

**BY-LAWS OF WPSU Penn State
BOARD OF REPRESENTATIVES**

ARTICLE I

Name

The name of this organization shall be WPSU Penn State, Board of Representatives (hereinafter referred to as "the Board").

ARTICLE II

Mission

WPSU provides services for and is an integral part of diverse communities. Through collaborations within and outside of the University, we encourage an open dialogue of ideas and opinions, and a passion for lifelong learning. We inform, entertain, and inspire.

Purpose

The purpose of the Board is to further the mission of WPSU through activities, which support, complement and enhance the efforts of management, staff, and the University. To this end the members of the Board are links to their respective communities, gathering information and opinions to ascertain local issues, needs, and strengths; involving local leadership and cultivating sources of funding while promoting memberships, sponsorships, donations, and public awareness and understanding of the WPSU mission. The Board will also assess how WPSU is meeting the educational and cultural needs of its viewing and listening communities.

Region of Service

The region of service shall be defined as those communities that benefit from the programming provided by WPSU.

ARTICLE III

Membership

Section 1. Appointment. Membership on the Board shall be by appointment of the President of the Pennsylvania State University upon consideration of recommendations from the Executive Committee of The Board.

Section 2. Eligibility. Any Member of WPSU demonstrating an interest and willingness to further the mission of WPSU is eligible to serve. While additional financial support beyond membership is welcome, membership is the only financial support necessary for Board membership.

Section 3. Size. The Board shall strive to maintain between 15 – 24 active members. In addition, the General Manager of WPSU shall serve as a permanent member not subject to appointment or limitation of term.

Section 4. Nominations. The Executive Committee is charged to give consideration to the diverse communities of the region of service (e.g., geographic, demographic, economic, cultural, etc.) in its recommendation of nominees to the President of the Pennsylvania State University.

Section 5. Terms. Terms of membership shall be three years. Term years commence on the date of the member's first attendance of a Board meeting, serving until their completion of terms. Subsequent appointments may be extended for three additional three-year terms, subject to approval of the Executive Committee

If a member misses 50% of Board meetings in a year, the Chair and/or General Manager will call on the member to determine if the member wishes to continue to serve on the Board. Consideration may be made for health and personal reasons in determining on-going Board membership.

Section 6. Vacancies. In the event of a vacancy due to death, resignation, or disqualification, the President of the Pennsylvania State University shall appoint, in the same manner described in Article III, Section 1, a qualified member of WPSU to fulfill the unexpired term of the vacancy.

Section 7. Limitation of Terms. A member shall serve no more than four consecutive three-year terms and may be considered for subsequent appointment following absence from the Board for one year or more.

Section 8. General Manager. The General Manager of WPSU shall serve as a permanent member of the Board, serve as a member of the Executive Committee, serve as an ex-officio member of other working committees, and appoint one WPSU staff member to each working committee except the Executive Committee.

Section 9. Emeritus Members. Emeritus Members are those who have been honored upon retirement from elected member status and whose tenure has been marked by outstanding length of service, contributions, and/or achievements. The Board Chair and the Executive Committee, with Board approval, will make appointment to Emeritus Member status. The appointment will be awarded no later than 12 calendar months from retirement. Emeritus Members may continue to provide advice and assistance as requested, may serve on working or ad hoc committees, and may be invited to station related events and meetings as determined by the Executive Committee. An Emeritus Member will not be eligible to vote on Board matters.

ARTICLE IV

Officers and Their Election

Section 1. Officers. The officers of The Board shall be:

a. Chair. The Chair shall conduct meetings, represent the Board, consult with the General Manager and staff of WPSU, serve as Chair of the Executive Committee, serve as an ex-officio member of all working committees, appoint all committees, and serve as the lay representative for WPSU to PBS and APTS.

b. Vice Chair. The Vice Chair shall assume the duties of Chair in his/her absence, serve as a member of the Executive Committee, and serve as an ex-officio member of all working committees.

c. Immediate Past-Chair. The Immediate Past-Chair may be requested to serve as a member of the Executive Committee unless resignation has been tendered.

Section 2. Appointment of Officers. Annually, the Board shall reach a consensus to appoint a Chair and a Vice Chair to the Board from its membership. The Chair and Vice Chair shall serve one-year terms, and may be re-elected for two terms for a total of three terms/years. The Chair shall succeed to the Immediate Past Chair, and the Immediate Past Chair shall serve a one-year term or until that office is filled by succession. Term years commence immediately following the adjournment of the fall meeting of the Board with officers serving in their respective capacities until the next fall meeting.

In the event of the resignation, death, or disqualification of the Chair, the Vice Chair shall assume the duties and fulfill the Chair's unexpired term, and a new Vice Chair shall be appointed. In the event of resignation, death, or disqualification of the Vice Chair, the Executive Committee shall appoint another person from among the Board membership to fulfill the unexpired term. In the event of resignation, death, or disqualification of the Immediate Past Chair, that office shall remain vacant until the chair succeeds to that position.

In the event that terms of office conflict with limitations of terms of membership, terms of membership of officers will be extended to allow completion of terms of office without prejudice to size or type of membership stipulated under Article III.

ARTICLE V

Committees and Their Appointments

Section 1. Standing Committees. The Standing Committees of The Board shall be:

a. Executive Committee. The Executive Committee shall be comprised of the Chair, the Vice Chair, and the General Manager of WPSU. The Executive Committee shall consult with the General Manager and staff of WPSU as required, lobby on legislative issues as requested by the General Manager, and carry on the business of the Board between regular and special meetings. The Executive Committee shall meet on call of the Chair who serves as chair of this committee.

b. Working Committees. The Chair, shall appoint other working committees with concurrence of the Board, to serve to implement the statement of purpose put forth in Article II.

ARTICLE VI

Meetings

Section 1. Frequency. At least three regularly scheduled meetings of the Board shall be held each year. The schedule of meetings shall be determined each year at the fall meeting. Special meetings of the Board may be called by majority vote of the Executive Committee. In the event of University closings, unsafe travel conditions, or other emergency circumstances, the Chair and General Manager are given the

Board's authority to cancel or postpone the meeting, or hold an abbreviated meeting by teleconference or other means.

Section 2. Notice. The General Manager of WPSU shall send written notice of regularly scheduled and special meetings to members and appointees to membership at least thirty (30) days prior to the meeting. Notice of special meetings will identify the purpose of such meeting.

Section 3. Quorum. A quorum shall be met when a simple majority of members are present at any properly announced meeting.

Section 4. Agenda. The Executive Committee will develop an agenda for each meeting including reports from the General Manager, reports from working and ad hoc committees, old business, new business, and other items the Chair deems appropriate. The Executive Committee will have a conference call approximately four (4) to six (6) weeks prior to the Board meeting for the sole purpose of drafting the agenda and no station business will be deliberated.

ARTICLE VII

By-Laws and Amendments

Section 1. Conflict. These by-laws or amendments to these by-laws must not be in conflict with governance documents, rules, or regulations of The Pennsylvania State University or WPSU.

Section 2. Implementation of By-laws. By-laws of the Board shall be implemented according to a schedule approved by the existing Executive Committee and according to guidelines established by The Pennsylvania State University and WPSU.

Approved by the Board of Representatives on August 17, 2016