

Bylaws of the Space Coast Progressive Alliance

History of Amendments

(Approved by Vote of the General Membership, in accordance with these By-Laws)

Adjustments for Board of Directors structure and other clarifications, approved July 30, 2005

Additions for purpose of applying for FCC FM radio station construction permit, approved September 26, 2007

Bylaws of the Space Coast Progressive Alliance

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SPACE COAST PROGRESSIVE ALLIANCE, INC. A Not for Profit Florida Corporation

ARTICLE I: NAME

The name of the corporation is SPACE COAST PROGRESSIVE ALLIANCE, INC. (SCPA)

ARTICLE II: PURPOSE, OPERATING PRINCIPLES, and GENERAL ORGANIZATION

A. SCPA Purpose

The Space Coast Progressive Alliance, Inc. shall provide public education on a variety of progressive issues and policies at the local, state, and national level. Emphasis will be placed on education of the public as to the importance of civics and involvement with the political process.

The Corporation will also lobby Local, State, and Federal officials to make advances in areas of progressive policy. All such activities shall be lawful and shall take place within the context of existing laws.

The Corporation will promote its own projects as well as provide consultation and support for other civic organizations.

The Corporation shall apply for, license, and operate a noncommercial, educational broadcast station and the Corporation will serve and fully qualify as a “public telecommunications entity” within the intent of 47 U.S.C. Section 397(12).

B. SCPA Organization

SCPA is governed by a Board comprised of SCPA Officers (President, Vice-President, Secretary, and Treasurer), the Chairs of Standing Committees (Projects, Communications, Fund-Raising, Membership), the President of the SCPA PAC, and 4 elected Member Delegates.

Projects form the basis of all SCPA activity, can be short- or long-term, are approved by the Board for a specific (e.g., educational, advocacy, liaison, or social) purpose, and are managed by a lead appointed by the Board.

C. SCPA Operating Principles

1. **Responsiveness and Responsibility:** SCPA shall be responsive to the communities it serves. It shall be responsible for providing information and services that promote progressive principles and values.
2. **Quality:** SCPA activities and resulting products shall reflect technical excellence and the highest quality work.
3. **Discipline:** SCPA shall exercise due process in all activities. Policies and procedures shall be publicly available and shall serve as the basis for governing the organization and its activities.
4. **Fairness:** SCPA activities shall provide the right of appeal at all levels. The SCPA Board is the final level of appeal.
5. **Openness:** SCPA activities shall be carried out in an open forum where any member has access to the process.
6. **Voting:** SCPA decisions shall be based on simple majority agreement unless explicitly stated otherwise. Votes and ballots can be conducted as established by the SCPA Board for each balloted effort.

ARTICLE III: MEMBERSHIP

- A. Membership in the Space Coast Progressive Alliance, Inc. is open to anyone who supports the principles of the Alliance and pays the annual dues. Voting membership becomes effective 35 days after an application and dues are submitted
- B. Memberships may be terminated by failure to pay the prescribed dues, through vote of a majority of the Board. Following termination, a former member shall have no right to vote in the affairs of the corporation. Memberships are not transferable.
- C. The Corporation shall maintain a permanent headquarters within 25 miles of the main post office of Melbourne, Florida.
- D. Composition of the Board of Directors shall be maintained at all times with the characteristics necessary to qualify the Corporation as an “established local entity” under rules and regulations of the Federal Communications Commission (“FCC”), Section 73.7003(b)(1), 47 C.F.R. Section 73.7003(b)(1).

- E.** The Corporation at all times shall maintain “local diversity of ownership” as that is defined in FCC Rules and Regulations, Section 73.7003(b)(2), 47 C.F.R. Section 73.7003(b)(2). At no time shall the Corporation, any parent or subsidiary entity, any voting member, or any officer or director of the Corporation, have an attributable interest in another radio station, including any license, construction permit or debt or equity position, if the principal community contour of such station would overlap in any part with the principal community contour of a new noncommercial radio station for which the Corporation files an FCC application for construction permit.

ARTICLE IV: DURATION

This corporation shall exist in perpetuity.

ARTICLE V: SCPA BOARD

- A.** The SCPA Board is comprised of the Officers of the Corporation and an Executive Council all of whom are Members of the Corporation. The President of the Corporation is President of the Board. The Vice-President of the Corporation is Vice-President of the Board

B. Powers and Duties of the Board

1. Provide overall direction for the Corporation and general oversight of committee operations.
2. Assist in setting the agenda for Board meetings.
3. May appoint temporary committees.
4. Coordinates the work of the various committees and other working groups so as to assure the goals of all committees are mutually supportive.
5. Board members report their activities as requested by the President
6. The Board shall set the annual dues for membership.
7. In December, the Board shall approve the annual budget for the organization for the next calendar year.

C. Quorum at Board Meetings

1. A majority of the current Board membership.
2. The Board may use telephone, e-mail, or other means to conduct a vote when it is impractical to convene at one location.

D. Board Meetings

1. The Board will meet no less frequently than quarterly.
2. Board meetings are open to any Member of the Corporation and, with prior approval of the President, invited guests.
3. Whenever possible, Board meetings will operate by consensus. Board members may abstain or demur on consensus decisions. Any Board member may call the question, in which case, only Board members may vote on the issue. The Board will operate under Robert’s Rules of Order, unless they conflict with SCPA by-laws, in which case SCPA by-laws take precedence.

ARTICLE VI: OFFICERS

- A. The Corporation shall have the following officers.
1. President
 2. Vice-President
 3. Secretary
 4. Treasurer
- B. The daily affairs of the Corporation shall be managed by its Officers
- C. Terms of office
1. Officers are elected for 1 year terms at the annual electoral meeting.
 2. Officers may be re-elected to the same or different positions.
- D. Election to office:
1. At the October meeting of the Board, nominations for the Officers will be opened. The goal is to have at least two candidates for each open position. In the event an insufficient number of candidates are nominated, a Nomination Committee comprised of 3 Members, that may not nominate themselves, will be selected by the Board to provide names to complete the slate of candidates for the January meeting. Other nominations may be made from the floor at the December and January meetings and may include members of the Nominating Committee.
 2. Election of Officers will be held in January at a general membership meeting. Absentee voting for the Board and Officers is permitted by a process defined by the Board.
 3. Voting will be conducted by secret ballot.
- E. Powers and duties of the President:
1. The President shall call, set the agenda, and facilitate regular meetings of the Board, with assistance from the other Officers.
 2. The President may call special meetings of the Board with the concurrence of one (1) other member of the Board.
 3. The President shall preside at meetings of the General Membership.
 4. The President shall serve as the primary spokesperson for the organization.
 5. The President shall serve as authorized signatory for all official corporate financial accounts. The Treasurer or President may sign checks.
 6. When a vacancy occurs, the President, in consultation with the other Officers, shall appoint a replacement to serve out the term.
 7. In consultation with other Officers, the President appoints ad hoc Committee Chairs.
- F. Powers and duties of the Vice-President:
1. The Vice-President assumes duties delegated by the President.
 2. In the absence of the President, the Vice-President assumes the duties of the President.

G. Powers and duties of the Secretary:

1. The Secretary shall record the minutes of General Membership meetings and Board meetings, on paper and electronically.
2. If unable to attend a meeting, the Secretary is responsible to appoint a surrogate for that meeting.
3. The Secretary is responsible for maintaining all active documents including membership lists, petitions, reports, etc.
4. The Secretary shall create and maintain all records of meeting attendance by members and guests.

H. Powers and duties of the Treasurer:

1. The Treasurer shall be responsible for maintaining and managing all financial accounts.
2. The Treasurer shall file any and all appropriate financial documents required by law or deemed necessary.
3. The Treasurer shall process all reimbursements and cash advances and keep a record of such transactions.
4. Expenditures of *less than* \$250 must be approved by a recorded majority vote of the Officers. Receipts are required for all reimbursements.
5. Expenditure of *more than* \$250 must be approved by the Board. Receipts are required for all reimbursements.
6. The Treasurer shall serve as the primary signatory for all official Corporate financial accounts.
7. The Treasurer shall report the status of all Corporate financial accounts at the regular Board meetings.
8. The Board may request additional reports from the Treasurer as required.
9. The Treasurer's books must be audited by an independent auditor before the annual electoral meeting or whenever the Treasurer leaves office.

I. Removal of an Officer

Any Member may initiate the removal of any Officer by submitting such a proposal in writing at any Board meeting, stating the exact reasons the Officer should be removed. The Secretary will notify all Board members of the charges in writing and of when the issue will be decided, preferably at the next regular Board meeting. The charges will be discussed and a vote taken. A 2/3 majority of current Board members is required to remove an Officer.

ARTICLE VII: EXECUTIVE COUNCIL (EC)

A. Composition and Purpose

The Executive Council is comprised of Chairs of Standing Committees, the President of the SCPA Political Action Committee (PAC), and four (4) at-large Delegates elected at the annual general membership meeting.

B. Removal from Executive Council

1. Members of the Executive Council are expected to resign when they do not have the time to be active Members in the Corporation.
2. The Secretary will review the attendance of Executive Council members quarterly and recommend the removal of members who have not attended a meeting in the last quarter.
3. Board members may vote to remove non-attending members with unexcused absences.
4. A 2/3 majority vote of the current Board is required to remove a member from the Executive Council.

ARTICLE VIII: COMMITTEES

- A. The following standing committees are permanent bodies. Changes to Standing Committees may be effected by approval of the Board through the by-laws amendment process.
- B. The Chair of permanent Standing Committees is appointed by the Board. Chairs may be removed by 2/3 vote of the Board. Proxy voting for this purpose is permitted.
 1. **SCPA Action Projects:** Develop and support the SCPA mission with actionable educational, advocacy, social, and liaison project activities that are sized/staged to the SCPA's limited human and financial resources.
 2. **Communications:** Develop a broad program of media communications and events that position SCPA as a lead organization with the progressive community and support SCPA membership and fund-raising activities.
 3. **Membership/Outreach:** Identify, encourage, and motivate individuals to join or renew their SCPA memberships, thereby growing the SCPA membership base.
 4. **Fund-Raising:** Develop a broad approach to fund-raising that encompasses membership dues, dues renewals, and special fund-raising events in order to provide a sound base of financial support for the SCPA membership organization.

C. Ad Hoc Committees:

1. Ad hoc committees may be formed and dissolved by the Board for short-term needs or projects.
2. The President appoints Ad hoc committee Chairs.

ARTICLE IX: MEETINGS

- A. Location of meetings
General membership meetings must be held in a public place.

B. Quorum at Meetings

A quorum at general membership meetings is 10% of current members, including at least three officers.

C. Frequency of Meetings:

1. The General Membership shall meet no less than annually.
2. The Board shall meet no less than quarterly.

D. Conduct of Meetings

SCPA Meetings are conducted in accordance with Robert's Rules of Order. In cases where SCPA by-laws are in conflict, SCPA by-laws take precedence.

ARTICLE X: AMENDMENTS TO THE BY-LAWS

A. Any Member of the Corporation may introduce amendments to the by-laws at any business meeting

B. If a majority of the members at the meeting, vote favorably on the proposal, the President will appoint a by-laws committee to review and prepare the amendment.

C. The Secretary will mail to each member the date and location of the meeting at which the amendments will be voted upon.

D. A 2/3 favorable majority vote of the Members present at any regular or special meeting of the membership of the Corporation is required to amend these by-laws.

E. The amendment will become effective upon passage unless otherwise voted by 2/3 majority of Members present at the meeting when the amendment is passed.

F. No amendment shall be made to matters of FCC eligibility, qualification, or preference, unless such amendment is required, or is permitted with no detriment to the Corporation's qualifying or comparative position, under revisions to FCC rules, regulations, or policies as they may occur from time to time.

ARTICLE XI: PARLIAMENTARY AUTHORITY

A. The SCPA will follow Robert's Rules of Order for meetings and the handling of business.

B. In the event that parts of these by-laws are found invalid, the remaining parts shall remain valid.

ARTICLE XII: DISSOLUTION

Dissolution shall be approved by a super majority two-thirds vote of the Board. Upon dissolution of the Corporation, any assets remaining thereafter shall be conveyed to a legal recipient.