

BYLAWS OF KHOI FM
as of July 19, 2018

ARTICLE I NAME AND PURPOSES

Section 1.01. Name

The name of the organization is KHOI FM (hereinafter referred to as "Corporation").

Section 1.02. Mission

The Corporation is organized for the purpose of informing, engaging, inspiring, and supporting the people of our area through locally produced or selected programming. It will serve as a venue where people of divergent views can feel welcome and free to discuss issues and where they may nourish their spirits, stimulate their minds, explore the arts, and be entertained.

Section 1.03. Vision

The Corporation is an embodiment of central Iowa. It will connect local communities and foster recognition and respect among people by making our communication resources available to them in support of their needs. The Corporation will encourage community members to draw their own conclusions in their search for ideas, information, entertainment and cultural experiences. People will find a sense of pride and acceptance as our listeners, and we will grow as a result of our commitment to them.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, cultural and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 1.04. Noncommercial Educational Radio Station

Section 1.04.01 .Authorization.

KHOI FM is authorized to serve as the Corporation for a noncommercial educational radio station to provide educational programming plus media access and services. Programs will include, but are not limited to, those concerned with regional history and culture, ecology, sustainable agriculture, education, arts, economy, politics, spiritual life,

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and social issues ranging from local to international. Programs of significant general interest will also be considered.

Section 1.04.02. Public Telecommunications Entity

The corporation is authorized to apply for, license and operate one or more noncommercial, educational broadcast stations, and to serve and fully qualify as a “public telecommunications entity” within the intent of 47 U.S.C. Section 397 (12).

Section 1.04.03. Diversity of Ownership

The Corporation at all times shall maintain local diversity of ownership as defined in Federal Communications Commission (FCC) Rules and Regulations, Section 73.7003 (b) (2). At no time shall the board, any parent or subsidiary entity, any voting member, officer or director of the board have an attributable interest in another radio station, including any license, construction permit or debt or equity position, if the principal community contour of such station would overlap in any part with the principal community contour of a new noncommercial radio station for which the Corporation files an FCC application for construction permit.

Section 1.04.04. Headquarters

The Corporation shall maintain a permanent headquarters within 25 miles of Story City, Iowa (the City of License), and composition of the corporation board shall be maintained at all times with the characteristics necessary to qualify it as an “established local entity” under Rules and Regulations of the FCC, Section 73.7003 (b) (1), 47 C.F.R. Section 73.7003 (b) (1).

ARTICLE II OFFICES

Section 2.01. Principal office

The principal office of the corporation in the state of Iowa shall be located in the city of Ames, in the county of Story. The corporation may have other offices, either within or outside the state of Iowa, as the board of directors may determine or as the affairs of the corporation may require.

Section 2.02. Registered Office.

The corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501.

The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the board of directors.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. General Powers.

The affairs of the corporation shall be managed by its board of directors.

Section 3.02. Number, Tenure and Qualifications.

The number of directors shall be a minimum of seven, and a maximum of eleven. Directors shall be at least 18 years of age and reside within the broadcast pattern of KHOI FM. Directors shall be elected to serve staggered three-year terms. No director shall serve more than three consecutive three-year terms. New terms shall begin and old terms end on the date of the Board's annual meeting. **

In the event that three or more directors are elected to the board at the same time, a lottery system shall be employed to assure that no more than one-third plus one of the board members will rotate off the board at any annual meeting. **

Section 3.03. Election.

The directors shall be recruited and presented to the board by the nominating committee and elected by an affirmative vote of a two-thirds of the entire board of directors.

Section 3.04. Removal.

A director may be removed at any time for cause by a two-thirds vote of the entire board at any regular meeting of the board or at a special meeting called by a simple majority of the directors for that purpose, pursuant to the notice requirements of Section 3.10 of these bylaws.

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Section 3.05. Resignation.

A director, an officer, or a member of a committee may resign at any time during his/her term of service by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, on the date when it is received by the President or Secretary. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date provided that the successor does not take office until the effective date. **

Section 3.06. Change in Number of Directors. The number of directors may be increased or decreased by the affirmative vote of a simple majority of the Board. **

Section 3.07. Annual Meeting

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Section 3.07.01. Annual Board Meeting

An annual meeting of the Board of Directors shall be held in September for the purposes of:

- a) annual review of the business status, finances, and resolutions of the preceding fiscal year of the corporation;
- b) preparing for the financial report and reports of officers, directors, and the transaction of other business; ---???
- c) election of officers;

- d) election of new directors;
- e) setting a schedule of monthly board meetings for the coming year.

Section 3.07.02. Annual Corporate General Membership Meeting

Each October the board shall host an annual corporate general membership meeting. The meeting date shall be set by the president, and written or electronic announcement of the meeting shall be sent to all members at least two weeks prior to the meeting date. The agenda of the meeting shall include, but not be limited to, the following matters:

- a) presentation of the president's written summary of the board's activities and actions over the past year;
- b) the treasurer's presentation of the annual financial report;
- c) presentation of written statements from committee chairs of their committee's activities and actions over the past year;

Section 3.08. Monthly Board Meeting

A monthly board meeting shall be held according to the schedule set pursuant to 3.07.01(e). Meeting notice shall be issued by the secretary a week prior to the meeting. The business to be transacted at the meeting need not be included in the notice.

An agenda shall be sent to all board members two days in advance of the meeting and shall include, but not be limited to: approval of minutes of the last board meeting, staff monthly status reports, monthly financial report, pending business items, and new business.

The secretary shall circulate minutes of the meeting for review by the board members within two weeks after each meeting.

Section 3.09. Special Meetings.

Any two directors acting jointly may call or request a special board meeting to be held at a place and time that they select.

Section 3.10. Notice of special meeting.

Notice of any special meeting of the board of directors shall be given

at least two days prior by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage prepaid.

Any director may waive notice of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

The business to be transacted at, or the purpose of, any regular or special meeting of the board of directors need not be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 3.11. Quorum.

A majority of the entire board shall constitute a quorum for the transaction of business, but if less than a majority of directors are present at a meeting, a majority of the directors in attendance may adjourn the meeting without any further notice.

Section 3.12. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 3.13. Vacancies.

Any vacancy occurring in the board of directors, or any directorships to be added by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. A director so elected shall be elected for the unexpired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, provided that the requirements of the last paragraph of section 3.02 are complied with.

Section 3.14. Compensation. Directors shall not receive any

compensation for their services on the board. Directors are precluded from serving the corporation in any compensated position.

Section 3.15. Informal Action by Directors.

Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

Section 3.16. Meeting by Conference Telephone or Email.

Directors may participate in a meeting of the board by conference telephone or similar communications equipment. All persons participating in the meeting must be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 3.17. Presumption of Assent.

A director who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to the action with the person acting as the secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the secretary promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

ARTICLE IV - OFFICERS

Section 4.01. Officers.

The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint other officers, including one or more assistant secretaries and one or more assistant treasurers, as it may deem

desirable, to have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the same person may not be both president and vice president. The officers may be, but need not be, members of the board of directors.

Section 4.02. Election and Term of Office.

The officers shall be elected annually by the board of directors at the regular annual board meeting. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor is elected or appointed and has qualified, or until his or her death, resignation or removal.

Section 4.03. Resignation and Removal.

Any officer, agent or employee elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the corporation under the same rules as set out for director resignations in section 3.05 above.

Section 4.04. Delegation of Authority.

To the full extent allowed by law, the board of directors may delegate to any officer any powers possessed by it.

Section 4.05. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment by the board of directors for the non-expired portion of the term.

Section 4.06. President.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she may preside at all meetings of the

board of directors if present at the meeting. He or she may sign and execute alone in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and any other duties that the board of directors prescribes.

Section 4.07. Vice-President.

In the absence of the president or in event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to any restrictions upon the president. The vice-president shall perform any other duties that the president or the board of directors assign to him or her.

Section 4.08. Treasurer.

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the board of directors determines. He or she shall render to the president and the board of directors at the monthly meetings of the board of directors, or whenever they request, an account of all his or her transactions as treasurer and of the financial condition of the corporation.

He or she shall: have charge and custody of and be responsible for all funds and securities of the corporation; keep full and accurate account of receipts and disbursements in books belonging to the corporation; disburse the funds of the corporation as may be ordered by the board of directors or the president, taking proper vouchers for those disbursements; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of article VI of these bylaws; and in general perform all the duties incident to the office of treasurer and any other duties that the president or the board of directors assign to him or her.

Section 4.9. Secretary.

The secretary shall: keep the minutes of the meetings of the board of directors in any secure format, either electronic or otherwise, agreed to by the board of directors or required by law or regulation; see that all notices are given in accordance with the provisions of these bylaws or as required by law, but if the secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the president, or by the directors upon whose requisition the meeting is called as provided in these bylaws; be custodian of the corporate records and in general perform all duties incident to the office of secretary and any other duties that the president or the board of directors assign to him or her.

ARTICLE V - COMMITTEES

Section 5.01. Committees designated by Directors.

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its officers and corporation members as specified, an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

1. amending the articles of incorporation;
2. adopting a plan of merger or consolidation;
3. recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
4. recommending a voluntary dissolution of the Corporation or a revocation thereof;
5. amending, altering or repealing the bylaws of the Corporation;
6. electing, appointing or removing any director or officer of the Corporation;

7. amending, altering or repealing any resolution of the directors, unless by its

terms the resolution may be amended, altered or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 5.02. Standing Committees.

The following committees shall be standing committees of the Board: Executive, Nominating, Finance (Budget, Audit Review), Programming, [and] Fundraising and Development, and Communication. Except where otherwise specified, the President of the Corporation shall appoint the members to the standing committees and shall, unless otherwise specified, designate the committee chairs. The President may remove an appointed member from a committee if, in the President's judgment, the best interests of the Corporation would thereby be served.

Section 5.02.01. Executive Committee.

The President, the Vice-president, the Treasurer, and the Secretary shall constitute an Executive Committee. The Executive Committee shall propose to the Board of Directors the appointment of employees as may be necessary to conduct the business of the Corporation. The committee may represent the Corporation in any matter when the Board of Directors is not in session, but any action the committee proposes or agrees to shall be contingent on its ratification by the Board at the next regular meeting or at a special meeting called for the purpose. Decisions made by the committee must be affirmed by at least three of its members. Meetings may be called by either the President or by two other members.

Section 5.02.02. The Nominating Committee.

The nominating committee shall consist of no fewer than three corporation members, one of whom shall be a current Director, whose

duty it shall be to nominate candidates for Directors to be elected at the next annual Board meeting. The Chair of this committee shall be elected by the committee members. The committee shall report the tentative slate of candidates to the Board at the Board's September meeting. The Board of Directors shall approve the final slate of candidates to be presented at the annual board meeting.

Section 5.02.03. Finance Committee.

The Finance Committee monitors station finances and business practices to insure the best use of all financial support for the fiscal health of KHOI. No more than 5 members shall be appointed or reappointed by majority vote of the Board each year at the Annual Board meeting.

The Committee consists of two units: the Budget Committee and the Audit Review Committee.

Section 5.02.03.01 Budget Committee.

The Budget Committee shall develop and propose a draft budget for the Corporation in early March each year. The Budget Committee shall comprise the Treasurer and no more than three other Directors, working in conjunction with the Bookkeeper.

Section 5.02.03.02. Audit Review Committee.

The audit review Committee shall be appointed by majority vote of the Board and shall consist of two corporation members who are not part of the board of directors. The Audit Review Committee shall inspect the financial records of the Corporation in collaboration with the Treasurer and Bookkeeper and shall prepare a full and complete account of the financial condition of the Corporation at the end of each fiscal year. The Committee's annual accounting shall be presented to the Board for review and approval no later than the Board's September meeting. The approved financial report will then be presented at the Annual corporation Meeting.

Section 5.02.04. The Programming Committee.

The Programming Committee collaborates with the staff in evaluating current programming and assessing proposals for new programs.

Section 5.02.05 The Fundraising and Development Committee.

The Fundraising and Development Committee shall comprise the entire board of directors, acting as a committee of the whole, led by the president who delegates various tasks. The Committee is responsible for securing funding for the organizations's operating and capital needs. The Committee collaborates with the staff to create an annual development plan and conduct major donor cultivation and capital fundraising. The committee responsibilities include but are not limited to: application for grants, outreach for radio membership, assistance to fund drives on the air and other fund raising events.

Section 5.02.06 Communications Committee.

The Communications Committee shall act in a human relations capacity between the board of directors and the corporation staff.

Section 5.02.06.01

The communications committee shall act as a conduit for information between the board and the station manager. In this capacity it will meet with the station manager in a timely manner to convey input from the board, and will relay to the board the concerns of the station manager.

Section 5.02.06.02

The communications committee will conduct exit interviews with members of the staff and share what is learned with the Board and the Station Manager. Other members of the Board are welcome to participate in exit interviews.

Section 5.02.06.03

The communications committee will conduct an annual performance review of the station manager. To prepare for this review it will seek input from the board, the staff, and station volunteers.

Section 5.02.06.04

The communications committee will serve as mediator in situations involving complaints involving a staff member and his or her

supervisor.

Section 5.03. Other Committees.

Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee created under this subsection as the Board of Directors deems appropriate.

Section 5.04. Term of Committee.

Unless otherwise provided in the resolution of the Board of Directors creating a committee or by the President in appointing a committee member, each member of a committee shall continue as a member until the next annual meeting of the members of the Board of Directors and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee.

Section 5.05. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 5.06 Committee Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors; the committee by majority vote of its members may determine the time

and place of meetings and the notice for meetings.

Section 5.07 Rules.

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 5.08 Meetings by Conference Telephone or Email.

Members of a committee may participate in a meeting of the committee by conference telephone, similar communications equipment or email. All persons participating in the meeting shall be able to hear each other or view all email correspondence, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

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Article VI Contracts, Loans, Checks, Deposits and Investments

Section 6.01. Adoption of Conflict of Interest Policy

The Board of Directors shall adopt a conflict of interest policy per the IRS requirement for 501 c (3) organizations.

Section 6.02. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.03. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority

may be general or confined to specific instances.

No loans shall be made by the Corporation to the directors, officers and employees.

Section 6.04. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President

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and Treasurer of the Corporation. In rare cases, should the Treasurer and the the President be unavailable for check signing and need to designate a director on the board to sign checks temporarily, a notice detailing the selection of designee, duration of signing is required two weeks in advance. No check signing should take place without the approval by the majority of the board. Other procedures will be governed by the policy set forth by the Finance Committee.

Section 6.05. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 6.06. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 6.07. Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII BOOKS AND RECORDS

Section 7.01. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, list of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records. These records may be kept in any secure format, either electronic or otherwise, agreed to by the Board of Directors or required by law or regulation.

Section 7.02. Inspection of Records The books, records, and documents of the Corporation are public record.

Article VIII FISCAL YEAR

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The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Article IX INDEMNIFICATION

In the absence of fraud or bad faith, or any action taken in excess of their authority, the Directors of the Corporation shall not be personally liable for its debts, obligations, or liabilities; and the corporation shall indemnify any Director or former Director of the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which said person is made a party by reason of being or having been such Director, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for bad faith or intentional misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

ARTICLE XI AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting. These Bylaws adopted at a meeting of the full Board on the _____ of

_____, 2017 by a majority vote of the Directors in office.

DATED this _____ day of , 2017

By _____

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President

By _____ Secretary

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