

BYLAWS OF THE KUNM-FM RADIO BOARD

Approved by the UNM Board of Regents on April 9, 2019

ARTICLE 1: PURPOSE

KUNM-FM, a noncommercial educational radio station, is licensed to the Board of Regents. The Regents have the responsibility for all aspects of the station's operations, including programming, and assure that the station enjoys the full protection of the First Amendment so that the station can continue to fulfill its role as an institution of the press. Under Regents Policy 8.7, management responsibility is delegated to the President and the Provost, with a radio board making recommendations on programming issues and other important station policies and practices.

It will be the responsibility of the KUNM-FM Radio Board ("the Board"), working with the station management, to help ensure that KUNM-FM is operated according to the policy of the Regents of the University of New Mexico. The Board will advise station management and prepare and submit reports to the Regents through the Office of the Provost as indicated in these Bylaws. It is the vision of the KUNM Board that the station will serve New Mexico's diverse interests and communities.

KUNM shall operate in accordance with the federal Communications Act of 1934 and all rules and policies of the Federal Communications Commission that pertain to noncommercial educational radio stations.

ARTICLE 2: OPERATION

In order to fulfill its purpose, the Board will perform its functions as follows:

- 2.1 Review and comment on all changes to programming as detailed in Article 8 of these bylaws.
- 2.2 Receive and review comments on any documented station policy or procedure when requested by any of the following:
 - a. The General Meeting via the Volunteer Representative
 - b. Any member of the KUNM Staff
 - c. The Regents or their designee
 - d. Any member of the KUNM listening community
 - e. Any voting member of the Board
- 2.3 Prepare an annual report for the Regents, copied to the Regents' designee and station management and made available to the public. The report will cover all actions taken; concerns raised by the Board, listeners, volunteers, or staff of KUNM; and recommendations for changes and improvements to meet those concerns.

ARTICLE 3: OVERSIGHT

All actions of the Board are subject to review by the Provost or Provost Designee. All actions taken by the Board must be in compliance with the applicable Federal Communications Commission rules and regulations, and with Federal and State law.

ARTICLE 4: MEMBERSHIP – QUALIFICATIONS, SELECTION, CONDUCT

The Board will be composed of sixteen (16) members including fourteen (14) voting members and two (2) non-voting ex officio members. Ex Officio members of the board shall follow the definition found in Robert's Rules of Order, except where it is explicitly stated otherwise in these bylaws.

Ex Officio Members of the KUNM Radio Board shall be granted all rights and responsibilities excluding voting privileges as those afforded to regular board members, including but not limited to being counted for quorum and making eligible motions.

- 4.1 The fourteen voting members of the board will be selected according to the following procedures:
 - a. Two undergraduate students, appointed by the President of the Associated Students of the University of New Mexico (ASUNM);
 - b. One graduate student, appointed by the President of the Graduate and Professional Student Association;
 - c. Two faculty members, appointed by the President of the Faculty Senate;
 - d. One University staff member, appointed by the President of the Staff Council;
 - e. Four community members, elected by subscribers;
 - f. Three "at large" members, appointed by the Provost; and,
 - g. One Volunteer Representative, elected by KUNM Volunteers.

In addition to the voting members, the Board will include the following ex officio members:

- h. One eligible representative elected by the KUNM paid staff;
 - i. The KUNM General Manager.

Elected alternates may also attend meetings, but will not be counted as members of the board for purposes of quorum, making motions and voting unless and until such a time as the alternate is seated in a vacancy as described in Sec. 4.6.

Board members shall not receive any compensation for their services.

- 4.2 Preference for the appointed Board member positions will be given to persons with prior radio experience or with special skills that will be of particular importance to the responsibilities of the Board.

- 4.3 The appointment and election processes will encourage the representation of women, minorities, and people of various socioeconomic backgrounds on the Board, as well as the representation of a broad array of points of view and philosophies.
- 4.4 Except for the Volunteer Representative, no voting member of the Board will be a past or present paid KUNM staff member or a volunteer who has been actively involved with KUNM-FM for one year prior to the terms for which they are selected.
- 4.5 Members of the Board will perform their duties faithfully and efficiently and never give rise to suspicion of improper conflict of interests with KUNM or the University. They must disclose any conflict of interest that may affect their independent judgment in the impartial performance of their duties by signing an annual conflict of interest disclosure form.
- 4.6 Terms of Office; Vacancies
- a. Terms of Board members will be two years with the possibility of one two-year renewal, except for the ASUNM and GPSA representatives, whose terms will be one year with the possibility of three one-year renewals.
 - b. Appointments to the Board will be staggered to promote continuity and ensure that some new members join each year. The Board will have the option to establish “adjustment terms” for appointed positions as needed to ensure the staggering of terms. The Board will determine the length of “adjustment terms” before the appointments to such positions are made, subject to the approval of the Provost or Provost Designee.
 - c. Elections will be conducted in April, to be seated in May, every two years to fill four elected community positions plus two alternate positions. Election rules and guidelines will be determined by the Office of the Provost. The four candidates receiving the most votes will fill vacant community-member Board seats. The candidates placing fifth and sixth will be first and second alternates in order of their electoral finish. An alternate is not a voting member of the Board unless and until the alternate fills a vacancy. The first alternate will fill any elected vacancy that occurs in that term; the second alternate will fill any additional elected vacancy that occurs in that term, if any. Any additional vacancies will remain until a regular election is held.
 - d. Should a vacancy occur in an appointed position or the volunteer representative position with at least six months remaining in the term, a replacement will be chosen to fill the remainder of the term using the same procedures described in Sec. 4.1. Should a vacancy occur in an elected community representative position, the alternates will fill the vacancy according to the procedure described in Sec. 4.6 part c. Only a term that lasts

more than twelve months will be considered a full term in regard to term limits.

- 4.7 Upon notification to the Board chair, leaves of absence of up to six months will be granted to UNM faculty, staff, and student representatives who are on sabbatical or summer leave from the University.
- 4.8 Any Board member not on a leave of absence will be considered to have resigned after two unexcused absences within any six-month period, or after three consecutive absences. An absence will be considered excused if 24 hours' notice is given to the chair, or in case of illness or emergency.
- 4.9 Any board member who is found by the board to have violated UNM Policies, including, but not limited to *Policy 2240: Respectful Campus*, may be removed from the board by 2/3 majority vote.
- 4.10 In the event of a vacancy for the position of General Manager of KUNM-FM, a search committee of approximately eight persons will be appointed by the Provost in consultation with the Board. A majority of the search committee will be Board members representing various constituencies. The chair of the search committee will be selected by the Provost.
- 4.11 All board members must receive annual professional training to hear grievances in accordance with KUNM Grievance Policy and other applicable UNM policies.

ARTICLE 5: COMMITTEES

Standing committees of the Board will include:

- 5.1 A Governance and Grievance Committee consisting of at least three members of the Board, which will function as defined in the KUNM Grievance Procedure.
- 5.2 A Programming Committee consisting of at least three members of the Board, which will conduct periodic program reviews in accordance with Section 8.13 of these Bylaws.

Other special committees and standing committees may be established by the Board.

ARTICLE 6: OFFICERS

- 6.1 A Chairperson, Vice Chairperson and Secretary will be selected by a majority vote of the members and will serve in office for one year.
- 6.2 The Chairperson will prepare the Board agenda. Agenda items may be submitted by members of the Board, station management, the Provost, the public, and

volunteers. The Chairperson will also conduct meetings, appoint members to committees established by the Board, and serve as the official representative of the KUNM-FM Board at official functions. The Chairperson will vote only in the case of a tie vote. The Chairperson will be responsible for the issuance of the Annual Report.

- 6.3 The Vice Chairperson will assume the duties and responsibilities of the Chairperson in the event of the Chairperson's absence. In the event of the Chair position becoming vacant prior to the end of the elected term, the Vice Chair will automatically assume the position of the Chair and a new Vice Chair will be selected by majority vote. If for any reason the Vice Chair is unable or unwilling to assume the role of the Chair, a new slate of officers will be selected by majority vote of the members and will serve until their term is completed. In the event the Vice Chair position becomes vacant prior to the end of the elected term, a replacement Vice Chairperson will be selected by a majority vote of the members and will serve in office for the remainder of the term.
- 6.4 The Secretary will be responsible for taking and distributing minutes to Board members and for publicizing dates, times, and places of meetings. The Secretary will keep the Board Roster up to date and will forward updates to station management for updates to the website. In the event the Secretary position becomes vacant prior to the end of the elected term, a replacement Secretary will be selected by a majority vote of the members and will serve in office for the remainder of the term.

ARTICLE 7: MEETINGS

- 7.1 The Board will meet at least once every other month.
- 7.2 In accordance with 47 U.S.C. § 396(k)(4), all meetings will be publicly announced on the air, on the KUNM website, and in the KUNM program guide, indicating the date, time, and place of meetings, at least seven days in advance of the meeting.
- 7.3 Special meetings (i.e., additional meetings beyond the regularly scheduled meetings) will be called by the Chairperson as necessary or by written request of three members of the Board. The Secretary will ensure that all members and the public are notified.
- 7.4 In accordance with 47 U.S.C. § 396(k)(4) (establishing CPB), all meetings of the Board, regular or special, will be open to the public and will be conducted in public facilities, subject to the certification requirements of the Corporation for Public Broadcasting.

- 7.5 In accordance with 47 U.S.C. § 396(k)(4), executive sessions may be convened in accordance with the KUNM Grievance Procedure. These sessions will be

closed and their minutes kept confidential; members may not divulge the proceedings of these sessions. Within a reasonable period of time after such a meeting the Board shall make available to the public a written statement containing an explanation of the reasons for closing the meeting.

- 7.6 The Board will allow public comments on all agenda items or any other items relevant to the Board or to KUNM operations at all of its regular and special meetings.
- 7.7 The order of business will be decided by majority vote of the Board. The order of business may be altered or suspended at any meeting by a majority vote.
- 7.8 A quorum will consist of a simple majority of those positions filled at the time of each meeting, excluding members on leaves of absence, but will consist of no fewer than five Board members.
- 7.9 The rules contained in the current edition of Robert's Rules of Order, Newly Revised will govern the Board in all cases to which they are applicable and in which they are consistent with these Bylaws and with any special rules the Board may adopt.

ARTICLE 8: ROLE OF THE KUNM-FM RADIO BOARD IN DETERMINING PROGRAMMING

- 8.1 In accordance with the Regents Policy section 8.7 on KUNM, the Board will make recommendations to station management on programming issues and other important station policies, procedures, and practices. Because of the potential impact of significant programming changes on the station's support for the academic mission of the University and/or on its responsiveness to the community, station management must consult with the Board before making such changes, in accordance with the procedures outlined in these Bylaws.
- 8.2 The Board classifies programming changes as follows:
- a. Major Programming Change: A significant alteration of the substance, duration, and/or broadcast time of a regularly scheduled program having a duration of 30 or more minutes, which lasts longer than 13 consecutive weeks. (Such changes include, but are not limited to, changing the genre of a music program, substituting a news/public affairs program for a music program and vice versa, substituting a locally produced program for a syndicated program or vice versa, or significantly changing the format of a program).
 - b. Temporary Program Change: A change in programming that will not last more than 13 consecutive weeks.
 - c. Other Programming Changes: A change that does not alter the overall substance, duration, and/or broadcast time of a program.
- 8.3 The station management will report Temporary Program Changes to the Board in writing according to the classifications outlined in Section 8.2, specifying the reason for the change(s), the service/benefit the changes will offer the listening public, and costs or savings, if any. Whenever possible, station management will report to the Board prior to the change occurring. If, for any reason, the change must occur before notification to the Board, station management will report on the change at the next Board meeting. The Board may comment and may make recommendations regarding such program changes to the station management. Station management will take the Board's concerns and recommendations into account when implementing such changes and will report at the following Board meeting on its actions regarding the Board's recommendations.
- 8.4 The station management will initiate consideration of a Major Programming Change by the Board by submitting a written plan at least ten (10) days in advance of a regularly scheduled Board meeting, and in accordance with section 8.5 of the Bylaws. This process will begin prior to the program change being implemented on the air. The plan must include the following information:
- a. The name, purpose, description and format of the new or replacement program
 - b. The producer(s) and/or responsible party/parties and relevant experience

- c. For music and arts programs, examples of the artists/performers/composers to be featured
- d. For news and public affairs programs, sample topics and types of potential guests (e.g. public officials, UNM faculty and/or Staff, special interest group)
- e. The specific service/benefit the program would provide to diverse interests, whether this service/benefit is readily available on KUNM or elsewhere, and if so, how the recommended program would complement the existing service
- f. The audience segment(s) the program is intended to serve
- g. How the program furthers the Regents' Policy on KUNM
- h. The time slot and frequency (daily, weekly, monthly, etc.) the program is to be aired, with a rationale for these choices
- i. Any needs for training or other station support
- j. The budget for the program (if any)

The plan must also include the following information regarding the existing program to be replaced:

- a. The name, purpose, description and format of the program
- b. The producer(s) and/or responsible party/parties and relevant experience
- c. The specific service/benefit the program provides and whether this service/benefit is readily available on KUNM or elsewhere
- d. The audience segment(s) the program appears to serve
- e. How the program furthers the Regents' Policy on KUNM
- f. Any needs for training or other station support
- g. The cost of the program (if any)
- h. The reason(s) for the proposal to replace the existing program with the recommended program.

8.5 Input by the operations staff and volunteers is a critical aspect of the program change process. Prior to coming before the Board, all major program changes will be discussed at the KUNM General Meeting.

The following information must be posted on the KUNM website and broadcast on KUNM for one week prior to the first Board meeting at which the Major Programming Change is scheduled to be considered:

- a. A brief description of the new program, the time slot when it will be broadcast, and a description of the existing program affected.
- b. An announcement relating the time, date, and place of the Board meeting, inviting public comment (in person and/or in writing) on the proposed changes.

8.6 The Board will take public comments at all meetings at which the recommended Major Programming Change is considered. These will include oral comments by members of the public attending the meetings, and any written comments received by KUNM staff, which will be forwarded to the Board in a timely manner.

- 8.7 The Board will begin discussion of a Major Programming Change at the meeting at which the program change proposal is presented by the station management. The Board will make its recommendation at this initial meeting or the next succeeding meeting of the Board. At the request of the Board or General Manager, the Provost or Provost Designee may approve extensions of time for the Board's recommendation.
- 8.8 If the Provost or Provost Designee approves such extensions of time, the Board may hold additional public hearings and/or invite further written comments from the public concerning the proposed Major Programming Change(s). The information described in Article 8.5 must be posted to the KUNM Website and broadcast on KUNM for one week prior to the next Board meeting at which the station management's recommendations are scheduled to be considered.
- 8.9 After it has completed its review, the Board will decide, by a majority of the members present and voting at a regularly scheduled meeting, to recommend to accept or reject the proposed Major Program Change.
- 8.10 Any Major Programming Changes plans recommended for acceptance by the Board may be immediately put into effect by the station management.
- 8.11 If the Board votes against the Major Programming Change, the station management will have ten days to request a review of the Board's recommendation by the Provost or the Provost Designee. The Provost or Designee will then meet with the Board and station management at the next Board meeting to hear arguments. At this meeting, the Board may present any proposed modifications to the programming change as an alternative. The Provost or Provost Designee will decide whether to adopt, reject, or modify the Board's recommendation. Upon review, the Provost or Provost Designee will have the discretion to incorporate some or all of the recommendations of the Board or the station management. In making such decisions, the Provost or Provost Designee will be guided by and act consistently with the current Regents' Policy Statement on KUNM.
- 8.12 The Board is charged with undertaking periodic reviews of all programming at least once every year, and with making recommendations to station management. A written copy of these reviews will be provided to the Provost. The Board may seek ongoing input regarding these recommendations from constituents including the greater listening community, UNM administration, faculty, students and staff; and KUNM volunteers, staff, and management.

ARTICLE 9: AMENDMENTS

- 9.1 These Bylaws may be amended by two-thirds of the voting members of the Board
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provided that such amendment has been submitted in writing at the previous regular meeting, and received by any members not in attendance at such meeting, together with notice of the meeting at which items will be considered. These Bylaws and any such amendments are subject to approval by the Board of Regents, which reserves the right itself to make amendments to the Bylaws.