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BY-LAWS OF WFCR FOUNDATION, INC.

ARTICLE I

Name, Office, Purpose, 88.5FM Governance

Section 1.1. Name. The name of the Corporation shall be WFCR FOUNDATION, INC.

Section 1.2. Office. The office of the Corporation shall be in Amherst, Massachusetts or at such place or places as may be designated from time to time by the Directors.

Section 1.3. 501(c)(3) Status. The Corporation shall be a tax-exempt Corporation and shall maintain 501(c)(3)status.

Section 1.4. Purposes. The Corporation is comprised primarily of community leaders. The purposes of the Corporation shall be to provide financial support to 88.5FM WFCR Public Radio ("WFCR") and to provide advice and make recommendations to station management and its license holder on all matters related to the overall programming, operations and strategies of WFCR. To accomplish this the Corporation will:

- (a) Promote the public interest in and knowledge of WFCR by such methods as thought to be appropriate to that end.
- (b) Provide the management of WFCR with information about the public's sense of the quality and overall effectiveness of WFCR and its programming.
- (c) Generate support for WFCR in the form of outright and planned gifts, grants, loans, and special projects, and receive such gifts and grants for the good of WFCR.
- (d) Develop, maintain and operate a facility for use by WFCR in so far as needed.
- (e) Approve an Annual Operating Budget for the Corporation.
- (f) Review WFCR's mission statement and strategic plans as needed and make recommendations to management and WFCR's license holder.
- (g) No later than March of each year, write an annual report, covering the prior calendar year, to the senior licensee official responsible for the oversight of WFCR. The report will review the Corporation's activities and review issues related to the overall programming, operations, and strategies of WFCR.
- (h) Carry out other such activities and/or projects in connection therewith and incident thereto as are not prohibited by the laws of The Commonwealth of Massachusetts.

Section 1.5. 88.5FM Governance. 88.5FM/WFCR is a non-commercial public radio station licensed by the Federal Communications Commission to the University of Massachusetts.

As licensee, the University of Massachusetts has final authority over managerial and fiscal controls with respect to the operations of WFCR. The license for WFCR resides with the Board of Trustees of the University of Massachusetts.

WFCR operates with the advice and support of Amherst, Hampshire, Mount Holyoke, and Smith Colleges, and the community. The five colleges strive to provide a cultural environment attractive to faculty, students, and the broader public, and thus are especially interested in the cultural, educational, and public service value of the station's mission and services.

The management of WFCR is the responsibility of the station's General Manager who oversees the operation of the station, including its programming, engineering, fund raising, administration, and community relations. The General Manager is responsible for implementing policies and assuring compliance with the Federal Communication Commission's rules and regulations. The General Manager reports to the University of Massachusetts Amherst's Vice Provost for Outreach (or such other administrative officer as designated by the University). The General Manager's job performance is reviewed in accordance with University policies and practices.

While the University, as licensee, retains fiscal responsibility and control of the station, the General Manager will seek, respect, and consider the advice of the WFCR Foundation concerning financial matters.

While the WFCR Foundation acts in an advisory capacity to the Station Manager, it is not a policy-making board, nor does it determine the station's programming format or program content for the multiple platforms from which the station operates.

ARTICLE II

Members; Standing Committees; Advisors

Section 2.1. Members. The Corporation shall be composed of no more than 25 voting Directors, with the majority of Directors being composed of members from outside the Five Colleges (Amherst, Hampshire, Mount Holyoke, Smith, and the University of Massachusetts Amherst). Of the 25 voting Directors, 5 permanent seats will be assigned to representatives from each one of these institutions and, in addition, the Executive Director of Five Colleges, Inc. shall also serve as an *Ex Officio* member of the Corporation's Board (see below, Section 3.19, *Ex-Officio Members*). The WFCR Foundation Nominating/Board Governance Committee will consult with each Five College Director to select their nominee for Board consideration. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the Directors of the Board of the Corporation represented by a quorum. A majority of Directors then in office shall constitute a quorum.

Section 2.2. Standing Committees. The Standing Committees of the Board of Directors are: Executive; Nominating/Board Governance; Outreach/Special Events; Finance/Audit.

Section 2.3. Advisors. The Directors may, from time to time, appoint one or more WFCR contributors ("Advisors") to the Corporation to perform such advisory functions as requested by the Directors, and/or to serve as voting members of Standing or Ad Hoc Committees, but not as voting members of the Board. The Directors shall have the power to remove any "Advisor" with or without cause.

ARTICLE III

Directors

Section 3.1. Powers. The Directors shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.

Section 3.2. Number and Election. Except as otherwise provided by these By-Laws or in the Articles of Organization, there shall be not more than twenty-five Directors. Such Directors

shall have the power to elect successor Directors by a vote of a majority of Directors then in office. Employees of WFCR are not eligible to serve as Directors except as provided in Section 3.19 below.

Section 3.3. Vacancies. Any vacancy at any time existing in the Directors, may be filled by a vote of a majority of Directors then in office at any meeting. Vacancies will be posted at WFCR's website. Nominations may be submitted at any time, even if there is not a vacancy. Nominating instructions will be posted at WFCR's website, or may be obtained by contacting the WFCR Main Office.

Section 3.4. Enlargement or Reduction of the Directors. The number of Directors may be changed by vote of a majority of Directors then in office.

Section 3.5. Tenure. Except as otherwise provided by law, by the Articles of Organization, or by these By-Laws, each Director shall hold office for a term of three (3) years and thereafter until their successors are chosen and qualified. Directors may serve for one (1) additional consecutive three (3) year term and may not serve again until such Director has rotated off of the board of Directors for at least one year, with the exception of the Treasurer who may serve two (2) additional terms.

Section 3.6. Resignation. Any Director may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 3.7. Removal. A Director may be removed from office with or without cause by vote of a majority of the Directors then in office.

Section 3.8. Annual Meeting. The annual meeting of Directors shall be held in December each year or on another date within six months after the end of the Corporation's fiscal year as fixed by the Directors

Section 3.9. Regular Meetings. Regular meetings of the Directors shall be held in March, June, September, and December (the Annual Meeting) of each year and notice will be given of regular meetings held at times and places so fixed. All meetings of the Board are open to the public, and each agenda will include an opportunity for the public to make comments. As a 501 c 3 Corporation, the Board may vote to go into Executive Session at any time during these meetings. Minutes of non-Executive Sessions of regular meetings of the Board will be posted at WFCR's website after approval by the Board.

Section 3.10. Special Meetings. Special meetings of the Directors may be called by the President, by the Clerk, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

Section 3.11. Notices. Notices of any special meeting of the Directors shall be given to each Director by the person(s) calling such meeting (a) by mailing, postage prepaid, and addressed to the address as registered on the books of the corporation, or if not so registered at the last known home or business address, a written notice of such meeting at least seven days before the meeting or (b) by delivering such notice by hand, telecopy, email, in person or by telephone at least five days in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting. Dates, times, and locations for all Board meetings will be posted at WFCR's website, published in WFCR publications, and announced on-air.

Section 3.12. Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting, may make any reasonable adjournment thereof.

Section 3.13. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization or these By-Laws.

Section 3.14. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by a majority of the Directors, provided that a copy of the signed consent is filed with the records of the Directors' meetings and sent to all Board members. Such consent shall be treated as a vote of the Directors for any purposes.

Section 3.15. Ad Hoc Committees. The President, with the approval of the Directors, may appoint one or more Ad Hoc Committees of Directors and/or "Advisors", and delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, remove or add members, or to disband, any such committee.

The Five College representatives will serve as an Ad Hoc committee of the Board. They will select their own chair and meet on an as-needed basis. If a need arises, they may request the assistance of WFCR staff, through the General Manager. At the Corporation's Annual Meeting they will make a report to the Board. They may serve on a Standing Committee of the Board as well, but are not required to do so. The Executive Director of Five Colleges, Inc. (or designee on behalf of the Five College Directors), and the UMass Vice-Provost for Outreach (or designee on behalf of the license holder) will only serve on this committee as *Ex-officio*, non voting members. The President of the WFCR Foundation will serve on this committee.

Section 3.16. Standing Committees. Standing Committee members are elected at the Annual Meeting by Board members and are voting members. "Advisors" may serve as voting members of Standing (or Ad Hoc Committees), but are non-voting members of the Board. A quorum is a majority of the membership of each Committee. Each Committee shall meet at least four times a year. Each Committee will be assigned an "ex-officio" staff member(s) to assist with its work. The meetings of each Committee shall be called by the Chair and held at a time, date, manner and place designated by the Committee's Chair. The Corporation's Board and all committees set their own agendas for meetings.

The Executive Committee shall consist of the President, Vice President, Treasurer, Clerk of the Corporation, an "at-large" member, and any other member or members of the Board of Directors appointed by a vote of the Board. It shall be staffed by WFCR's General Manager. Except as provided below and as otherwise voted by the Board, the Executive Committee shall be responsible for executing the overall decisions made by the Board and shall have the power to act on behalf of the Board on all matters on which the Board is empowered to vote. A vote of a majority of the Executive Committee shall operate as the vote of the Board, unless the Board votes otherwise. The Executive Committee shall meet at least eight times a year, including full Board meetings, and shall set the agendas for those meetings after consultation with Directors. Except for the President of the Corporation, who will serve on the ad hoc "Five Colleges" committee, members shall serve on one of the other three Standing Committees, with the

Treasurer serving as Chair of the Finance/Audit Committee. The Executive Committee shall appoint the Nominating/Board Governance Committee, prior to the Annual Meeting, and the President of the Board shall designate that Committee's Chair. Except as previously stated, the Executive Committee shall place on the Annual Meeting agenda the Nominating/Board Governance Committee's slate of recommendations for Directors, Standing Committees, and the Chair of the Outreach/Special Events Committee, for Board review and approval. The Executive Committee shall report its actions to the Board and if not reported previously, shall report such actions at the next meeting of the Board after the action is taken. Without limiting the generality of the foregoing, the Executive Committee shall have the power to: approve banking resolutions and banking relationships; authorize the signing of checks; make investments; borrow money; solicit grants; appoint members to the Standing Committees of the Board; and do all things and execute all documents needed to lease land, construct, and operate a broadcast facility.

Notwithstanding any provision in this vote to the contrary, unless voted otherwise by the Board, the Executive Committee shall not have the authority to do any of the following: (1) fill any Board vacancy, remove any Board member or elect or appoint any person to the Board, (2) amend or repeal the Articles of Organization or By Laws of the Corporation, (3) amend or repeal any resolution or action of the Board of Directors, or (4) take any act which by law, the Articles of Organization or the By-Laws the Board is prohibited from delegating.

Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, no member of the Executive Committee shall hold a specific office for more than three (3) consecutive years; with the exception of the Treasurer who may serve two (2) three (3) year consecutive terms.

The Nominating/Board Governance Committee shall consist of no fewer than 5 voting members, appointed by the Executive Committee and staffed by WFCR's Director of Development or their Development Staff designee. The Committee identifies and recruits, as needed, officers and Board members, and, ensures that each member is equipped with the appropriate information to carry out their responsibilities. The Corporation and the Nominating/Board Governance Committee will work to create a Board that reflects the diverse community WFCR serves – geographically, ethnically and culturally.

The Finance/Audit Committee shall consist of no fewer than 3 voting members. It shall be Chaired by the Board's Treasurer, and staffed by WFCR's Director of Finance. It shall be responsible for assisting the Board by ensuring the good fiscal health of the Corporation by overseeing budget preparation and financial planning, by ensuring that accurate and complete financial records are maintained in an accurate, timely, and meaningful manner, and it shall oversee the process for a regular and timely audit of the Corporation's financial information.

The Outreach/Special Events Committee shall be comprised of no fewer than 9 voting members. Its chair shall be selected as previously stated above, and staffed by WFCR's Director of Development or his/her designee. It will be responsible for overseeing the Board's overall fundraising and outreach efforts.

Section 3.17. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

Section 3.18. Electronic Voting. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the Directors of the Board of the Corporation represented by a quorum. A majority of Directors then in office shall constitute a

quorum. From time to time, if a majority of the Executive Committee approves, voting may be conducted electronically.

Section 3.19. Ex-Officio Members. WFCR's General Manager, Director of Development, Director of Finance and staff members of WFCR - assigned to assist the work of Committees shall serve Ex-officio, with all the rights and privileges of Directors except the right to vote.

The University of Massachusetts Amherst Foundation Board shall have the right to appoint a person to serve on the Board of Directors as an *Ex-officio*, non voting, member, provided that the person so appointed shall be approved by the Directors.

Each past President of the Board shall serve on the Board of Directors as an *Ex-officio*, non voting, member, for one year after the expiration of his/her term as President.

The Executive Director of Five Colleges, Inc. (or designee on behalf of the Five College Directors), and the UMass Vice-Provost for Outreach (or designee on behalf of the license holder) will serve on the Board of Directors as *Ex-officio*, non- voting members.

ARTICLE IV

Officers

Section 4.1. Enumeration. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such Vice Presidents, Assistant Treasurers, Assistant Clerks, and other officers as may from time to time be determined by the Directors. The Directors may appoint one of its Directors to the office of Chairman of the Board and from time to time define the powers and duties of that office.

Section 4.2. Election and Vacancies. The President, Treasurer and Clerk shall be elected annually by the Directors its annual meeting or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by a vote of the Directors at any meeting and such successor in office shall hold office for the unexpired term of the predecessor.

Section 4.4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each officer shall each hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, and thereafter until their successor is chosen and qualified.

Section 4.5. Resignation. Any officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4.6. Removal. The Directors may remove any officer appointed by the Directors with or without cause by a vote of majority of Directors then in office.

Section 4.7. President. The President when present shall preside at all meetings of the Directors. It shall be the duty and the President shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 4.8. Vice Presidents. In the absence or disability of the President, the President's powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time

designate. The Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President and any other title selected by the Directors.

Section 4.9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. The Treasurer shall promptly render to the President and to the Directors such statements of transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 4.10. Assistant Treasurers. In the absence or disability of the Treasurer, the Treasurer's powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 4.11. Clerk. The Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 4.12. Assistant Clerks. In the absence of the Clerk from any meeting of the Directors or, the Assistant Clerk, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall have such other powers and perform such other duties as the Directors may from time to time designate.

ARTICLE V

Certain Issues Affecting Directors and Officers

Section 5.1. Interested Directors and Officers. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Directors or committee thereof which authorizes the contract or transaction, or solely because their votes are counted for such purpose, nor shall any Director or officer be under any liability to the Corporation on account of any such contract or transaction if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Directors or the committee.
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Directors or a committee thereof.
- (c) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or of a committee which authorizes the contract or transaction, and their votes shall be counted for the purpose of a vote by the Directors or committee approving such contract or transaction.

Section 5.2. No Personal Liability of Directors and Officers. No current or former officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director

notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of the current or former officer or director (i) for a breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which the foregoing provisions became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph 10 which restricts or limits the protection provided there under to current or former officers and directors shall be effective with respect to actions and omissions of the officers or directors occurring prior to the date said amendment or deletion became effective.

Section 5.3. Indemnity of Directors and Officers. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation or who at the request of the Corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the preceding was authorized by a majority of the full board of directors); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interest of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization or indemnification.

Such indemnification may, to the extent authorized by the Directors, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this paragraph, and each Director and officer of the Corporation approving such payment shall be wholly protected, if:

- (a) the payment has been approved or ratified by a majority vote of a quorum of the Directors who are not at that time parties to the proceeding; or
- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed by a majority of Directors then in office; or the Directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Section of the By Laws which adversely affects the right of an Indemnified Officer under this Section shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

Miscellaneous

Section 6.1. Inspection of Records. Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the same office.

Section 6.2. Checks, Notes, Drafts and Other Instruments. Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

Section 6.3. Seal. The seal of the Corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

Section 6.4. Fiscal Year. The fiscal year of the corporation shall be the year ending on June 30 in each year.

Section 6.5. Amendments. The Directors may make, amend, or repeal these By-Laws, in whole or in part by vote of a majority of Directors then in office, provided that notice of the substance of the amendment is stated in the notice of meeting.