

THE REAL STEPCHILD RADIO OF CINCINNATI, INC.

BYLAWS / CODE OF REGULATIONS

Revised September 16, 2007 Annual Membership Meeting
Amended September 15, 2024 Annual Membership Meeting (2ND DRAFT)

ARTICLE 1 - MEMBERS

- A. Any person may become a member of this corporation by contributing at least \$25.00 (twenty-five dollars) to the corporation. The minimum amount required for membership may be set or adjusted as needed from time to time, by the Board of Trustees as necessary, in the future. That membership by contribution shall extend for one year from the date of entry into the corporation's books.
- B. All programmers, producers, hosts, co-hosts & other On Air personnel must be paid members. All Board of Trustee Members, Officers & Staff must also be paid members.
- C. Membership shall not be restricted on the basis of race, creed, color, age, sex, sexual orientation, religion, or place of origin.
- D. Any member may be suspended or permanently expelled for "Conduct Unbecoming a Member". Before such action is taken, written notice of the violation(s) must be provided to the member. This notice will include the time and place of the meeting of the Trustees at which the violation(s) are to be considered. Being permanently expelled will include loss of membership, Trusteeship, programming privileges, and staff position. Reversal of the decisions may be considered on a case-by-case basis.

ARTICLE 2 - MEETING OF MEMBERS

- A. The annual meeting of the members of this corporation shall be held during the 9th month of each calendar year, at a time and place to be determined by the Board of Trustees.
- B. Special meetings of the members may be called by a majority of the Board of Trustees acting at a meeting of the Board of Trustees.
- C. Other meetings of the members may be called by petition from 25% (twenty five percent) of the membership. Said, petitioners must inform the Secretary of time and place of such meeting at least 30 days before it's scheduled occurrence.
- D. The organizers of any meeting called of the membership must supply written notice of said meeting to the Board of Trustees and membership, in accordance with the Ohio Revised Code 1702.18. (<http://codes.ohio.gov/orc/1702.18>)
- E. At all special meetings, a quorum for the purpose of conducting Real Stepchild Radio of Cincinnati, Inc., business shall be equal to or more than the last membership meeting.
- F. Each member of this corporation shall have one annual vote on each matter submitted to the members for a vote. Each member must be present to vote.

- Members may not vote by proxy.
- G. All matters brought before the membership for a vote shall be determined by a simple majority vote of all members in attendance at such meetings, by a show of hands or by secret ballot.

ARTICLE 3 - ORDER OF BUSINESS

- A. The order of business at all membership meetings shall be as follows:
1. Reading of the minutes of the last preceding membership meeting
 2. Annual reports by officials
 3. Membership Input
 4. Election of Trustees
 5. Old Business
 6. New Business
 7. Adjournment

ARTICLE 4 - BOARD OF TRUSTEES

- A. The business management of the corporation, its finances, and its properties shall be entrusted to the Board of Trustees, and they shall have the authority to transact all necessary business of the corporation between meetings of the membership.
- B. The board shall consist of no less than 7 (seven) members and no more than 11 (eleven) members. Each member will serve for two years. It is well established that each year approximately one half of the 11 board members (5 or 6) will have served their two year term on the board. An equal number of nominees will be elected to fill the vacancies.
- C. The election of Trustees shall be held at the annual meeting of the members. Only members as defined in ARTICLE 1 of these regulations, and have been paid members of the corporation for at least two years, are eligible for election. Persons nominated through the nomination committee as well as those people nominated from the floor at the annual meeting shall be eligible for election. All those nominated must be present at the annual meeting of the members. ^[L]_[SEP]
- D. Meetings of the Trustees may be held at any location in or outside of Ohio. Written notice of the time and place of each meeting shall be given at least 2 (two) days prior to the meeting to those Trustees who have not waived notice. At all meetings a simple majority of the Trustees shall constitute a quorum.
- E. Any Trustee, after missing 3 (three) scheduled board meetings in one-year period, may be removed by the remaining board by a simple majority vote.
- F. Any Trustees or members who shall violate any provision of these Bylaws, Station Policy, or any other rule adopted by the Board of Trustees, or who shall do anything calculated to disturb the order, peace, or harmony of the Corporation shall be deemed guilty of "Conduct Unbecoming a Trustee" or member and may be reprimanded and/or expelled by a majority vote of the Trustees in attendance at any meeting of the Board. Written notice of the violations must be presented as in accordance with ARTICLE 1 - D.
- G. Vacancies on the Board of Trustees may be filled by appointing alternates as determined by vote at the annual membership meeting. Highest vote getters shall be considered first. Such appointment may be ratified by majority of the Board of Trustees.
- H. All Board of Trustees members must provide a police report within 30 days of election. All Board members are subject to bonding.
- I. All Board members must qualify under the anti-drug abuse act of 1988, and the foreign ownership restrictions of the communications act. And have not been involved in any fraudulent FCC activity.

ARTICLE 5 - OFFICERS OF THE BOARD OF TRUSTEES

- A. Officers of this corporation shall be Chairperson, Vice Chairperson, Secretary, and Treasurer. And shall be chosen from the members of the Board by the members of the Board. These four Officers shall be chosen and appointed at the first meeting of the new Board of Trustees after the annual membership meeting.
- B. All official records shall be maintained at The Real Stepchild Radio of Cincinnati, Inc. business office.
- C. The duties of the Officers shall be as follows, and shall include further duties as required by the members from time to time.
 - 1. Chairperson - shall preside at all meetings of the members and Trustees and sign the records there of.
 - 2. Vice Chairperson - shall perform all the duties of the Chairperson in the case of absence, death or disability of the latter. If both the Chairperson and Vice Chairperson are absent, or unable to perform their duties, the Trustees may appoint a president pro tempore.
 - 3. Secretary - shall keep minutes of all the proceedings of the incorporators, members and Trustees, and make a proper record of the same, shall keep a membership book or computer file containing the names and addresses of each member and the date of their membership, and in the event of termination of membership for any reason, the fact and date of such termination.
 - 4. Treasurer - shall receive and have in charge all moneys and securities belonging to this corporation and shall disburse or otherwise deal with the same, shall keep an accurate account of all moneys received and disbursed. On the expiration of term of office, the treasurer shall turn over to the Trustees, all moneys and securities of this corporation on hand. All checking and savings accounts shall require two signatures to be valid.

ARTICLE 6 - AMENDMENTS

- A. These regulations may be amended, supplemented, or repealed by the vote of at least three-fourths (3/4) of the members present at a special meeting called for that purpose, or at any annual meeting of the members. All station policies approved by the board of trustees must be in accordance with the bylaws of the corporation.