

FRIENDS OF PUBLIC RADIO, INC.
AMENDED AND RESTATED BYLAWS (2017)

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this organization shall be “Friends of Public Radio, Inc.”, a Montana non-profit corporation (the “Corporation”), and its principal office shall be located at 1500 North 30th Street, Billings, Montana 59101.

ARTICLE II
MEMBERSHIP

- 2.1 Any person, couple, business establishment, or organization making contributions to the Corporation may become a member of and continue as a regular member of the Corporation.
- 2.2 The Board of Directors of the Corporation (the “Board”) may establish classes of membership and the amount of annual dues for each class of membership.
- 2.3 The membership year shall be a consecutive 12-month period beginning with receipt of a contribution to the Corporation.

ARTICLE III
FISCAL YEAR

The fiscal year of the Corporation shall be a consecutive 12-month period that commences on July 1.

ARTICLE IV
MEETINGS

- 4.1 Meetings of the members of the Corporation (each a “Member”; collectively, the “Members” or “Membership”) shall be held from time to time as may be determined appropriate by the Board. The Board shall provide notice of such meetings by publication on the Yellowstone Public Radio (“YPR”) website at least ten days prior to said meetings. There shall be no requirement for the Board to conduct regular or annual meetings of the Members. The regular meetings of the Board shall be open to the Members and shall constitute Membership meetings.
- 4.2 The Board shall meet at least four times during the fiscal year at times and places designated by the President with oral or written notice Board members (“Directors”) at least one day prior to the meeting.
- 4.3 The Executive Committee shall meet as needed at times and places designated by the President. Oral or written notice shall be given to all Directors at least one day prior to such

meetings.

- 4.4 Special meetings of the Directors can be called by the President with notice mailed at least ten days prior to the meeting.
- 4.5 Seven Directors shall constitute a quorum for the transaction of business at any meeting of the Members. At least twenty-five (25) percent, but no less than three (3) Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. A majority vote shall rule, with the exception of corporate actions requiring higher voting requirements as set forth in the Montana Non-Profit Corporation Act.
- 4.6 Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a written consent, stating the action to be taken, is signed by all of the Directors entitled to vote. Actions contemplated under this section may be executed in several counterparts and shall have the same force and effect as a vote of the Board at a meeting. Any action taken under this section shall become effective when the last Director signs such consent, unless the consent specifies a different effective date.
- 4.7 The Board or any committee designated by the Board may participate in a meeting of the Board or committee through the use of any means of communication by which all directors or committee members participating may simultaneously communicate with each other during the meeting. A Director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V BOARD OF DIRECTORS

- 5.1 The operation of the Corporation shall be entrusted to a Board consisting of not less than three (3) nor more than twenty-seven (27) individual Directors who shall be elected by the Board from those who have made contributions to the Corporation, from time to time, as determined appropriate by the Board. The term of office for Directors is three fiscal years. Continuity of experience will be maintained by electing one-third of the Directors each year. In addition to the regular members of the Board, the following special memberships on the Board are authorized:
 - a. The Chancellor of Montana State University – Billings (the “University”), or his or her designee, shall serve as an ex – officio member of the Board without voting powers.
 - b. The University Director of Business Services shall be an ex-officio, non-voting member of the Board and committees.
 - c. A representative of the management of public radio stations KEMC, KBMC, KYPR, and KPRQ and all other stations, affiliates and translators included within the YPR network (collectively, the “Station”) or such other employee of the University, as designated by the Chancellor, shall be selected each fiscal year to serve on the Board

without voting powers.

- d. Upon consent of the Executive Committee, two or more individuals may share one directorship and be referred to as alternate Directors. Such alternate Directors shall be allowed to attend all meetings of the Board but shall be entitled to one vote for the directorship which they share. They shall determine among themselves who shall cast such vote but in the event of a dispute, the President shall have the sole discretion to determine which alternate Director shall be entitled to vote for said directorship.
 - e. The Board may elect honorary and emeritus Directors who shall advise and consult with the Board and the Executive Committee and shall have the right to attend all meetings of the Board and shall have such voting rights as determined by the Board upon their appointment.
 - f. The Past President of the Corporation shall be a full member of the Board with voting power for a term of one year following the conclusion of such person's presidency even though eligibility to serve on the Board may have expired.
- 5.2 Employees of the University may serve as members of the Board. However, they shall not have voting powers.
- 5.3 No regular Directors shall serve for a period of more than six consecutive years but such directors may again be eligible to serve on the Board after a period of one year has elapsed since such Director has last served. Any Director missing three meetings in any fiscal year may be terminated as a member of the Board and such position declared vacant unless excused by the Executive Committee. Should a vacancy on the Board occur, the Board, upon recommendation of the Nominating Committee, shall appoint a regular Director to fill the unexpired term. In the event that the Station management representative or the Chancellor is unable to attend a particular meeting, the Chancellor may designate alternative representatives to attend such meeting on behalf of such Director.

ARTICLE VI OFFICERS

- 6.1 The officers of the Corporation shall be a president, vice president, secretary, and treasurer, to be elected from the Board by the Board (collectively, the "Officers"). Officers shall be elected for one fiscal year at the first meeting of the fiscal year. Should a vacancy occur among the officers, the Board shall elect one of its members to fill the unexpired term.
- 6.2 The duties of the officers shall be as follows:
- a. The President shall be the executive officer of the Corporation and:
 - i shall serve as chair of the Board and preside over all meetings;
 - ii shall appoint, or dissolve, all Standing Committees or Special Committees

- only with the approval of the Board;
- iii shall be an ex-officio member of all committees;
 - iv shall perform such other duties as usually pertain to the office of president or which may be assigned by the Executive Committee or Board;
 - v shall serve on the Board for the fiscal year immediately following the conclusion of his term as President; and
 - vi shall supervise any paid staff and any person serving under a service contract with a third party to provide services.
- b. The Vice President shall discharge the duties of the President in the event of the absence of the President, and shall perform such duties as may be assigned by the President, Executive Committee, or Board.
 - c. The Secretary shall be responsible for the records of the Corporation and perform such duties as may be assigned by the President, Executive Committee, or Board.
 - d. The Treasurer shall be responsible for the financial administration of policies established by the Board, shall serve as chair of the Finance, Investment and Audit Committee and perform such duties as may be assigned by the President, Executive Committee, or Board. The Treasurer shall be responsible for arranging for and assisting with preparation and filing of all tax returns for the Corporation's tax exempt status and reporting to the Board any actions necessary to continue the Corporation's tax exempt status. University employees may not serve as Treasurer.

ARTICLE VII THE STANDING COMMITTEES

- 7.1 The Standing Committees shall consist of the Executive Committee, the Nominating Committee, and the Finance, Investment & Audit Committee. All Standing Committee appointments will be for a fiscal year. Each Standing Committee shall have at least one Director; otherwise, committee members need not be Director.
- 7.2 In addition to the Executive Committee, the Nominating Committee, and the Finance, Investment & Audit Committee, the Board may establish such other committees as they deem appropriate.
- 7.3 Each Standing Committee and other Committees shall select a Chair, who need not be a member of the Board. Except as provided in Section 7.1, members of the committees can serve without being Directors.

ARTICLE VIII
THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, immediate Past-President, Vice President, Secretary, Treasurer, the station representative, and two members of the Board appointed by the President. The Business Manager of the Station shall be invited to attend meetings of the Executive Committee, but shall not have the right to vote at such meetings. All Directors shall be invited to attend Executive Committee meetings and shall be entitled to vote at such meetings. This Committee shall supervise the operations of the Corporation in the interim between meetings of the Board. Action of the Executive Committee shall be reported to the Board and may be reviewed by resolution.

ARTICLE IX
THE NOMINATING COMMITTEE

The President shall appoint a Nominating Committee consisting of five persons. They shall be the immediate Past-President and four other Directors. The chairman of the Committee will be the immediate Past-President. In the absence of the immediate Past-President, the Vice-President of the Corporation shall serve as Chair of the Nominating Committee. This Committee shall submit names of individuals in nomination for election to the Board and as officers of the Corporation, according to guidelines established by the Board from time to time. Any Members of the Corporation presenting a petition signed by that Member and twenty other Members in good standing shall be nominated in addition to those persons chosen by the Nominating Committee.

ARTICLE X
FINANCE, INVESTMENT & AUDIT COMMITTEE

The Finance, Investment & Audit Committee shall consist of the Treasurer, who shall act as the committee's chair, and at least three persons appointed by the President. The Finance, Investment & Audit Committee shall review and recommend to the Board for approval the following: a) the Station annual budget and quarterly budget reports, as prepared by the Station management and the University; b) recommendations of the Station staff regarding the use of funds contributed by the Corporation for the station employee salaries, equipment purchases, programming, and other operational expenses; c) the recruiting and hiring procedures and practices for the station general manager, assistant general manager, and business manager. The committee shall periodically review the financial position of the Corporation and the station and shall recommend to the Board such budget revisions as may be necessary. Expenditures that are not specified in the approved budget shall not be made without the approval of the committee. The committee shall have supervisory and oversight authority of the Corporation's investments and endowments, both current gifts and income, and its investment and endowment policies. The committee shall review and report to the Board, at least once a year, the Corporation's policies for the management and investment of the corporation's funds, including endowment funds. The committee shall review, at least once a year, and report to the Board, on the Corporation's and the Station's use of donated funds in order to ensure that dispositions of donated funds have complied with the purposes and restrictions set forth by the donors and are in accordance with the regulations of the Corporation for Public Broadcasting. The committee shall meet at least four times a year at

such time as place as designated by the Chair of the committee.

ARTICLE XI
SPECIAL COMMITTEES

Special Committees shall be established as necessary to carry out the purposes of the Corporation and shall be appointed and structured and serve in a similar manner as Standing Committees where possible.

ARTICLE XII
AMENDMENTS

These Bylaws amend and restate the 2009 Restated Bylaws shall supersede and replace all prior bylaws and resolutions of the Board affecting the subject matter of these Bylaws. These Bylaws can be amended at any annual meeting or special meeting of the Board by a majority vote of Directors entitled to vote present.

ARTICLE XIII
CORPORATION POLICIES

- 13.1 The Board may adopt such written policies as it deems necessary from time-to-time, including without limitation conflicts of interest for Directors, Officers and committee members and whistleblower policies.
- 13.2 It is the policy of the Corporation that (a) the President, Vice President and Treasurer are all hereby authorized to sign checks written on the Corporation's bank accounts and (b) two of such officers must sign each check.

ARTICLE XIV
RULES

The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XV
NO DISCRIMINATION

The Corporation shall not discriminate on the basis of race, sex, sexual orientation, color, creed, national or ethnic origin, religion, age, physical condition or similar criteria.

ADOPTED BY THE BOARD and effective the _____ day of _____, 2017.

President

ATTEST:

Secretary

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