

INTERNATIONAL BROADCASTING ADVISORY BOARD

By-Laws

Section 1. Promulgation

1.01 STATUTE

These By-Laws have been adopted by the International Broadcasting Advisory Board (referred to as the “IBAB” or “Board”) to govern the conduct of the Board business pursuant to the United States International Broadcasting Act of 1994, as amended (22 U.S.C. § 6201 et seq.) (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 Board by a majority vote of the Members present (upon a quorum of four (4) Members being present), provided that the proposed amendments have been mailed or emailed to each Member of the Board not later than fourteen (14) days prior to such meeting. Notwithstanding the aforementioned, the bylaws may also be amended (a) at any meeting attended by the entirety of the Board, upon a unanimous vote of the Board, or (b) through the Notation Voting procedure set forth in 2.15, provided that the Board votes unanimously to approve any amendment.

Section 2. Board

2.01 POWERS AND COMPOSITION

The Board is a federal entity with independent legal personality and authority, as described in section 104 of title 5.

2.02 COMPOSITION OF THE BOARD

The Board shall consist of seven (7) Members, of whom—

- Six shall be appointed by the President, by and with the advice and consent of the Senate, in accordance with 22 U.S.C. 6205(c);
- Not more than three (3) Members of the Board appointed may be affiliated with the same political party; and
- One shall be the Secretary of State. (22 U.S.C. §6205(b)).

2.03 APPOINTMENT

Members of the Board are appointed by the President, subject to the advice and consent of the Senate, in the manner specified by the Statute. The President shall designate, with the advice and consent of the Senate, one of the Members appointed as Chair of the Board.

2.04 SELECTION OF THE BOARD

The President shall appoint Members of the Board who are United States citizens and are not regular, full-time employees of the United States Government. Such Members shall be selected by the President who are distinguished in the fields of public diplomacy, mass communications, print, broadcast or digital media, or foreign affairs, in the manner specified by the Statute.

2.05 TERMS OF OFFICE

Members shall serve such terms, and vacancies on the Board shall be filled, as specified in the Statute. The term of office of each Member of the Board shall be four (4) years, and the Secretary of State shall serve as a member of the Board for the duration of his or her tenure as Secretary of State. The President shall appoint, with the advice and consent of the Senate, additional members to fill vacancies on the Board 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 shall continue to serve as a Member of the Board until a qualified successor has been appointed and confirmed by the Senate. When there is a vacancy in the office of Secretary of State, the Acting Secretary of State shall serve as a Member of the Board until a new Secretary of State is appointed. (22 U.S.C. §6205(b)).

2.06 AUTHORITIES

The Board shall have the authorities specified in the Statute, including 22 U.S.C. §6205(d)(1)-(7) and 6205(e)(1)-(2)), and other federal law and regulations.

2.07 QUORUM

At any meeting of the Board, four (4) Members (excluding the Secretary of State) constitute a quorum (22 U.S.C. §6205(e)), but in the absence of a quorum, a lesser number may adjourn the meeting.

2.08 DECISIONS

Except as provided in 22 U.S.C. § 6205(e)(2), decisions of the Board shall be made by majority vote, a quorum being present. (22 U.S.C. §6205(e)).

2.09 MEETINGS

The Board shall meet with the Chief Executive Officer of the U.S. Agency of Global Media (CEO) at least four (4) times annually, including twice in person as practicable, and at additional meetings at the request of the CEO or the Chair of the Board. The Board may close any meeting in full or in part to those other than the Board, including the CEO, in accordance with 5 U.S.C. § 552b(c). Nothing herein prevents Board members from attending “in-person” meetings virtually; such virtual attendance is sufficient for quorum and voting purposes.

2.10 SPECIAL MEETINGS

A special meeting of the Board may be called upon request of (a) any four (4) Members of the Board, (b) the Chair, or (c) the CEO, subject to the notice requirement in 2.11.

2.11 NOTICE OF MEETINGS

Notice of regular meetings of the Board for the following calendar year shall be given in writing to each Member by November [1] of the current year. Notices of special meetings (see 2.10) shall be given to each Member at least seven (7) days prior to such meetings. Notice of emergency meetings (see 2.16) shall be given to each Member at least 24 hours in advance.

Whenever practicable, the Board will make public notice of the time, place, and subject matter of any meeting, whether it is open or closed to the public, and the name and phone number of the official designated by the agency to respond to requests for information about the meeting. If a quorum of the Board determines by a recorded vote that agency business requires an emergency meeting (see 2.16), the Board will make public notice of such meeting at the earliest practicable time. If the time or place of a meeting changes following the public notice provided by the Board, the Board will announce the change at the earliest practicable time.

2.12 AGENDAS

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

The Board shall make use of a consent agenda to adopt items of business that are non-controversial or routine. By using a consent agenda, the Board has consented to the consideration of items of business as a group and will be voted on with a single motion and vote, rather than calling for multiple separate votes. At the meeting of the Board, the Chair will ask if any Member wishes to remove an item from the consent agenda for separate consideration, and if so, the Chair will remove that item for discussion. Alternatively, any Member of the Board may request to remove an item from the consent agenda for further consideration by submitting a request to the Chair prior to the meeting. The remainder of the consent agenda may be voted on, omitting the items that have been removed for further consideration.

2.13 MINUTES

A record of decisions of the Board shall be made available to all Members of the Board 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 Members with respect thereto. In addition, a record of the proceedings from closed sessions of the Board shall be created 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 meetings (Appendix 1).

2.14 MOTIONS AND VOTING

All motions must be seconded and adopted by a majority vote, a quorum being present. 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.

2.15 NOTATION VOTING

When requested by any Member, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Members are notified in writing of the action for which a decision is requested to be taken and four (4) or more Members vote to approve the action by responding affirmatively to an electronic ballot distributed to each

member. 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 Chair, or the Executive Secretary of the Board as designated by the Chair. Each Member who wishes to vote must indicate approval or disapproval and return it to the Chair or (Executive Secretary of the Board, if so designated) within the time specified. Any Member of the Board may terminate the balloting and require that the matter be scheduled for a meeting of the Board, by so indicating on the ballot. The Board's approval or disapproval of any action by this method shall have the same force and effect as a vote by the Board at a formal meeting of the Board. All ballots returned shall be filed with the records of the proceedings of the Board maintained by the Executive Secretary of the Board.

2.16 EMERGENCY MEETINGS

Upon the occurrence of urgent circumstances, an emergency meeting of the Board may be convened upon twenty-four (24) hours' notice (including by telephone or electronic communication), by the (a) Chair, with the consent of a majority vote of the Board; or (b) any four (4) Members of the Board. 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.

Section 3. Officers

3.01 CHAIR OF THE BOARD

The Chair of the International Broadcasting Advisory Board is appointed by the President as Chair of the Board, subject to the advice and consent of the Senate. (22 U.S.C. §6205(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 may from time to time request another Member to preside at a meeting of the Board when the Chair is not able to attend the meeting in person.
- Appoint special Committees of the Board and chairpersons thereof.
- 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 Members.
- 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).
- Approve the Board's meeting agenda as proposed by the CEO.
- Authorize any Member or senior USAGM 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 Executive Secretary of the Board may assist the Chair in this regard by affixing his or her signature electronically to routine documents and others that he or she has requested or approved.

3.02 CHIEF EXECUTIVE OFFICER OF THE U.S. AGENCY FOR GLOBAL MEDIA

The CEO shall be appointed by the President, by and with the advice and consent of the Senate. (22 U.S.C. 6203(b)). The CEO shall, from within existing USAGM personnel, provide the Board with an Executive Secretary and such administrative staff and support as may be necessary to enable the Board to carry out its authorities.

3.03 EXECUTIVE SECRETARY OF THE BOARD

The USAGM Chief Legal Officer shall serve as the Executive Secretary of the Board. The Executive Secretary of the Board shall provide for and maintain the Agency's official records, including the proceedings of the Board and its committees.

3.04 PRESIDING BOARD MEMBER

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 Member to serve as Presiding Member. The Presiding Member 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. The Presiding Member shall serve on an interim basis until such time as the Board selects a different Presiding Member, the Presiding Member chooses to step down as Presiding Member, or a new Chair is appointed by the President and confirmed by the Senate.

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

Closed Board meetings, or closed portions of open Board meetings, may be transcribed or otherwise recorded, either via video with audio, audio only, or by stenographer, as required and/or permitted by law. The Executive Secretary will create a complete record of the closed proceedings (either a verbatim transcript or unabridged recording or set of minutes, at the Executive 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 Executive 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 Members 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 Executive Secretary within five (5) business days.

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

The Executive 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 Executive 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 IBAB's website as long as space and funding permits.