

BY-LAWS

PUBLIC RADIO, INC.

ARTICLE I

This shall be a non-profit corporation formed in accordance with Louisiana Revised Statutes, 12:1-1; it shall be named

PUBLIC RADIO, INCORPORATED

ARTICLE II --Purpose

The purpose and function of Public Radio, Incorporated shall be the following: The promotion and development of public radio broadcasting in the Parish of East Baton Rouge and the State of Louisiana. The station shall be dedicated to serving the citizens of the broadcast area by recognizing the diversity of the community and presenting a broadcast service which will enrich the lives of its listeners through education and entertainment.

ARTICLE III --Membership

Membership in this corporation shall be extended to all persons and organizations interested in working in the corporation. The terms of membership shall be one year.

Members shall pay dues as set by the Board of Directors and shall be divided into classes as follows:

- a) Individual-Adults who shall have the privilege of voting at the annual meeting of the corporation provided that their dues have been paid.
- b) Organizations -Groups interested as evidenced by the payment of dues in the corporation. This class of membership does not have the privilege of voting.

Meetings of the Members for any purpose or purposes may be called by the President of the Corporation, or by resolution of the Board of Directors.

Annual Meeting: The annual meeting of the Members shall be held in October at a date or time as shall be designated by the Board of Directors. At such meeting, the Voting Members shall elect the directors of the Corporation and shall transact such other business as may come before the meeting.

Notice of Members' Meetings: Written or printed notice, stating the place and time of any meeting of the Members, and the general nature of the business to be considered, shall be given to each Member of WRKF and broadcast over WRKF at least ten (10) days and not more than sixty (60) days prior to the meeting.

ARTICLE IV --Board of Directors -Powers

The affairs of this corporation shall be administered by the Board of Directors, with powers as follows:

Planning, coordination, evaluation, and administration of the Public Radio Corporation. The Board shall have the power and authority to engage the executive director who in turn shall have the power to engage the staff necessary to implement its program in accordance with Article X of these Bylaws.

ARTICLE V --Board of Directors -Membership

Section 1: Qualification

Membership on the Board of Directors of this corporation shall consist of representatives of groups and organizations who wish to assist in the promotion and development of public broadcasting. They shall be dues paying members of the corporation.

Section 2: Number

Membership on the Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) persons from civic, community, industrial, welfare, education, or similar private and public groups.

Section 3: -Term of Office

The term of office shall be three year (3), beginning and ending at the time of the Annual Meeting. No members shall serve on the Board of Directors for more than six consecutive years. After serving six consecutive years, a member shall not be eligible for further service until at least three (3) years has elapsed.

Section 4: Election, Responsibilities and Vacancies

a) At the Annual Meeting, members shall elect successors to the members of the Board of Directors whose terms are expiring.

b) The Nominating Committee shall be responsible for presentation of a slate of nominees, representing various interested organizations. It shall have obtained the consent of the nominees prior to the presentation of their names.

c) Any member of the Board of Directors who misses three (3) consecutive meetings during any calendar year without giving proper explanation thereof, will be dropped from the Board automatically; provided, however, that he has been advised in writing following the second consecutive absence that he will be dropped from the Board should the third unexcused absence occur.

d) No director or a member of this immediate family shall provide products or services for compensation to the Corporation in connection with any of the activities of the Corporation, unless such transaction is approved by two-thirds (2/3) of the disinterested directors.

e) Upon the recommendation of the Nominating Committee, the Board of Directors shall have the authority to fill any interim vacancy including that for members dropped for nonattendance. A director elected to fill a vacancy shall be elected for the unexpired term or until a successor is elected and qualified.

ARTICLE VI --Meetings of the Board

Section 1: Regular Meetings

The Board of Directors shall meet at least quarterly during the calendar year, upon call of the Chairperson or upon request of the Executive Committee, or upon request of any seven (7) members of the Board of Directors.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairperson or by the Executive Committee, or upon request of any seven (7) members of the Board of Directors, provided that at least seven (7) days written notice is given each member of the Board prior to each meeting.

Section 3: Notice

Notification of place and time of meetings shall be given to each member of the Board of Directors not less than thirty (30) days prior to each regular meeting.

Section 4: Quorum

At all meetings of the Board of Directors, one half (1/2) of the current members shall constitute a quorum for the transaction of business. A majority vote of those present and voting shall decide all questions. When a quorum is not present, the meeting may be adjourned or it may be postponed or delayed until a quorum is obtained, at the discretion of the presiding officer. The meeting can be held but no business can be voted on.

Section 5: Open and Closed Meetings

All meetings of the Board of Directors shall be open to the public except where confidential personnel matters are to be discussed.

Section 6: Agenda

An agenda of all items to be discussed at the meeting shall be circulated to the Board members prior to the meeting, along with the notice of the meeting.

Section 7: Board Meetings by Electronic Communication

The Board of Directors, or any committee of the Board, may hold a meeting by conference telephone or similar means of communications equipment provided that all persons participating in the meeting can communicate with each other. This will constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 8: Board Actions by Unanimous Written Consent

Any action required or permitted to be taken by the Board, or any committee thereof, may be taken without a meeting by a consent in writing setting forth the action so taken, signed by all the directors or by all of the Members of the committee, as the case may be, and filed with the records of proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VII --Officers

Section 1: Composition

a) The officers of the Board of Directors shall be officers of the corporation; they shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer.

b) By a two-thirds (2/3) vote of the members of the Board of Directors, the Executive Director may be designated as an officer of the corporation, with the title of President.

Section 2: Election

Within thirty (30) days after the Annual Meeting, the Board of Directors shall meet and nominate officers of the corporation for one-year terms.

Section 3: Duties

a) The Chairperson shall preside at all meetings of the Board; he shall have such additional duties as the Board may, from time to time, prescribe. The Chairperson shall serve no more than two (2) consecutive terms.

b) The Vice-Chairperson shall succeed to the presidency in case of a vacancy in office; he shall preside at all meetings in the absence of the Chairperson; he shall undertake such other responsibilities as the Chairperson may assign him.

c) The Secretary shall keep a record of the proceedings, and of all other matters of which a record shall be ordered by the Board; he shall be responsible for a correct list of the names and addresses of all the members; he shall see that proper notices of all meetings are sent to the members, and shall perform such other duties as are assigned to him from time to time.

d) The Treasurer shall have general supervision of the books and financial records of the corporation and shall perform such other duties as may be assigned to him from time to time. He shall serve as chairman of the Finance Committee.

e) The duties of the President shall be as set forth in Article X, Section 1.

Section 4: Vacancies

In case of vacancies occurring in any position other than that of the Chairperson, such vacancy shall be filled by the Board of Directors of the corporation. In the event of a vacancy in the office of Chairperson, the Vice-Chairperson shall become Chairperson and a new Vice-Chairperson shall be elected by the Board of Directors.

ARTICLE VIII --Executive Committee

Section 1: Composition, Powers, and Duties

- a) The Executive Committee shall be composed of the officers of the Board of Directors and elected within thirty (30) days after the annual meeting.
- b) The Executive Committee shall exercise and enjoy all the powers and authority of the Board of Directors of the corporation during the interim between Board meetings.
- c) The Executive Committee shall present the minutes of its meetings to the Board of Directors for ratification at each next succeeding meeting of the Board.

Section 2: Meetings

The Executive Committee shall meet during the interim between meetings, upon call of the President or upon the call of any three (3) members thereof, after notice to all member of the committee.

Section 3: Notice

Written notice of place and time of meeting shall be given to each member of the Executive Committee not less than three (3) days prior to each meeting, except in case of emergency meetings which may be called by the Chairperson.

Section 4: Quorum

A majority of the current members shall constitute a quorum of the Executive Committee.

Section 5: Removal

Members of the Executive Committee shall be removed from the Executive Committee for nonattendance at Executive Committee meetings, in accordance with procedures set forth in Article V, Section 4 (c).

Section 6: Vacancy

Any vacancy of the Executive Committee shall be filled by the Board of Directors at the next meeting, upon recommendation of the Nominating Committee.

ARTICLE IX --Committees

Section 1: Standing Committees

Standing committees shall be appointed by the Chairperson subject to the approval of the Board of Directors, with powers and functions as follows. The Chairperson of the Board shall serve as an ex-officio member.

a) Finance Committee

Purpose: Responsible for developing the budget and for its presentation to and its annual review by Board of Directors. Responsible, also, for seeing that an annual audit is made.

Membership: The Treasurer of the corporation shall serve as chairman of the Finance Committee. Additional membership to be determined by the Chairperson of the Board of Directors.

b) Personnel Committee

Purpose: Responsible for interviewing applicants for the Executive Directorship and for making recommendations to the Board of Directors for employment and termination of the Executive Director, who in turn has the authority to employ and terminate all other employees; responsible for developing personnel policies for the corporation and for their annual review; and also responsible for developing job descriptions and salary schedules and for their annual review.

Membership: To be determined by the Chairperson of the Board of Directors.

c) Nominating Committee

Purpose: To nominate persons for membership on the Board of Directors of Public Radio, Inc., officers of the corporation, and membership on the Executive Committee of the Board of Directors. It shall perform such specific functions as assigned it by these By-Laws and as set forth in its procedures.

Membership: To be determined by the Chairperson of the Board of Directors

d) Events Committee.

Purpose: The Events Committee shall be responsible for the overall fundraising and events programming and planning of the Corporation; jointly responsible with the staff for project and fundraising development; and responsible for the annual appraisal and evaluation of the entire fundraising program of the Corporation.

Membership: To be determined by the Chairperson of the Board of Directors

Section 2: Special Committees

The Chairperson shall have the authority to appoint such Special Committees from time to time as necessary to implement the work of the agency and its Board. They shall have such powers, duties, functions, and term of existence as shall be prescribed by the Chairperson.

Section 3: Ratification

Any and all acts of any and all Standing and Special Committees must be ratified by an act of the Board at the next scheduled meeting of that body.

Section 4: Quorum and Act

With the exception of the Executive Committee, a simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of the committee.

Section 5: Notice

Each member of any committee must be notified of the time, date, and location of such meeting at least seven (7) days before the committee shall meet. The requirement for notice may be waived, however, upon written agreement of all members of the committee which is meeting.

Section 7: Removal

Members of any committee shall be removed from the committee for non-attendance at committee meetings, in accordance with procedures set forth in Article V, Section 4 (c).

ARTICLE X --Staff

There shall be a professional staff and a clerical and maintenance staff to administer and manage the affairs of this corporation under the authority of the Board of Directors.

Section 1: Professional Staff

There shall be an Executive Director, and such other personnel as the Board may determine to be necessary to administer properly the programs of the corporation.

Executive Director: The Executive Director shall be selected by the Board of Directors upon the recommendation of the Personnel Committee and shall serve at the pleasure of that Board.

Responsibilities and Duties: The Executive Director shall have the ultimate responsibility for administering the affairs of the corporation. To this purpose, his authority shall include, but shall not necessarily be limited to the following:

- a) To provide administrative direction to the corporation.
- b) To administer the financial affairs of the corporation.
- c) To administer the personnel affairs of the corporation, including the authority to employ and release all persons, provided that he complies with the rules and procedures adopted by the Board of Directors.

Other Professional Staff: Other professional staff shall be employed by the Executive Director as shall be determined necessary by the Board of Directors. They shall be assigned such duties as the Executive Director may determine, and shall be responsible directly to him provided that the rules of procedure adopted by the Board of Directors to govern their positions shall be adhered to.

Clerical Staff: There shall be such clerical and support staff personnel as shall be determined necessary by the Board of Directors. They shall be employed by the Executive Director, and shall be governed in their employment by the rules and procedure adopted by the Board of Directors. They shall be assigned such duties as deem advisable by the Executive Director.

Section 2: Hiring

No member of an immediate family, as defined by the Board of Directors, shall be employed by the corporation in any position where he is supervised by another immediate member of the same family.

ARTICLE XI --Operation

While the responsibility for conduct of the affairs of the corporation rests with the Board of Directors, the staff of the corporation shall be charged with initial responsibility for the development and presentation of proposed operations to the Board of Directors. The Board of Directors shall have the authority to determine major personnel, fiscal, and program policies.

All project proposals, whether originating from within the membership of the corporation or its committees, or from outside sources, shall be submitted to the staff of the corporation. The Board shall have the final authority to determine overall programs, plans, and policies, approve all budgets, and enforce compliance with all conditions attached to any program grant.

All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the President and such other officer or agent of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. The Board shall delegate its power to the President on such terms as the Board shall prescribe by resolution.

The Corporation shall keep at its registered office in the City of Baton Rouge, Louisiana: correct and complete books and records of account; and minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board.

ARTICLE --XII Voting

Voting shall be allowed at any meeting of the corporation or any subdivision of it by email. There shall be no voting by proxy or absentee ballot.

ARTICLE XIII --Annual Meeting

The Annual Meeting of the corporation shall be held in October of each year, at a date, time, and place to be set by the Board.

ARTICLE XIV --Parliamentary Authority

The Parliamentary Authority of this corporation shall be Robert's Rules of Order, which shall govern in the silence of the Charter and By-Laws.

ARTICLE XV --Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding Whether civil, criminal, administrative, or investigative (including any action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another business, foreign or nonprofit corporation, partnership, joint venture of other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith, and in a manner he/she reasonably believed to be in good faith, or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; provided that in case of actions by or in the right of the corporation, the indemnity shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or other matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he/she is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

The indemnification hereunder (unless ordered by the court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors of a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable

or a quorum of disinterested Directors so directs, by independent legal counsel, or (3) by the Members.

The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the Business Corporation Law of Louisiana.

ARTICLE XVI --Amendments

These By-Laws may be amended at any regular meeting of the Board of Directors, by two thirds (2/3) vote of the members of the Board of Directors, provided the members of the Board of Directors of the corporation have been notified of the proposed amendment ten days in advance of the meeting.

ARTICLE XVII --Dissolution

Dissolution of this corporation shall be in compliance with Article X of the Articles of Incorporation.

Adopted 10/27/2010