

**RESTATED BYLAWS  
OF  
MINNESOTA PUBLIC RADIO**

**As of October 26, 2018**

**(represents Bylaws of April 3, 1991 as amended June 28, 1995, April 2, 1997, April 11, 2001, April 25, 2003, October 28, 2004, June 26, 2008, October 29, 2009, October 28, 2010, June 23, 2011, June 28, 2012, February 11, 2016 and October 26, 2018.)**

**ARTICLE 1**

Location

SECTION 1.1 The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

SECTION 1.2 Until otherwise fixed by the Board of Trustees, the principal office shall be at 480 Cedar, Saint Paul, Minnesota 55101.

**ARTICLE 2**

Meetings of Members

SECTION 2.1 The Articles of Incorporation of this corporation provide that this corporation has no members with voting rights. Accordingly, there shall be no meetings of the members of this corporation.

**ARTICLE 3**

Trustees

SECTION 3.1 Number and method of selection of Voting Trustees.

3.1.1 There shall be two (2) classes of voting trustees: Term Trustees and Life Trustees, who collectively shall be referred to as "Voting Trustees". The only difference in these two (2) classes shall be in the length of term. The Voting Trustees shall consist of the persons who are members of the Board of Trustees of American

Public Media Group and of other persons who are elected from time to time by the affirmative vote of a majority of the members of the Board of Trustees, subject to the provisions of Section 3.1.4.

3.1.2 The Board of Trustees of this corporation shall consist of no fewer than three (3) persons, with no more than thirty five (35) Term Trustees and up to seven (7) Life Trustees. Subject to such limitations and the provisions of this Article 3, the number of members of the Board of Trustees shall be such as may be designated from time to time by the Board of Trustees.

3.1.3 The persons who are elected by the Board of Trustees shall be reasonably representative of the geographical, ethnic and cultural diversity of the Minnesota Public Radio service area.

3.1.4 The election of each Voting Trustee who is elected by the Board of Trustees must be approved by the Board of Trustees of American Public Media Group, and in the event that the election of any such Voting Trustee is not approved, the election process shall begin again with respect to the resulting vacancy.

## SECTION 3.2 Terms of Voting Trustees.

3.2.1 The Voting Trustees who serve this corporation as a result of their service as Trustees of American Public Media Group shall be considered Term Trustees. Their terms shall be determined by the Bylaws of American Public Media Group.

3.2.2 The term of any Term Trustee who is elected by the Board of Trustees of this corporation shall be for three (3) years and shall begin at the end of the meeting at which he or she is elected.

3.2.3 The term of any Life Trustee who is elected by the Board of Trustees of this corporation shall be for five (5) years and shall begin at the end of the meeting at which he or she is elected.

3.2.4 The year-end for the purpose of calculating the term of any Voting Trustee shall be the end of the first regularly-scheduled meeting of the Board of Trustees held after June 1 of each year.

3.2.5 Term Trustees elected by the Board of Trustees of this corporation shall be assigned to year groups in such manner that the term of office of one-third of such Term Trustees will expire each year. The first term of office of each Term Trustee shall be for no more than three (3) years.

3.2.6 No person shall be eligible for reelection by the Board of Trustees of this corporation as a Term Trustee for more than three (3) consecutive complete terms of three (3) years; provided, however, that an elective officer of this

corporation may continue to serve as a Voting Trustee so long as he or she remains an officer, and furthermore, any Term Trustee may complete a fourth consecutive term of three (3) years if she or he has been duly elected by the Board of Trustees to such term on or before June 30, 2016.

3.2.7 Life Trustees may be elected for no more than six (6) consecutive complete terms of five (5) years.

3.2.8 Except for Life Trustees and for a person who remains an officer, no Trustee who has been elected by the Board of Trustees of this corporation as a Term Trustee to three (3) consecutive complete terms of three (3) years may be elected again as a Voting Trustee of this corporation except after an interval of one (1) year from the expiration of his or her previous term.

### SECTION 3.3 Honorary Life Trustees

3.3.1 There shall be an additional class of trustees called Honorary Life Trustees. The Board shall, from time to time, determine the number, qualifications, terms and privileges of such honorary trustees, subject to the following:

3.3.2 Such honorary trustees shall not have the power to call a meeting, shall not be considered part of a quorum, shall not have the right to vote on matters coming before the Board, and shall not carry the fiduciary duties or obligations of a Voting Trustee of the Board.

3.3.3 In order to be elected as an Honorary Life Trustee, a candidate will have served as a Life Trustee.

3.3.4 MPR will keep Honorary Life Trustees apprised of the business of the organization to the extent that they keep Term Trustees and Life Trustees apprised.

3.3.5 Honor Life Trustees will be encouraged, but not obligated, to attend meetings of the Board of Trustees and of Committees of the Board of Trustees, shall be invited to sit with the Board of Trustees at their meetings, and will be recognized to be heard at such meetings.

### SECTION 3.4 Regional Development Councils

3.4.1 For any station or group of stations affiliated with this corporation's network, the Board of Trustees may authorize a Regional Development Council to assist in strengthening the service provided by that station or stations and to provide support for that station or stations.

3.4.2 The internal structure of each Regional Development Council shall be subject to the approval of the Board of Trustees of this corporation. After initial

formation by the Board of Trustees, the terms of one-third of the members of each Regional Development Council shall terminate each year, to be replaced by election by such Council, upon nominations from the current supporting members of the Council's station or stations. The Chair of each Regional Development Council shall be elected annually by the members of the Council.

SECTION 3.5 Resignation and Removal of Trustees. Resignation from the Board of Trustees must be in writing and received by the Secretary of the Board. A Trustee may be removed by a two-thirds (2/3) vote of the remaining Trustees.

## ARTICLE 4

### Meetings of the Board of Trustees

SECTION 4.1 Annual meeting. The annual meeting of the Board of Trustees shall be held at such time and place, within or without the State of Minnesota, as may be designated from time to time by the Board of Trustees.

SECTION 4.2 Regular meetings. Regular meetings of the Board of Trustees may be established by the Board of Trustees. Such meetings may be held without notice at the registered office of this corporation or at such other place or places, within or without the State of Minnesota, as the Board of Trustees may from time to time designate.

SECTION 4.3 Special meetings. Special meetings of the Board of Trustees may be called at any time

- (a) by the Chair,
- (b) by the President,
- (c) by the Board of Trustees, or
- (d) upon the written request of two (2) or more members of the Board of Trustees.

Anyone entitled to call a special meeting of the Board of Trustees may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. 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 or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.4 Notice of meetings.

4.4.1 Written notice of each annual meeting of the Board of Trustees stating the time and place thereof shall be mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Trustee at his or her address according to the last available records of this corporation.

4.4.2 Written notice of each special meeting of the Board of Trustees stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Trustee at his or her address according to the last available records of this corporation. No business shall be transacted at any special meeting other than the business specified in such notice.

4.4.3 Any Trustee may make written waiver of notice before, at or after a meeting. The 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. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

#### SECTION 4.5 Quorum and voting.

4.5.1 The presence of a majority of the members of the Board of Trustees shall constitute a quorum at any meeting thereof, but the Trustees present at any meeting, although less than a quorum, may adjourn the meeting from time to time.

4.5.2 At all meetings of the Board of Trustees, each Trustee shall be entitled to cast one (1) vote on any question coming before the meeting. A majority vote of the Trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business.

4.5.3 A Trustee shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Trustees.

SECTION 4.6 Adjourned meetings. When a meeting of the Board of Trustees is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

#### SECTION 4.7 Written action.

4.7.1 Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present; provided that all Trustees shall be notified of the text of the written action prior to the signing by any of the Trustees.

4.7.2 All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

#### SECTION 4.8 Telecommunications.

4.8.1 A Trustee may participate in a meeting of the Board of Trustees by any means of communication through which the Trustee, other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

4.8.2 A conference among Trustees by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board of Trustees if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

#### SECTION 4.9 Trustee Conflict of Interest.

4.9.1 This corporation shall not enter into any contract or transaction with (a) one (1) or more of its Trustees, (b) a director or Trustee of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subdivision 18), or (c) an organization in or of which a Trustee 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 Trustee's interest are fully disclosed or known to the Board of Trustees, and the Board of Trustees authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Trustees (without counting the interested Trustee), at a meeting at which there is a quorum without counting the interested Trustee.

4.9.2 Failure to comply with the provisions of this Section 4.9 shall not invalidate any contract or transaction to which this corporation is a party.

### ARTICLE 5

#### Officers

#### SECTION 5.1 Elective officers; tenure.

5.1.1 The elective officers of this corporation shall be a Chair, a Vice Chair, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may from time to time designate.

5.1.2 Elective officers shall be elected by the Board of Trustees to serve for terms of one (1) year and until their respective successors are chosen and have qualified.

5.1.3 Any elective officer may at any time be removed by the Board of Trustees with or without cause.

5.1.4 The same person may hold more than one (1) elective office at the same time, except the offices of (a) Chair and Vice Chair and (b) President and Secretary.

5.1.5 Each elective officer shall be a member of the Board of Trustees.

## SECTION 5.2 Chair.

5.2.1 The Chair of this corporation shall preside at all meetings of the Board of Trustees and the Executive Committee.

5.2.2 The Chair shall supervise the carrying out of the policies adopted or approved by the Board.

5.2.3 The Chair shall have general executive powers, as well as the specific powers conferred by these Bylaws.

5.2.4 During the absence or disability of the President, the Chair shall perform the duties of the President.

5.2.5 The Chair shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned to, him or her by the Board of Trustees.

## SECTION 5.3 Vice Chair.

5.3.1 During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.

## SECTION 5.4 President.

5.4.1 The President shall be the chief executive officer of this corporation.

5.4.2 In the absence of the Chair and the Vice Chair, the President shall preside at all meetings of the Board of Trustees.

5.4.3 The President shall have general supervision, direction and active management of the affairs of this corporation.



SECTION 5.5    Secretary.

5.5.1 The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation.

5.5.2 The Secretary shall provide for the keeping of proper records of all transactions of this corporation.

5.5.3 The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws.

5.5.4 The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

SECTION 5.6    Treasurer.

5.6.1 The Treasurer shall have and may exercise such duties as may be assigned to him or her from time to time by the Board of Trustees.

5.6.2 The Treasurer shall present to the Board of Trustees at its annual meeting his or her report as Treasurer of this corporation, and shall from time to time make such other reports to the Board of Trustees as it may require.

SECTION 5.7    Appointed officers.

5.7.1 Unless otherwise provided by the Board of Trustees, the President may appoint such other officers, including, but not limited to, Vice Presidents, Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, upon such terms and conditions as he or she deems appropriate.

5.7.2 Any officer so appointed may at any time be removed by the President or the Board of Trustees with or without cause.

5.7.3 No officer appointed by the President need be a member of the Board of Trustees.

5.7.4 Each officer appointed by the President shall have such powers and perform such duties as may be specified from time to time by the President or the Board of Trustees.

SECTION 5.8    Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by said Board.

SECTION 5.9 Signature Authority. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President or by such other person or persons as may be designated from time to time by the Board of Trustees.

## ARTICLE 6

### Committees

#### SECTION 6.1 Authority.

6.1.1 The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by a majority of all of the members of the Board of Trustees.

6.1.2 Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees.

6.1.3 Each such committee shall at all times be subject to the control and direction of the Board of Trustees.

#### SECTION 6.2 Executive Committee.

6.2.1 The Board of Trustees may designate an Executive Committee composed of at least three (3) Trustees designated by the Board of Trustees.

6.2.2 The Executive Committee shall have the authority of the Board of Trustees in the management of the business of this corporation in the interval between meetings of the Board of Trustees, and the Executive Committee shall at all times be subject to the control and direction of the Board of Trustees.

#### SECTION 6.3 Finance Committee.

6.3.1 The Board of Trustees may establish a Finance Committee.

6.3.2 To the extent determined by the Board of Trustees, the Finance Committee shall have the authority of the Board in the management of the budget and finances of the Corporation.

6.3.3 The Finance Committee shall consist of the Chair of the Board of Trustees, the Treasurer and the President. The Chair of the Board of Trustees may designate, subject to the approval of the Board of Trustees, up to an additional five (5) of their number to also serve on said Finance Committee.

6.3.4 The Chair of the Board of Trustees shall designate the Chair of the Finance Committee from among the members of the committee. The Chair of the Finance Committee may be the Treasurer.

#### SECTION 6.4 Meetings and voting.

6.4.1 Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable.

6.4.2 Special meetings of any committee of this corporation may be called by the chair of that committee, or by the President. Two (2) days' notice by mail, telephone or telegraph shall be given of any special meeting of a committee.

6.4.3 The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time.

6.4.4 At all meetings of a committee of this corporation each member thereof shall be entitled to cast one (1) vote on any question coming before such meeting. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

#### SECTION 6.5 Telecommunications.

6.5.1 A Trustee may participate in a meeting of any committee designated by the Board of Trustees not described above by any means of communication through which the Trustee, other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means also constitutes presence in person at the meeting.

6.5.2 A conference among members of any committee designated by the Board of Trustees by any means of communication through which the members of the committee may simultaneously hear each other during the conference constitutes a meeting of the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

## ARTICLE 7

### Fiscal Year

Unless otherwise fixed by the Board of Trustees, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

## ARTICLE 8

### Miscellaneous

SECTION 8.1 Corporate seal. This corporation shall have no seal.

SECTION 8.2 Amendments. Subject to the provisions of Section 8.6, this corporation's Articles of Incorporation and these Bylaws may be amended from time to time in the manner prescribed by law.

SECTION 8.3 Indemnification.

8.3.1 To the full extent permitted by any applicable law, 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 this 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, Trustee, officer, partner, employee or agent of another organization 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 attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

8.3.2 Indemnification provided by this section shall continue as to a person who has ceased to be a director, trustee, 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.

8.3.3 This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, trustee, 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.

SECTION 8.4 Authority to borrow, encumber assets.

8.4.1 No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees.

8.4.2 Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

SECTION 8.5 Deposit of funds.

8.5.1 All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate.

8.5.2 All such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees from time to time.

SECTION 8.6 American Public Media Group.

8.6.1 This corporation is affiliated with American Public Media Group, a Minnesota non-profit corporation.

8.6.2 None of the following actions shall be finally taken by this corporation without the prior approval of the Board of Trustees of American Public Media Group:

- (a) amendment of articles of incorporation;
- (b) amendment of bylaws;
- (c) merger or consolidation with any domestic or foreign corporation;
- (d) sale, lease, encumbrance or other disposition of all or substantially all of this corporation's property; and
- (e) voluntary dissolution.

8.6.3 Although it is affiliated with American Public Media Group, this corporation is an independent entity and the business of this corporation shall be managed by its Board of Trustees, and American Public Media Group shall not directly, or through indirect actions of its Board of Trustees, take any action that would interfere with the free exercise by this corporation's Board of Trustees and officers of the powers

and duties granted to and imposed upon them by law, this corporation's articles of incorporation, or this corporation's bylaws.

### **CERTIFICATION**

I, Sylvia L. Strobel, do hereby certify that I am the duly elected and qualified Assistant Secretary of Minnesota Public Radio, a non-profit corporation organized under the laws of the State of Minnesota.

I certify that the foregoing is a true and correct copy of the Restated Bylaws adopted by the Board of Trustees on October 26, 2018.

A handwritten signature in black ink, appearing to read "Michael Lewis", is positioned above a horizontal line.

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Michael Lewis  
Assistant Secretary