defined in 4.4.5 and 4.5.1.

4.1.6 If a quorum is not attained, the board meeting shall be rescheduled as soon as practical to insure a quorum.

4.1.7 At each Board meeting the date of the next Board meeting shall be set.

4.1.8 Board Meetings shall be announced at least one week prior to the meeting on the GMCR website (www.gmcr.org) and by such other means and at times the Board deems appropriate.

4.1.9 The Chair shall provide an agenda for the meeting along with the announcement, such agenda being subject to amendment at the next meeting.

4.1.10 The meeting shall be conducted by the Chair or facilitated by the Chair's designee.

4.1.11 Meetings may be conducted informally by agreement of those present or according to Robert's Rules of Order by the request of any Director.

4.1.12 Minutes of meetings shall be taken by the secretary or the secretary's designee.

4.1.13 Minutes shall be made available at no charge via the website.

4.2 Committee Meetings

4.2.1 Committees shall be formed by the Board and may be standing committees such as fundraising or programming, or ad hoc committees that may be formed for a specific purpose and be dissolved when their function is no longer required.

4.2.2 Standing Committees shall be chaired by a board member.

4.2.3 Committees shall meet at the convenience of their members and according to the instruction of the Board. The chair of the committee shall report to the Board according to the Board's instruction.



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4.3 Annual Meeting

- 4.3.1 The Annual Meeting shall be scheduled in May in Grant County, New Mexico.
- 4.3.2 The Board shall notify the membership of the Annual Meeting ninety days in advance.
- 4.3.3 The Chair shall present a report summarizing the progress and circumstances of GMCR.
- 4.3.4 The Treasurer shall present a report summarizing the finances of GMCR.
- 4.3.5 The Members shall be permitted and encouraged to voice their opinions and ideas regarding GMCR.
- 4.3.6 Open Director positions shall be filled as described in Section 5 - Elections.

4.4 Executive Session

- 4.4.1 Executive Session shall be defined as a portion of a Board meeting that includes only the Directors and legal counsel or other individuals specified by the Board.
- 4.4.2 Executive Session shall only be invoked during the course of a scheduled or special Board Meeting.
- 4.4.3 The Board may exclude the General Manager from an executive session regarding his status as an employee, or other matters at the Board's discretion.
- 4.4.4 The Board of Directors may elect to go into Executive Session for reasons including but not limited to any of the following:
 - 4.4.4.1 To consider and discuss matters relating to individual employees, including compensation and terms of employment; or determining positions relative to matters that may be subject to negotiations with employees or employee organizations; or developing strategy for and receiving reports on the progress of such negotiations, and instructing negotiators;
 - 4.4.4.2 To consider and discuss matters relating to proprietary information.
 - 4.4.4.3 To consider and discuss matters relating to litigation and other matters requiring the confidential advice of counsel;
 - 4.4.4.4 To consider and discuss matters required to be kept confidential by federal law or rules, or state statutes;
 - 4.4.4.5 To consider and discuss specialized details of security arrangements where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law.

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4.4.4.6 To consider and discuss matters relating to commercial or financial information obtained from a person or other entity on a privileged or confidential basis;

4.4.4.7 To consider and discuss matters relating to contracts, leases, and other such instruments or agreements, and to the purchase of property or services whenever the premature exposure of such purchase would compromise the interests of GMCR.

4.4.5 Executive Session requires a motion and approval by a majority of Directors present. Concluding an Executive Session requires similar motion and approval.

4.4.6 Discussions in Executive Session shall be confidential and shall not be recorded in the minutes of the Board meeting.

4.4.7 Any vote on matters considered and discussed in Executive Session shall be taken in open session.

4.5 Special Meetings

4.5.1 Special meetings of the Board of Directors may be called by written request of three or more Directors or by the Chair.

4.5.2 Requests for Special Meetings shall include a clearly detailed description of the issues to be discussed and the agenda shall be limited to those issues.

5. Elections

5.1 GMCR members in good standing shall elect Directors to open Board positions annually by printed secret ballot in advance of, or at, the Annual Meeting.

5.2 The Board shall notify Members of upcoming elections ninety days prior to the Annual Meeting.

5.3 GMCR members in good standing and meeting all other requirements are eligible to run for open Director positions. The requirements shall be determined by the board and administered by a board appointed election committee.

5.4 Declarations of candidacy must be received no less than forty-five days prior to the annual meeting and candidates shall be included on a printed ballot that will be mailed to the membership no less than thirty days in advance of the Annual Meeting.

5.5 Ballots must be returned in a sealed envelope bearing the signature of the Member and according to procedures defined by the Board.

5.6 Ballots received by mail or in person prior to the Annual Meeting shall be kept in the possession of the Secretary but shall not be viewed or counted until the annual meeting.

5.7 At the Annual Meeting after the close of voting, the Board shall count the ballots and the Secretary shall announce the winners.



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6. Finances

6.1 The Treasurer shall be the primary financial officer of GMCR.

6.2 The Treasurer shall insure that accurate books of account and financial records of GMCR are kept.

6.3 The Treasurer shall insure that complete and current copies of the records are delivered to the Chair within 15 days of the end of each calendar quarter. This report shall be in both print and electronic forms

6.4 The Treasurer shall give a financial report at the first meeting of the board each calendar quarter or more often as requested by the Board.

6.5 The books of account shall be open to inspection by any Director at reasonable times upon request.

6.6 An independent audit shall be conducted by a certified auditor upon the vote of the Board.

6.7 The fiscal year shall be the calendar year.

6.8 The Treasurer shall insure that a budget is submitted by October 15 for the following fiscal year beginning with the first year for which GMCR is required to file IRS Form 990.

7. Amendments

7.1 These Bylaws may be amended by a two thirds majority of the Board provided that no amendment shall be made to matters of FCC eligibility, qualification, or preference, in paras. 1.1, 1.2, 1.3, or 3.4.8 hereof, unless such amendment is required, or is permitted with no detriment to the Corporation's qualifying or comparative position, under revisions to FCC rules, regulations or policies as they may occur from time to time.

7.2 Amendments may be proposed by a Board member with the written support of one third of the Board.

7.3 Notice of Proposed amendments shall be posted on the GMCR website (www.gmcr.org) at least fifteen days before the Board meeting in which they are to appear on the agenda and by such other means as the Board deems appropriate.

8. Dissolution

8.1 GMCR exists in perpetuity but in the event that it is dissolved, the assets and resources of GMCR shall be transferred to a 501(c)(3) non-profit corporation in the state of New Mexico whose primary mission and vision is consistent with the mission and vision of GMCR.

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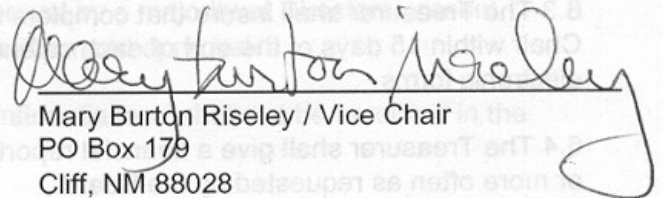
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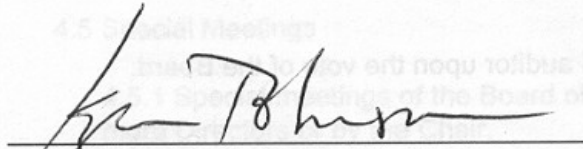
These bylaws were originally approved by the founding Board of Directors on 17 May 2006 and amended on 7 July 2007 by the current board members as indicated below.



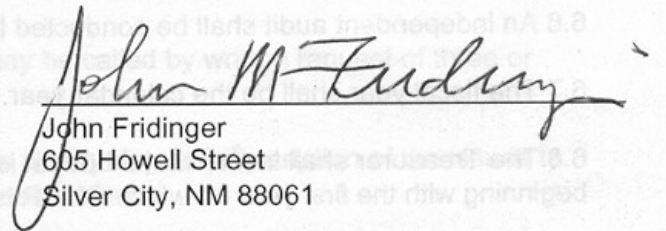
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