

# **WRFL Constitution**

*Ratified February 2, 2014*

## **ARTICLE I: ORGANIZATION**

### **A. Name and Frequency**

WRFL 88.1 FM

### **B. Mission Statement**

WRFL's mission, as an FCC licensed, non-commercial, educational radio station and a student organization of the University of Kentucky, is to (1) provide its members professional training and guidance in radio operations management, program development, and quality broadcast performance while (2) offering its listeners a source of music, news, and other programming not regularly found through other media outlets in central Kentucky and (3) supporting arts and music in the Lexington community.

### **C. Dates of License and First Broadcast**

Licensed on October 18, 1987

First broadcast on March 7, 1988 at 2pm

### **D. Relationship to the University of Kentucky**

- a.** WRFL's FCC granted License to Broadcast is held by the Board of Trustees of the University of Kentucky (UK). UK's Board of Trustees appoints WRFL's Designated Chief Operator.
- b.** WRFL shall receive its general funding from student fees as allocated by UK's Board of Trustees. As such, it shall be expected of WRFL leadership to utilize said funding in a manner appropriate to WRFL's relationship to UK and supportive of the group's student benefactors.
- c.** As a student organization, WRFL's relationship to the UK shall be to uphold the standards outlined in UK's Student Code of Conduct and the rules for student organizations

### **E. Vision Statement**

WRFL envisions a Lexington and University of Kentucky community that regards local and independent music and art as essential to its culture.

## **F. Core Values**

WRFL's core values are Community, Openness, Creative Freedom, Education, and Accountability.

## **ARTICLE II: MEMBERSHIP**

### **A. Eligibility**

WRFL is an equal opportunity organization that welcomes anyone to join as a Member. WRFL does not discriminate on the basis of race, religion, age, sex, national origin, disability, gender identity, sexual orientation, or any legally protected categorization in regard to general Membership and operations.

### **B. Membership Requirements**

- a. To become a WRFL Member, one must apply for membership and complete WRFL's Training Program
- b. When one has submitted an application, one is considered an **Applicant**
- c. While one is in training, one is considered a **Trainee**
- d. Applicants and Trainees are not considered WRFL Members

### **C. Types of Members**

#### **a. Volunteers**

Any WRFL Member *without* a regularly scheduled program is considered a Volunteer Member

#### **b. Programmers**

Any WRFL Member *with* a regularly scheduled program is considered a Programmer as follows:

1. **Student Programmers** are currently-enrolled students (full or part-time) at the University of Kentucky

**2. Community Programmers** are not currently-enrolled students at the University of Kentucky

**D. Good Standing Membership Status**

- a. Once a Trainee has completed the Training Program, they are considered a Member in Good Standing
- b. A WRFL Member in Good Standing fulfills current WRFL programming standards and membership requirements as stated in WRFL's Handbook, including but not limited to applicable FCC rules and University of Kentucky policies
- c. Should a WRFL Member violate any of the aforementioned programming standards and membership requirements, they shall be subject to designation as a Member Not in Good Standing (NGS) in accordance with the policies and procedures outlined in WRFL's Handbook
- d. WRFL Members NGS may not serve as Programmers
- e. For serious or repeat violations, Members may face suspension or dismissal from WRFL as determined by the Board of Directors (BOD)
- f. Members NGS or Members who have been suspended or dismissed may regain Good Standing Membership Status only in accordance with the policies and procedures outlined in WRFL's Constitution and Handbook

**E. Active and Inactive Membership Status**

- a. Once a Trainee has completed the Training Program, they are considered an Active Member
- b. Only WRFL Members with Active Status may serve as Programmers
- c. Should a period of two complete show schedules expire before a Member in Good Standing programs a show (either as a Volunteer or a Programmer), they will be considered an Inactive Member
- d. Inactive Members may program shows

- e. Inactive Members may return to Active Membership Status only in accordance with the policies and procedures outlined in WRFL's Constitution and Handbook

## **F. Membership Privileges**

- a. All WRFL Members may pursue appeals and grievances as stated in WRFL's Handbook
- b. Only WRFL Members in Good Standing may
  - 1. Participate in the vote of confidence for General Manager Candidates
  - 2. Serve on Committees
  - 3. Submit agenda items for General Staff Meetings
- c. Only Active WRFL Members in Good Standing may
  - 1. Apply for Programmer positions
  - 2. Vote on non-budgetary matters at General Staff Meetings
- d. Only Active WRFL Student Members in Good Standing may:
  - 1. Vote for the selection of Staff Representatives of the Advisory Board
  - 2. Vote on budgetary matters at General Staff Meetings when such votes are called

## **ARTICLE III: GOVERNANCE**

### **A. General Manager**

#### **a. Powers and Responsibilities**

WRFL's General Manager:

- 1. Oversees the operation and organization of WRFL, with the guidance and support of the Board of Directors (BOD), the Student

Media Advisor, and the WRFL Advisory Board, within the guidelines set forth by the FCC, the University of Kentucky, the Office of Student Involvement, and WRFL's Constitution and Handbook

2. Serves as the station's liaison, with the assistance of the Student Media Advisor, to UK administration and relevant academic, campus, and community organizations, groups, and offices
3. Oversees selections for and serves as chairperson of WRFL's BOD
4. Manages the BOD, in accordance with WRFL's Constitution and Handbook, with hiring/firing powers detailed therein
5. Manages WRFL's budget, with the assistance of the Student Media Advisor, overseeing purchases and revenue development via underwriting acquisitions, concert promotions, and other fundraising efforts
6. Arranges and leads all WRFL BOD and General Staff meetings

**b. Selection**

1. Each year, upon the review and confirmation of General Manager candidates' eligibility, candidates shall give an introductory presentation to General Staff Members at the March General Staff Meeting
2. A vote of confidence for the next General Manager shall be taken from WRFL Members in Good Standing in attendance at the March General Staff Meeting
3. The Programming Director and Student Media Advisor shall officiate the vote of confidence for General Manager by collecting votes from present Members in Good Standing
4. The Student Media Advisor shall tally votes for General Manager and make results public within one week of the vote

5. The Student Media Advisor shall deliver the vote of confidence for General Manager results to the Advisory Board no later than one week prior to the Advisory Board's Second Quarter meeting (held during the first week of April)
6. The vote of confidence for General Manager shall not be binding, but shall be given due consideration by WRFL's Advisory Board
7. WRFL's Advisory Board shall interview General Manager candidates
8. WRFL's Advisory Board shall select the General Manager by majority vote of those present and voting

**c. Terms**

1. The General Manager is limited to two consecutive one year terms with a maximum of three non-consecutive terms
2. Should a General Manager wish to serve a second or third term, they must be chosen according to the yearly selection process.
3. Should no candidates for General Manager be selected for the position, the current General Manager, if eligible, may continue to serve in said position until a new General Manager is selected. If the current General Manager and the Programming Director are ineligible to act as General Manager (see III.B.h), the BOD shall hold a vote to select an acting General Manager (from the BOD) until such time as a new General Manager can be hired through the process outlined in (See III.A.b).
4. The term of the outgoing General Manager shall end on the official hiring date of the General Manager-Elect
5. Each year, the Student Media Advisor shall oversee the transition timeline for and determine the official hiring date of the General Manager-Elect

**B. Board of Directors (BOD)**

**a. Powers and Responsibilities**

1. The Board of Directors (BOD) serves as the main governing body of WRFL, overseeing all operational and organizational policy and procedure
2. WRFL's BOD has the power to initiate projects, create committees, authorize expenditures (as outlined in WRFL's Handbook) and make policy
3. Individual members of the BOD:
  - a. May vote on any item brought to BOD and General Staff Meetings
  - b. Must maintain proper and consistent communication with the BOD and WRFL's General Staff
  - c. Must adhere to the UK Student Code of Conduct and WRFL Handbook as representatives of WRFL
  - d. Oversee the management of assigned department(s) and any WRFL Members operating therein
  - e. Must attend weekly BOD Meetings and monthly General Staff Meetings

**b. Eligibility**

1. BOD positions are available to any full-time or part-time student enrolled at the University of Kentucky. Eligible applicants must have and maintain a 2.5 GPA minimum during their terms on the BOD.
2. All persons applying for BOD positions must be in good standing with the University of Kentucky
3. All persons appointed to BOD positions must satisfy WRFL membership requirements (in addition to University of Kentucky hiring qualifications and requirements applicable to the position)
4. Should an incoming Director not currently satisfy WRFL Membership Requirements (See II.B), they shall be required to

complete WRFL's Membership Requirements during the first three months following their selection or be dismissed.

**c. Additional Requirements for Specific Positions**

1. All persons applying for General Manager, Programming Director, Music Director, Public Relations Director, Training Director, and/or Concert Director positions must be an Active WRFL Member in Good Standing for at least one (1) show schedule period
2. All persons applying for General Manager must have served as a Director for at least one show schedule period

**d. Selection**

1. Following the General Manager-Elect's selection, they shall conduct interviews with all current BOD members to determine continuing employment at WRFL
2. Following an application window of two weeks, the General Manager-Elect shall interview and appoint BOD members
3. The current General Manager and/or Student Media Advisor may serve as advisors to the General Manager-Elect during interviews for BOD positions
4. Each member of the BOD shall be selected during the month of April
5. The Student Media Advisor shall oversee and complete the official hiring of each Director, as communicated by the General Manager

**e. Positions**

1. The following positions comprise the permanent core of the BOD:
  - General Manager
  - Programming Director
  - Promotions Director
  - Music Director
  - Production Director
  - Training Director

2. Additional BOD positions may be created or abolished by majority vote of the BOD

**f. Terms**

1. Terms of Directors hired on the normal timeline shall begin as designated by the General Manager between the end of UK's spring semester and the beginning of the fiscal year on July 1
2. The terms of Directors hired in the fall or spring semester shall begin as designated by the General Manager
3. The General Manager shall oversee all BOD member transition timelines mentioned above and communicate with the Student Media Advisor regarding the official hiring of each BOD member
4. Although there is no limit to the number of years a Student Member may serve on the BOD, service in any single Directorship is limited to two (2) years, after which the incumbent Director may apply to serve a third and final year in that position
5. Terms for graduating BOD members officially end on the date of graduation

**g. Pay Adjustments (amended 12/6/15)**

1. By a majority vote of the Board of Directors, the BoD may propose pay adjustments to WRFL Student Staff Members in Good Standing who are not members of the BoD for approval by a majority vote. The Student Media Advisor will present a budget report no later than one week prior to the vote. The chair of this and subsequent meetings involving this approval process will determine the means of voting. Voters must be in attendance to cast their vote.
2. In the event of a tie, WRFL Student Staff Members in Good Standing may then vote again in order to approve the adjustment. If the Student Staff Members in Good Standing are tied after a majority vote, the chair of the meeting involving this approval process shall break the tie.

3. Pay adjustments shall be implemented at a time deemed appropriate by the General Manager with advisement from the Student Media Advisor.

#### **h. Vacancies**

1. Should the General Manager leave office during their term, the Programming Director shall temporarily assume the duties of the General Manager
2. The Advisory Board must be convened and shall select a new General Manager within one month of a vacancy in the GM position
3. In the instance of a vacancy in the GM position, the new General Manager shall begin their term immediately upon selection
4. Should any Director leave office during their term, the General Manager shall select a replacement at the earliest opportunity following the standard selection process outlined above

#### **i. Discipline and Dismissal**

1. WRFL's Advisory Board shall hear and decide disciplinary issues involving Directors (inappropriate actions and/or dereliction of duties) in accordance with the policies and procedures outlined in WRFL's Constitution and Handbook
2. Directors who have been charged with a disciplinary infraction shall be given the opportunity to appear before and be heard by the Advisory Board
3. The Advisory Board is authorized to take one or more of the following actions in reference to the student's status as a Director:
  - Counsel
  - Warning
  - Suspension for a specific period of time
  - Dismissal

4. If the General Manager and/or Student Media Advisor (SMA) has reason to believe that a Director has engaged in actions that pose a threat to WRFL operations or personnel, the General Manager and/or SMA may suspend the Director for up to seven days pending final disposition of any disciplinary action determined by University of Kentucky or the Advisory Board

## **C. Advisory Board**

### **a. Composition**

The WRFL Advisory Board shall consist of seven voting members and four non-voting members:

#### Voting Members

- Campus and Community Representatives (4)
- Staff Representatives (2 students and 1 non-student)

#### Non-Voting Members

- General Manager
- Programming Director
- Student Media Advisor
- UK Faculty Advisor

### **b. Powers and Responsibilities**

1. The Advisory Board serves three purposes:
  - a. Appointing the General Manager by majority vote each spring with the consideration of the General Staff vote of confidence
  - b. Providing advisement concerning station operations and policy
  - c. Serving as a disciplinary board (See III.B.i.)
2. The Advisory Board must hold quarterly meetings and may also hold meetings as necessary
3. The Advisory Board's role is not one of policymaking

**c. Eligibility**

**1. Campus and Community Representatives**

- a. Suggested candidates for Campus and Community Representatives include faculty, administration, or staff of the University of Kentucky and communication and/or business professionals from the Central Kentucky community whose insight into station operations would prove beneficial from an advising standpoint
- b. These representatives are subject to approval by the Director of the Office of Student Organizations and Activities

**2. Staff Representatives**

- a. Two voting member positions are open to and must be filled by Active Student Members in Good Standing
- b. One voting member position is open to any Active Non-student Member in Good Standing
- c. Staff Representatives of the Advisory Board must have been Members in Good Standing for at least one semester to be eligible to serve on the Advisory Board
- d. Current BOD members are ineligible for these positions

**d. Selection**

**1. Campus and Community Representatives**

Campus and Community Representatives shall be elected by majority vote of the BOD based on the recommendations of the SMA and GM

**2. Staff Representatives (amended July 12, 2015)**

- a. WRFL Student Staff Members in Good Standing shall elect Staff Representatives at a designated General Staff Meeting. The chair of this and subsequent meetings involving this selection process will determine the means of voting. Voters must be in attendance to cast their vote.

- b.** In the event of a tie, a runoff election shall take place at a subsequent General Staff Meeting. If a second tie is reached, the Board of Directors shall elect one of the remaining candidates by means of a majority vote at a designated Board of Directors meeting. If the Board of Directors is tied after a majority vote, the chair of the Board of Directors meeting involving this selection process shall break the tie.

**e. Terms**

1. No voting Advisory Board member shall serve more than two consecutive terms
2. Regular terms are two years in length
- 3. Campus and Community Representatives**

The BOD shall fill any vacancies left by Campus and Community Representatives of the Advisory Board and occurring prior to the completion of regular terms.

**4. Staff Representatives**

The General Manager shall facilitate the election to fill any vacancies left by Staff Representatives of the Advisory Board and occurring prior to the completion of regular terms.

**D. Advisors**

**a. Student Media Advisor**

1. The Student Media Advisor (SMA) advises and assists the BOD and General Staff in station operations
2. The SMA is prohibited from voting on matters of station governance, as they remain the sole responsibility of the BOD and the voting members of the Advisory Board

3. The SMA shall serve as the Designated Chief Operator (DCO) as described by the FCC and appointed by the holder of WRFL's FCC License, the University of Kentucky's Board of Trustees
4. The SMA shall oversee the maintenance, repair, and replacement of all WRFL equipment as needed
5. The SMA shall review all purchases, contracts, and agreements made between the station and all external relations
6. Where noted throughout this Constitution, the SMA will provide advisement to the BOD, Advisory Board, and General Staff concerning all matters organizational, operational, and disciplinary
7. The SMA may take such preventative and/or disciplinary action as is necessary in instances of violations of the policies set forth by the FCC, the University of Kentucky, WRFL, and any other pertinent laws of state and federal government

**b. Faculty Advisor**

1. WRFL shall have a Faculty Advisor. The Faculty Advisor must be a tenured UK Faculty member with direct academic links to WRFL's operations.
2. Each year, upon the renewal of WRFL's Student Organization status, the BOD shall elect WRFL's Faculty Advisor. At this time, the current Faculty Advisor may leave the position or the BOD can decide to (a) keep the current Faculty Advisor or (b) choose a new Faculty Advisor for the year.
3. WRFL's Faculty Advisor shall be nominated and elected by the BOD
4. Only nominees who agree to serve as Faculty Advisor may be elected
5. The Faculty Advisor is prohibited from voting on matters of station governance, which remain the sole responsibility of the BOD and the voting members of the Advisory Board

6. WRFL's Faculty Advisor shall serve as a non-voting member of the Advisory Board and assist the Student Media Advisor, specifically in matters related to the station's academic mission and all associated relationships with University of Kentucky academic programs

## **E. Committees**

### **a. Formation and Membership**

1. WRFL Members in Good Standing may propose the formation of Committees
2. Only the BOD retains the power to approve the formation of Committees
3. Committees shall be formed to provide focused support in specific station matters as determined by the BOD

### **b. Actions**

1. Committees are not permitted to carry out proposed actions without the approval of the BOD
2. Committees must send written documentation of their proposed actions to the General Manager or the General Manager's designee within the committee
3. The General Manager or the General Manager's designee within the committee shall bring the proposed action before the BOD
4. Committees may be required to send a delegate to a regularly scheduled BOD meeting in order to discuss proposals

## **ARTICLE IV: MEETINGS**

### **A. General Staff Meetings**

General Staff Meetings shall be held monthly for the purposes of informing WRFL Members and other interested parties regarding matters pertinent to the radio station and WRFL's community.

**a. Rules**

General Staff Meetings shall be run by the General Manager in accordance with the stipulations of WRFL's Constitution

**b. Agenda**

1. The BOD will vote to approve each General Staff Meeting Agenda during the BOD meeting held one week prior to each General Staff Meeting
2. The General Manager or their designee shall distribute the suggested monthly meeting agenda to the General Staff during the week prior to the General Staff Meeting
3. Active WRFL Members in Good Standing may suggest or comment on agenda items for General Staff Meetings (see II.F.)
4. The BOD may amend the agenda at the meeting prior to the General Staff Meeting to include urgent matters
5. By assignment of the General Manager, a BOD member shall keep and post minutes of General Staff meetings, distributing them to the General Staff no later than immediately following the next BOD meeting

**B. Board of Directors Meetings (BOD)**

**a. Rules**

BOD meetings shall be run in accordance with an amended version of Robert's Rules of Order as outlined in WRFL's Handbook.

**b. Quorum**

For BOD Meetings, quorum shall be a majority of Directors

**c. Schedule**

1. Once annually, the BOD will set its regular meeting schedule and make the schedule available to WRFL Members and interested members of the public
2. The General Manager or a majority of the BOD may call special meetings of the BOD
3. The General Manager or their designee may cancel all meetings with the exception of special meetings called by a majority of the BOD
4. In order to cancel a meeting the General Manager or their designee must give notice to all BOD and General Staff Members at least 24 hours in advance of the scheduled meeting

**d. Chairperson**

1. The General Manager shall preside over BOD Meetings
2. In the General Manager's absence, the Programming Director shall preside over BOD meetings
3. If both the General Manager and the Programming Director are absent, the remaining members of the BOD may choose the meeting chair by a majority vote
4. The General Manager shall have the authority to vote on all matters coming before the BOD unless such participation would create a conflict or is otherwise precluded by this Constitution and WRFL's Handbook

**e. Minutes**

1. By assignment of the General Manager, a BOD member shall keep and post minutes of BOD meetings, showing the votes and the actions of the BOD
2. Minutes shall be available to the General Staff no later than immediately following the next BOD meeting

#### **f. Closed Sessions**

1. In general and with limited exceptions as may be permitted by law, all actions of the BOD shall be taken in open session
2. Appropriate discussions may be held in closed session after the BOD gives notice, in open session, of the reason for the closed session and the nature of the discussion
3. The General Manager or Student Media Advisor may seek such input and advice as deemed appropriate regarding closed sessions

### **C. Advisory Board Meetings**

#### **a. Rules**

Advisory Board meetings shall be run in accordance with an amended version of Robert's Rules of Order as outlined in WRFL's Handbook

#### **b. Quorum**

For Advisory Board Meetings, five of the seven voting members must be present to meet quorum.

#### **c. Schedule**

1. Once annually, the Advisory Board will set its regular meeting schedule and make the schedule available to WRFL Members and interested members of the public
2. The General Manager, the SMA, the Faculty Advisor, or a majority of the Advisory Board may call special meetings of WRFL's Advisory Board

#### **d. Chairperson**

1. The SMA shall preside over Advisory Board Meetings
2. In the SMA's absence, the Faculty Advisor shall preside over Advisory Board meetings

#### **e. Voting**

With the exception of its non-voting members (the SMA, the UK Faculty Advisor, the General Manager, and the Programming Director), each member of the Advisory Board may vote.

#### **f. Minutes**

1. By assignment of the SMA, an Advisory Board member shall keep and post minutes of Advisory Board meetings, showing the votes and the actions of the Advisory Board
2. Minutes shall be available to the General Staff no later than one week following the Advisory Board Meeting

#### **g. Closed Sessions**

1. In general and with limited exceptions as may be permitted by law, all actions of the Advisory Board shall be taken in open session
2. Appropriate discussions may be held in closed session after the Advisory Board gives notice, in open session, of the reason for the closed session and the nature of the discussion
3. The SMA and UK Faculty Advisor may seek such input and advice as deemed appropriate regarding closed session

### **D. Committees**

#### **a. Rules**

Committee Meetings shall be run in the fashion decided by a majority vote of the committee.

#### **b. Schedule**

1. Committees shall meet as needed
2. All meeting dates and times shall be posted, in the station or via email, at least 24 hours prior to the meeting

#### **c. Minutes**

1. One Committee member, assigned by a majority vote of the Committee, shall keep and post minutes of Committee meetings, showing the votes and the actions of the Committee
2. Minutes shall be available to the General Staff no later than one week following the Committee meeting

**d. Closed Sessions**

1. Committees are not permitted to hold closed meetings or closed sessions within open session meetings
2. In dealing with sensitive issues that should not be public, Committee members should seek the guidance of the General Manager or SMA

**ARTICLE V: AMENDMENTS AND RATIFICATIONS**

Only WRFL Members in Good Standing may propose amendments to WRFL's Constitution. Proposals must be presented to the General Manager. Proposals may be reviewed and edited by the Constitution Committee prior to their presentation to the BOD. A  $\frac{2}{3}$  majority vote of the BOD is required in order to bring a proposal to the WRFL's General Membership. The proposal will be distributed to the General Membership at least one week prior to a General Staff meeting. WRFL Members in Good Standing shall vote to approve or deny the amendment. Amendments shall be ratified by a majority vote of the Members in Good Standing present at a regularly scheduled monthly General Staff Meeting.

Ratification of this Constitution requires a  $\frac{2}{3}$  majority vote of the BOD and a majority vote of the General Membership (procedure described below). If approved by the BOD, this Constitution will be presented to WRFL's General Membership at least seven days prior to a General Staff meeting. This Constitution shall be ratified by a majority vote of the Members in Good Standing present at a regularly scheduled monthly General Staff Meeting.