



BROADCASTING BOARD OF GOVERNORS
By-Laws of the Broadcasting Board of Governors
April 2012

Section 1. Promulgation

1.01 STATUTE

These By-Laws have been adopted by the Broadcasting Board of Governors to govern the conduct of the Broadcasting Board of Governors business pursuant to the United States International Broadcasting Act of 1994, as amended (22 U.S.C. §6201, et seq.), which act as so amended is hereinafter referred to as the “Statute.” These By-Laws are in all respects subject to the provisions of the Statute and shall be interpreted accordingly.

1.02 AMENDMENT

These By-Laws may be amended at any meeting of the Broadcasting Board of Governors by a majority vote of the Governors present (upon a quorum of five (5) Governors being present), provided that the proposed amendments have been mailed to each member of the Broadcasting Board of Governors not later than twenty-one (21) days prior to such meeting.

Section 2. Board of Governors

2.01 POWERS AND COMPOSITION

The governing body of United States government-sponsored international broadcasting is the Broadcasting Board of Governors, as specified in the Statute. The Board shall consist of nine (9) members. Exclusive of the Secretary of State, not more than four (4) of the members of the Board appointed by the President shall be of the same political party. (22 U.S.C. §6203(b)). The Board is solely empowered and responsible for setting the tone and direction of United States international broadcasting strategy and for exercising the non-delegable authorities of the Agency as set forth in the Statute.

2.02 AUTHORITIES

The Board shall have the authorities specified in 22 U.S.C. §6204(a)(1)-(18) for the purpose of carrying out its responsibilities for United States international broadcasting.

2.03 APPOINTMENT

Members of the Broadcasting Board of Governors are appointed in the manner specified by the Statute. In addition to the Secretary of State, eight (8) voting members are appointed by the President, by and with the advice and consent of the Senate. The President shall appoint one member (other than the Secretary of State) as the Chair of the Board, subject to the advice and consent of the Senate.

2.04 TERM OF OFFICE

Governors shall serve such terms, and vacancies on the Broadcasting Board of Governors shall be filled, as specified in the Statute. The term of office of each member of the Board shall be three (3) years, except that the Secretary of State shall remain a member of the Board during his or her term of service. The President shall appoint, by and with the advice and consent of the Senate, Board members to fill vacancies occurring prior to the expiration of a term, in which case the members so appointed shall serve for the remainder of such term. Any member whose term has expired may serve until a successor has been appointed and qualified. When there is no Secretary of State, the Acting Secretary of State shall serve as a member of the Board until the Secretary of State is appointed. (22 U.S.C. §6203(c)).

2.05 SELECTION OF BOARD

Members of the Board appointed by the President shall be citizens of the United States who are not regular full-time employees of the United States Government. Such members shall be selected by the President from among Americans distinguished in the fields of mass communications, print, broadcast media, or foreign affairs. (22 U.S.C. §6203(d)).

2.06 DECISIONS

Decisions of the Board shall be made by majority vote, a quorum being present. (22 U.S.C. §6203(f)).

2.07 QUORUM

At any meeting of the Board of Governors, five (5) members constitute a quorum (22 U.S.C. §6203(f)), but in the absence of a quorum a lesser number may adjourn the meeting.

2.08 MEETINGS

The Board of Governors shall hold regular and special meetings at such times and places as the Board of Governors may from time to time determine.

In its regular meetings, as head of the federal agency, the Board will endeavor to focus on issues of strategic concern for United States international broadcasting. The Board will establish a schedule of meetings and meeting venues for a full calendar year as soon as practicable after the start of each new fiscal year. In establishing a meeting schedule, the Board should assess the days of the week and venues that are deemed optimal by a majority of the Governors.

2.09 SPECIAL MEETINGS

A special meeting of the Board of Governors may be called on request of any four (4) members of the Board of Governors or the Chair on not less than forty-eight (48) hours written notice.

2.10 NOTICE OF MEETINGS

Notice of regular meetings of the Broadcasting Board of Governors for the following calendar year shall be given in writing to each Governor by November of the current year. Notices of special meetings shall be given to each Governor at least ten (10) days prior to such meetings, except in urgent circumstances.

2.11 AGENDAS

Where practicable, agendas for regular meetings shall be developed beginning thirty (30) days prior to each meeting and distributed electronically to each Governor at least fourteen (14) days prior to each meeting. The Director of the International Broadcasting Bureau (IBB Director) shall propose agenda items for plenary Board meetings to the Chair based on discussions with individual Governors. Individual Governors may designate specific agenda topics and/or resolutions.

2.12 MINUTES

A record of decisions of the Board of Governors shall be made available to all members of the Board of Governors as soon as practicable after each meeting. The record of decisions shall include a written summary describing the topics discussed at the meeting and the decisions adopted by the Board and the voting Governors with respect thereto. In addition, closed sessions of the Board shall be recorded and made available in accordance with the requirements of the Government in the Sunshine Act and the Board's protocol for release of materials from closed Board meetings (Appendix 1).

2.13 MOTIONS AND VOTING

All motions must be seconded and adopted by a majority vote. With respect to any other motion or voting procedure on which the Board cannot agree, the Board will refer to Robert's Rules of Order for resolution.

2.14 NOTATION VOTING

When requested by any Governor, any action required or permitted to be taken at a meeting of the Broadcasting Board of Governors may be taken without a meeting if all Governors are notified in writing of the action for which a decision is requested to be taken and five (5) or more Governors vote to approve the action by responding affirmatively to an electronic ballot distributed to each Governor. The ballot shall set forth the proposed action(s) and provide an opportunity to specify approval or disapproval of each proposed action and a reasonable time within which to return the ballot to the IBB Director, or the Director's designee. Each Governor who wishes to vote must indicate approval or disapproval and return it to the IBB Director within the time specified. Any member of the Board may terminate the balloting and require that the matter be scheduled for a Board meeting, by so indicating on the ballot. The Governors' approval or disapproval of any action by this method shall have the same force and effect as a vote by the Board of Governors at a formal meeting of the Board. All ballots returned to the IBB Director shall be filed with the records of the proceedings of the Board of Governors maintained by the IBB Director.

2.15 EMERGENCY MEETINGS

Upon the occurrence of urgent circumstances, when requested by the Chair, any four (4) Governors may convene an emergency meeting of the Board of Governors upon twenty-four (24) hours notice, including notice by telephonic or electronic communication. The emergency meeting may be conducted in person, telephonically, or by such other means as may be determined by the Chair or a majority of the Board

2.16 METHOD OF COMMUNICATION FOR ACTION WITHOUT A MEETING

Any and all communications to and from Governors seeking or taking action by the Governors without a meeting may be made by hand delivery, by deposit in U.S. mail, by express mail, by electronic facsimile, by electronic mail, or by such other means as may be determined by the Board.

2.17 COMMITTEES

In addition to committees described in the By-Laws, the Board may form additional committees. Board committees have no authority to make decisions on behalf of the Broadcasting Board of Governors unless the Board delegates specific authority to them. Committees will have written terms of reference, report on their deliberations to the plenary Board, and formulate recommendations for consideration and decision by the plenary Board.

Section 3. Officers

3.01 CHAIR OF THE BOARD

The Chair of the Broadcasting Board of Governors is appointed by the President as Chair of the Board, subject to the advice and consent of the Senate. (22 U.S.C. §6203(b)(2)).

Subject to the authority and ongoing direction of the plenary Board, the following authorities are delegated to the Chair:

- Call and preside at all meetings of the Board. The Chair has from time to time requested another Governor to preside at a Board meeting when the Chair has not been able to attend the meeting in person.
- With approval of the Board, appoint standing or ad hoc committees of the Board and chairpersons thereof in consultation with the committees established by the Board. The Chair will serve as a non-voting, ex officio member of all committees unless decided otherwise.
- Subject to the authority of the plenary Board, direct the work of the International Broadcasting Bureau, through the IBB Director.
- In consultation with the Governance Committee, evaluate the performance of the IBB Director, and review the IBB Director's performance evaluations of senior BBG officers. For his evaluation of the IBB Director, the Chair, after consulting the Governance Committee, shall share and seek approval of the full Board.

(Board member or committee Chair requests for specific staff support are channeled through the IBB Director as appropriate to assure coordination and efficient use of limited staff resources.)

- Represent the Board in all matters requiring conferences or communications with officers, departments, or agencies of the U.S. Government and foreign governments. This authority may be delegated to other Governors, or to the IBB Director as determined by the Chair.
- Solicit Board approval of decisions by telephone/videoconference in the absence of a regularly scheduled meeting or at the written request of at least four (4) members. When necessary or desirable, the Chair may call a special, telephonic/video meeting of the Board at any time between regularly scheduled meetings upon forty-eight (48) hours notice (except in cases of extreme and unforeseeable urgency).
- Delegate authority to the IBB Director on certain matters not requiring formal action of the Board. (The IBB Director shall be delegated authority to sign documents that request the obligation and/or expenditure of funds necessary to implement programs and activities of the Broadcasting Board of Governors. Such documents include but are not limited to personnel actions, travel authorizations and vouchers, requisitions for supplies and equipment, contracts for services, time and attendance cards, and such other papers as the Chair may designate from time to time. These authorities are redelegable.)
- Approve the Board's meeting agenda as proposed by the IBB Director.
- Authorize any Governor or senior BBG officer to perform a function vested in or delegated to the Chair, to the extent permitted by law.
- Execute on behalf of the Board all instruments in writing which have been authorized by the Board. The IBB Director, or the Director's designee, may assist the Chair in this regard by affixing his signature electronically to routine documents and others that he or she has requested or approved.

3.02 DIRECTOR OF THE INTERNATIONAL BROADCASTING BUREAU

The Director of the International Broadcasting Bureau (IBB Director) shall be appointed by the President, by and with the advice and consent of the Senate. (22 U.S.C. 6206(b)). The International Broadcasting Bureau, under the supervision of the IBB Director, operates as an extension of the Board to assist the Board in carrying out the Board's responsibilities for decisions and oversight for all of U.S. international broadcasting. The International Broadcasting Bureau will provide the Board with technical, professional, and administrative support as well as strategic guidance and oversight of Agency programs. The IBB Director shall manage the IBB and has the role and authorities described in Section 8 of these by-laws. The IBB Director's performance in implementing these delegable authorities from the Board should be reviewed on an annual basis.

The IBB Director shall select a Chief Financial Officer and a General Counsel, subject to approval of the Board, to perform duties consistent with those described herein. The staff of the International Broadcasting Bureau shall perform their duties under the IBB Director's general direction. The IBB Director should review and evaluate on an annual basis the performance of other senior BBG officers, based on input from the Board and other appropriate sources.

3.03 SECRETARY OF THE BOARD

The General Counsel shall serve as the Secretary of the Broadcasting Board of Governors. The Secretary of the Board shall provide for and maintain the Agency's official records, including the proceedings of the Board of Governors and committees.

3.04 CHIEF FINANCIAL OFFICER

The Chief Financial Officer shall have charge of all funds of the BBG, keep the books of account, and designate depositories for funds of the BBG. The Chief Financial Officer shall assist the Board of Governors and its committees in the exercise of their fiscal responsibilities. The Chief Financial Officer or his or her designee shall attend all meetings of the Board of Governors and relevant Board committees and shall have the right and obligation to bring directly to the Board or its committees any information on financial or compliance matters that he or she reasonably determines should be brought to their attention.

3.05 GENERAL COUNSEL

The General Counsel shall advise the Board of Governors on such legal matters as may be referred to the General Counsel by the Board of Governors or its committees. The General Counsel or his or her designee shall attend meetings of the Board of Governors and its committees and shall have the obligation to bring directly to the Board or its committees any information on legal or compliance matters that are within the purview of the Board of Governors by statute, bylaw, or as may be directed by the Board of Governors, and shall have the right to bring directly to the Board or its committees any such information that he or she reasonably determines should be brought to their attention.

3.06 PRESIDING GOVERNOR

In the event that the Chair of the Board steps down or becomes otherwise unable to perform his or her duties, the plenary Board may designate any other Governor to serve as Presiding Governor. The Presiding Governor shall exercise the roles and authorities of the Chair of the Board, as such roles and authorities are defined in these By-Laws and the decisions of the Board. Notwithstanding the foregoing, during the tenure of the Presiding Governor, the authority of the Chair to evaluate the performance of the IBB Director included in BBG By-laws §3.01 shall be exercised by the Board acting as Committee of the Whole, and shall not be exercised solely by the Presiding Governor. The Presiding Governor shall serve on an interim basis until such time as the Board selects a different Presiding Governor, the Presiding Governor chooses to step down as Presiding Governor, or a new Chairman is appointed by the President and confirmed by the Senate.

3.07 ALTERNATE PRESIDING GOVERNOR

In the event that the Board appoints a Presiding Governor, the Presiding Governor may select an alternate Presiding Governor with the approval of the plenary Board. The alternate Presiding Governor shall have the authority to call and preside at meetings of the Board in the event the Presiding Governor is absent from a meeting or is otherwise unable to perform his or her duties.

3.08 ACTING OFFICERS

For the purpose of these By-Laws, any reference to a particular person or position is also intended to apply to any person functioning in an “acting” capacity in such position.

Section 4. Governance Committee

4.01 POWERS

The Governance Committee shall be a standing committee responsible for oversight of the governance policies and practices of the Board of Governors and for making recommendations to the Board to improve governance policies and practices that will enable Board deliberations to be orderly and focused on discharging the non-delegable Board authorities set out in the Statute. The Governance Committee will act in compliance with the written Terms of Reference adopted by the plenary Board.

4.02 COMPOSITION

The Governance Committee will be composed of three (3) Governors, or such other number as may be determined by the Board, selected by the plenary Board. A Committee Chair will be selected by the Chair and appointed by the Board.

4.03 MEETINGS

The Chair of the Governance Committee should establish a meeting schedule and select meeting venues.

4.04 RULES

The Governance Committee shall have power to adopt rules for the conduct of its business in respect to all matters not provided for in the By-Laws, by rules adopted by the Board of Governors, and by the Governance Committee Terms of Reference.

Section 5. Strategy and Budget Committee

5.01 POWERS

The Strategy and Budget Committee shall be a standing committee of the Board. It shall be responsible for making recommendations to the plenary Board regarding the development and articulation of BBG strategy for U.S. international broadcasting; rebalancing of language services; assessment and coordination of the use of technology and distribution platforms by the elements of U.S. international broadcastings; and implementation and improvement of the Language Service Review process. The Strategy and Budget Committee shall also be responsible for assisting the Board in providing

direction to the Chief Financial Officer to develop budget proposals and advice and recommendations concerning implementation of the BBG budget that are consistent with the Board's strategic vision and operations oversight of U.S. international broadcasting. The Strategy and Budget Committee will act in compliance with the written Terms of Reference adopted by the plenary Board.

5.02 COMPOSITION

The Strategy and Budget Committee will be composed of three (3) Governors, or such other number as may be determined by the Board, selected by the plenary Board. A Committee Chair will be selected by the Chair and appointed by the Board.

5.03 MEETINGS

The Chair of the Strategy and Budget Committee should establish a meeting schedule and select meeting venues. In consultation with the Chief Financial Officer, the Committee Chair shall convene appropriate meetings to address material budget issues and critical requirements.

5.04 RULES

The Strategy and Budget Committee shall have power to adopt rules for the conduct of its business in respect to all matters not provided for in the By-Laws, by rules adopted by the Board of Governors, and by the Strategy and Budget Committee Terms of Reference.

Section 6. Communications and Outreach Committee

6.01 POWERS

The Communications and Outreach Committee shall be a standing committee responsible for developing recommendations and proposals to the plenary Board concerning the development of a model for coordinating the Agency's and grantee's public affairs and the development of a strategy for coordinating the Agency and grantee's Congressional affairs efforts, taking into account regulatory and other requirements of the legislative branch as distinct from other forms of outreach.

6.02 COMPOSITION

The Communications and Outreach Committee will be composed of three (3) Governors, or such other number as may be determined by the Board. A Committee Chair will be selected by the Chair and appointed by the Board.

6.03 MEETINGS

The Chair of the Communications and Outreach Committee should establish a meeting schedule and select meeting venues.

6.04 RULES

The Communications and Outreach Committee shall have power to adopt rules for the conduct of its business in respect to all matters not provided for in the By-Laws, by rules

adopted by the Board of Governors, and by the Communications and Outreach Committee Terms of Reference.

Section 7. Administration

7.01 BUDGET

The Chief Financial Officer shall prepare and recommend an annual budget for consideration by the Board of Governors for the necessary expenses of the Broadcasting Board of Governors. With the approval of the Board of Governors, the Chief Financial Officer shall submit the Agency's request for appropriations to the Office of Management and Budget for incorporation in the budget of the United States. The Chief Financial Officer shall provide all supporting data required for Congressional review of the BBG's budget. When the annual appropriation act has been approved, the Board of Governors shall review the BBG's budget with the Chief Financial Officer and authorize the Chief Financial Officer to expend appropriated and non-appropriated funds in accordance with the approved budget. The Chief Financial Officer may authorize any necessary reprogramming within any limitation established by the Board of Governors or the Congress and may recommend to the Board of Governors any necessary amendment of the BBG's budget.

Section 8. International Broadcasting Bureau

8.01 POWERS

The International Broadcasting Bureau was established to carry out all nonmilitary international broadcasting activities supported by the United States Government other than those described in 22 U.S.C. 6207, 6208. (22 U.S.C. 6206(a)). As an element of United States international broadcasting, the IBB is subordinate to the Board.

8.02 ROLE OF THE INTERNATIONAL BROADCASTING BUREAU

The International Broadcasting Bureau, under the supervision of the IBB Director, operates as an extension of the Board to assist the Board in carrying out the Board's responsibilities for decisions and oversight for all of U.S. international broadcasting. The International Broadcasting Bureau will provide the Board with technical, professional, and administrative support as well as strategic guidance and oversight of Agency programs.

The Board will delegate authority to the IBB Director to oversee the day-to-day management of the federal agency and to identify, evaluate, and resolve strategic trade-offs and conflicts among the broadcasting entities, consistent with the Board's strategic guidelines and subject to the Board's continued oversight. Pursuant to the Board's broad delegation of authority, the IBB Director will be responsible for the primary functions of the International Broadcasting Bureau, which include (i) the management of the global distribution network for U.S. international broadcasting, (ii) oversight and implementation of Board decisions, and (iii) Agency administration. The International Broadcasting Bureau will also serve as the principal day-to-day-liaison for the Board with

other U.S. government agencies, foreign governments, and private-sector organizations. (Nothing in the description of the role of the International Broadcasting Bureau herein, or any delegation of authority to the IBB Director hereinafter, adopted by the Board, is intended to restrict or in any way limit the Board's authority to exercise any of the authorities so described or delegated).

With respect to the nondelegable statutory duties of the Board set forth in the U.S. International Broadcasting Act of 1994 (as amended), the role of the Director of the International Broadcasting Bureau is to: (i) assist and monitor, and oversee implementation of the Board's decisions and compliance with relevant statutory mandates by the elements of USIB; (ii) gather and coordinate the reporting and analysis of information from the elements of USIB and make recommendations to the Board as necessary to inform the Board's decision-making processes and facilitate the Board's statutory oversight role; and (iii) represent the Board to the U.S. Congress, other Federal agencies, the press and relevant third parties when the Board is not available (subject to further consideration as may be given to this topic by the Communications and Outreach Committee and to such of its recommendations as the Board may adopt).

8.03 IBB COORDINATING COMMITTEE

The International Broadcasting Bureau Director shall organize and chair a coordinating committee in accordance with the Statute to examine and make recommendations to the Board on long-term strategies for the future of international broadcasting. The coordinating committee shall include representatives of Radio Free Europe/Radio Liberty, Radio Free Asia, the Middle East Broadcasting Networks and the Broadcasting Board of Governors, and, as appropriate, the Office of Cuba Broadcasting and the Voice of America. The Coordinating Committee shall meet on a quarterly basis to address operation strategies arising from the implementation activities of the elements of United States international broadcasting. The IBB Coordinating Committee will make recommendations to the Strategy and Budget Committee of the Board or, as directed, to the plenary Board.

**PROTOCOL FOR RELEASE OF MATERIALS
FROM CLOSED BOARD MEETINGS**

Closed Board meetings, or closed portions of open Board meetings, shall be recorded, either via video with audio, audio only, or by stenographer. The Board Secretary will create a complete record of the closed proceedings (either a verbatim transcript or unabridged recording, at the Board Secretary's discretion) in draft form within three (3) business days of a closed meeting or session; for meetings recorded by stenographer, a transcript should be obtained from the stenographer within three (3) business days.

The Board Secretary will highlight statements, testimony, or other information that may be subject to withholding from public release under the Government in the Sunshine Act (GISA) within three (3) business days. Interested Governors shall be provided a copy of the draft complete record to review not later than ten (10) calendar days after a closed meeting or session and should return the draft complete record with comments to the Board Secretary within five (5) business days.

The Board Secretary will finalize the complete record for legal sufficiency and compliance with the GISA and coordinate with Public Affairs for posting to the Agency's public website. The entire process should be completed in fewer than twenty-one (21) calendar days.

The Board Secretary shall maintain the original complete draft record and/or complete unabridged electronic recording of each meeting or portion of a meeting closed to the public for at least two years after such meeting, or until one year after the conclusion of any Board proceeding with respect to which the meeting or portion was held, whichever occurs later. After the applicable holding period expires, the Board Secretary shall dispose of such records in accordance with the Agency's applicable document retention schedule.

Once materials from closed Board meetings have been made available to the public, there is no requirement to maintain their availability beyond initial release. However, materials released to the public should generally be kept publically available on the Agency's website as long as space and funding permits.