

# **BYLAWS of the KANZA SOCIETY, INCORPORATED**

## **MISSION STATEMENT**

The mission of the Kanza Society, Incorporated is to provide public radio service to residents of the High Plains. This service offers alternative programming combining excellence and diversity. It provides listeners access to music, ideas and events of the world and of the High Plains.

## **ARTICLE 1 – PRINCIPAL OFFICE**

### **Section 1.01 PRINCIPAL OFFICE**

The Corporation shall maintain its principal office in Finney County, Kansas at 210 N. 7<sup>th</sup> Street, Garden City, Kansas 67846.

### **Section 1.02 OTHER OFFICES**

The Corporation may also have offices at such other places within or outside the State of Kansas as the business of the Corporation may require.

### **Section 1.03 REGISTERED OFFICE**

The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Kansas Secretary of State.

## **ARTICLE II – MEMBERS**

### **Section 2.01 DEFINITION OF MEMBER**

The directors of the Corporation shall, for purposes of any statute or rule of law relating to corporations, be the voting members of the Corporation and as such shall have the rights and privileges of voting members. Member-listeners and donors who are not directors shall have no voting rights.

## **ARTICLE III – MEETINGS & PROCEDURES**

### **Section 3.01 ANNUAL MEETING**

The annual meeting shall be held each year at such time and place as the Board of Directors shall determine. Public notice shall be provided by posting notice on the HPPR web page at least

thirty days prior to the date of the annual meeting and/or by on-air announcements during the thirty-day period prior to the date of the annual meeting.

### **Section 3.02 REGULAR AND SPECIAL MEETINGS**

Regular meetings of the Board of Directors, or the Executive Committee if applicable, may be held as provided by resolution of the Board of Directors. Special meetings may be held as provided by resolution of the Board of Directors. Special meetings may also be called by the President, Vice President, the Secretary or any three directors. Notices of meetings shall be made directly in writing or by electronic message to each director at least seven days in advance of the meeting except in urgent situations when all board members agree to waive this requirement. In addition, notice of all meetings shall be given to the general public by on-air announcements or by posting on the HPPR web page. The Corporation will maintain documentation available for public inspection of the means used to publicize each meeting to the public. The time and location of regular meetings of the Board of Directors will be chosen to the extent possible for the convenience of its directors, in recognition of the geographic area covered by the public radio service. Meetings may be conducted in-person, electronically or telephonically.

### **Section 3.03 PRESIDING OFFICER**

The President of the Board of Directors, or in his or her absence the Vice President, or in his or her absence such persons as the directors shall select shall preside at board meetings.

### **Section 3.04 QUORUM**

For in-person and telephonic meetings, one half of the total number of non-vacant board positions (if an even number) plus one shall constitute a quorum of the Board of Directors. If the number of non-vacant board positions is an odd number, a simple majority of all such positions shall constitute a quorum. In the event of electronic balloting, a quorum shall be defined as seventy-five percent of non-vacant board positions. The act of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except for adoption of changes to the bylaws and certain actions as detailed in Section 6.06.

### **Section 3.05 PROCEDURAL RESTRICTIONS AND VOTING RIGHTS**

Directors shall not vote by proxy, nor shall they be entitled to cumulate votes in the conduct of business. Each director, including the presiding officer, shall be entitled to one vote on each matter submitted to a vote of the board.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 4.01 GENERAL POWERS AND DUTIES**

The Board of Directors shall generally oversee the business of the Corporation. It shall be the duty and responsibility of the Board of Directors:

- A. To oversee the management, operation and maintenance of such non-commercial broadcasting stations and enterprises as may be established.
- B. To approve all capital and operating budgets.
- C. To establish such policies, rules and regulations and program objectives for the broadcasting stations and other enterprises as the Board deems necessary in the best interests of the Corporation.
- D. To appoint and employ an Executive Director and fix his or her compensation.
- E. To conform and comply with all applicable governmental rules and regulations governing the operation of the broadcasting stations and enterprises operated by the Corporation including the prosecution of such applications with the Federal Communications Commission as required to properly maintain all licenses and authorizations.
- F. To change the principal office and registered office for the transaction of the business of the Corporation from one location to another as provided in Sections 1.01 and 1.03 hereof; to fix or locate from time to time one or more subsidiary offices of the Corporation within or outside the State of Kansas as provided in Section 1.02 hereof; to designate any place within or outside the State of Kansas for the holding of any directors' meetings as provided in Section 3.02 hereof.
- G. To borrow money and incur indebtedness for purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, mortgages, security agreements, financing statements, or other evidences of debt and securities therefor.
- H. To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more directors.
- I. To undertake such additional responsibilities and duties as may from time to time be required.

### **Section 4.02 NUMBER**

The Board of Directors shall be elected at large and shall be made up of not fewer than eleven, nor more than eighteen directors, with the number of directors being determined from time to time by resolution of the Board of Directors.

### **Section 4.03 QUALIFICATIONS**

Directors shall be at least eighteen years of age and citizens of the United States of America. Not more than two directors may reside outside the area to which the Corporation broadcasts public radio service via the airwaves.

#### **Section 4.04 TERMS OF OFFICE**

- A. The directors shall be divided into three groups. Group 1 shall be comprised of Seats 1.1, 1.2, 1.3, 1.4, 1.5, and 1.6. Group 2 shall be comprised of Seats 2.1, 2.2, 2.3, 2.4, 2.5 and 2.6. Group 3 shall be comprised of Seats 3.1, 3.2, 3.3, 3.4, 3.5, and 3.6. In 2000 directors for Seats 1.1, 1.2, 1.3, 1.4 and 1.5 shall be elected. In 2001 directors for Seats 2.1, 2.2, 2.3, 2.4 and 2.5 shall be elected. In 2002 directors for Seats 3.1, 3.2, 3.3, 3.4 and 3.5 shall be elected. Directors for seats 1.6, 2.6 and 3.6 shall be elected in 2004. Thereafter, elections will be held in the same sequence, with Group 1, Group 2 and Group 3 being elected in successive years.
- B. Each director shall be elected to serve a three (3) year-term except any directors appointed or elected to fill a vacancy for an unexpired term. Elected directors will assume their seats at the conclusion of the annual meeting. Directors may be re-elected providing no elected director shall serve more than two (2) successive three (3) year terms. Additionally, directors appointed to fill vacancies for unexpired terms may serve that term plus two (2) successive three (3) year terms. After serving two (2) successive three (3) year terms, directors shall be eligible for additional board service after a one year absence from the Board of Directors.

#### **Section 4.05 ATTENDANCE**

Any board member missing two or more full board meetings in one year without an excused absence will be considered to have resigned from the Board of Directors. An excused absence will be awarded when the Executive Director of the Corporation is notified of a member's inability to attend.

#### **Section 4.06 ELECTION OF DIRECTORS**

The Board of Directors shall conduct the election of directors at the annual meeting.

- A. The following procedures shall apply:
- 1) Nominations shall be made by a committee appointed by the President for that purpose, said committee being geographically representative of the HPPR broadcast service area.
  - 2) The nominating committee may solicit candidates for nomination via on-air and web site announcements.
  - 3) No nomination will be accepted without the written or stated permission of the nominee.
  - 4) The solicitation and nomination process shall be conducted in a manner such that the resultant board composition is geographically representative of the HPPR broadcast area.
- B. The persons receiving the highest number of votes in such election shall be declared elected directors of the Corporation. In the event of a tie between candidates, the tie will be broken by the toss of a coin.
- C. The Board of Directors may adopt additional rules and regulations for the conduct of elections.

#### **Section 4.07 ELECTION OF OFFICERS**

At the annual meeting of the Board of Directors after the election of directors, there shall be elected from the Board of Directors a President, Vice President, Secretary, and Treasurer for the Corporation. Open nominations for candidates from the floor may be accepted with the written or stated permission of the nominee. Such officers shall generally serve a term of one year, provided each officer shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. Elected officers will assume their offices at the conclusion of the annual meeting. No director may serve more than three consecutive terms in a specific office. No two offices may be held by the same person.

#### **Section 4.08 DUTIES OF OFFICERS**

**President:** The President shall be the presiding officer of the Corporation and shall exercise supervision over the activities of the Corporation and over its several officers, subject, however to the control of the Board of Directors. The President shall serve in an ex-officio capacity on all committees. The President shall have authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments requiring the President's signature.

**Vice-President:** The Vice-President shall assist the President in the execution of his/her duties. The Vice-President shall also perform such duties as are conferred upon him/her by the Board of Directors or the President. At the request of the President, or in his/her absence or disability, the Vice President shall perform all duties of the President, and when so acting shall have all powers of the President.

**Secretary:** The Secretary shall keep or cause to be kept minutes of all proceedings of the Board of Directors, and shall make proper record of the same, which shall be attested by him/her; sign all deeds, mortgages, bonds, contracts, notes, and other instruments executed by the Corporation requiring his/her signature; give notice of meetings of the directors; maintain record of director board meeting attendance; and file all reports to states, and to the Federal Government; and perform such other and further duties as may from time to time be assigned by the Board of Directors or by the President.

**Treasurer:** The Treasurer shall have general supervision over all finances; he/she shall have charge over all money, bills, notes, deeds, leases, mortgages and similar property belonging to the Corporation, and shall do with the same as may from time to time be required by the Board of Directors. He/She shall cause to be kept adequate and correct accounts of the business of the Corporation, including accounts of its assets, liabilities, receipts and disbursements, together with such other accounts as may be required.

#### **Section 4.09 FILLING UNEXPIRED TERMS OF DIRECTORS AND OFFICERS**

Any vacancy on the Board of Directors may be filled for the unexpired portion of the term either by appointment by the President, or by vote of the Board of Directors. In the event of a vacancy in the unexpired term of any officer, the Board of Directors will elect a successor from among its members to fill the remaining term.

#### **Section 4.10 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- A. When any person is sued, either alone or with others because he is or was a director or officer of the Corporation in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the Corporation or by the Corporation, he or she shall be indemnified for his or her reasonable expenses, including attorney's fees in the defense of the proceeding, if the following conditions exist:
- 1) The conduct giving rise to the litigation or claim was not due to any of the following:
    - a) A violation of criminal law
    - b) Willful misconduct directly attributable to the director or officer seeking indemnification
    - c) An act in contravention of express direction provided by the Board of Directors as a whole or the President
    - d) Any act taken as an act of the Corporation which is outside of the scope of authority of either (i) the Corporation itself or, (ii) the director or officer seeking indemnification
  - 2) The director or officer seeking indemnification does so before incurring costs to be reimbursed under this provision or as soon thereafter as is practicable.
- B. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to the director or officer in connection with the defense. The estate of the director or officer may also make application on behalf of a deceased or incapacitated individual. Application must be made to the President of the Corporation directly.
- C. The determination of whether the necessary requirements set forth above apply shall be made by the President of the Corporation who may, at his discretion, seek advice and counsel of the Board of Directors as a whole, any individual member or members of the Board or counsel obtained to represent the Corporation. Nothing in this paragraph shall be construed to alter or change terms or conditions of any insurance policy obtained by the Corporation for the protection of the Corporation or the directors or officers of the Corporation.

## **ARTICLE V – COMMITTEES**

### **Section 5.01 EXECUTIVE COMMITTEE & DUTIES**

An Executive Committee composed of the President, Vice-President, Secretary, Treasurer and up to three additional directors designated by the Board of Directors or President shall, during intervals between regular meetings of the of the Board of Directors, possess, maintain, and exercise all the powers of the Board of Directors in the management and direction of the affairs and activities of the Corporation, to the extent permitted by law. All actions of the Executive Committee shall be subject to ratification of the Board of Directors by electronic vote or at its next meeting unless authority to act was previously delegated by the Board. Such Executive Committee shall meet upon call of the President. A quorum for this Committee shall consist of a simple majority of its members. Any act or authorization of an act by the Executive Committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Board of Directors.

### **Section 5.02 AD HOC COMMITTEES AND TASK FORCES**

The President of the Board may from time to time deem it appropriate to appoint Ad Hoc Committees and/or Task Forces to consider business not otherwise considered by the full Board of Directors. The President, at his/her discretion and with Board consultation, may appoint Ad Hoc Committees, or Task Forces to consider such items of business. Individuals who are not members of the Board of Directors, but whose expertise may be beneficial to the conduct of corporate business may be appointed by the President to serve on Ad Hoc Committees and/or Task Forces, provided that each Ad Hoc Committee or Task Force shall include not fewer than two members of and shall be chaired by a member of the Board of Directors. Ad Hoc Committees and Task Forces shall have only those authorities specifically delegated by the Board of Directors.

## **ARTICLE VI – MISCELLANEOUS**

### **Section 6.01 EMERITUS BOARD MEMBERS**

Board members may from time to time nominate individuals who have served as members of the board to the position of Board Member Emeritus. If such individuals served as officers of the Board they may be designated by Emeritus status and title, (e.g. President Emeritus). Emeritus Board Members shall serve as non-voting, ex-officio members of the Board of Directors. Emeritus Board Members shall be designated for life for their long term of service to the Corporation, as well as their leadership character as evidenced by their financial contributions, personal dedication, and expertise.

### **Section 6.02 COMMUNITY ADVISORY COUNCIL**

The Board of Directors shall establish and maintain at all times a Community Advisory Council. The Board of Directors will make every reasonable effort to assure the Community Advisory

Council's membership reflects the various needs, interests and racial and cultural groups of the area to which the Corporation broadcasts radio service. The Community Advisory Council shall be responsible for periodically reviewing the media services of the Kanza Society, Inc. in order to ascertain their relevance to the communities served. Such review shall be based upon regular assessment of issues of public interest throughout the High Plains region. The Community Advisory Council shall also be responsible for supporting the efforts of the Board of Directors. The role of the Community Advisory Council shall be solely advisory in nature. The Community Advisory Council shall have no authority to exercise any control over the daily management or operation of the station.

### **Section 6.03 FCC COMPLIANCE**

- A. The Corporation shall not hold any other FCC-defined attributable interest in any other radio broadcast station or authorized construction permit for a radio station the FCC-defined principal community contour of which overlaps that of the Corporation's proposed or, if applicable, constructed station(s) in Liberal, KS, Hooker, OK, and Guymon, OK, hereinafter referred to as the "Communities",
- B. No director shall hold any FCC-defined attributable interest in any other radio broadcast station or authorized construction permit for a radio station the FCC-defined principal community contour of which overlaps that of the Corporation's proposed or, if applicable, constructed stations in these Communities.
- C. The Bylaws of the Corporation shall not be amended in any manner that causes the Corporation to lose its qualifications for local diversity of ownership under FCC Rule 73.7003(b)(2), or any successor provisions, for as long as the Corporation has an application for a new noncommercial education radio station pending for these Communities, and, if applicable, for the holding period under FCC Rule 73.7005, or any successor provision.

### **Section 6.04 CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

### **Section 6.05 CONTRACTS, DEEDS, ETC., HOW EXECUTED**

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying land or any interest therein, or any other

documents shall be executed on behalf of the Corporation by the President, or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which is executed on behalf of the Corporation by the President.

#### **Section 6.06 SALE OR TRANSFER OF PROPERTY AND LICENCES**

The sale of assets valued at \$10,000 or more, approval of time lease agreements for broadcast stations, or the filing of applications to the Federal Communications Commission for consent to assignment of a broadcast station construction permit or license or consent to transfer control of entity holding a broadcast station construction permit or license may be made only upon affirmative vote of two-thirds of those directors present and voting at a regular or specially called meeting of the Board of Directors at which a quorum is present.

#### **Section 6.07 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year, provided that the Board of Directors shall have the power to fix and from time to time change the fiscal year of the Corporation.

#### **Section 6.08 GENDER**

As used in these bylaws, the masculine includes the feminine, and the feminine includes the masculine.

### **ARTICLE VII – OPEN RECORDS & MEETINGS**

#### **Section 7.01 OPEN RECORDS**

All books and records of the Corporation which are required by law to be open for public inspection shall be maintained at the corporate offices in Finney County, Kansas. Such records may include, but not be limited to IRS 990 tax returns and annual audits.

#### **Section 7.02 OPEN MEETINGS AND PUBLIC PARTICIPATION**

All meetings of the Board of Directors, the Executive Committee, or any committee or advisory group authorized by the Board of Directors will be open to any member of the public except those portions of meetings dealing with hiring or firing of specific individuals or disciplinary action of an employee, matters concerning potential litigation, or any other reason authorized by law. Should a closed meeting be held, a statement must be made available to the public explaining the reason(s) for the closed meeting. A public comment period shall be provided for items not on the agenda; public comments may be made on agenda items during the course of discussion of each item. The presiding officer may limit the time for comments by each member of the public.

## **ARTICLE VIII – AMENDMENTS**

### **Section 8.01 AMENDMENTS**

These bylaws may be amended by the vote of two-thirds of those directors present and voting at a regular or specially called meeting of the Board of Directors, provided notice of the intended change was given to all board members in writing or electronically at least seven days in advance and a quorum is present.

## **ARTICLE IX – ENDOWMENT FUND**

### **Section 9.01 ENDOWMENT FUND**

An endowment fund entitled The Kanza Society Endowment Fund shall be established and managed according to guidelines and policies outlined in the document entitled Endowment Charter adopted by the Board of Directors on the 19th day of the month of September 1991. The policies represented therein will bind the board.

## **ARTICLE X – RULES OF ORDER**

### **Section 10.01 CONDUCT OF MEETINGS**

The following rules shall apply:

- A. The presiding officer shall present each agenda item for discussion or designate the Executive Director or other staff or board members to present the agenda item.
- B. It will not be necessary for a motion to be before the board in order to discuss an agenda item. In the ordinary course of events, the board will discuss all matters other than routine procedural questions prior to the making of a motion in order that the reaching of a consensus may be facilitated.
- C. All formal actions of the board will be taken by ordinary motions unless a formal resolution is required by law. Any member of the board who wishes to make a motion, second a motion or discuss pending business shall first secure recognition of the presiding officer. Whenever possible, motions shall be stated in the affirmative.
- D. These types of motions may be made:
  - 1) To recess for a specified time;
  - 2) To take action (the main motion);
  - 3) To amend a motion to take action, but such amending motion will be disposed of before any other option to amend the main motion will be in order;
  - 4) To defer action, either finally or to a specific date, time and place;
  - 5) To enter, extend and cease executive session; and
  - 6) To adjourn, either finally or to a specific date, time and place.
- E. The presiding officer may propose further rules of conduct subject to approval of the Board of Directors.

# CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify: (1) that I am the duly elected and acting Secretary of Kanza Society, Incorporated, a Kansas not-for-profit corporation; and (2) that the foregoing bylaws, comprising 10 pages, constitute the restated bylaws of said corporation as duly adopted at the meeting of the Board of Directors duly held on the 21<sup>st</sup> day of July, 2012.

In testimony whereof, I have hereunto subscribed my name this 21<sup>st</sup> day of July, 2012.



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Gary Pitner, Secretary