

**BYLAWS OF THE
COMMUNITY ADVISORY BOARD
OF
KCPBS, Public Television 19, Inc.**

ARTICLE I: NAME, ORGANIZATION, LOCATION

1. The Community Advisory Board is an unincorporated group of individuals broadly representative of the community served by Public Television 19, Inc., including both its television station and radio station (known as 90.9FM The Bridge) and jointly referenced herein as “KCPBS”, acting in accordance with the Communications Act of 1934 and these Bylaws. Both the television and radio stations are grant funded by the Corporation for Public Broadcasting.
2. The principal office of the Community Advisory Board shall be the location of the principal offices of KCPBS in Kansas City, Missouri.

ARTICLE II: PURPOSES AND POWERS

1. The Community Advisory Board is organized to review the programming goals and service provided by KCPBS and its policy decisions, and to advise the KCPBS’s Board of Directors of KCPBS’s effectiveness in meeting the specialized educational and cultural needs of the communities KCPBS serves.
2. Although Flatland, KCPBS’s digital magazine, is not subject to the Communications Act of 1934 and does not receive funding from the Corporation for Public Broadcasting, the KCPBS Board of Directors delegated to the Community Advisory Board the responsibility to review the programming goals, service, and policy decisions related to Flatland.

ARTICLE III: MEMBERSHIP

1. **Number.** The Community Advisory Board shall consist of no more than fifteen members who are reasonably representative of the diverse needs and interests of the communities served by KCPBS.
2. **Eligibility.** Notwithstanding anything to the contrary contained herein, no individual member of the public or representative of any particular organization, community, or group shall have any legally enforceable right to membership on the Community Advisory Board.
3. **Term.** The term of elected members of the Community Advisory Board shall be two years.
4. **Election.** Members may be elected to the Community Advisory Board at its May and November meetings by a majority vote by the members then on the Community Advisory Board, with the term beginning on the first day of the month following election. The term of members elected in May shall expire on May 31 at the end of the two-year term. The term of members elected in November shall expire on November 30 at the end of the two-year term. In all elections for members and all other matters coming before the Community Advisory Board, each member shall be entitled to cast one vote.

5. **Number of Terms.** Members of the Community Advisory Board may serve a maximum of three consecutive terms. Former members may be reelected one year or more after the expiration of their third term.

6. **Resignation, Removal.** Any member may resign at any time from the Community Advisory Board upon written notice to the Community Advisory Board Chair. The resignation of a member shall be effective when given unless the member specifies a different time.

7. **Vacancies.** Vacancies on the Community Advisory Board caused by any reason whatsoever will be filled by candidates who submitted resumes in response to an invitation on KCPBS's website or who were solicited from the public by members of the Community Advisory Board and/or KCPBS's Board of Directors and who are reasonably representative of the diverse needs and interests of the communities served by KCPBS. Those candidates will present such biographical information as requested by the Community Advisory Board, and their election will be subject to a vote of the Community Advisory Board. The Community Advisory Board may seek the assistance of the KCPBS Board of Directors' Nominating Subcommittee to help in the process of finding candidates.

8. **Compensation.** No member of the Community Advisory Board shall receive compensation or reimbursement for expenses incurred in serving on the Community Advisory Board or any other committee thereof.

9. **Rights and Duties.**

- a. The Community Advisory Board shall review the programming goals established by KCPBS, the service provided by KCPBS, and the significant policy decisions rendered by KCPBS with regard to its television and radio stations.
- b. The Community Advisory Board shall also review the programming goals, service, and significant policy decisions related to Flatland.
- c. The Community Advisory Board may also be delegated any other responsibilities, as determined by the Board of Directors of KCPBS.
- d. The Community Advisory Board shall advise the Board of Directors of KCPBS with respect to whether the programming and other policies of KCPBS are meeting the specialized educational and cultural needs of the communities served by KCPBS, and it may make such recommendations as it considers appropriate to meet such needs.

10. **Limitation on Powers.** The role of the Community Advisory Board shall be solely advisory in nature, except to the extent other responsibilities are delegated to it by the Board of Directors of KCPBS. In no event shall the Community Advisory Board have any authority to exercise any control over the daily management or operation of KCPBS, nor shall it or any of its members have the right to require, or to request a court or governmental agency to order KCPBS or its Board of Directors, officers, or employees to take or to refrain from taking any action with respect to programming, services, or policies of KCPBS. No member of the Community Advisory Board shall be deemed to have the rights of a member of the Board of Directors of KCPBS.

11. **Committees.** The Chair of the Community Advisory Board may appoint one or more committees from among its members to accomplish its required business.

ARTICLE IV: OFFICERS

1. **Election.** Officers shall be elected annually in November by a majority vote of the Community Advisory Board members according to elective procedures established by the Board, and such election results shall be reported in writing to the Board of Directors of KCPBS at its November meeting. A member may not be elected as Chair until at least the second year of his or her first term.

2. **Election Procedures.**

- a. A Community Advisory Board nominating committee consisting of not more than three members shall be appointed by the Chair, Vice Chair, and Secretary.
- b. The nominating committee will select and present the names of one or more individuals for each office of Chair, Vice Chair, and Secretary.
- c. Elections of Chair, Vice Chair, and Secretary will take place at the November meeting. After presenting the nominating committee's selections, the Chair will accept any nominations from the floor.
- d. If there is more than one nominee for any office, voting will be by written ballot. Voting members will write the name of their preferred candidate for each office. Members must be present to vote. The Chair will appoint two tellers to count the written ballots and report the results. If there is a tie, a second vote is taken. If there is still a tie, the winner will be determined by the flip of a coin.
- e. If there are no nominations from the floor, and only one nominee for office, the Chair will entertain a motion that the list of candidates be approved by voice or hand vote.
- f. Newly elected officers shall begin their one-year terms immediately following the November meeting. Members may serve a maximum of two consecutive one-year terms in the same office.

3. **Duties.**

- a. **Chair:** The Chair shall preside over meetings of the Community Advisory Board.
- b. **Vice Chair:** The Vice Chair shall preside over meetings in absence of the Chair.
- c. **Secretary:** The Secretary shall:
 - Attend all meetings of the Community Advisory Board and send a complete report of the meetings to the staff liaison of KCPBS within 30 days of the date of the meeting.
 - Recommend to the staff liaison payment or reimbursement of legitimate meeting expenses, or other Community Advisory Board expenses.
 - Give such notices as may be required by law or these Bylaws.

4. **Salaries.** No member of the Community Advisory Board shall receive a salary for services as an officer of the Community Advisory Board.

ARTICLE V: MEETINGS

1. **Regular Meetings.** The Community Advisory Board shall hold meetings monthly (with the exception of June, July, October and December) at the offices of KCPBS for the purpose of conducting the regular business of the Community Advisory Board.

2. **Special Meetings.** Special meetings of the Community Advisory Board may be called at any time by the Chair of the Community Advisory Board.

3. **Proxies.** No member of the Community Advisory Board may vote by proxy.

4. **Attendance.** Members may participate in a regular or special meeting by means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

5. **Action Without Meeting.** Any action required or permitted to be taken by the Community Advisory Board may be taken without a meeting, if the majority of the members of the Community Advisory Board individually, or collectively, consent in writing, or by phone, or e-mail to such action.

6. **Notice.** Regular meetings of the Community Advisory Board may be held without notice to the members if the time of such meetings has been fixed by these Bylaws or by the Community Advisory Board at the immediately preceding meeting. Special meetings shall be held upon ten-days notice by mail, or 72-hours notice delivered personally, by telephone, e-mail, or fax to each member. Regular meetings shall be held upon similar notice if notice is required for such meetings. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent members if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken. However, if a meeting is adjourned for more than 24 hours, notice of the adjourned meeting shall be given prior to the time of such meeting to the members who were not present at the time of the adjournment.

7. **Failure to Attend.** More than three unexcused absences between December 1 and November 30 will result in the removal of the Community Advisory Board member. Members wishing to be excused from attending a meeting shall notify the Chair prior to the meeting. Minutes of meetings shall reflect whether a member's absence was excused or unexcused.

8. **Open Meetings.** All meetings of the Community Advisory Board or of any committee thereof shall be preceded by at least ten-days written notice on the KCPBS website. All persons shall be permitted to attend any regular or special meeting of the Community Advisory Board, and no person shall be required as a condition of attendance at any such meeting to register his or her name or to provide any other information.

9. **Quorum.** At any meeting of the Community Advisory Board, one third of the members then serving shall constitute a quorum.

10. **Required Vote.** Each member present at a meeting of the Community Advisory Board shall be entitled to one vote. Every act or decision done or made by a majority of the members present at a meeting held at which a quorum is present is the act of the Community Advisory Board. A meeting at which a quorum is initially present may continue to transact business as long as a quorum is maintained.

ARTICLE VI: AMENDMENT OF BYLAWS

1. Bylaws of the Community Advisory Board may be adopted, amended, or repealed by the vote of a majority of the members present at a meeting held at which a quorum of the Community Advisory Board is present, provided, however that all amendments or other changes to these Bylaws are subject to approval of the KCPBS Board of Directors.

2. This is to certify that the foregoing is a true and correct copy of the Bylaws of the Community Advisory Board of KCPBS and that such Bylaws were duly adopted by the Community Advisory Board on _____, 2021, and approved by the KCPBS Board of Directors on _____, 2021.

Secretary of the Community Advisory
Board

Dated

Secretary of the KCPBS Board of
Directors

Dated

History: The Bylaws of the Community Advisory Board were initially adopted by the Board of Directors of Public Television 19, Inc. on April 5, 1979 and were previously amended on October 21, 1982, June 20, 1987, March 24, 1999, June 3, 2002, September 15, 2010, and June 11, 2013.