

**LOUISVILLE PUBLIC MEDIA  
COMMUNITY ADVISORY BOARD GUIDELINES**

**ARTICLE I**

**Purpose**

The Louisville Public Media Community Advisory Board (ADVISORY BOARD) is Kentucky Public Radio, Inc. dba Louisville Public Media's ("LPM") "community advisory board" as described in the Public Broadcasting Act, as amended (47 U.S.C. §396(k)(8)). The Community Advisory Board (the "ADVISORY BOARD") provides a way for citizens to become more involved with LPM. It serves as an extra set of "eyes and ears" for the radio stations. The ADVISORY BOARD is tasked with reviewing the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station. The ADVISORY BOARD may also be delegated any other responsibilities, as determined by the Board of Directors (the "Board") for LPM. The ADVISORY BOARD shall advise the Board with respect to whether the programming and other policies of such station are meeting the specialized educational and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs.

The role of the ADVISORY BOARD shall be solely advisory in nature, except to the extent other responsibilities are delegated to the ADVISORY BOARD by the Board. In no case shall the ADVISORY BOARD have any authority to exercise any control over the daily management or operation of LPM.

**ARTICLE II**

**Community Advisory Board Members**

The Community Advisory Board shall consist of 15 to 24 persons who are reasonably representative of the diverse needs and interests of the communities served by LPM. Within such range, the number of Members shall be determined from time to time by the ADVISORY BOARD. If, at any time, ADVISORY BOARD membership falls below 10 Members, the ADVISORY BOARD shall continue to operate; however, diligent efforts shall be made by LPM to bring the ADVISORY BOARD back up to at least 15 Members as promptly as possible.

**A. Terms of Members**

A Member shall be elected or appointed for three-year terms up to a maximum of two consecutive terms, each term commencing as of July 1 in the calendar year in which they are appointed and ending when their successors are appointed and take office. A person who has served the maximum term will be eligible again after being off the ADVISORY BOARD for at least one year. Classes shall be established so that under normal conditions one-third of the Members would be elected or appointed in each year (for which purpose some Member's terms may be set at less or more than three years in order to implement such class structure). On joining the ADVISORY BOARD, all new Members shall acknowledge their commitment by

executing the Louisville Public Media Responsibilities of Community Advisory Board Members document, as may be amended.

**B. Resignation of Members**

Any Member may resign from the ADVISORY BOARD by delivering a written resignation to the President of LPM or the ADVISORY BOARD's Chair.

**C. Meetings**

1. *Annual and Other Regular Meetings.* Regular meetings of the Community Advisory Board will take place at the principal office of LPM (619 S. Fourth Street Louisville, KY 40202) for the purpose of transacting such business as may properly come before the meetings, will be held quarterly (in January, April, June, September) or on such other schedule as the ADVISORY BOARD may adopt and publish from time to time, at such date, time and place as is specified by the ADVISORY BOARD or determined in accordance with such schedule. A regular meeting will be held in June of each year and will be the "Annual Meeting."
2. *Special Meetings.* The Chair may call special meetings of the ADVISORY BOARD at any time. The Chair or Secretary shall also call special meetings upon receipt of a written request of at least one-third of the ADVISORY BOARD to hold such a meeting and specifying the matters to be considered.

**D. Notices**

Each Member shall provide to the Secretary, and may revise from time to time, one or more of the following for the purposes of receiving meeting notices: postal address, electronic mail address, fax number. Notices shall be sent to each Member at such requested address as most recently provided to the Secretary.

**E. Notice of Annual and Regular Meetings**

Notice of the time and place of annual, regular or special meetings shall be sent not less than ten days before the meeting to the Members electronic mail address, unless specifically requested in writing to the Secretary to be delivered by first class mail or facsimile.

**G. Attendance at Meetings**

Members are expected to attend meetings (regular, annual, and special) and participate. Two consecutive absences from meetings of the ADVISORY BOARD without justification will be considered grounds for removal.

**H. Quorum**

Because the Community Advisory Board is advisory in nature, no quorum shall be required, except to the extent that other responsibilities are delegated to the ADVISORY BOARD by the Board, which responsibilities require that a quorum is needed to act. Notwithstanding, LPM

shall undertake good faith efforts to assure that the ADVISORY BOARD meets at regular intervals and the members of the ADVISORY BOARD regularly attend the meetings.

#### **I. Removal of Members**

Any Member may be removed from his or her position as a Member by the affirmative vote of a majority of the ADVISORY BOARD, at any regular meeting or at any special meeting called for that purpose, with or without cause, including, without limitation, for conduct detrimental to the interest of LPM, for lack of sympathy with the ADVISORY BOARD's objectives, for refusal to render reasonable assistance in carrying out the purpose of the ADVISORY BOARD, for repeated absence from ADVISORY BOARD meetings. At least five days prior to the meeting, notice shall be given to such Member and all other Members that such removal will be considered at the meeting, at which meeting the Member shall be entitled to appear and be heard.

#### **J. Vacancies**

In the case of a vacancy in the ADVISORY BOARD caused by a Member's death, resignation, disqualification, or any other cause, the ADVISORY BOARD may, by appointment of the Chair and consent of the President of LPM, appoint a successor Member to serve that Member's remaining term.

#### **K. Compensation/Expenses**

A Counsel Member shall not be compensated by LPM in any form for their service as a Member, however, the Board shall have the power at its discretion to contract for and to pay to a Member rendering unusual or special services to LPM or the Board, limited to the special compensation being appropriate to the value of such services.

#### **L. Conflicts of Interest**

The Board may adopt, and from time to time amend, policies regarding the disclosure of conflicts of interest and the manner of approving transactions involving actual or potential conflicts of interest, which will apply, to the extent set forth in such policies, to ADVISORY BOARD Members, who will be required to sign and submit an annual disclosure form as approved by the Board.

### **ARTICLE III**

#### **A. Officers**

The ADVISORY BOARD shall have Officers designated as follows Chair, Vice-Chair, and Secretary. The ADVISORY BOARD may appoint other Officers with powers and duties not inconsistent with these Guidelines. Any two offices, except those of the Chair and Secretary may be held by the same person, and there may be more than one person holding the same office.

**B. Election, Term of Office, and Qualifications**

The Officers shall be elected by the ADVISORY BOARD from the Members at the annual meeting. A Officer's term shall end after two years or when the Officer loses status as a Member.

**C. Vacancies**

If any office becomes vacant by death, resignation, disqualification, or any other cause, the vacancy will be filled by majority vote of ADVISORY BOARD and shall be an existing Member of the ADVISORY BOARD. The Member so appointed shall hold and serve until the next annual meeting of the ADVISORY BOARD or until the election and qualification of his or her successor.

**D. Chair**

The Chair shall have general charge and supervision of the affairs of the ADVISORY BOARD and shall perform such other duties as may be assigned to him or her by the Board. The Chair shall serve as Chair for no more than one two-year term or when he or she loses status as a Member.

**E. Vice-Chair**

At the request of the Chair, or in the event of his or her absence or disability, the Vice-Chair shall perform the duties and possess the powers of the Chair and such other powers as the ADVISORY BOARD may determine, and shall perform such duties as may be assigned to him or her by the ADVISORY BOARD. The Vice-Chair shall serve as Vice-Chair for no more than one two-year term or when he or she loses status as a Member.

**F. Secretary**

The Secretary shall have charge of books, documents, and papers as the ADVISORY BOARD may determine. He or she shall attend and keep the minutes of all of the meetings of the ADVISORY BOARD. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are Members, showing places of residence, and such books shall be opened for inspection as prescribed by law. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the ADVISORY BOARD, and shall do such other duties as may be assigned to him or her by the ADVISORY BOARD. The Secretary may assign any or all of his or her functional responsibilities to a staff member of LPM, with the President's approval, but shall in all cases retain responsibility to the ADVISORY BOARD for ensuring fulfillment of the requirements of the office. The Secretary shall serve as Secretary for no more than one two-year term or when he or she loses status as a Member.

**G. Removal**

Any Officer may be removed from office by the affirmative vote of a majority of the ADVISORY BOARD at any regular meeting or at any special meeting called for that purpose

whenever in the judgment of the ADVISORY BOARD the best interests of LPM will be served thereby.

## ARTICLE IV

### **Indemnification of Members and Officers**

#### **A. Generally**

LPM shall, to the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Nonprofit Corporation Act (or corresponding provisions of any subsequent state laws), indemnify each Member or Officer of the ADVISORY BOARD against expenses (including reasonable attorneys' fees), judgments, taxes, fines, and amounts paid in settlement incurred by such person in connection with, and shall advance reasonable expenses (including reasonable attorneys' fees) incurred by such person in defending, any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a Member or Officer, or is or was serving at the request of LPM as a director, officer, trustee, member, partner, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan; provided, however, that LPM shall not indemnify a Member or Officer (a) in connection with a proceeding by LPM in which the Member or Officer is adjudged liable to LPM, or (b) in connection with any other proceeding charging improper personal benefit to a Member or Officer, whether or not involving action in such official capacity, in which the Member or Officer is adjudged liable on the basis that personal benefit was improperly received by the Member or Officer.

#### **B. Insurance**

LPM may purchase and maintain insurance on behalf of any person who is or was entitled to indemnification as described above, whether or not LPM would be obligated to indemnify him or her against such liability.

#### **C. Repeal or Modification**

Any repeal or modification of this Article by the Board shall not adversely affect any right or protection of a Member under this Article with respect to any act or omission prior to the time of such repeal or modification.

## ARTICLE V

### **Committees**

#### **A. General**

The ADVISORY BOARD, by resolution adopted by a majority of the Members, may designate and appoint one or more committees, each of which shall consist of two or more Members

nominated by the Chair. A committee shall have and exercise such authority of the ADVISORY BOARD as is delegated to it in these Guidelines, except that no committee shall have the authority to:

1. amend, alter or repeal the Guidelines or
2. elect, appoint or remove any Member of a committee or Officer of the ADVISORY BOARD.

#### **B. Committee Chairs**

It shall be the duty of the Chair to appoint Committee Chairs as soon after his or her election as practiAdvisory Boardle. The term of each Committee Chair shall be determined by the Chair from time to time, but in no case shall it extend beyond the Committee Chair's status as a Member. It shall be the duty of the Committee Chairs to preside over their Committees.

#### **C. Committee Meetings**

Committees will meet on a quarterly basis and upon call of the Committee Chair.

#### **D. Quorum**

No quorum is required for a committee to transact business, except approval of an action by a majority the Committee Members is required to constitute an action of any committee.

#### **E. Minutes**

A Committee Chairs shall be responsible to see that minutes of all actions taken at their respective committee meetings are maintained and promptly provided to the Secretary. Copies of committee minutes shall be provided to the Chair at or before the next meeting of the ADVISORY BOARD.

#### **F. Standing Committees**

The Standing Committees of the Board shall be an Executive Committee. The Executive Committee of the ADVISORY BOARD shall consist of LPM's President, the ADVISORY BOARD's Chair, Vice-Chair, and Secretary, and up to two additional Members of the ADVISORY BOARD.

The Chair shall serve as the chair of the Executive Committee. The presence of at least three members of the Executive Committee shall be necessary to constitute a quorum, and the act of a majority of the members present shall be the act of the Executive Committee.

The Executive Committee shall work with the Chair and the President of LPM to set an agenda for each regular, annual, or special ADVISORY BOARD meeting, ensure the agenda follows the strategic direction of the ADVISORY BOARD as stated in Article I of these Guidelines, and be responsible to submit in writing to the Board on an annual basis, prior to the Board's annual meeting, a summary of programming, policies, or other matters reviewed by the ADVISORY

BOARD during the preceding calendar year, and the ADVISORY BOARD's corresponding recommendations.

**G. Additional Committees and Ad Hoc Groups**

The Chair or the ADVISORY BOARD may from time to time determine that additional Committees are necessary to carry out its purposes and so may form, with the consent of LPM's President (which consent shall not be unreasonably withheld), additional committees or groups to advise the ADVISORY BOARD or any of its committees regarding such matters as may be specified.

**ARTICLE VI**

**Amendments**

The power to alter, amend, or repeal these Guidelines shall be vested in the Board.