

BYLAWS

of

THE BROADCAST PIONEERS OF PHILADELPHIA

*as updated and revised February 20, 2008
plus amendments to and including March 19, 2014*

Article I - Name

The Organization shall be known as *The BROADCAST PIONEERS OF PHILADELPHIA*.

Article II - Objectives

The Broadcast Pioneers of Philadelphia (the Organization) is a nonprofit membership organization of persons who, because of their service in, or association with, the field of broadcasting and communications, seek to fulfill the following objectives:

\$ maintain long-standing friendships;

\$ conduct educational and charitable activities relating to broadcasting and communications;

\$ recognize persons who have made significant contributions to the field of broadcasting and communications in the Delaware Valley;

\$ establish a central clearing house for the exchange of information and historical data about broadcasting and communications in the Delaware Valley;

\$ record, in a form to be determined, facts, data, and traditions of the broadcasting and communications industry in the Delaware Valley for use by current and future generations;

\$ strive to influence current broadcasting and communications practices in favor of more cultural, educational and family-oriented programming.

Article III - Membership

1. **Eligibility:** Membership in the Broadcast Pioneers of Philadelphia shall be open to persons who have served not less than ten years in the broadcast industry or related fields.

2. **Classes:** The Classes of Membership shall be as follows:

- a. *Regular* Members: those persons who meet the eligibility requirements and who pay the annual dues as set by the Board of Directors.
- b. *Retired* Members: those persons who meet the eligibility requirements and are currently retired. Retired Members shall pay annual dues at a reduced rate, as set by the Board of Directors, but shall have all of the rights and privileges of Regular Members.
- c. *Life* Members: those persons who meet the eligibility requirements and who pay a one-time lifetime Membership dues payment, the amount of which is determined by the Board of Directors. Life Members have all of the rights and privileges of Regular Members as long as they may live and remain in good standing.
- d. *Honorary* Members: those persons who, in the judgment of the Board of Directors, merit such recognition. Honorary Members are not required to pay dues and do not have voting rights.

The Board of Directors may determine, from time to time, whether or not to grant Life or Honorary memberships. The Board may also establish such other membership categories as it may see fit, and may abolish such other categories at its discretion.

3. **Good Standing, Termination:** A Member shall be considered to be in Agood standing@ when that Member=s dues and assessments for the then current Membership year are fully paid, and that Member=s good standing status has not otherwise been suspended or revoked by the Board of Directors. A Member whose lack of good standing status continues for more than 180 days shall be terminated from membership in the Organization, unless otherwise determined by the Board of Directors due to unusual or extenuating circumstances. The Board, in its sole discretion, may suspend or revoke the good standing status or terminate the membership of any Member for conduct detrimental to the interests or reputation of the Organization whether or not the Member=s dues and assessments have been paid.

Article IV - Dues and Assessments

1. The dollar amount of the annual dues of Regular Members and Retired Members and any other categories as the Board may establish from time to time, and the one-time dues payment of Life Members, and the due dates thereof, shall be as determined by the Board of Directors.

2. In the case of any immediate need or emergency which cannot be met by reserve funds earmarked for such contingency, the Board of Directors shall have the right to levy special assessments for purposes or activities consistent with the objectives of the Organization.

Article V - Board of Directors

1. The responsibilities of the Board of Directors shall include:

\$ Setting, reviewing and affirming the general policies and goals of the Organization

\$ Providing general oversight of the activities of the Organization

\$ Approving strategy and major initiatives proposed by the President

\$ Providing oversight of legal and financial matters

\$ Evaluating the processes and performance of the Organization

\$ Performing such other duties as set forth in these Bylaws

Any action necessary or appropriate for the proper management or operation of the Organization, or the fulfillment of its Objectives, and not otherwise provided for or authorized in the Bylaws, may be taken by the Board of Directors. All major decisions are to be considered by the Board as whole.

2. The Board of Directors shall consist of not less than fifteen or more than twenty-five Directors. In addition, the Officers of the Organization shall be *ex-officio* members of the Board and shall be included for purposes of voting and counting towards a quorum.

3. Directors shall be elected for a term of three years, with approximately one-third of the seats on the Board being subject to election each year. Nomination of candidates for election to the Board shall be made pursuant to procedures established by the Board, provided that in all cases candidates must be Members in good standing of the Organization. Election of candidates to the Board shall take place at the Annual Meeting of the Members and shall be made by a majority vote of the Membership present, in person or by proxy or absentee ballot. Newly elected or re-elected Directors shall begin their terms on the first day of the Fiscal Year. Directors may serve successive terms with no fixed termination, however no Director shall be automatically entitled to nomination for any successive term.

4. Each year following the election of Directors by the Membership, or whenever there shall be a vacancy in the position of Chairman, the Members of the Board of Directors shall elect a Chairman from among the Directors other than those who serve *ex-officio*. The Chairman may but need not be a former officer. The role of the Chairman shall be to

\$ Organize the agenda for meetings of the Board of Directors and of the Members

\$ Preside at meetings of the Board of Directors and of the Members

\$ Execute contracts and other documents on authority by and in name of the Board

\$ Appoint all Committees of the Board and name the chairman of each Committee

\$ Serve *ex-officio* as a voting member of all committees

\$ Discharge any other functions delegated to him or her by the Board

The Chairman may delegate one or more of these functions in whole or in part to the President.

5. A Director may be removed by a majority vote of all of the other Directors. A Director who loses his or her good standing status by virtue of failure to pay dues or assessments shall be deemed to have resigned as a Director, without the requirement for a vote by the Board.

6. Any Director who shall fail to attend three consecutive meetings of the Board, unless he or she shall present an excuse for such absences satisfactory to the Chairman or the President, shall be deemed to have resigned from the Board and cease to be a Member thereof.

7. Upon the death, resignation or removal of any Director, the Board of Directors may fill the vacancy, but shall not be required to do so unless, by virtue of said death, resignation or removal, the actual number of Directors becomes less than the minimum number authorized by these Bylaws.

Article VI - Officers

1. The officers of the Organization shall consist of a President, one or more Vice-Presidents (the number of which shall be determined from time to time by the Board of Directors), a Secretary and a Treasurer. There shall be no automatic succession from one position to another.

2. Officers shall be elected for a term of one year. Nomination of candidates for election as an Officer shall be made pursuant to procedures established by the Board, provided that in all cases candidates must be Members in good standing of the Organization. No Officer shall be automatically entitled to nomination for another term, or advancement to a higher office. Election of candidates for the Officer positions shall take place at the Annual Meeting of the Members and shall be made by a majority vote of the Members present, in person or by proxy or absentee ballot. Newly elected or re-elected Officers shall begin their terms of office on the first day of the Fiscal Year.

3. The President may be elected to no more than four one-year terms as President. A Vice-President may be elected to no more than four one-year terms as a Vice President. The Secretary and Treasurer may be elected to succeed themselves without fixed termination.

4. The President shall exercise general and active management of the business and activities of the Organization. He shall see that all directives and resolutions of the Board are carried into effect, and he shall exercise general supervision and direction of all other Officers of the Organization. The President shall:

 \$ Preside at all meetings of the Members and Directors, in the absence of or upon delegation from the Chairman

 \$ Perform all duties of the Chairman, with full authority, during his or her absence or disability, or upon his or her delegation

\$ Discharge any other functions delegated to him or her by the Chairman or by the Board of Directors

\$ At each meeting of the Board of Directors, report to the Board on the activities of the Organization occurring since the prior Board meeting

\$ Submit to the Board for its information or, if appropriate, its review and approval, information regarding all significant new initiatives planned to be undertaken.

5. The powers and duties of the other Officers shall be such as usually pertain to their respective titles and further as may be prescribed by the Board of Directors, the Chairman or the President.

6. The Officers together with the Chairman constitute an Executive Committee of the Board of Directors with full power to act between meetings of the Board. All Executive Committee actions shall be reported to full meetings of the Board and may be repealed or altered by a majority vote.

7. An Officer may be removed by vote of the Board of Directors. An Officer who loses his or her good standing status by virtue of failure to pay dues or assessments shall be deemed to have resigned as an Officer, without the requirement for a vote by the Board.

8. Upon the death, resignation or removal of any Officer, the Board of Directors shall, as soon as is practicable, appoint a successor to hold office for the balance of the term vacated. The Chairman or the President may assume the duties of the vacated office or delegate them to another Officer on an interim basis until the successor is appointed or elected.

Article VII - Meetings of Members

1. An Annual Meeting of the Members of the Organization shall be held each year, on such date and in such location as may be determined by the Board of Directors, for the election of Officers and Members of the Board of Directors, and for the transaction of such other business as may be necessary or appropriate.

2. Other meetings of the Members may be held on such dates and in such location as may be determined by the Board of Directors.

3. Special meetings of the Members may be called at any time by the Board of Directors, or the President, or whenever ten percent of the Members in good standing (not including Honorary Members), shall make a request for the same, specifying the purpose of the meeting.

4. Written notice of each meeting of the Members shall be sent, in a manner reasonably expected to provide actual notice of the meeting, to each Member of the Organization at least ten days before the date for such meeting.

5. At each Annual Meeting of the Members, and any other meeting of the Members at which a vote is to be taken, each Member in good standing, other than Honorary Members, shall be entitled to one vote.

6. Members entitled to vote may do so by proxy or absentee ballot, subject to such rules and procedures as may be established by the Board of Directors.

7. The Members present, either in person or by proxy or absentee ballot, at any meeting for which notice has been properly given shall constitute a quorum.

8. All matters brought before a general Membership meeting for a vote shall be decided by a majority vote of the Members present or represented by proxy or absentee ballot.

Article VIII - Meetings of Board of Directors

1. The Board of Directors shall meet at least annually, on such date and in such location as may be determined by the Board of Directors.

2. Additional meetings of the Board of Directors may be held on such dates and in such locations as may be determined by the Board of Directors.

3. Special meetings of the Board of Directors may be called at any time by the Board of Directors, or the President, or whenever 25 percent of the members of the Board shall make a request for the same, specifying the purpose of the meeting.

4. Written notice of each meeting of the Board of Directors shall be sent to each member of the Board, in a manner reasonably expected to provide actual notice of the meeting, at least ten days before the date for such meeting. Attendance at such meeting, or voting on an issue submitted to a vote, shall conclusively establish that proper notice was given with respect to any Director in attendance or voting.

5. A quorum for voting at any meeting of the Board of Directors shall consist of at least one-third of the total number of Directors then in office being present in person or represented by proxy.

6. Unless otherwise provided in these Bylaws, any matter subject to a vote by the Board of Directors shall be passed by a majority vote of those present in person or represented by proxy.

7. The transaction of any business at any meeting of the Board, however called and noticed or wherever held, shall be valid as though said meeting was duly held after regular notice, if a quorum is present.

8. Anything to the contrary in these Bylaws notwithstanding, the Board of Directors shall have the power to take action on any matter on which it is authorized to act, without the necessity of a formal meeting and vote if a majority of the entire Board shall consent in writing or electronically to such action.

9. Any disagreement between the Chairman and the President which cannot be resolved by them shall be decided by the Board.

ARTICLE IX - Financial Matters

1. The Fiscal Year of the Organization shall be begin July 1 of each year and terminate June 30 of the succeeding year.

2. At each meeting of the Board of Directors, the Treasurer shall make a statement of the financial condition of the Organization. At the first meeting of the Board on or after September 1 of each year, the Treasurer shall submit a detailed report of the financial condition of the Organization for the preceding year, which report shall have been reviewed by accountants designated by the Board.

3. The Treasurer shall not disburse any of the money of the Organization except in such manner and for such purposes as shall have been approved by the proper Officer(s), whose approval shall have been authorized by the Board of Directors.

4. Neither the President, nor any Officer, nor any one or more Directors not constituting a majority of a quorum at a properly noticed meeting of the Board, shall obligate the Organization to any spending in excess of \$250 unless the amount and reason for the expenditure has been reviewed and approved by the Board of Directors. Disbursements made in the normal and expected course of a program that has previously been approved by the Board need not be resubmitted for individual approval.

5. No Officer or member of the Board of Directors shall be paid any compensation for his or her services as such. He or she may, however, be reimbursed for reasonable and appropriate expenses that have been approved by the Board either specifically or by general category.

ARTICLE X - Miscellaneous Provisions

1. **Offices.** The registered and business offices of the Organization shall be located at such places, within or without the City of Philadelphia or the State of Pennsylvania, as may be determined from time to time by the Board of Directors.

2. **Committees.** Members of Committees established pursuant to these Bylaws need not all be Officers or Directors, but must be Members in good standing. Any Committee which includes Members who are not Officers or Directors shall be either chaired by or under the direct supervision of an Officer or Director.

3. **Robert=s Rules.** Robert=s Rules of Order, revised edition, shall govern the Organization in all cases to which they are applicable and in which they are consistent with these Bylaws. The presiding officer at any meeting may relax the enforcement of Robert=s Rules as he or she may deem appropriate.

4. **Non-discrimination.** The Organization, its Board of Directors and its Officers shall not discriminate on the basis of race, religion, color, gender, national and ethnic origin or handicap in administration of any of its policies or procedures, recognition programs, scholarship awards, charitable activities or other programs or activities.

5. **Good Faith Actions.** Unless acting in bad faith or maliciously, neither the Board of Directors as a body nor any Director, Officer, or Committee Member of the Organization acting within their proper scope of authority shall be personally liable to any Member or to the Organization or to any other person whatsoever in any respect for any action or lack of action arising out of the execution of their office. Each Member and the Organization and any affected third parties shall be bound by the good faith actions of the Board, Officers and Committee Members in the execution of their duties.

6. **Indemnification.** Any present or past Director, Officer or Committee Member of the Organization shall be indemnified by the Organization (and the Organization may purchase insurance to cover such indemnification) against the actual amount of net loss, including counsel fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been a Director, Officer or Committee Member of the Organization, except as to matters to which he shall be ultimately found in such action to be liable for gross negligence, willful misconduct, or acting outside the proper scope of authority. In the event of a settlement of any such case, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Organization is advised by counsel that the person to be indemnified had not been guilty of gross negligence, willful misconduct, or acting outside the proper scope of authority.

7. **Conflict.** Anything to the contrary herein notwithstanding, if any provision of these Bylaws is in conflict with the requirements of any law, then the requirements of said law shall be deemed controlling.

8. **Invalidity.** The invalidity of any part of these Bylaws shall not in any manner affect, impair or invalidate the remainder.

9. **Effective Date.** These Bylaws supersede all other bylaws previously adopted and shall take effect immediately upon approval by the Board of Directors.

ARTICLE XI - Amendments

The Bylaws, or any one or more provisions thereof, may be altered, amended or repealed at any meeting of the Board of Directors of the Organization by a two-thirds majority vote, provided that notice of the provisions to be altered, amended or repealed shall have been sent to each Member of the Board, in a manner reasonably expected to provide actual notice of said provisions, at least ten days before the date for such meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on February 20, 2008, with proper notice having been given.

RESOLUTION OF THE BOARD OF DIRECTORS
BROADCAST PIONEERS OF PHILADELPHIA
June 17, 2009

Directors shall be elected for a term of one year. Nomination of candidates for election to the Board shall be made pursuant to procedures established by the Board, provided that in all cases candidates must be Members in good standing of the Organization. Election of candidates to the Board shall take place at the Annual Meeting of the Members and shall be made by a majority vote of the Membership present, in person or by proxy or absentee ballot. Newly elected or re-elected Directors shall begin their terms on the first day of the Fiscal Year. Directors may serve successive terms with no fixed termination, however no Director shall be automatically entitled to nomination for any successive term.

Approved at Broadcast Pioneers Board of Directors meeting
June 17, 2009
by unanimous vote

RESOLUTION OF THE BOARD OF DIRECTORS
BROADCAST PIONEERS OF PHILADELPHIA
June 16, 2010

RESOLVED, that the Board of Directors of the Broadcast Pioneers of Philadelphia shall, effective with the 2010-2011 fiscal year, meet four times a year. Board meetings shall be held prior to the monthly luncheons in September, December, March and June.

FURTHER RESOLVED that the June Board meeting shall be designated as the Annual Meeting of the Board of Directors and that the June Luncheon shall be designated as the Annual Meeting of the Membership.

APPROVED by vote of the Board of Directors, as specified in the Bylaws, this 16th day of June, 2010.

RESOLUTIONS OF THE BOARD OF DIRECTORS
BROADCAST PIONEERS OF PHILADELPHIA
March 19, 2014

RESOLVED, that the Board of Directors of the Broadcast Pioneers of Philadelphia hereby amend the Bylaws to insert in Article V, paragraph 4, following the first full sentence thereof, the following:

The Chairman may be elected to no more than four successive one-year terms as Chairman.

APPROVED by vote of the Board of Directors, as specified in the Bylaws, this 19th day of March, 2014.

RESOLVED, that the Board of Directors of the Broadcast Pioneers of Philadelphia RESOLVED, that the Board of Directors of the Broadcast Pioneers of Philadelphia hereby amend the Bylaws to add a new paragraph 9 to Article VI, as follows:

Each year, at the Board meeting coinciding with the election of Officers, the Board shall designate which of the Vice Presidents shall serve as Acting President in the event of the death, resignation or removal of the President. In such event, said designee will automatically assume the role of Acting President and serve until the Board of Directors shall appoint a successor President to hold office for the balance of the term vacated. In the event the designee is unable or unwilling to serve as Acting President, the Chairperson shall designate another one of the Vice Presidents, or if none is willing serve, another Officer or Board Member to serve as Acting President.

APPROVED by vote of the Board of Directors, as specified in the Bylaws, this 19th day of March, 2014.

RESOLVED, that the Board of Directors of the Broadcast Pioneers of Philadelphia RESOLVED, that the Board of Directors of the Broadcast Pioneers of Philadelphia hereby amend the Bylaws to add a new paragraph 10 to Article VI, as follows:

In addition to the foregoing, the Board of Directors may appoint a Chief Executive Officer (CEO). The CEO may but need not be a present or former officer or director but must be a Member in good standing. The CEO shall, in concert and cooperation with the Chairman and President, exercise general and active management of the business and activities of the Organization.

APPROVED by vote of the Board of Directors, as specified in the Bylaws, this 19th day of March, 2014.