

**Michigan Association of Broadcasters
BYLAWS**

As of August 2019

ARTICLE I – PURPOSE

The purpose of this association shall be to provide a benevolent association for members of the broadcasting industry of Michigan for public interest, convenience and necessity, organized to promote the well being, cooperation and prosperity of the owners managers, employees and specialists in the State of Michigan engaged in the business of broadcasting; to confer benefits upon its members such as providing information from state courts, committees, boards and bureaus; to represent the members before public bodies in matters affecting the broadcasting industry; to promote goodwill between members of the Association, and between the Association and the public of Michigan; to serve as a clearinghouse for matters affecting the well being of the members of the Association, and to prosecute such suits in state and federal courts as are required for the protection of the members of the Association; to engage in industry-wide cooperative efforts, such as Tornado warning services, broadcasting of athletic, political and other public events; to cooperate with other similar associations and with national associations of these industries of the United States for the common good of the broadcasting industry; to foster, encourage and promote laws, rules, regulations, customs and practices which will be for the best interest of the business generally concerning the uses and values of radio and television advertising; and to act as a regional contact with the National Association of Broadcasters; and to be authorized to perform all acts and to exercise all powers whatsoever authorized to corporations not for profit under the laws of the State of Michigan.

ARTICLE II - MEMBERSHIP

Section 1. Classes: The members of the Association shall be classified as follows: Active Members; Associate Members; Life Members; Honorary Members; Retired Members; and Individual Associate Members.

Section 2. Qualifications:

a) Active Members: Any individual, partnership, corporation or any entity who or which holds a construction permit or federal license to build or operate a commercial radio or television broadcast station within the state of Michigan, subject to the approval of the Board of Directors, shall be eligible to be an Active Member. Standards and rules concerning qualifications for Active Membership shall be established by the Board of Directors. An Active Member in good standing shall be

entitled to one vote and shall be entitled to all the rights and privileges of membership.

b) Associate Members: Any individual, firm or corporation, engaged in any business or profession directly connected with broadcasting, or any nonprofit society or association having a direct interest in broadcasting, but not such as to qualify as an Active Member, shall, subject to the approval of the Board of Directors, be eligible for Associate Membership. An Associate Member in good standing shall be entitled to all the rights and privileges of membership except the right to vote or hold an elective office.

c) Life Members: A once Active Member of the Association who has made outstanding contributions to the advancement of the Association, whether as a broadcaster active in the broadcast industry, or as an associate engaged in another business occupation, may be elected a Life Member by the Board of Directors. Life Members shall be exempt from payment of their annual dues but may be asked to pay all fees incidental to their attendance at meetings or conventions of the Association. A Life Member shall be entitled to all the rights and privileges of membership, except the right to vote or hold an elective office.

d) Honorary Members: An individual who has made outstanding contributions to the advancement of the broadcast industry, whether as a broadcaster active in the broadcast industry, or as a private citizen engaged in another business occupation, may be elected an Honorary Member by the Board of Directors. Honorary Members shall be exempt from payment of annual dues but may be asked to pay all fees incidental to their attendance at meetings or conventions of the Association. An Honorary Member shall be entitled to all the rights and privileges of membership, except the right to vote or hold an elective office.

e) Retired Members: An individual who once was an Active Member of Association who, before retiring from employment worked in the field of commercial or non-commercial radio or television broadcasting in the State of Michigan shall, subject to the approval of the Board of Directors, be eligible to be a Retired Member. A Retired Member shall be entitled to all the rights and privileges of membership, except the right to vote or hold an elective office. Dues for Retired Members shall be set by the Board of Directors.

Section 3. Members in Good Standing: An Active, Associate or Retired member of the Association whose dues for the current calendar year have been received by the Association and whose membership has not otherwise been terminated, shall be considered members in good standing.

Section 4. Termination of Membership: An Active, Associate or Retired member may be terminated for non-payment of dues, as is provided in Article VI, Section 2. Any member can be otherwise terminated by a two-thirds (2/3) vote of the Board of Directors or the submission of a written resignation to the Secretary-Treasurer of the Association, signed by the member or any person legally qualified to act for the member.

ARTICLE III - GENERAL ASSEMBLY

Section 1. Composition: The General Assembly shall consist of the delegates of all the Active Members in good standing. A member which is a partnership, corporation or other business entity shall designate a delegate to vote and act on its behalf, and an individual member shall be a delegate in his/her own right.

Section 2. Certification of Delegates: All authorized voting delegates, including delegates by proxy, shall be certified by the Secretary-Treasurer at the beginning of any General Assembly meeting. A person so designated as a delegate shall have the right to represent, vote and otherwise act for the member in all affairs of the Association.

Section 3. Powers: By a majority vote of the members voting at any annual or special meeting, the General Assembly may amend the bylaws, levy special assessments on the members of the Association, remove any director from office, or take any other action permitted by law. Notice of any proposed action shall be given by mail, fax or e-mail to those members entitled to vote. The notice shall be mailed or transmitted at least 15 days prior to the meeting. Members need not be present to vote, and ballots may be cast and submitted by mail, e-mail, or other form of delivery.

Section 4. Duties: It shall be the duty of the General Assembly:

- a) To elect the members of the Board.
- b) To hold at least one annual business meeting.

Section 5. Annual Business Meeting: There shall be an annual business meeting of the General Assembly, held in conjunction with the annual meeting of the Association. The time, date and place shall be determined by the Board of Directors and announced at least 30 days in advance of the said meeting.

Section 6. Special Meetings: Special meetings of the General Assembly may be called by the Chairman, the Board of Directors, or by petition signed by 15 or more members of the General Assembly.

Section 7. Quorum: Twenty-Five (25) members of the General Assembly present and voting during the annual business meeting or at a special meeting

shall constitute a quorum; twenty-five (25) votes cast with respect to a particular item of business shall constitute a quorum for that item of business.

Section 8. Officers of the General Assembly:

a) Number and Title: The officers of the General Assembly shall be a chairman and a secretary. The Chairman of the Association shall be the chairman of the General Assembly and shall designate the person to serve as the secretary of the General Assembly. In the absence of the Chairman the Vice-Chairman of the Association shall serve as Chairman.

b) Duties:

i. Chairman: The chairman shall preside over all meetings of the General Assembly and cast the deciding vote in case of a tie, appoint judges and tellers to assist him in determining the results of any vote and perform such other duties as customary and parliamentary usage require.

ii. The Secretary: The secretary shall serve as a recording officer of the General Assembly and as the custodian of its records.

Section 9. Proxy: A member may in writing appoint to vote or otherwise act for the member. The appointment of the proxy shall be in a form acceptable to the Secretary of the Association or other officer acting in the Secretary's place, shall be signed by the member or an authorized agent, and shall be effective when delivered to the Secretary or other officer acting in the Secretary's place. An appointment of a proxy is effective for 90 days and no proxy shall be irrevocable.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition: The number of directors shall be as fixed by a majority vote of the Board of Directors and may be increased or decreased from time to time, provided, however, that no decrease shall have the effect of shortening the term of any incumbent director. Each director shall be either an Active Member in good standing or a designated representative of such a member, and one of whom shall be the Immediate Past Chairman.

Section 2. Nomination: The Chairman shall appoint five (5) Active Members, representative of the composition of the board, to serve on a Nomination Committee for the purpose of nominating persons to fill the expiring terms of directors. This five (5) person committee shall include as one of its members the Immediate Past Chairman of the Association who shall preside over the committee. The nominees of this committee are to be presented at the annual business meeting so that the voting members may elect new directors.

Additional nominations may also be made by any member in good standing at the annual business meeting of the General Assembly.

Section 3. Term of Office: A full term of office for a director is three (3) years, not including any partial term of office served by reason of filling a vacant office. After serving two full terms or two full terms and any portion of an un-expired term, a director is not eligible to hold office for one year, provided that the term of office as a director of any director who is elected to or re-elected to an Elective Office or as a Director at Large shall be extended to the extent necessary to coincide with the director's term as an Elective Officer or Director at Large. Terms of office shall be staggered. The Immediate Past Chairman shall serve for a one-year term, or until such time as a successor is named, immediately following his or her year as Chairman of the Association, regardless of the number of years served as a director.

Section 4. Powers:

- a) The Board of Directors shall manage and control the business affairs and property of the Association.
- b) By way of example and not in limitation, it shall have the power to:
 - i) establish rules and regulations not inconsistent with these bylaws to govern its organization, procedure and conduct.
 - ii) call a special session of the General Assembly.
 - iii) call a special meeting of the Board of Directors.
 - iv) fill any expired term of any officer or director of the Association.
 - v) supervise and control the income, expenditures, investments, finances and property of the Association.
 - vi) hear, determine and adjudicate any complaint filed by any member of the Association.
 - vii) determine the dues for all classifications of membership according to the needs of the Association.
 - viii) designate a depository for the funds of the Association and shall provide for an annual audit of the records of the Association.

Section 5. Duties: It shall be the duty of the Board of Directors to:

- a)** Determine the date and place for the annual meeting of the Association.
- b)** Employ at their discretion, a President, who need not be a broadcaster or member of the Association and whose duties and compensation shall be determined by the Board of Directors.
- c)** Cause to be audited or reviewed either by a certified public accountant or a committee appointed by the Chairman all accounts of the Association, at least annually, and to report the results thereof at the annual business meeting.
- d)** Review the reports of committees of the Association and make recommendations concerning such reports to the General Assembly.
- e)** Provide for the publication and distribution of all official publications of the Association.
- f)** Act upon applications for membership.
- g)** At a special meeting, immediately following the annual business meeting, elect the officers of the Association for the following business year, choosing from its own membership exclusive of the Immediate Past Chairman.
- h)** Perform any other duties as are prescribed by these bylaws and the General Assembly.

Section 6. Meetings: The Board of Directors shall meet no less than three times a year at a time and place to be designated by the Chairman. The Chairman may call as many other meetings as deemed necessary for the transaction of business of the Association. One-third of the directors shall constitute a quorum. Directors participating by telephone, or similar communications equipment, will be considered to be present. The proxy of any director may be carried by another director in writing if notification is given to the Chairman twenty-four (24) hours in advance of the meeting. Notice of a special meeting shall be given at least seven days prior to the meeting, either personally, by mail or by facsimile.

ARTICLE V - OFFICERS

Section 1. Elective Officers: The elective officers of the Association shall consist of a Chairman, a Vice-Chairman who shall be Chairman-Elect and the only person eligible for election to the office of Chairman the following year unless unwilling or unable to serve, and a Secretary-Treasurer.

Section 2. Term of Office: The elective officers may serve for no more than two one-year terms, plus any partial term of office served by reason of having filled a vacancy. The foregoing notwithstanding, an officer may serve until a successor is elected or appointed.

Section 3. Vacancies: In the event the office of the Chairman becomes vacant, the Vice-Chairman shall assume the duties of Chairman for the un-expired term of the Chairman. The Board of Directors shall fill all other officer vacancies.-The term of office for the successor shall be the un-expired portion of the existing term.

Section 4. Duties:

a) Chairman: The Chairman shall preside over all meetings and be responsible for the supervision of all the work of the Association. The Chairman shall be an ex-officio member of all committees, shall perform other such duties as may be required by the Board of Directors and the General Assembly, and in addition shall perform those duties usually charged to the office of Chairman.

b) Vice-Chairman: The Vice-Chairman shall assist the Chairman in the performance of the Chairman's duties and shall be a member of the MAB Foundation Board of Directors. The Vice Chairman shall preside at meetings in the absence of the Chairman. If the office of Chairman becomes vacant, the Vice-Chairman shall assume the duties of the Chairman for the un-expired term of the Chairman.

c) Secretary-Treasurer: The Secretary-Treasurer shall keep the minutes of all proceedings and meeting of the Association and the Board of Directors, or direct the President to do so, and shall maintain a current roster of all members, together with their addresses. The Secretary-Treasurer shall be the financial officer of the Association and make an annual report of the financial affairs to the Association at the annual business meeting. The Secretary-Treasurer shall perform such additional duties and functions as are customary and usual to the offices of the Secretary and Treasurer.

Section 5. President: The office of President may be established by the Board of Directors. The President shall be selected by and hold office at the pleasure of the Board of Directors. The President shall report to the Board of Directors and shall be compensated as directed by the Board of Directors. It shall be the duty of the President to:

- a)** administer the affairs of the Association and implement Association projects;
- b)** advise members of matters affecting broadcasters;

- c) perform such other duties as have heretofore been performed by the Executive Director;
- d) perform such other duties as may be required by the Board of Directors.

Section 6. Removal: Except where otherwise expressly provided in a written contract authorized by the Board of Directors, all officers, agents and employees shall be subject to removal at any time, with or without cause, by the Board of Directors. The election or appointment of an officer for a given term, or a general provision in the Articles of Incorporation or the bylaws with respect to term of office, shall not be deemed to create contractual rights.

ARTICLE VI - COMMITTEES

Section 1. Committees: The Board of Directors may annually appoint such committees as it may deem appropriate to perform such functions as it may designate. Committees serve (1) one-year term and must be made up at least (3) three members.

a) Nomination Committee: This standing committee, as described and provided for in Article III, Section 2 hereof, shall meet before the annual business meeting and select the nominees for election to the Board of Directors.

b) Executive Finance Committee: This standing committee shall consist of the Chairman, the Vice-Chairman, the Secretary-Treasurer and the Immediate Past Chairman and any other members deemed appropriate by the committee. When the Board of Directors is not in session it shall have the full power of the Board of Directors in all matters of budget and finance and in all matters, which cannot be reasonably deferred until the next regularly scheduled meeting of the Board of Directors. All minutes and actions of this committee must be reported and approved at the next Board of Directors meeting.

ARTICLE VII - DUES

Section 1. Dues for all membership categories shall be determined by the Board of Directors according to the needs of the Association. Dues notices shall be mailed to all members by the Secretary-Treasurer on or before January 1 of each year.

Section 2. Any member who has not paid all outstanding dues and assessments by April 1st may be terminated from membership at the discretion of the Board of Directors. Members so terminated shall make new application, pay dues in arrears, and proceed as a new applicant in order to be reinstated.

Section 3. Special assessments may be levied by the General Assembly upon the recommendation of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The Fiscal year of the Association shall be the calendar year, beginning January 1 and ending December 31.

ARTICLE IX - INDEMNIFICATION

The Association shall indemnify its directors, officers, employees, agents and non-director volunteers, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), to the full extent now or hereafter authorized or permitted to corporations by Michigan law.

ARTICLE X - RULES OF ORDER

Roberts Rules of Order shall govern the meetings of the Board of Directors and the General Assembly in all cases in which they are applicable and not in conflict with these bylaws.

Ratified Amendments August 1995
Ratified Amendments February 2001
Ratified Amendments August 2001
Ratified Amendments August 2018
Ratified Amendments August 2019