

# **AMENDED AND RESTATED**

## **BY-LAWS**

### **OF**

## **KSMQ PUBLIC SERVICE MEDIA, INC.**

KSMQ Public Service Media, Inc., a nonprofit Corporation established under the laws of the State of Minnesota (the "Corporation")(formerly known as Southern Minnesota Quality Broadcasting, Inc.), by and through its Board of Directors, amends the by-laws of the Corporation and restates the by-laws in their entirety as follows:

### **1. Membership**

1.1 Voting Members. The voting members of the Corporation shall consist only of the members of the Board of Directors. The Board of Directors shall make all appointments, including appointments of members of the Board of Directors. The Board of Directors shall have the control of the corporate functions of the Corporation, with the sole voting rights and powers on all matters which, under the laws of the State of Minnesota, require a vote of the members of the Corporation.

1.2 Contributing Member. Any person or representative of a donor may become a Contributing Member of this Corporation who signifies that he or she is in sympathy with the purpose of this Corporation as defined in Articles II and III of the Articles of Incorporation, indicates his or her willingness to cooperate actively in achieving these purposes, shares financially each year in forwarding the work of the Corporation and is certified as having met all of the other qualifications for Contributing Membership established by the Board of Directors. A Contributing Member shall have no right to vote on any matters affecting the Corporation.

1.3 Honorary Member. Any person or representative of a donor who is in sympathy with the purpose of this Corporation, as defined in Articles II and III of the Articles of Incorporation, may become an honorary member of this Corporation in accordance with such provisions as may be established by the Board of Directors. An Honorary Member shall have no right to vote on any matters affecting the Corporation.

### **2. Board of Directors**

2.1 Composition. The Board of Directors (hereinafter sometimes referred to as Directors and individually as a Director) shall be composed of not fewer than nine (9) nor more than eighteen (18) persons. Upon the adoption of these Amended and Restated By-Laws, the Board of Directors shall be composed of those persons then acting as the Board of Directors. From time to time, the Board of Directors shall, by resolution duly passed and confirmed in writing, set the specific numbers of members on the Board of Directors. Members of the Board of Directors shall be elected on the basis of knowledge of the educational, cultural, civic, historic, moral,



public, and other charitable needs of the Corporation's service area. The purpose of this provision is to make the Board of Directors generally representative of the public interests of the Corporation's service area. Members of the Board of Directors shall serve without compensation, except for reasonable expenses incurred for this Corporation as approved in advance by the Board of Directors.

2.2 Initial Selection. One-third (1/3) of the initial members of the Board of Directors shall serve one-year terms; one-third (1/3) shall serve two-year terms and one-third (1/3) shall serve three-year terms. Upon the adoption of these Amended and Restated By-Laws, the terms of the members of the Board of Directors shall continue as the terms presently exist.

2.3 Vacancy. As the term of each Director expires, the Director's successor shall be elected for a term of three (3) years. No Director shall be eligible to serve more than two (2) consecutive three-year terms. Any time served filling any expired term, or any term less than three years as set forth in Paragraph 2.2 above, shall not be counted or considered with respect to that limitation. Notwithstanding the foregoing, if a Director is an officer, the Director may continue to serve as a Director until such Director is no longer an officer, but in no event more than eight (8) consecutive years. Upon completion of a period of service (beginning before or after such date) no person may serve within a period consisting of the lesser of five (5) years or the number of consecutive years the Director has immediately completed serving. All terms shall expire upon: (a) Adjournment of the Corporation's annual meeting held in the year designated for expiration, and (b) election of a successor or re-election. The Board of Directors shall fill any vacancy occurring in the Board of Directors for the unexpired term of any Director who has resigned, died or been removed.

2.4 Powers and Duties. Except as otherwise provided in the Articles of Incorporation or in these By-Laws, all the powers, duties and functions of the Corporation conferred by the Articles of Incorporation, these By-Laws, state statutes, common law, court decision, or otherwise shall be exercised, performed or controlled by the Board of Directors, including, but not limited to, the following:

2.4.1 The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board of Directors to carry out the aims and purposes of this Corporation, and, to this end, to manage and control all of its property or assets. Each Director serves in a fiduciary capacity.

2.4.2 The Board of Directors may appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes.

2.4.3 The Board of Directors is authorized to engage such persons, including an executive officer and assistants, attorneys, auditors or agents, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.



2.5. Director Conflicts of Interest. This Corporation shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization (within the meaning of Minnesota Statutes, Section 317A.011, Subd. (18), or (c) an organization in or of which a Director is a Director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors (without counting the vote of the interested Director), at a meeting at which there is a quorum without counting the interested Director.

### **3. Meetings**

3.1 Place of Meetings. Each meeting of the Board of Directors shall be held at the registered office of the Corporation in the State of Minnesota or at such other place within or without the State of Minnesota as may be designated from time to time by a majority of the Directors.

3.2 Annual Meetings. An annual meeting of the Board of Directors for the election of officers and the transaction of any other business shall be held in each year at a place and time as determined by the Board of Directors.

3.3 Regular Meetings of the Board of Directors. The Board of Directors shall meet at least quarterly. At the annual meeting of the Board of Directors, the Directors shall determine the date, place and time of regular meetings for the ensuing twelve (12) months. If a meeting is not held as so scheduled, notice of a rescheduled meeting must be given in accordance with Paragraph 3.5 of this Article, except the purpose or purposes need not be stated.

3.4 Special Meetings. Special meetings of the Board of Directors may be called at any time by (a) the Chair, or in the Chair's absence by the Vice Chair, or (b) three (3) or more members of the Board of Directors. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give notice of the meeting to be held in its purpose. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person who requested the meeting may fix the time and place of the meeting, and give notice in the manner provided herein.

3.5 Notice of Meeting. Written notice of the annual meeting and other meetings of the Board of Directors, except predetermined regular meetings stating the time and place of such meeting, shall be sent by U.S mail, facsimile transmission, or electronic mail not less than five (5) days nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at each Director's address according to the last available records of the Corporation. Written notice of each special meeting of the Board of Directors stating the time, place and purpose shall be sent not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at each Director's address according to the last available records of the Corporation. Any Director may waive notice of a meeting



before, at or after a meeting. Such waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Without notice, any member of the Board of Directors, by his or her attendance at any meeting, shall be deemed to have waived notice thereof unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called and the Director does not participate in the meeting.

3.6 Quorum. The presence in person or by proxy of a majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present (in person or by proxy) at a meeting at which a quorum is present shall be the acts of the Board of Directors.

3.7 Proxies. A Director may vote in person or through proxy. The appointment of proxy shall be in writing filed with the Secretary at or before the meeting.

3.8 Action in Writing. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed by all of the Directors, including writings communicated by facsimile transmission or electronic mail.

3.9 Participation. The Board of Directors may, at its discretion, allow participation in and voting on official business at Board meetings via various telecommunication media, including telephone conference calls.

#### **4. Officers**

4.1 The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. Officers shall be elected annually by the Board of Directors to serve until their respective successors are chosen and have qualified. Such officers must be duly elected members of the Board of Directors, except as otherwise provided in this Paragraph 4. An officer may resign by giving written notice to the Board of Directors.

4.2 Chair. The Chair shall be the chief volunteer officer of the Corporation. The Chair shall preside at all meetings of the Board of Directors; shall have general supervision and direction of the affairs of the Corporation; and shall execute, on behalf of the Corporation, all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation. The Chair shall be an ex-officio member of each committee. The Chair shall present, at each annual meeting of the Board of Directors, a full report on the transactions and affairs of the Corporation for the preceding year.

4.3 Vice Chair. The Vice Chair shall perform the duties of the Chair in the case of the Chair's absence or disability. The execution by the Vice Chair, on behalf of the Corporation, of



any instrument, shall have the same force and effect as if it were executed on behalf of the Corporation by the Chair.

4.4 Secretary. The Secretary shall cause to be kept a record of all proceedings of the meetings of the Board of Directors. The Secretary shall give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these By-Laws, and in the case of the Secretary's absence, or refusal or neglect to do so, any such notice may be given by the Chair or Vice Chair. The Secretary shall be the custodian of all books, correspondence and papers relating to the business of the Corporation, except those of the Treasurer. The Secretary may delegate recording keeping and custody of the records of the Corporation to the President of the Corporation. The Secretary shall join with the Chair in the execution on behalf of the Corporation of all contracts, deeds, conveyances and other instruments in writing which may be required or authorized to be so executed by the Board of Directors for the proper and necessary transaction of the business of the Corporation. The Secretary shall cause to be prepared and presented to the Board of Directors such reports as it may desire and request at such time or times as it may designate.

4.5 Treasurer. The Treasurer shall cause to be kept accurate financial records for the Corporation and shall safeguard the assets of the Corporation. The Treasurer shall present a report of the Corporation's financial transactions and status of the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

4.6 Assistant Secretary/Treasurer. The Board of Directors may elect an Assistant Secretary and/or Assistant Treasurer who shall perform the duties and assume the responsibilities as above set forth under general direction of the Secretary, Treasurer or Chair. Such Assistant Secretary and/or Treasurer need not be a member of the Board of Directors.

4.7 President. The Board of Directors may, in its sole discretion, employ a President who shall be the chief executive officer of the Corporation and be responsible for the general active management of the business of the Corporation and see that the orders and resolutions of the Board are carried into effect. The President shall have such powers and perform such duties as may be granted or delegated to this office by the Board of Directors or the Chair. Such person shall not be a voting member of the Board of Directors. If there is no President, such duties, as required, shall be performed by the Chair or the Chair's designee.

4.8 Additional Powers of Officers. Any officer of the Corporation in addition to the powers conferred upon the officer by the By-Laws (including specifically the authority to execute on behalf of the Corporation, contracts, deeds, conveyances, and other instruments in writing, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation), shall have such additional powers and perform such additional duties as may be prescribed by the Board of Directors.



## 5. Committees

5.1 There shall be an Executive Committee consisting of the officers and the immediate past Chair. Additional Board members may be appointed by the Chair with the approval of the Board.

5.2 The Executive Committee shall be responsible for:

- (a) functioning in the place of the Board of Directors between meetings thereof, , as determined by the Chair or President, the Committee may be polled by telephone or e-mail);
- (b) developing and updating the Corporation's long-range plans;
- (c) drafting Corporation goals and objectives to be presented to the Board;
- (d) initiating periodic evaluation of the Corporation's performance and reporting such to the Board;
- (e) conducting, at least annually, a review of the work performance of the President and based on said evaluation, recommend compensation to the Board;
- (f) reviewing compensation of key staff members and, upon recommendation of the President making recommendations to the Board for final action;
- (g) submitting to the Board of Directors not later than the June board meeting, an operating budget for the following fiscal year; and
- (h) proposing amendments to the By-Laws.

5.3 No policy or action adopted or taken by the Executive Committee shall continue in effect unless approved by the Board of Directors.

5.4 Other Committees. The Board of Directors may appoint other committees. All committee appointments shall be made by the Board of Directors. The Board Chair shall be responsible for designating Committee Chairs. Unless otherwise provided, members may be reappointed. The Chair shall also have the power to fill vacancies for the unexpired portion of any term in any committee.

5.5 Accountability and Responsibility. All committees shall be responsible to, and report to, the Board of Directors. No policy or action taken by any committee shall continue in effect unless ratified at the next meeting of the Board of Directors.



5.6 Expiration of Term. Every committee member's term shall expire at the close of the annual meeting next following the date of appointment or as soon thereafter as a successor has been appointed.

5.7 Committee Meetings. Each committee may establish the time for its regular meetings and may change that time as it deems advisable. Special meetings of any committee may be called by the chairperson of that committee or by the Board Chair.

5.8 Quorum and Voting. The presence of one-half (1/2) of the membership of any committee shall constitute a quorum at any meeting, but the members of a committee present at any such committee meeting, although fewer than a quorum may adjourn the meeting. At all meetings of a committee, each member shall be entitled to cast one vote on any question coming before such meeting. A majority vote of the members of a committee present at any meeting, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

## **6. Miscellaneous**

6.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30.

6.2 Seal. The Corporation shall have no seal.

6.3 Amendment of By-Laws. The Board of Directors may amend these By-Laws to include or omit any provision which could be lawfully included or omitted at the time such amendment is made. Written notification of By-Law amendment including proposed language and vote will follow notice of meeting policy as provided in Section 4.5 of these By-Laws. By-Law amendments will be voted upon at a single meeting of the Board of Directors and shall be adopted at such meeting upon receiving more than two-thirds of the vote of the quorum present and entitled to vote.

6.4 Sale or Transfer of License. A two-thirds majority of the entire Board of Directors is required to sell or transfer any license that the Federal Communications Commission (FCC) grants to the Corporation or to change, switch or exchange channels.

6.5 Indemnification of Officers, Directors and Employees. To the full extent permitted by any applicable law and to the extent it is covered by applicable insurance policies, this Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as

- (a) a Director, officer, employee or member of a committee of this Corporation; or
- (b) a Director, officer, partner, employee or agent of another organization or employee benefit plan, who while a Director, officer or employee of this



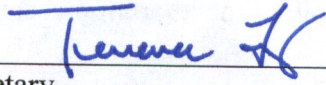
Corporation, is or was serving the other Corporation at the request of this Corporation or whose duties as a Director, officer or employee of this Corporation involve or involved such service to the other corporation, against judgments, penalties, fines, (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a Director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

6.6 Insurance. This Corporation may, to the full extent permitted by applicable law in effect, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or a member of a committee of this Corporation against any liability asserted against such person and incurred by such person in any such capacity.

6.7 Non-Discrimination. The Corporation shall provide equal opportunity to all people without regard to race, color, creed, religion, gender, age, disability, marital status, public assistance status, national origin, or sexual orientation in regard to membership on the Board of Directors, employment by the Corporation, or any other action or activity of the Corporation.

Adopted on AUGUST 15, 2007.

  
Secretary