

## **BY-LAWS**

### **PUBLIC RADIO, INC.**

**AS LAST AMENDED: JANUARY 1, 2017**

#### **ARTICLE I**

This shall be a non-profit corporation formed in accordance with the Business Corporation Act, Louisiana Revised Statutes, 12:1-101, *et seq.*, it shall be named:

### **PUBLIC RADIO, INC.**

#### **ARTICLE II—Purpose**

The purpose and function of Public Radio, Inc. (sometimes “the Corporation) a/k/a WRKF, 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 and provocative reporting.

#### **ARTICLE III—Membership**

Membership in the 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 Executive Director (a/k/a General Manager) of the Corporation, or by resolution of the Board of Directors.

Annual Meeting: The annual meeting of the Members shall typically be held in October at a date or time as shall be designated by the Board of Directors. In any event, if the Annual Meeting is not held in October, then the Annual Meeting shall be held before the end of the year. 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 the Corporation shall be administered by the Board of Directors, with powers as follows:

Planning, coordination, evaluation, and administration of the Corporation. The Board shall have the power and authority to engage the Executive Director (a/k/a General Manager and/or President) 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 the 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. Members of the Board of Directors shall volunteer their time and not be paid for their service.

##### **Section 2: Number**

Membership on the Board of Directors shall consist of not less than nine (9) nor more than nineteen (19) 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. Typically, no members shall serve on the Board of Directors for more than six (6) consecutive years. After serving six consecutive years, a member shall not be eligible for further service until at least three (3) years has elapsed. However, by a majority vote of the Board of Directors at the Annual Meeting, a Member who has served six (6) or more consecutive years, may be elected to serve an additional one (1) year term. Additionally, Board Members whose terms have expired may serve on any Standing and/or Special Committee(s) without restriction.

##### **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 and Governance 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 or she has been advised in writing following the second consecutive absence that he or she will be dropped from the Board should the third unexcused absence occur.

d) No director or a member of his or her 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 non-attendance. 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. Before the end of a calendar year, the date, time, and place of all regular Board Meetings for the following year shall be set and all members of the Board shall be notified of these meeting dates via e-mail.

### **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. Notice via e-mail is acceptable.

### **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. Notice via e-mail is acceptable.

### **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 via e-mail to the Board members prior to the meeting, along with the notice of the meeting.

### **Section 7: Board Meetings by Telephone or 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 (a/k/a General Manager) may be designated as an officer of the Corporation, with the title of President. Absent such a two-thirds (2/3) vote of the members of the Board of Directors, the Executive Director (a/k/a General Manager) shall not serve as an officer of the Corporation.

### **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 or she 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 or she shall preside at all meetings in the absence of the Chairperson; he or she shall undertake such other responsibilities as the Chairperson may assign him or her.
- 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 or she shall be responsible for a correct list of the names and addresses of all the members of the Board of Directors; he or she shall see that proper notices of all meetings are sent to the members, and shall perform such other duties as are assigned to him or her 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 or her from time to time. He or she shall serve as chairman of the Finance Committee.
- e) The duties of the President, if so elected according to Article VII, Section 1, 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 Chairperson or upon the call of any three (3) members thereof, after notice to all members 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. Notice via e-mail is acceptable

## **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. All Members of the Corporation are eligible for membership in a particular committee.

### **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:** Five (5) total Members. The Treasurer of the Corporation shall serve as chair of the Finance Committee; one (1) other Board Member shall serve as well. Additional membership to be determined by the Chairperson of the Finance Committee.

b) Personnel Committee

Purpose: Responsible for interviewing applicants for the Executive Directorship (a/k/a General Manager) and for making recommendations to the Board of Directors for employment and termination of the Executive Director (a/k/a General Manager), 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: Two (2) or more Board Members. The Chairperson of the Personnel Committee shall be a current member of the Board of Directors; at least two (2) members of the Board, including the Chairperson, shall serve on this Committee; additional members of the Board of Directors may serve as determined by the chairperson of the Personnel Committee.

c) Nominating and Governance Committee

Purpose: Two (2) or three (3) Board Members. 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. To review and implement these By-Laws of the Corporation, and to recommend amendments or additions to these By-Laws to the Board of Directors on an as-needed basis.

Membership: Two (2) or more Board Members. The Chairperson of the Nominating and Governance Committee shall be a current member of the Board of Directors; at least two (2) members of the Board, including the Chairperson, shall serve on this Committee; additional members of the Board of Directors may serve as determined by the chairperson of the Nominating and Governance Committee.

d) Events Committee

Purpose: The Events Committee shall be responsible for the overall fundraising and events programming and planning of the Corporation including, but not limited to, the WRKF Annual Luncheon; 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: Seven (7) total Members. At least two (2) Board Members will serve on this Committee, one serving as the Chairperson. The other five (5) members shall be determined by the Chairperson of the Events Committee.

e) Membership and Sponsorship Committee

Purpose: The Membership and Sponsorship Committee shall be responsible for the overall effort to identify and recruit new members of the Corporation through fundraising and other promotional activities; this Committee shall also be responsible for the overall effort to identify

and recruit new sponsors and/or underwriters of the Corporation through promotional activities. The Membership and Sponsorship Committee will work closely with the staff of the Corporation to increase the number of members and the number of sponsors and/or underwriters of the Corporation.

Membership: Five (5) total members. At least two (2) Board Members will serve on this Committee, one serving as the Chairperson. The other three (3) members shall be determined by the Chairperson of the Membership Committee.

f) **Advisory Committee**

Purpose: The Advisory Committee shall provide guidance, counsel, and advice to the Corporation, its Board of Directors, and its various Committees on general matters of interest to the Corporation, its members, and the community at large.

Membership: Eleven (11) total members. One (1) Board Member will serve on this Committee as its Chairperson. The other ten (10) members shall be determined by the Chairperson of the Advisory Committee.

**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 Corporation 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. Notice via e-mail is acceptable.

**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 the Corporation under the authority of the Board of Directors.

### Section 1: Professional Staff

There shall be an Executive Director (a/k/a General Manager), 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 (a/k/a General Manager) shall be selected by the Board of Directors upon the recommendation of the Personnel Committee and shall serve at the pleasure of the Board.

**Responsibilities and Duties:** The Executive Director (a/k/a General Manager) shall have the ultimate responsibility for administering the affairs of the Corporation. To this purpose, his or her 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 (a/k/a General Manager) as shall be determined necessary by the Board of Directors. They shall be assigned such duties as the Executive Director (a/k/a General Manager) may determine, and shall be responsible directly to him or her 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 (a/k/a General Manager), 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 (a/k/a General Manager).

### 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 or she 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 Executive Director (a/k/a General Manager) 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 Executive Director (a/k/a General Manager) on such terms as the Board shall prescribe by resolution.

Any check in the amount of \$1,000.00 or more requires two signatures, which shall typically consist of the Executive Director (a/k/a General Manager) and the current Treasurer of the Board. In the event that the Treasurer is not available and a check must be issued, any other current member of the Executive Committee and the Executive Director (a/k/a General Manager) may sign a check for more than \$1,000.00.

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 voice vote and/or contemporaneous e-mail. There shall be no voting by proxy or absentee ballot.

#### **ARTICLE XIII—Annual Meeting**

The Annual Meeting of the Corporation shall typically be held in October of each year, at a date, time, and place to be set by the Board. In any event, if the Annual Meeting of the Corporation is not held in October, then the Annual Meeting shall be held before the End of the year.

#### **ARTICLE XIV—Parliamentary Authority**

The Parliamentary Authority of the 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. Notice via e-mail is acceptable

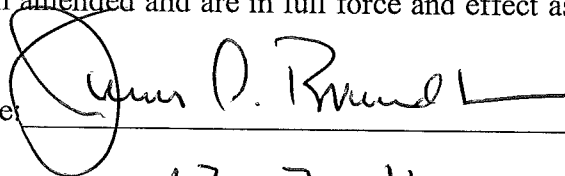
**ARTICLE XVII—Dissolution**

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

**CERTIFICATE**

I, James P. Brandt Secretary of Public Radio, Inc. a/k/a WRKF, do hereby certify that the above and foregoing By-Laws were adopted as the By-Laws of Public Radio, Inc. a/k/a WRKF, in the manner required by law by unanimous consent of the Board of Directors on the day 7 of December, 2016, and that the same have not been amended and are in full force and effect as of January 1, 2017.

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

12-7-16