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Mission Statement

WORT is a non-commercial, listener-sponsored, member-controlled community radio station broadcasting to South-Central Wisconsin and maintaining an active Internet presence. WORT programming shall respect all peoples and their environments, and shall serve a broad spectrum of the community by:

- (i) Providing a forum for both the discussion of public issues, and the expansion of musical and cultural experience, in order to promote greater communication, education, entertainment, and understanding.
 - (ii) Facilitating community expression and providing community access to share music, culture, news, and information.
 - (iii) Challenging the cultural and intellectual assumptions of our listeners through unique and diverse programming.
 - (iv) Including audiences and programmers under-represented by other media.
-

Bylaws

Approved by the membership, February 20, 1997; amended 2/13/00; amended 2/27/05; amended 2/1/2009; amended 11/10/2009; amended 1/1/2015; amended 6/25/2017; amended 6/24/2018

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ARTICLE I: Nature Of Corporation

Section 1.1 Name

The name of this corporation shall be Back Porch Radio Broadcasting, Incorporated. The name WORT shall be considered synonymous.

Section 1.2 Principal Office

The location of the principal office of WORT shall be Madison, Wisconsin.

Section 1.3 Type, Powers and Limitations of Corporation

(a) WORT shall be organized under Chapter 181 of the Wisconsin Statutes as a non-stock, not-for-profit corporation.

(b) WORT shall have all powers permitted by law, the Articles of Incorporation, and these bylaws

(c) The activities of WORT shall be limited so as to qualify WORT as exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, and so as to ensure that the requirements thereof are satisfied.

Section 1.4 Purpose

(a) WORT shall be the license-holder for WORT-FM, a noncommercial, community-sponsored radio station in Madison, Wisconsin.

(b) The purposes of WORT shall be as described in Article III of the Articles of Incorporation.

(c) The mission of WORT shall be defined by the following Mission Statement:

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ARTICLE II: Definitions

Section 2.1 Voting Members

(a) Participating member. A participating member of WORT shall be any person who has voluntarily performed at least five (5) hours of work in each of three (3) consecutive months within the 12-month period ending three months prior to the Annual Meeting. The work performed by a participating member in accordance with this provision must be authorized by a staff or Board member. Participating membership can be extended to individuals not covered by this definition if they meet any of the following criteria:

(i) New arrivals. Individuals may petition the Board for participating membership if they have volunteered five (5) hours in three (3) consecutive months within one year prior to the Board meeting at which she or he presents her or his petition. New arrivals who desire to vote at a special membership meeting or by a mail ballot are responsible for petitioning the Board prior to the vote and are responsible for completing the registration process in accordance with Section 6.4(e).

(ii) Authorized leave. Individuals taking a leave of absence, authorized by a staff or Board member, qualify for participating membership provided they meet both of the following requirements:

(1) she or he has been a volunteer for at least one (1) year prior to the leave.

(2) she or he has worked five (5) hours in each of three (3) consecutive months during the year prior to the leave.

(iii) Special petition. Any individual may petition the membership at the Annual Meeting citing special circumstances that would show devotion to the station but inability to qualify under the rules. To qualify under this provision, the petitioner must meet all of the following requirements:

(1) submit her or his request in writing with any supplementary supporting information to the convener of the Annual Meeting before the start of the meeting.

(2) submit a written statement of support from the relevant supervisor.

(3) receive a majority vote of the membership.

~~(b) Listener-Sponsor Member Directors. Members of the Board of Directors who are Listener-Sponsors are eligible to vote at membership meetings and special elections. A Director is a person seated on the Board of Directors of WORT. All Directors are automatically members of WORT during their terms of office solely for the purposes of voting at a membership meeting or in special elections. Directors must maintain their category status during their tenure on the board.~~

(c) WORT employees.

Explanation: This is an editorial amendment clarifying existing meaning.

Section 2.2 Listener-Sponsor Members

Anyone who has made an annual listener-sponsorship level contribution to WORT as set by the Board.

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ARTICLE III: Board Of Directors

Section 3.1 Number, Election, Term, and Removal

The Board shall consist of:

One (1) Fulltime Staff Member;
Six (6) Participating/Volunteer Members;
Four (4) Listener-Sponsor Members.

3.2 Eligibility

Eligibility for service as a Director shall be as follows:

- (a) Members of the staff collective shall only be eligible to serve as the staff representative, and shall represent all paid employees;
- (b) Paid staff who are not members of the collective are eligible for election as a participating member, provided they qualify as such, but as of the 2019 membership meeting are not eligible for election as a listener-sponsor;
- (c) Except as provided for in (b), no person who qualifies as a participating member is eligible for election as a listener-sponsor.

(d) Directors may not change their category during their term of office on the Board and must continue to satisfy their category status during their tenure on the board.

Explanation: Existing language repositioned.

(e) In order to comply with Federal law, no more than one director concurrently may be a non U.S. citizen.

(f) Actual. In reference to members or Directors, actual refers to the total number of existing members or seated Directors, whether present at a meeting or not. Vacant seats on the Board are not counted as actual Directors. Any references such as “majority of” or “two-thirds of” the members or Directors that do not include the word “actual” are understood to refer to those present or voting.

Section 3.3 Method of Selection

(a) Directors shall be elected from a pool of candidates by the voting members of WORT in accordance with the Standing Rules for Elections, except that;

(b) The staff collective shall choose its representative, who shall serve an indefinite term of no less than three months. A change of representation shall be effective upon notice to the board executive committee. ~~Notice of such election must be given to the Secretary before a change in representation shall be considered valid.~~

Explanation: Change notice to secretary to notice to executive committee

Section 3.4 Term of Office

The terms of Directors shall be three years in length, commencing upon the announcement of election results at the annual meeting and ending at the same point of the third following Annual Meeting.

Section 3.5 Compensation

~~No director shall receive compensation for serving on the board. The board may authorize reimbursement to directors for expenses incurred on behalf of WORT.~~

Explanation: Directors who front money for legitimate station expenses should be covered, as determined by board.

Section 3.6 Removal

~~(a) A staff representative on the Board who leaves the employment of WORT shall be automatically removed from the Board.~~

Explanation: Covered by existing 3.2(d)

(b) Any Director may be removed for cause at any time by a two-thirds (2/3) vote of the actual Directors. A vote to remove any Director may take place only at a scheduled meeting of the Board of Directors where the removal of said Director has been placed as an item on the agenda at least ten (10) days prior to the start of the meeting and notice has been sent to said Director by certified mail at least ten (10) days prior to the start of the meeting. All meetings to consider the removal of a Director shall be open unless the Director at issue asks that it be closed. Removal under this provision is effective immediately

(c) A petition signed by at least twenty (20) percent of the members and delivered to the Secretary shall be sufficient to require a vote of the members on the recall of any named Director(s). Recall elections shall follow the same procedures as regular elections, except that two (2) members from among those signing the recall petition shall be temporarily added to the Election Committee overseeing the recall election. A majority vote is required to remove any Director. No more than three (3) Directors may be recalled during the period between the Annual Meetings. Removal under this provision is effective upon completion of the recall election.

(d) A participating member director shall perform at least five (5) hours of volunteer work in each of three consecutive months each WORT membership year. Failure of a participating member to maintain active volunteer status constitutes cause for removal or recall. Board service does not constitute "volunteer work."

(e) A listener-sponsor director shall make an annual contribution to WORT at the listener-sponsorship level. Failure of a listener-sponsor to make such contribution constitutes cause for removal or recall.

Section 3.7 Resignation

A Director may resign at any time by notifying the Secretary in writing.

Section 3.8 Vacancies

~~a) Any vacancy on the Board due to death, resignation, or removal shall be filled by the special election procedure prescribed in the Standing Rules for Elections as soon as practicable and for the remainder of the unexpired term, except that;~~

~~(b) If a seat becomes vacant between March 15th and the Annual Meeting, it shall be within the sole discretion of the Board whether to schedule an election to fill the vacancy.~~

Section 3.8 Vacancies

Vacancies on the board occurring prior to February 1 shall be filled, for the remainder of the vacant term, as soon as practicable by special election, pursuant to procedures established by the Elections Committee. Vacancies arising after February 1 shall be filled at the next regularly scheduled annual meeting for the remainder of the vacant term.

Explanation: Both editorial and substantive. Changes time-frame for whether to hold special election from March 15 to February 1, and removes board discretion.

Section 3.9 Functions

The Board of Directors shall:

(a) Establish WORT's overall goals, priorities, and policies.

(b) Establish rules, policies and guidelines regarding the facility, equipment, committees, staff, volunteers, and programming of WORT.

(c) Hire and supervise persons to mManage station operations. ~~, the business, finances, and properties of WORT.~~

(d) Hold at least 10 regularly scheduled meetings a year.

Explanation: [c] Substantive. Clarifies that the board does not manage the operations, but hire and supervise the staff that does. [d] existing language 6.2 repositioned

Section 3.10 Delegation

The Board may delegate its authority to act with respect to any provision of these bylaws to any committee or individual Director except where specifically prohibited by law or these bylaws.

Section 3.11 Meeting Notices

The board and all committees shall publicly post the notice for each meeting at least seven (7) days in advance.

Section 3.12 Quorum

A quorum of the Board comprises a majority of the actual Directors or a minimum of four (4) Directors, whichever is greater. A quorum of a committee comprises a majority of its members.

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ARTICLE IV: Officers

Section 4.1 Number

The Board shall elect from among its number a President, Vice-President, Secretary, and Treasurer.

Section 4.2 Restrictions

- (a) No person may hold more than one office at a time.
- (b) The staff representative on the Board is not eligible to serve as an officer.

Section 4.3 Method of Selection.

The Board shall elect temporary officers immediately following each Annual Meeting, and permanent officers no later than the second regularly scheduled meeting following. Nominations for election to an office may be made by any Director.

Section 4.4 Term of Office

Terms of officers shall expire upon the adjournment of the next Annual Meeting following their election.

Section 4.5 Resignation

Any officer may resign at any time by notifying the Secretary.

Section 4.6 Removal

Any officer may be removed for cause at any time by a two-thirds (2/3) vote of the actual Directors, pursuant to the provisions of 3.6(b). Removing a director from an office under this article does not remove the director from the board, or preclude their removal by separate action.

Explanation: Clarifying

Section 4.7 Vacancies

The board shall fill any vacancy in an office as soon as practicable and for the remainder of the unexpired term.

Explanation: Editorial

Section 4.8 Duties and Powers

The duties and powers of the officers shall be those usually associated with the respective offices, and as enumerated in the Articles of Incorporation, By-Laws, Collective Bargaining Agreement, Personnel Policies and otherwise.

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ARTICLE V: Committees And Work Groups

Section 5.1 Types

- (a) Permanent committees are as provided for by these bylaws.
- (b) Standing committees are as provided for by the Policy on Committees, which the Board shall adopt, maintain and observe.
- (c) Work Groups are as provided for by motion and adoption by the Board of Directors.

Section 5.2 Permanent Committees.

(a) The Executive Committee shall consist of the four (4) officers of the Board. It may, if it deems appropriate and necessary, take any action which may be taken by a majority vote of the Board. An action of the Executive Committee shall require the affirmative vote of at least three (3) members. Votes may be cast in person, by digital technology,

or by telephone. All actions taken by the Executive Committee shall be reported to the Board as soon as possible and shall be included in the minutes of the next Board meeting. Any Director may move for reconsideration by the full Board of any action taken by the Executive Committee.

(b) The Finance Committee shall consist of at least four (4) persons, including the Treasurer, who shall serve as chair. It shall, with appropriate staff input, prepare and submit to the Board a budget for the fiscal year, and may submit amendments to the current budget as it deems appropriate. It shall also prepare periodic financial reports for the Board, and provide such other information as would benefit the Board's understanding of the corporation's finances.

(c) The Personnel Committee shall consist of between three and five Directors, including at least one (1) officer. It shall develop personnel policies under the direction of the Board, and, in accordance with these policies, implement procedures for the hiring and evaluating of employees.

(c) All permanent committees other than the Executive Committee shall consist of persons expressing an interest in appointment who are confirmed by the Board.

Section 5.3 – Committee/Work Group Authority and Responsibility

(a) No committee shall have any powers exceeding those of the Board. The Board retains the right to review, amend or reverse all decisions by any committee or work group.

(b) Committees and work groups shall report on their activities as directed by the Board.

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ARTICLE VI: Meetings.

Section 6.1 Annual Meeting

The Annual Meeting of the membership shall be held each year during the month of June at a time and place designated by the Board, and shall include oral or written reports by the president, treasurer and staff.

(a) Only members defined in Section 2.1 shall be eligible to vote. The membership roll for the coming year shall be approved as the first item of business at the Annual meeting. Once the membership roll has been approved, it shall remain valid until the next Annual Meeting is called to order unless amended by the Board in accordance with Section 2.1.

(b) To receive a ballot, members are required to validate their eligibility by completing the registration process in accordance with Section 6.4(c)

(c) The Annual Meeting shall elect new Directors, and may vote on proposed amendments to the bylaws and/or transact such other business as may be presented to it by the Board.

(d) The newly elected Board shall meet at the conclusion of the Annual Meeting, to elect temporary officers, set the time and place of the next regular Board meeting, and transact such other business as noted on the meeting agenda.

(e) The business conducted at an Annual Meeting shall be limited to receiving reports as specified above, electing Directors, voting on proposed amendments to the Bylaws in accordance with Section 9.2. and to voting, without further amendments, on items contained in the official notice that was posted in accordance with Section 6.8(a).

Section 6.2 Special Meetings

(a) Special meetings of the membership may be called by resolution of the Board or by petition signed by at least twenty (20) percent of the actual membership and delivered to the Secretary. The Board shall schedule a special membership meeting to be held at least ten and no more than 30 days after receipt of the petition.

(b) Special meetings of the Board may be called by the President or by any four (4) Directors. Notice and agenda of a special meeting of the Board must be posted at least ten (10) days in advance of the meeting.

Section 6.3 Registration

(a) The elections committee shall establish and post the election and registration procedures by March 15th of each calendar year.

(b) The Elections Committee shall be responsible for the handling of Petitions to be Added as a Voting Member within ten (10) days of the completion of the potential voter list.

(c) The registration roll for the coming year shall be approved during the course of the Annual Meeting. Once the registration roll has been approved, it shall remain valid until the next Annual Meeting is called to order unless amended by the Board to accommodate new arrivals.

(d) Any member not included on the list of eligible registrants may register to vote by completing a registration form, obtaining a signature from their appropriate supervisor on their registration form, and delivering the registration form to a member of the elections committee no later than the time announced for conclusion of balloting at the Annual Meeting.

Section 6.4 Quorum

(a) A quorum of the membership at any meeting of the membership or in a mail ballot is achieved by the presence of a majority of the members who have registered in accordance with Section 6.4. Any member who casts a ballot shall be considered present until the end of the meeting.

(b) The business conducted at an Annual Meeting shall be limited to electing Directors, voting on proposed amendments to the Bylaws in accordance with Section 9.2. and to voting, without further amendments, on items contained in the official notice that was posted in accordance with Section 6.8(a).

(c) A quorum of the Board comprises a majority of the actual Directors or a minimum of four (4) Directors, whichever is greater.

To replace 6.4(a):

A quorum is achieved by the presence of five percent of the members who have registered in accordance with Section 6.3. Any member who casts a ballot shall be considered present.

Section 6.4 (b) eliminated. Now 6.1 (e)

Section 6.4 (c) eliminated. See 3.12 for Board and committee forum.

Explanation: Since the registration list is essentially all participating members, a quorum under existing language is 119 members. We thought changing that to about 12 was more reasonable. The section is also renumbered from 6.5

Section 6.6 Voting.

At all meetings, each member of the body which is meeting shall have one vote. No proxy votes shall be permitted.

Section 6.7 Notice

(a) Notice of the Annual Meeting shall be prominently posted at the main office of WORT and on its website at least one month before the date of the meeting.

Explanation: Obvious

(b) Notice containing the list of all participating members who have been certified by the Secretary as eligible to register to vote shall be posted at the main office of WORT by May 10th.

(c) Notice of all other meetings of the members shall be posted at least ten (10) days before the date of the meeting.

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ARTICLE VII: Community Advisory Board

Section 7.1 Authorization

The Community Advisory Board shall be maintained in accordance with section 396(k)(8) of the Communications Act of 1934, as amended.

Section 7.2 Governance

The Community Advisory Board shall operate in accordance with the Community Advisory Board Charter. Amendments to the Community Advisory Board Charter shall require a two-thirds (2/3) vote of the actual Directors.

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ARTICLE VIII: Financial Authority

Section 8.1 Contracts and Proposals

Except as the board may provide otherwise, no contract shall be binding on WORT unless approved by the Board and counter-signed by its authorized agent.

Section 8.2 Loans

No indebtedness for borrowed money shall be contracted on behalf of WORT, and no evidences of such indebtedness shall be issued in its name, unless authorized by the Board or the membership. Such authorization may be general or confined to specific instances.

Section 8.3 Signatures

All checks, drafts, or other orders of payment of money and all notes or other evidences of indebtedness issued in the name of WORT shall be signed by such officers or approved staff members of WORT in such manner as authorized by the Board.

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ARTICLE IX: Amendments

Section 9.1 Bylaws

Substantive amendments to these bylaws may be proposed by the Board of Directors, or by any ten (10) voting members of WORT by written submission to the Secretary at least sixty (60) days prior to the next membership meeting. The Board shall consider each proposed amendment and present its recommendations to the membership no later than the notice of the membership meeting. A proposed amendment shall be adopted if a majority of votes cast at the membership meeting are in the affirmative.

A proposed amendment may be amended at a membership meeting only to make minor technical corrections. Amendments shall take effect at the end of the meeting at which they are adopted, unless the amendment itself provides for a different effective date. The Board may also provide for voting members to vote on a proposed amendment by mail ballot between membership meetings.

Section 9.2 Technical Amendments

The Board of Directors is empowered to make technical amendments to the Policy Documents, provided the proposed amendments are presented in writing at a Board meeting. A proposed technical amendment may be rejected by majority vote of the Directors present at that meeting. A technical amendment may address only numbers and titles of the parts of the Policy Documents, cross-references, spelling, grammar, punctuation, capitalization, abbreviation, consistent terminology, and parallel structure. Numbers and titles of the parts of the Policy Documents are for ease of reference only and have no substantive effect. An approved technical amendment shall take effect at the end of the meeting at which it is presented.

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ARTICLE X: Severability And Supremacy

Section 10.1 Severance

If any section, clause, provision or portion of these bylaws is judged unconstitutional or invalid by a court of competent jurisdiction, the remainder of the bylaws shall not be affected.

Section 10.2 Conflict Between Policies

In the case of conflict between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall apply.