# COMMUNITY RADIO PROJECT
**A Colorado Nonprofit Corporation**

# BYLAWS

## PREAMBLE

These Bylaws (the "bylaws") of the Community Radio Project, a Colorado Nonprofit Corporation (the "corporation"), are enacted by its Board of Directors to govern the organization and management of the corporation pursuant to and consistent with the corporation's Articles of Incorporation and the Colorado Revised Nonprofit Corporation Act, Articles 121 through 137 of Title 7 of the Colorado Revised Statutes.

## ARTICLE I
## NAME AND ADDRESS

The name of the corporation is the Community Radio Project, sometimes doing business as "KSJD" and/or the "Sunflower Theatre." The mailing address of the corporation is P.O. Box 116, Cortez, Colorado, 81321, which address may be changed from time to time as directed by the Board of Directors.

## ARTICLE II
## PURPOSE

The purpose and mission of the corporation is to inform, entertain, and empower the people of the Four Corners region. The corporation does so by owning and operating public radio station KSJD and the Sunflower Theatre, both based in Cortez, Colorado. As such, the corporation is organized exclusively for charitable and/or educational purposes.

No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender, or national origin; or do anything to disqualify its tax-exempt status pursuant to Section 501(c)(3) of the United States Internal Revenue Code.

## ARTICLE III
## MEMBERS

Membership in the corporation shall be open to all persons who support public radio station KSJD and/or the Sunflower Theatre. As used herein, "membership" is an honorific title only, and members of the corporation, other than those serving on its Board of Directors, shall have no voting rights in the corporation.

## ARTICLE IV
## BOARD OF DIRECTORS

The Board of Directors of the corporation (the "Board") shall consist of not less than one (1) nor more than eleven (11) members. It shall be the responsibility of the Board to oversee the operations of the corporation in accordance with its above-stated purposes and the applicable laws of the State of Colorado. Board members shall serve without compensation but are entitled to be reimbursed for reasonable expenses necessarily incurred on behalf of the corporation with the prior consent of the Board or the Executive Director.

Nominations to the Board may be made by any current Board member at a meeting of the Board at which a quorum is present. Prospective members of the Board thus nominated should be encouraged to attend at least one meeting of the Board before their nomination(s) are voted upon by secret ballot.

Depending on what is needed to maintain staggered terms of service, persons elected to the Board shall serve a first term of either one (1) or two (2) years, measured from the date of the first annual meeting after being approved for membership by a vote of the Board. Such members' second and third full terms shall each be for two (2) years. Directors are limited to three consecutive full terms, with an ineligibility period of one year following the expiration of a third full term.

Each member elected to the Board shall hold office until a successor Board member is elected, or until such Board member's earlier death, resignation, or removal. The removal of any Board member shall require no less than a two-thirds vote of the other Board members. Vacancies, including both vacated and unfilled seats on the Board, shall be filled by a majority vote of the remaining Board.

The Board may designate one or more volunteer committees of Board members or other persons to serve as working groups and to provide advice to the Board.

## ARTICLE V
## OFFICERS

There shall be four (4) officers of the corporation: President, Vice-President, Secretary, and Treasurer. All officers shall be elected annually by the Board from among the Board membership. Any vacancy caused by the death, resignation, or removal of an officer of the corporation may be filled by a majority vote of the remaining Board members. The removal of an officer shall require no less that a two-thirds vote of the other Board members.

The President, if in attendance, shall preside at all meetings of the Board, and may serve as an ex-officio member of all committees of the Board. The Vice-President shall so preside at all meetings of the Board in the President's absence. The Secretary shall take and keep the minutes of all meetings of the Board. The Treasurer shall oversee the Executive Director in the collection and expenditure of all monies of the corporation, at the direction of the Board.

Officers shall serve without compensation but are entitled to be reimbursed for reasonable expenses necessarily incurred on behalf of the corporation with the prior consent of the Board or the Executive Director.

## ARTICLE VI
## BOARD MEETINGS

The Board shall hold an annual meeting and such other meetings as are deemed necessary and appropriate by a majority of the Board. Except as herein provided, all meetings of the Board shall be open to the public except for personnel matters (e.g., employment, discipline, or dismissal of staff/officers), consultation with legal counsel, investigative proceedings regarding possible misconduct, matters protected by specific laws or rules requiring confidentiality, or any issue where disclosure would be an unwarranted invasion of individual privacy, which shall be considered in closed session. Robert's Rules of Order shall serve as guidelines for all meetings of the Board and its committees unless otherwise modified herein by these bylaws.

A majority of the Board shall constitute a quorum for the purpose of conducting the affairs of the Board. The vote of a majority of the Board members present at any duly-convened meeting of the Board at which a quorum is present shall determine the outcome of any matter voted upon by the Board. Proxy voting shall not be permitted.

If urgency so requires, non-public meetings of the Board may be called by the President or by the Executive Director and conducted by telephone or video conference, with the results of any votes therein taken announced at the Board's next public meeting.

## ARTICLE VII
## EXECUTIVE DIRECTOR

The Board may appoint an Executive Director who is not a Board member to manage the day-to-day operations of the corporation and to see that all policies and directives of the Board are faithfully executed. The Executive Director serves at the pleasure of the Board and may be terminated by a vote of no less than two-thirds of all Board members.

The Executive Director may negotiate for, execute, and deliver (or cause to be negotiated, executed, or delivered) contracts, deeds, and other instruments on behalf of the corporation as are necessary or appropriate in the ordinary course of its business and as are duly authorized or approved by the Board.

The Executive Director shall recommend appropriate objectives, policies, plans, programs, and budgets for the corporation; implement objectives, policies, plans, programs, and budgets as directed by the Board; and assist the Board in evaluating the performance of the corporation in light of approved goals, plans, policies, and budgets.

The Executive Director shall attend Board meetings but shall not be considered a voting member of the Board. The President, with the advice and consent of the Board, shall conduct an annual written review of the performance of the Executive Director and shall discuss same with the Executive Director in person.

## ARTICLE VIII
## FINANCIALS

The corporation's financial year shall commence on the first day of the calendar year. Financial records of the corporation shall be maintained in accordance with generally accepted accounting principles, and its records shall be kept in such manner as to facilitate the preparation of both monthly financial reports for the Board and an annual audit by the corporation's outside accountants.

The Board shall have the right and the responsibility, in consultation with the Executive Director, to direct the management of all or any funds, securities, or real or personal property acquired by the corporation in whatever manner a majority of the Board members deem reasonably appropriate and in furtherance of the purposes and best interests of the corporation.

The Board shall also have the right to invest, reinvest, sell or exchange any funds collected according to their best and reasonable judgment. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of its members, officers, directors, or other private persons, except that the corporation shall be authorized to pay reasonable expenses of the corporation and compensation for services actually rendered in furtherance of the purposes set forth herein.

## ARTICLE IX
## INDEMNIFICATION

Every person who is or has ever been a director or an officer of the corporation, or served as its Executive Director, shall be indemnified and held harmless by the corporation from and against any and all costs and expenses, including reasonable attorneys' fees, which may be imposed upon or reasonably incurred by him/her in connection with or arising from any claim, action, suit or proceeding in which he/she may be involved during or after his/her position as a Board member or corporate officer or Executive Director, provided such person was acting within the course and scope of his/her duties hereunder and in a manner that does not constitute either gross negligence or willful misconduct.

## ARTICLE X
## CONTRACTS

The Board, except as otherwise prohibited by these bylaws, may authorize any officer or director of the corporation, or the Executive Director, to enter into any contract or execute and deliver any instrument in the name of the corporation. Unless so approved by the Board, however, neither the Executive Director nor any director, officer, or agent of the corporation shall have the power or authority to bind the corporation to any liability or credit for any purpose.

## ARTICLE XI
## EXEMPTION STATUS

No officer or Board member may take any action not permitted by an organization exempt under section 501(c)(3) of the United States Internal Revenue Code, or under any laws or regulations of the State of Colorado. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code, or by a corporation the contributions to which are tax-deductible pursuant to the Internal Revenue Code.

## ARTICLE XII
## DISSOLUTION

Voluntary dissolution of the corporation may occur only by a unanimous vote of the Board. Upon dissolution of the corporation, all corporate assets net of all corporate liabilities shall be distributed for one or more charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code, or else shall be distributed to the federal government or to a state or local government for a public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction in Montezuma County, Colorado, exclusively for such lawful purposes as the court may determine.

## ARTICLE XIII
## AMENDMENTS

These bylaws may be amended or revised, in writing, at any time by a majority vote of the Board.

IN WITNESS WHEREOF, the following Bylaws have been adopted as the bylaws of the Community Radio Project on this __day of August, 2026.

President

Secretary