

BYLAWS of the KANZA SOCIETY, INCORPORATED

MISSION STATEMENT

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

ARTICLE I – PRINCIPAL OFFICE

Section 1.01

The corporation shall maintain its principal office in Finney County, Kansas.

Section 1.02

The Corporation may also have offices at such other places as the business of the Corporation may require.

ARTICLE II-MEMBERS

Section 2.01 DEFINITION OF MEMBER The Directors of the Corporation shall, for purposes of any statute or rule of law relating to corporations, be the members of the Corporation and as such shall have the rights and privileges of members.

ARTICLE III. MEETINGS & PROCEDURES

Section 3.01 ANNUAL MEETING The annual meeting shall be held each year at such time and place as the Board of Directors shall determine. Notice shall be provided (~~to the members~~) by posting notice on the HPPR web page at least thirty days prior to the date of the annual meeting and/or by on-air announcements during the thirty-day period prior to the date of the annual meeting.

Section 3.02 SPECIAL MEETINGS

Special meetings may be called by the President, or by three members of the Board of Directors. Notice shall be provided by posting notice on the HPPR web page at least thirty days prior to the date of the special meeting and/or by on-air announcements during the thirty-day period prior to the date of the annual meeting.

Section 3.03 TIME AND LOCATION OF MEETINGS

The time and location of meetings of the board will be chosen to the extent possible for the convenience of its directors, in recognition of the geographic area covered by the public radio service.

Section 3.04 PRESIDING OFFICER

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

Section 3.05 QUORUM

One half of the total number of active directorships shall constitute a quorum of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except for ratification of nominees for the Board of Directors or adoption of changes to the bylaws.

Section 3.06 PROCEDURAL RESTRICTIONS AND VOTING RIGHTS

Directors shall not vote by proxy, nor shall they be entitled to cumulate votes in the election of directors. Each director shall be entitled to one vote on each matter submitted to a vote of the board. Elections of directors may be conducted by mail in accordance with the provisions of these bylaws governing the election of such directors, and in accordance with the rules and regulations adopted by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01 GENERAL POWERS AND DUTIES

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

- A. To oversee the management, operation and maintenance of such non-commercial broadcasting stations and enterprises as may be established.
- B. To approve all capital and operating budgets.
- C. To establish such policies, rules and regulations and program objectives for the broadcasting stations and other enterprises as the Board deems necessary in the best interests of the Corporation.
- D. To appoint and employ an Executive Director.
- E. To conform and comply with all applicable governmental rules and regulations governing the operation of the broadcasting stations and enterprises operated by the Corporation including the prosecution of such applications with the Federal Communications Commission as required to properly maintain all licenses and authorizations.
- F. To undertake such additional responsibilities and duties as may from time to time be required.

Section 4.02 NUMBER

The Board of Directors shall be made up of not fewer than eleven, nor more than eighteen directors elected at large.

Section 4.03 QUALIFICATIONS

Directors shall be at least eighteen years of age, members in good standing and citizens of the United States of America. Not more than two directors may reside outside the area to which the corporation provides public radio service.

Section 4.04 TERMS OF OFFICE

The directors shall be divided into three groups. Group 1 shall be comprised of Seats 1.1, 1.2, 1.3, 1.4, 1.5, and 1.6. Group 2 shall be comprised of Seats 2.1, 2.2, 2.3, 2.4, 2.5 and 2.6. Group 3 shall be comprised of Seats 3.1, 3.2, 3.3, 3.4, 3.5, and 3.6. In 2000 directors for Seats 1.1, 1.2 1.3, 1.4 and 1.5 shall be elected. In 2001 directors for Seats 2.1, 2.2, 2.3, 2.4 and 2.5 shall be elected. In 2002 directors for Seats 3.1, 3.2, 3.3, 3.4 and 3.5 shall be elected. Directors for seats 1.6, 2.6 and 3.6 shall be elected in 2004. Thereafter, elections will be held in the same sequence, with Group 1, Group 2 and Group 3 being elected in successive years. The term of each director shall be three years beginning with the first in person meeting of the Board of Directors after the meeting at which the director was elected.

Section 4.05 FILLING UNEXPIRED TERMS

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

Section 4.06 ELECTION OF DIRECTORS AND OFFICERS

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

A. The follow procedures shall apply:

- 1) At the annual meeting the board of directors shall elect directors of the corporation.
- 2) Nominations may be made by the Board Resource Committee, a standing committee of the Board of Directors, with the prior ratification of three-fourths of the members of the Board of Directors, excluding any member who is also a nominee.
- 3) No nomination will be accepted without the written or stated permission of the nominee.
- 4) The Secretary shall prepare or direct the preparation of ballots containing the names of persons duly nominated in advance of the annual meeting which ballots shall contain a statement of the term for which the nominee is to be elected and the manner of his or her nomination.

B. The persons receiving the highest number of votes in such election shall be declared elected directors of the corporation. In the event of a tie between candidates, the tie will be broken by the toss of a coin.

C. The Board of Directors may adopt additional rules and regulations for the conduct of elections.

Section 4.07 ELECTION OF OFFICERS

At the annual meeting of the Board of Directors after the election of directors, there shall be elected a President, Vice President, Secretary, and Treasurer for the corporation. The past President will chair the meeting until elections are held. Open nominations for candidates from the floor may be accepted with the written or stated permission of the nominee. Such officers shall serve a term of one year, beginning immediately upon election and ending immediately after the officers are elected the following year.

Section 4:08 DUTIES OF OFFICERS

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

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

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

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

ARTICLE V COMMITTEES.

Section 5.01 EXECUTIVE COMMITTEE & DUTIES

An Executive Committee composed of the President, Vice-President, Secretary, Treasurer and up to three directors designated by the Board of Directors shall, during intervals between the meeting of the of the Board of Directors, possess, maintain, and exercise all the powers of the Board of Directors in the management and direction of the affairs and activities of the Corporation, to the extent permitted by law. All actions of the Executive Committee shall be subject to ratification of the Board of Directors at its next meeting unless previously delegated by the Board. Such Executive Committee shall meet upon call of the President. A quorum for this Committee shall consist of four (4) members. Any act or authorization of an act by the Executive Committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Board of Directors.

Section 5.02 STANDING COMMITTEES

The following standing committees shall be appointed by the newly elected board President at the Board of Directors meeting immediately following the annual meeting: Board Resource Committee, Development Committee, Finance and Budget Committee, and the Policy and Planning Committee.

The President shall appoint chairs of the committees. Committee members shall be appointed from the membership of the Board of Directors.

SECTION 5.03 DUTIES OF STANDING COMMITTEES

Board Resource Committee: The Board Resource Committee shall have charge over the development and nomination of all officers and directors of the corporation. The Board Resource Committee shall also perform all duties as may from time to time be required by the Board of Directors.

Development Committee: The Development Committee shall be responsible for overseeing and planning all fund raising and advancement initiatives of the Corporation. The Development Committee shall ensure the adequate funding of official corporate business through The Development Committee shall also perform all duties as may from time to time be required by the Board of Directors.

Finance and Budget Committee: The Budget and Finance Committee shall be responsible for overseeing the financial affairs and transactions of the Corporation. Such responsibilities shall include, but be limited oversight of the preparation of annual operating budgets, review of financial reports, and annual audits. The Finance and Budget Committee shall also perform all duties as may from time to time be required by the Board of Directors.

Policy and Planning Committee: The Policy and Planning Committee shall be responsible for overseeing the development and of all Corporate policies pertaining the to adequate legal and financial protection of the affairs of the Corporation. The Policy and Planning Committee shall also oversee the preparation of periodic strategic plans. The Policy and Planning Committee shall also perform all duties as may from time to time be required by the Board of Directors.

Section 5.04 AD HOC COMMITTEES AND TASK FORCES

The President of the Board may from time to time deem it appropriate to appoint Ad Hoc Committees and/or Task Forces to consider business not otherwise considered by the Standing Committees. The President, at his discretion and with Board consultation, may appoint Ad Hoc Committees, or Task Forces to consider such items of business. Individuals who are not members of the Board of Directors, but whose expertise may be beneficial to the conduct of corporate business may be appointed by the President to serve on Ad Hoc Committees and/or Task Forces.

ARTICLE VI MISCELLANEOUS

Section 6.01 TENURE

Each elected director shall be elected to serve a three (3) year-term except any directors appointed or elected to fill a vacancy for an unexpired term. Directors may be re-elected providing no elected director shall serve more than two (2) successive three (3) year terms. Additionally, directors appointed to fill vacancies for unexpired terms may serve that term plus two (2) successive three (3) year terms. After serving two (2) successive three (3) year terms, directors shall be eligible for additional board service after a one year absence from the Board of Directors.

Section 6.02 ATTENDANCE

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

Section 6.03 EMERITUS BOARD MEMBERS

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

Section 6.04 COMMUNITY ADVISORY COUNCIL

The Board of Directors shall establish and maintain at all times a Community Advisory Council. The Board of Directors will make every reasonable effort to assure the Community Advisory Council's membership reflects the various needs, interests and racial and cultural groups of the area to which the

corporation provides radio service. The Community Advisory Council shall be responsible for periodically reviewing the media services of the Kanza Society, Inc. in order to ascertain their relevance to the communities served. Such review shall be based upon regular assessment of issues of public interest throughout the high plains region. The Community Advisory Council shall also be responsible supporting the efforts of the Board of Directors.

Section 6.05 CALL AND NOTICE OF MEETINGS

Regular meetings of the Board of Directors, or the Executive Committee if applicable, may be held as provided by resolution of the board. Special meetings may be held as provided by resolution of the board. Special meetings may be called by the President, Vice President, the Secretary or any three directors. Notices of meetings shall be made directly in writing or by phone to each director at least seven days in advance of the meeting except in urgent situations when all board members agree to waive this requirement. In addition, notice of all meetings shall be given to the general public by on-air announcements and/or by posting on the HPPR web page. The corporation will maintain documentation available for public inspection of the means used to publicize each meeting to the public.

ARTICLE VII OPEN RECORDS & MEETINGS

Section 7.01 OPEN RECORDS

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

Section 7.02 OPEN MEETINGS

All meetings of the Board of Directors, the Executive Committee if applicable, or any committee or advisory group authorized by the Board of Directors will be open to any member of the public except those portions of meetings dealing with hiring or firing of specific individuals or disciplinary action of an employee, matters concerning potential litigation, or any other reason authorized by law. Should a closed meeting be held, a statement must be made available to the public explaining the reason(s) for the closed meeting.

ARTICLE VIII AMENDMENTS

Section 8.01 AMENDMENTS

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

ARTICLE IX ENDOWMENT FUND

Section 9.01 ENDOWMENT FUND

An endowment fund entitled The Kanza Society Endowment Fund shall be established and managed according to guidelines and policies outlined in the document entitled Endowment Charter adopted by the Board of Directors on the 19th day of the month of September 1991. The policies represented therein will bind the board. (Added 9/91)