LONGMONT PUBLIC MEDIA

BYLAWS

Last Updated: December 15, 2025

ARTICLE I – NAME

The name of the corporation shall be Longmont Public Media.

ARTICLE II – REGISTERED OFFICE AND AGENT

Longmont Public Media shall have and continuously maintain a registered office in the State of Colorado and a registered agent whose business office is identical with such registered office.

ARTICLE III – DEFINITION & PURPOSES

Longmont Public Media is a tax-exempt, nonprofit, autonomous, publicly supported organization. Longmont Public Media's purposes are the education, production, and distribution of local media. No part of Longmont Public Media's funds or property shall inure to the benefit of, or be distributable to its Board of Directors, officers, staff members or other private individuals, except that Longmont Public Media shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of these Bylaws, Longmont Public Media shall not carry on any other activities not permitted (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Longmont Public Media shall at all times conform to all provisions of law, both state and federal, and regulations which may from time to time be issued by the Internal Revenue Service.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility for Membership: Membership shall be open to any resident in the United States. Membership is based on a person or organization registering an account on the website of Longmont Public Media or through similar means for one of several "membership levels."

Section 2. Membership Levels: Longmont Public Media offers multiple levels of membership that entitle a member to different levels of benefits dependent upon the monthly or annual fees associated with that membership level. Membership benefits and costs will be established and modified as needed by the Board or Directors and/or the Executive Director. Continued membership is contingent upon being up-to-date on membership dues and complying with the policies and procedures of Longmont Public Media.

Section 3. Rights of Members: Each paying member shall be eligible to cast one vote at the annual meeting of the Board of Directors. Memberships with multiple user accounts are entitled to one vote. Voting by members will be exclusively for approving a slate of candidates for the Advisory Council as presented by the Board of Directors at the Annual Meeting.

Section 4. Resignation and Termination: Any member will be considered resigned as a member when the monthly or annual membership dues are no longer

being paid by the member. A member can have their membership terminated in accordance with the corrective action and disciplinary action policy.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers: Longmont Public Media shall be governed, managed, controlled and conducted by and under the supervision of its Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall be responsible for enabling achievement of Longmont Public Media ’s purposes by establishing goals and policies, providing and managing resources, approving programs and assuring Longmont Public Media’s compliance with applicable statutory, regulatory and accreditation standards.

Section 2. Number of Directors: Longmont Public Media shall be governed by a Board of Directors consisting of five (5) to nine (9) members, with a minimum of three (3), chosen with a good faith effort to represent the diversity of Boulder County, Colorado. Board members must be a resident of one of the following Colorado counties: Boulder, Larimer, or Weld. Residency requirements can be waived at the discretion of the Board of Directors.

Section 3. Term of Service: At each Annual Meeting of the Board of Directors, one-third of the directors shall be appointed for a term of three years and shall hold office until their successors are duly appointed. Except as provided below, directors may only serve up to a maximum of two terms in succession, with a minimum of one year elapsing before beginning another term as director. In addition, to the extent that a director with a remaining term of one or two years at the time of the Annual Meeting, has resigned, died or otherwise been removed, a director shall be appointed to fulfill the remainder of such term. A director appointed to fulfill a term of less than two years, may be appointed to office for two subsequent terms in

succession. Directors shall assume their responsibilities at the first meeting of the Board of Directors following their appointment.

Section 4. Nomination and Appointment: Except with respect to the filling of any vacancy, the members of the Board of Directors shall be appointed at the Annual Meeting. Nominations may be accepted from any member of the Board of Directors or a voting member at the Annual Meeting, provided the person being nominated has agreed to serve if appointed.

Section 5. Compensation: All members of the Board of Directors and its officers who are not employed by Longmont Public Media shall serve without pay, but may, upon request, be reimbursed for expenses incurred and approved by the Board of Directors.

Section 6. Vacancies: Upon the resignation or removal of any Director, if the vacancy thereby created occurs more than 90 days prior to an Annual Meeting, the Board of Directors shall appoint a successor. Said successor shall serve until the next Annual Meeting at which said vacancy shall be filled. Vacancies of less than 90 days may be filled, at the discretion of the Board of Directors.

Section 7. Removal of Directors: It is assumed that members of the Board of Directors will attend every meeting of the Board. If a director misses three meetings consecutively or four meetings in a twelve-month period, he or she will be asked to resign. Extenuating circumstances, such as illness, may be taken into consideration. In addition, if, in the opinion of two-thirds of the members of the Board of Directors, a director is no longer capable of carrying out the purposes of the organization, he or she may be voted off the board.

ARTICLE VI – OFFICERS

Section 1. Officers: Officers of Longmont Public Media shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be appointed to serve annually from among the members of the Board of Directors, by the Board of Directors at the Annual Meeting of the Board. An additional member will be Executive Director, and this individual shall be a non-voting officer of the Corporation.

Section 2. Term of Office: Each officer shall be appointed for a term of one year or until a successor shall have been duly appointed or until their earlier death, resignation or removal. Members of the Board of Directors can serve as more than one officer simultaneously.

Section 3. Vacancies: Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors, provided that a notice in writing shall be mailed or transmitted electronically to all Directors at least ten days before said meeting, which notice shall state the substance of the action proposed to be taken. Said officers shall hold their respective offices until their successors are appointed. Election of any person as an officer shall not create or result in any contract or employment rights in favor of such person.

Section 4. President: The President shall be the principal executive officer of the Board of Directors and shall preside at all meetings of the members of the Board of Directors and of the Executive Committee. The President shall sign with the Secretary or any other proper officer of Longmont Public Media thereunto authorized by the Board of Directors, all contracts, purchases, deeds and other instruments which the Board of Directors may authorize to be executed in which the monetary value of said instrument is more than a minimum as set by the Board of Directors. In other cases when the monetary value of said instrument is less than

the minimum set by the Board of Directors, the President and other proper officer are not required to sign said instrument. The President shall also appoint all committees, subject to the approval of the Board of Directors and in general perform all duties incidental to the office of the President and such other duties as may be prescribed from time to time by the Board of Directors. The President shall have primary oversight of the duties and performance of the Executive Director. In addition, the President shall perform the duties of the Past President in his or her absence or disability.

Section 5. Vice President: The Vice President shall perform the duties of the President in his or her absence or disability, and in such case shall act in the President's place on all committees on which the President is a member. The official execution of any instrument by the Vice President shall have the same force and effect as if it were executed by the President.

Section 6. Secretary: The Secretary shall keep a record of the proceedings of the Directors' meeting and shall sign all such instruments of contract and conveyances as are required to be signed by the President. The Secretary shall be the custodian of all books, correspondence, and papers relating to Longmont Public Media's business except those books and papers of the Treasurer. The Secretary shall prepare and keep, or cause to be kept, such books as the Board of Directors may from time to time determine to be necessary for the proper conduct of Longmont Public Media's business, which books shall be at all times open to the inspection by the Board of Directors. The Secretary, with the assistance of the Executive Director, shall prepare and present to the Board of Directors at any time such general or special reports as they may desire and request.

Section 7. Treasurer: The Treasurer shall serve as chair of the Budget Committee and shall be an ex officio member of the Audit Committee, shall receive and hold custody of necessary funds and securities other than those deposited with a bank or other financial institution under a custodial agreement between said entity and Longmont Public Media, shall have access to and keep full and accurate accounts of receipts, disbursements and funds coming into the Treasurer's hands, and shall deposit monies and other valuable financial assets that come into the Treasurer's hands in the name of, and to the credit of, Longmont Public Media and in such depositories as may be designated by the Board of Directors.

Section 8. Executive Director: The Board of Directors may hire an Executive Director who shall carry on the day-to-day business of Longmont Public Media. The Executive Director shall serve as the chief administrative officer of Longmont Public Media and shall have responsibility to administer and coordinate the financial affairs of Longmont Public Media, including the investment, allocation and distribution of Longmont Public Media's assets in accordance with Longmont Public Media's existing policies. The Executive Director shall disburse the funds of Longmont Public Media when proper to do so, making proper vouchers for such disbursements and shall tender to the President and Directors, whenever required, an account of all transactions as Executive Director and the financial condition of Longmont Public Media, shall have such other powers and duties as shall be specifically assigned by the Board of Directors and as detailed in the Executive Director's position description. The Executive Director shall serve at the pleasure of the Board of Directors and shall attend the Board of Directors' meetings, but shall have no vote. The compensation of the Executive Director shall be as determined by the Board of Directors. The Executive Director shall be a non-voting, ex-officio member of the standing committees of Longmont Public

Media and shall be responsible for ensuring that such committees meet as needed. The Executive Director is authorized to sign contracts without approval of the Board of Directors when said contracts are below a minimum monetary value as set by the Board of Directors. The Executive Director may also accept gifts of any value on behalf of Longmont Public Media in accordance with established policies.

ARTICLE VIII – MEETINGS

Section 1. Meetings: There shall be an Annual Meeting in April of the Board of Directors to be held in Boulder County, Colorado at such time as the Board of Directors deems appropriate. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed from time to time by the Board of Directors.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held upon notice in writing (electronic or otherwise) which shall be sent to said Directors at least five days before said meeting, and may be called by the President or any three members of the Board of Directors.

Section 3. Notice of Meetings: Written notice of regular meetings shall be provided to the Directors five days prior to the meeting. This notice may be delivered personally, mailed or transmitted electronically to each Director at his or her address as it appears on the records of the corporation.

Section 4. Executive Session: It is the intent of Longmont Public Media to conduct its business in open session whenever possible. The President, however, shall have the authority to call an executive session to deal with any and all situations that are of a confidential nature. An executive session may be called by, or at the request of, the President or any three Directors. All Directors are entitled

to attend executive sessions and other persons may attend at the invitation of the President or any three Directors.

ARTICLE IX – QUORUM

A majority of the Directors currently serving shall constitute a quorum at a meeting of the Board of Directors. A Director may participate at any meeting via conference call, web camera or other electronic medium in which the Director can hear all other Directors and all other Directors may hear such Directors.

ARTICLE X - VOTING

Each Director shall have one vote. Voting by proxy shall not be permitted. In unusual circumstances when a meeting of the Board of Directors is not possible or practical, Directors may vote by mailed response or electronically. If the vote takes place via email, that action can only be used as a guide and must be confirmed at the next meeting of the Board of Directors at which a quorum is present. Electronic voting that is conducted so that all members can hear and/or see all other members and can participate in the discussion is acceptable as the final vote, assuming a quorum is present.

ARTICLE XII - ADDITIONAL COMMITTEES

Except as provided below, the President shall annually appoint the chair (from the Board of Directors) and committee members (who may be non-board members) to the following standing committees, as needed:

Section 1. Advisory Council: The Advisory Council serves to support Longmont Public Media (LPM) in achieving its mission and provides strategic guidance to the Board of Directors. The Council shall consist of 5 to 9 members, with four (4)

members appointed by the LPM Board of Directors and up to five (5) members elected by the LPM membership from among active, paying LPM members. One non-paying member may also serve on the Advisory Council. Additionally, one Council member shall serve as a liaison to the Advisory Council and shall be ex-officio. The Executive Director shall also serve as a liaison to the Advisory Council. All Advisory Council members shall serve three-year terms, with terms staggered to ensure continuity. The Council acts as a resource and advocate for LPM in the community by connecting the organization with stakeholders, promoting its mission, and offering valuable insights. Its responsibilities include providing strategic input and serving as a sounding board for the Board of Directors on key initiatives and decisions; advocating for and promoting LPM within the community; facilitating introductions to potential donors, collaborators, and other key stakeholders; providing feedback on branding, outreach strategies, and program activities; supporting fundraising efforts through outreach, planning, and facilitation; and offering expertise and input on LPM operations, financial sustainability, and other organizational matters as requested by the Board of Directors. The Advisory Council operates in an advisory capacity only and does not hold governance or decision-making authority. Members are expected to actively participate and uphold LPM's mission and values throughout their term.

Section 2. Ad Hoc Committees: Ad hoc committees may be formed to serve a specific mission and will exist until that mission is completed or until the Board of Directors ends its existence. Ad hoc committee chairs shall be selected from among the Board of Directors by the Board President. Each ad hoc committee shall keep a written record, video record, and/or audio record of its meetings and submit final report upon the conclusion of its business to the Board of Directors. In

addition, the Board of Directors is empowered to establish committees to carry out the work of the organization.

ARTICLE XIII – FINANCIAL ADMINISTRATION

Section 1. Fiscal Year: Longmont Public Media's fiscal year shall be from January 1 to December 31 unless otherwise fixed and directed by a resolution adopted by the Board of Directors.

Section 2. Annual Audit: At the conclusion of each fiscal year, the Board of Directors may request that Longmont Public Media's books be examined and audited by a certified public accountant licensed by the State of Colorado. The report of said audit shall be reported to and examined by the Board of Directors at its next meeting, accepted by vote of the Board of Directors and filed with the appropriate entities.

Section 3. Contracts: The Board of Directors may authorize any officer or agent to enter into any contracts or execute and deliver any instrument in the name of, and on behalf of, Longmont Public Media and such authority may be general or confined to specific circumstances.

Section 4. Loans: No loan shall be contracted on behalf of Longmont Public Media and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XIV – INDEMNIFICATION & INSURANCE

Section 1. Indemnification: Longmont Public Media shall indemnify any and all of its Directors, officers or staff members or any person who may have served at its

request or by election as a Director, officer or staff member of Longmont Public Media , against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them, are made parties, or a party, by reason of being or having been Directors or a Director or officer or staff member of Longmont Public Media, except in relation to matters as to which any such Director, officer or staff member shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

Section 2. Insurance: The Board of Directors is authorized and empowered to purchase insurance covering the corporation's liability and obligations and protecting the corporation's Directors, Officers, staff members and other persons.

ARTICLE XV – OPERATIONAL POLICIES

Section 1. Contributions: No contribution shall be accepted by Longmont Public Media which does not conform with its purposes, which contravenes any law, jeopardizes Longmont Public Media's nonprofit status or if restricted as to its use, does not by its terms permit the Board of Directors to disregard such restriction if the same is at any time deemed by the Board of Directors to be obsolete or impractical of application, in which case, the Board of Directors shall apply said funds in such manner as it finds will most nearly effect the donor's intention.

Section 2. Conflict of Interest: No Director, member of a committee or staff member shall maintain substantial personal or business interests which conflict with those of Longmont Public Media. If a conflict is deemed to exist, such Director shall not vote on, nor use his or her personal influence on, nor participate other than to present factual information or to respond to questions in the

discussions or deliberations with respect to such contract or transaction. An exemption to this policy may exist under circumstances where a specific service or commodity could be best purchased from a person serving as a Director or staff member or from his or her firm. Such transaction could take place provided that documented bids show that the price, quality and service offered is the best available from bidders and provided that the Director abstain from voting on, or unduly influencing, the approval of such transaction.

Section 3. Policies: Additional guidelines regarding Longmont Public Media's operations can be found in Longmont Public Media's policies. Longmont Public Media's policies are to be reviewed annually by the Board of Directors.

ARTICLE XVI – NON-DISCRIMINATION

Longmont Public Media, its Board of Directors, affiliates, committees or task groups will not discriminate against any resident, potential resident, donor, staff member, applicant for employment, independent contractor or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age or disability.

ARTICLE XVII – AMENDMENTS

These Bylaws may be amended, altered or repealed by a majority of the Board of Directors present in person at any duly authorized meeting of the Board of Directors, provided that the text of any proposed amendment shall be provided to each member of the Board of Directors at least ten (10) days prior to such meeting.

ARTICLE XVIII – DISSOLUTION OF ASSETS UPON LIQUIDATION

In the event of Longmont Public Media or of such other corporation's dissolution, its funds and assets shall be distributed to such charitable organizations, contributions to which shall be deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as may be designated by the Board of Directors. If the Board of Directors should fail to make such designation, then the same shall be distributed to such organizations as may be designated in appropriate proceedings by the Court having jurisdiction in Boulder County, Colorado.

Bylaw changes:

December 15, 2025

- Clarified language around membership tiers/levels

Feb 24, 2025:

- Renamed Advisory Committee to Advisory Council
- Clarified when is the annual meeting of the board of directors
- Added information to clarify the role of the Advisory Council