

Chicago Public Media Sounding Board Bylaws

These bylaws shall govern the community advisory board of Chicago Public Media, Inc., (“CPM”) and its public broadcasting stations, WBEZ 91.5 FM, WBEK 91.1 FM, WBEQ 90.7 FM and W219CD Elgin (the “Stations”), as required by federal law and the Corporation for Public Broadcasting (“CPB”), which provides funding for public broadcasting stations across the country. The Sounding Board advises the Stations on how they serve the educational and cultural needs of the coverage area. The Sounding Board’s mission is expanded to serve the Chicago Sun-Times, CPM’s print and digital platform, and provide input on the educational and cultural needs of Chicago Sun-Times audience. Not only is the Sounding Board a requirement of the CPB, but Chicago Public Media recognizes the importance of being connected to the communities we serve.

Article I – Name

The name of the community advisory board shall be the “Chicago Public Media Sounding Board” (the “Sounding Board”).

Article II – Purpose

1. The purpose of the Sounding Board shall be to:
 - a. Represent the diverse needs and interests of the communities served by the Stations;
 - b. Review the Stations’ programming goals, provided services, and significant policy decisions;
 - c. Provide CPM with meaningful feedback on the Stations’ programming and policies, including whether the programming is meeting the specialized educational and cultural needs of the communities the Stations serve; and
 - d. Make recommendations to CPM on how to best meet the needs of the communities the Stations serve.
2. The Sounding Board shall be solely advisory and shall not have the authority to exercise any control over the management or operation of the Stations. No member of the Sounding shall be deemed to have statutory rights of or obligations to the Stations or CPM.

Article III – Membership

The Sounding Board shall strive to represent the diverse communities served by the Stations, including diversities of demography, geography, education, cultural needs and

interests, and points of view.

1. Unless otherwise specified in these bylaws, the business of the Sounding Board shall be managed by its members.
2. The Sounding Board shall have up to 20 members. Members are selected to serve one two-year term and are eligible to serve an additional one-year term. Members may resign from the Sounding Board before the expiration of their term by submitting a resignation to the Chicago Public Media staff liaison. In the event of a vacancy during the term of a member, Chicago Public Media may select a new member as provided by these bylaws or as otherwise adopted by the Sounding Board.
3. Applications for Sounding Board membership opportunities shall be posted online when such opportunities become available.
4. Sounding Board members shall be selected by a joint committee comprised of CPM staff representatives and/or current Sounding Board members.
5. The joint committee shall strive to select members who it believes:
 - a. Represent the composition, needs and interests of the communities served by the Stations;
 - b. Represent a diversity of demography, geography, culture, and point of view; and
 - c. Will adhere to the purposes of the Sounding Board as set out in

Article II. 6. Sounding Board members shall:

- a. Be a member of WBEZ, Vocalo or the Chicago Sun-Times;
 - b. Have knowledge of programming and editorial content;
 - c. Offer insightful perspectives from the communities they identify with;
 - d. Speak to the impact public media has on their communities;
 - e. Read or listen to materials for discussion at meetings;
 - f. Attend or participate in periodic meetings, typically four per year, and in discussions via online forums year-round; and
 - g. Participate in other activities that further the purposes set out in Article II, as may be determined by the Sounding Board from time to time.
7. Members shall not receive any compensation for serving on the Sounding Board.

8. Members shall avoid conflicts of interest whenever possible so as not to compromise the purposes of the Sounding Board. As part of this goal, no member shall be a director, officer, or employee of Chicago Public Media, Inc.

Article IV – Officers

1. The officers of the Sounding Board shall consist of up to two Co-Chairpersons (or “Co Chairs”) and a Secretary.
2. Officers shall serve a term of one year. An officer may resign from their position by giving written notice to the Chicago Public Media staff liaison. Any officer vacancy may be filled by a Co-Chair until such time as Chicago Public Media can select a replacement for such office to complete the term.
3. No officer shall receive compensation for serving as an officer of the Sounding Board.
4. Unless otherwise determined by the Sounding Board, the officers shall have the following powers and duties:
 - a. The Co-Chairpersons shall:
 - i. Consult with Sounding Board members to surface agenda items for each meeting
 - ii. Help to preside over meetings.
 - iii. Provide feedback from the Sounding Board to Chicago Public Media on topics or issues that arise.
 - iv. Provide a Sounding Board annual report at the Chicago Public Media Board of Directors Annual Meeting.
 - b. The Secretary shall:
 - i. Ensure attendance records and minutes of all Sounding Board meetings are taken;
 - ii. Ensure notices required by these Bylaws or by the Sounding Board are distributed to the public or to CPM as necessary;
 - iii. Perform any other duties as may be prescribed by the Co-Chairs or Sounding Board from time to time.

Article V – Meetings and Voting

1. All meetings of the Sound Board shall be open to the public closure.
2. Meetings may be held at the time, place, and in a manner determined by

CPM. Meetings may be conducted either in-person or remotely.

3. Special meetings of the Sounding Board may be called by CPM or by the Co-Chairs or by written request of at least one-third of the active members.
4. The Sounding Board shall facilitate and provide reasonable time for public comments at its meetings. The Sounding Board may determine the process, scope, and any accommodations for such public comments.
5. Notices of all meetings shall be sent be posted on CPM's website with no less than 14 days prior to a scheduled meeting.
6. A majority of the members of the Sounding Board shall constitute a quorum to conduct business of the Sounding Board. If a quorum is present at a meeting, a majority vote of those present shall be an act of the Sounding Board unless otherwise required by these Bylaws.

Article VII – Amendments

These Bylaws may be amended by a two-thirds vote of all members of the Sounding Board. Notice of any amendment shall be distributed to the members ahead of the meeting at which it is to be voted upon.