

**BYLAWS OF  
MICHIANA PUBLIC BROADCASTING CORPORATION**

**ARTICLE I  
NAME AND OFFICES**

Section 1. Name. The name of this Corporation is MICHIANA PUBLIC BROADCASTING CORPORATION (hereinafter, the "Corporation").

Section 2. Offices. The Corporation may maintain such offices and keep its books, documents, and records at such places within the state of Indiana as from time to time may be designated by the Board of Directors or as the operations or offices of the Corporation may require.

Section 3. Certificate of Membership. If required by law, the Corporation shall issue to each Member a certificate from the Corporation stating that the person is a Member of the Corporation and containing such other information as is required by law.

**ARTICLE II  
MEMBERSHIP**

Section 1. Members and Terms of Membership. There shall be no limit to the total number of members of the Corporation at any particular time. The membership of the Corporation shall consist of three (3) classes of Members, designated as follows:

Director Members  
Honorary Life Members  
Charter Board Members

and such other members as the Articles of Incorporation may permit. Director Members shall consist of those persons elected to the Board of Directors of the Corporation. Each Director Member shall be entitled to one (1) vote on all matters submitted to the vote of the Board of Directors and all other classes of membership shall be non-voting.

Section 2. Resignations and Termination. Any Director Member may resign at any time by delivering a written resignation to the Chairman of the Board, President, or the Secretary of the Corporation. Any such resignation shall take effect upon such delivery or at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective. Director membership shall terminate automatically when such person ceases to be a member of the Board of Directors. Membership is terminated automatically upon the death of a Member of any class. The Board of Directors may terminate the membership of any Member.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 1. Duties and Qualifications. The management of the business and affairs of the Corporation shall be under the supervision of a board of directors, all of whom shall be Director Members.

Section 2. Charter Board Members. Those persons who have served on the initial Board of Directors as listed in the original Articles of Incorporation or those persons who have performed outstanding service to the Corporation and have been elected by the Board of Directors to such status, shall be considered to be Charter Board Members, whereby they shall have the rights and privileges of Directors, including the right to attend meetings of the Board of Directors, provided, however, that Charter Board Members shall not be included for the purpose of determining the presence of a quorum or the limit on Board Members contained in Section 4 below. Charter Board Members shall be designated as such in any listings of the Board of Directors.

Section 3. Honorary Life Directors. The Board of Directors may, from time to time, upon recommendation by the Governance Committee, elect persons as Honorary Life Directors to recognize outstanding service to the Corporation. The position of Honorary Life Director shall not carry with it the duties and responsibilities as may be required of Directors by law or the Articles of Bylaws of this Corporation. Honorary Life Directors shall be invited and encouraged to attend all Board meetings and the annual meetings of the Board. Such persons shall also be available to render advice to, and otherwise to consult with, the Board of Directors with respect to the business of the Corporation. Honorary Life Directors shall not have voting privileges and will not be counted for purposes of determining a quorum. The Governance Committee may nominate any person who has dedicated outstanding service to the Corporation to be elected as an Honorary Life Director. Such position shall be the highest honorary directorship position available for such service. An Honorary Life Director shall hold such position for the remainder of such person's lifetime or until the earlier resignation from such position by such person or removal from such position by the Board of Directors. There shall be no limit as to the number of persons holding the position of Honorary Life Director. Honorary Life Directors shall be designated as such in any listings of the Board of Directors.

Section 4. Size of Board and Terms. The regularly elected Board of Directors shall be divided into three (3) groups each consisting of approximately the same number of Director Members of the Board of Directors. The terms of approximately one-third (1/3) of the Director Members shall expire each year; each single term shall continue for not longer than three (3) years. A Director Member may be elected for no more than three (3) consecutive three-years terms and shall not serve as a Director Member for at least one (1) year after the expiration of a third consecutive term; PROVIDED, HOWEVER, that such restriction on serving more than three (3) consecutive terms shall not apply to a Director Member completing a third consecutive term (or further consecutive term as allowed hereby) who: (i) is also then serving as a member of the Executive Committee, Chairman of any other standing committee or appointed committee, Chairman of the Board, or Immediate Past Chairman of the Board; and (ii) is re-elected for an additional term. The exact number of the Director Members (between twenty (20) and forty (40)) will be determined by the Board from time to time based upon recommendations received.

from the Governance Committee. If the annual meeting of the Director Members is not held at the time designated in these Bylaws, the Director Members then in office shall hold over until their successor shall be chosen and qualified.

Section 5. Vacancies. Any vacancy on the Board of Directors caused by death, resignation, or removal of an elected Director Member, by an increase in the number of elected Director Members or otherwise, may be filled by a majority vote of all the remaining Director Members of the Board of Directors. A Director Member so elected to fill a vacancy shall hold office until the next annual meeting of Director Members and until his or her successor shall be elected and qualified.

Section 6. Election. At each Annual Meeting of Director Members, approximately one-third (1/3) of the Director Members shall be elected to take the place of those in the group whose term is then expiring (a Director Member may be re-elected for another term), together with any additional Director Members needed to fill any vacancy or vacancies then existing in the other two groups. A Director Member elected to fill a vacancy in a group shall be elected for the same term of office as the other Director Members in that group.

Section 7. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate two (2) or more Director Members of the Corporation to constitute an Executive Committee, which shall have and may exercise during intervals between meetings, the authority of the Board of Directors in the management of the Corporation with respect to routine matters that require attention during such intervals or with respect to non-routine matters requiring immediate attention or as otherwise delegated by the Board from time to time, provided, however, that the Executive Committee shall notify all other Board members of any action taken hereunder on a non-routine matter by the most expeditious means of communication and that such action shall be placed on the agenda for discussion at the next meeting of the Board of Directors.

Section 8. Quorum. At any meeting of the Board of Directors or of the Executive Committee, one-half (1/2) of the Director Members or Members of the Executive Committee, as the case may be, non-inclusive of Charter Board Members or Honorary Life Members, shall constitute a quorum for the transaction of business, and the acts of the majority of Director Members present, at which a quorum so defined is present, shall constitute the acts of the Board of Directors or the Executive Committee, as the case may be.

Section 9. Conference Telephone. Any or all of the Board of Directors may participate in a meeting of the Board of Directors or any committee or sub-committee of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

Section 12. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or Executive Committee may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board of Directors or Executive Committee and such consent is filed with the minutes of proceedings of the Board of Directors or Executive Committee.

**ARTICLE IV**  
**MEETINGS OF DIRECTOR MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Director Members shall be held within six (6) months after the close of each fiscal year of the Corporation at such time and at such place as may be designated by the Chairman of the Board and as specified in the notice of meeting.

Section 2. Special Meetings. Special meetings of the Director Members may be called by the president, the Chairman of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of all Director Members. Special meetings of the Board of Directors may be conducted upon twenty-four (24) hours' notice specifying the time, place, and general purpose of the meeting, given to each Director Member and Ex-Officio President either personally or by mail, email, fax, or telephone. Notice of a special meeting may be waived in writing, including waiver by email or fax. Attendance at any special meeting shall constitute waiver of notice of such meeting.

Section 3. Notice of Meetings. A written or printed notice stating the place, day, and hour of any annual or regular meeting of Director Members shall be delivered, mailed, emailed or faxed by the secretary of the Corporation or by the Officer or person calling such meeting to each Director Member and Ex-Officio President of record entitled to vote at such meeting at such address as appears upon the records of the Corporation and at least ten (10) days before the date of such meeting.

Section 4. Waiver of Notice. Notice of any meeting of Director Members may be waived in writing if the waiver sets forth in reasonable detail the time and place of the meeting and the purpose thereof and is filed with the secretary. Attendance at any meeting in person shall constitute a waiver of notice of such meeting.

Section 5. Voting by Proxy. A Director Member entitled to vote at any meeting of Director Members may vote either in person or by proxy executed in writing by the Director Member or a duly authorized attorney in fact of such Director Member. No proxy shall be voted at any meeting of Director Members unless the same shall be filed with the Secretary of the meeting at the commencement thereof. The general proxy of a fiduciary shall be given the same effect as the general proxy of any other Director Member.

Section 6. Voting Lists. The secretary shall keep at all times, at the principal offices of the Corporation, a complete and accurate list of all Director Members entitled to vote by the Articles of Incorporation, arranged in alphabetical order, with the address of each, which list may be inspected by any Director Member, for any purpose, at any reasonable time.

Section 8. Conduct of Meetings. Director Members' meetings shall be conducted in accordance with Robert's Rule of Order, revised, except insofar as the Articles of Incorporation, these Bylaws or any rule adopted by the Board of Directors or Director Members may otherwise provide. The Director Members may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any Director Member from invoking the requirements of this section at any subsequent meeting.

Section 9. Action by Consent. Any action required to be taken at a meeting of Director Members, or any action which may be taken at a meeting of Director Members, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if, prior to such action, a consent in writing, setting forth the action to be taken, shall be signed by all Director Members entitled to vote with respect thereto, and such consent if filed with the minutes of the proceedings of the Director Members.

## **ARTICLE V** **OFFICERS**

Section 1. Offices and Officers of the Corporation. The Officers of the Corporation shall each be a regularly elected Director Member of the Corporation, and the offices shall consist of a Chairman, one or more Vice Chairman, President, Treasurer, and Secretary. Any two or more offices may be held by the same person except that the duties of the Chairman or the President and Secretary shall not be performed by the same person. The Board of Directors, by resolution, may create and define the duties of other offices in the Corporation and may elect or appoint persons to fill such offices.

Section 2. Terms of Office. The Officers of the Corporation shall be elected by the Board of Directors at the annual meeting for a term of one (1) year. Any officer may be reelected to successive terms. Officers elected shall assume their office at the close of the meeting at which they are elected and shall hold office until a successor is chosen and qualified.

Section 3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any Officer so elected shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall be duly elected and qualified.

Section 4. Removal. Any Officer of the Corporation may be removed, with or without cause, by the Board of Directors whenever a majority of such Board shall vote in favor of such removal.

## **ARTICLE VI** **POWERS AND DUTIES OF OFFICERS**

Section 1. Chairman. The Chairman of the Board shall be a volunteer and preside at all meetings of the Board of Directors and Executive Committee. The Chairman shall perform all duties incident to the office and such other duties as may from time to time be assigned by the Board of Directors. This officer shall appoint the chairmen and members of all committees and shall be an ex officio member of all such committees.

Section 2. Vice Chairman. In the absence of the Chairman, or in his inability or refusal to act, the Vice Chairmen, who shall be volunteers, in the order of their election shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of Directors and will be volunteers.

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the executive committee and other committees of the Corporation. The secretary shall give such notice of all meetings as may be prescribed by the Board of Directors. The secretary shall perform all duties customary to the office of the secretary.

Section 4. Treasurer. The treasurer shall present to the Board monthly reports of the Corporation's receipts and expenditures and shall present at the annual meeting a report for the year. The treasurer shall perform such other duties as may be designated to the treasurer by the Board of Directors.

Section 5. President. The President shall be a full-time employee of the Corporation and shall be appointed by the Board of Directors pursuant to such terms and conditions as the Board of Directors shall determine. The President shall be a non-voting member of the Board of Directors and all other committees of the Corporation. The President shall be the Chief Executive Officer of the Corporation and shall, in general, manage and direct the business and affairs of the Corporation, including the daily operation of the Corporation. Specific responsibilities will be outlined in the job description for the position.

#### **ARTICLE VII** **MISCELLANEOUS**

Section 1. Corporate Seal. The Corporation shall have no seal, and pre-existing seals shall no longer be operative or of any effect in terms of validating any document.

Section 2. Execution of Contracts and Other Documents. Except as otherwise determined by the Board of Directors, all written contracts and other documents entered into by the Corporation in the ordinary course of its business shall be executed on behalf of the Corporation by the Chairman or President or by any other employee of the Corporation designated in writing by the Chairman or President to execute such contracts and documents. Contracts and other documents outside the ordinary course of business of the Corporation (or which contracts exceed dollar amounts and/or time periods specified by the Board from time to time) shall be approved by the Board and executed by both the Chairman and the President. If required, contracts and other documents may be attested by the Secretary.

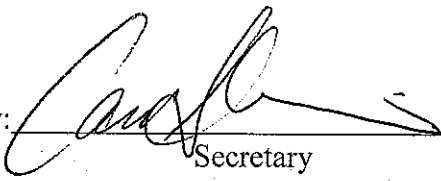
Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on October 1 of each year and end on the immediately following September 30.

#### **ARTICLE VIII** **AMENDMENTS**

Subject to law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of all the Directors shall be necessary to effect any such changes in these Bylaws.

The foregoing is a true, complete, and correct copy of the Bylaws of the Michiana Public Broadcasting Corporation, as previously amended on January 18, 1993, January 23, 1995,

September 17, 2007, December 2, 2013, and as amended and adopted by the Directors of the Michiana Public Broadcasting Corporation on October 6, 2014.

By:  Secretary