

BYLAWS
OF
NEW HAMPSHIRE PUBLIC RADIO, INCORPORATED
INCORPORATING AMENDMENTS OF
SEPTEMBER 17, 1985
SEPTEMBER 16, 1986
APRIL 20, 1993
SEPTEMBER 17, 1996
APRIL 21, 1998
OCTOBER 19, 1999
JUNE 28, 2005
MARCH 27, 2007
OCTOBER 17, 2007
JANUARY 22, 2008
NOVEMBER 25, 2008
OCTOBER 21, 2009
JUNE 16, 2010
APRIL 20, 2011
SEPTEMBER 21, 2011
NOVEMBER 16, 2011
September 16, 2015
March 20, 2019

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ARTICLE I

Name, Principal Office, and Purposes

The name, principal office, and purposes of the Corporation shall be as set forth in the Articles of Agreement as from time to time amended.

ARTICLE II

Board of Trustees

Section 1. Powers and Duties. The management and control of the affairs of the Corporation shall be vested in and exercised by a Board of Trustees (hereinafter "the Board") consisting of not more than twenty-one (21) nor less than twelve (12) persons, who shall be elected at the annual meeting of the Corporation or special meeting held in lieu thereof, by the then existing Board, including those Trustees whose terms expire as of the respective meeting and whose replacements are then being elected. The Board shall have and may exercise all the powers of the Corporation and shall choose and appoint all the agents and officers of the Corporation and fill all vacancies.

Section 2. Term of Office. Trustees shall serve for a term of three years and until their respective successors are elected and qualified. Every effort shall be made to ensure that the terms for Trustees shall be staggered so that approximately one-third of the Trustees shall be elected each year at the annual meeting. Trustees shall be eligible for election to no more than two (2) consecutive three (3) year terms, except that a Trustee elected to serve in the office of Chair shall be permitted to exceed two (2) consecutive terms by the number of years such Trustee serves as Chair, up to a maximum of three (3) years. Trustees who have completed their term of service may be considered for re-election to the Board after a period of at least one year has passed.

Section 3. Removal. The Trustees, at any meeting called for the purpose, may, by a three-quarters vote of their entire number then in office, remove any Trustee, officer, or member of any committee from office with or without assigning cause.

Section 4. Vacancies. Any vacancy created by the death, resignation, removal, or disability of any Trustee may be filled, for the remainder of the term of that Trustee, by a majority vote of those present and voting at a meeting called for the purpose of filling such vacancy. Trustees appointed to serve a partial term are eligible to serve two full terms in addition to the partial term.

Section 5. Qualifications. Neither the Corporation nor any Trustee shall hold any attributable interest in any radio broadcast station, or authorized construction permit for a radio station, if the principal community contour of that station would overlap the principal community contour of any new noncommercial FM station for which the Corporation shall apply.

Section 6: Candidates and Elected Officials. Individuals running for or elected to any state or national office or executive officer of a town, city or municipality are not eligible to serve on NHPR's Board of Trustees. Should a duly elected Trustee decide to run for political office, they shall give notice of their resignation from the Board of Trustees to the Chair of the Board, the President/CEO, or the Secretary. Any such resignation shall take effect as of the earlier of the time specified in the notice or on the date of filing for political office. The Board's acceptance of such resignation shall not be necessary to make it effective, and in the event that the Trustee fails or refuses to tender such a notice of resignation the Trustee shall nevertheless be deemed to have resigned effective as of the date of filing for office.

ARTICLE III

Meetings

Section 1. Notice of Meetings. The Board shall meet at least five times per year. A failure to do so will not affect the legitimacy of any action authorized by the Board. Regular and special

meetings of the Trustees may be held at the call of the Chair or of two (2) or more Trustees. Written notice of the place, date, and hour of such meetings shall be given by the Secretary or, in the Secretary's absence or disability or failure to act, by the Chair or by the Trustees calling the meeting, to each Trustee at the Trustee's last known place of business or residence, at least five (5) business days prior to the date of meeting. Such notice shall be given electronically with delivery which has been confirmed.

Section 2. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the officers shall designate.

Section 3. Quorum. One-third of the number of Trustees then in office, but no less than eight (8) shall constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present, a majority vote of the Trustees in attendance thereat, but not less than five, shall decide any questions brought before such meeting, except as otherwise provided by statute or these by-laws.

Section 4. Conduct of Meetings/Attendance at Meetings. Regular attendance of Trustees at meetings of the Board, in person, telephonically, and/or electronically, is required. The unexcused absence from two (2) successive regular meetings of the Board may be treated as a resignation from the Board, by a two-thirds vote of the Trustees present and voting, provided there is notice of such proposed action in the call of the meeting in which such action is to be taken.

Section 5: Waiver of Notice. Notice of the place, date, hour, and purposes of any meeting of the Board or Executive Committee may be waived in writing, signed by the persons entitled to such notice, either before or after the time stated therein, which shall be equivalent to having waived notice thereof.

ARTICLE IV

Committees

Section 1: Standing Committees. There shall be the standing committees specified in these bylaws. Members of the standing committees shall be appointed by the Chair annually at or following the annual meeting. The Chair and the President/CEO shall be ex officio members of all standing committees. Except as provided by these bylaws each standing committee shall include at least three Trustees. Additional members, including persons who are not on the Board, may be appointed and serve in an advisory capacity. The Chair of each standing committee and a majority of its members shall be Trustees.

Section 2: Executive Committee.

a. The Executive Committee shall consist of not less than five (5) or more than seven (7) members of the Board, and shall include among its members the Chair of the Board, the Vice-Chair of the Board, the Treasurer, the Secretary of the Board, the immediate Past Chair, and the President/CEO. The Board may elect one trustee to serve as Member at Large of the Executive Committee.

b. Between meetings of the Board, the Executive Committee shall have general management and control of the affairs of the Corporation, and possess all the authority and power of the Board in the management of the business and affairs of the Corporation, except as to such matters as the Board has by resolution expressly reserved to itself. The Executive Committee may not take any action inconsistent with a prior decision of the Board, remove or appoint the President/CEO or alter or amend the bylaws. Minutes of proceedings or written accounts of each Executive Committee meeting shall be kept and copies thereof shall be filed with the Secretary and provided in a timely manner to all Trustees.

Section 3: The Nominating & Governance Committee.

- a. The Nominating & Governance Committee shall be chaired by a Trustee appointed by the Chair of the Board.
- b. The Nominating & Governance Committee shall consist of not less than three (3) Trustees who shall be appointed by the Chair of the Board.
- c. The Nominating & Governance Committee shall provide for the perpetuation and stewardship of the Board through the nomination process.
- d. The Nominating and Governance Committee, working in partnership with the Board Chair, recruits and presents a slate of officers to the Board for approval at the Annual Meeting.
- e. The Nominating and Governance Committee periodically reviews the organization's bylaws and other policies and makes recommendations for change, as necessary.

Section 4: Finance Committee.

- a. The Finance Committee shall consist of not less than three (3) Trustees and shall be Chaired by the Treasurer of the Corporation.
- b. The Finance Committee shall provide supervision and general policy oversight of all financial affairs of the Corporation. These responsibilities, conducted in cooperation with the President/CEO, shall include developing and monitoring financial policy and monitoring the financial position of the Corporation by reviewing interim operating statements and recommending to the Board, for the Board's consideration and approval, annual operating and capital budgets.
- c. The Finance Committee shall recommend, for selection by the Board, the auditor, and shall be responsible for general supervision of the audit. The Finance Committee shall submit the auditor's report, with appropriate recommendations, to the Board.

d. The Finance Committee shall also oversee investment of funds and determine debt structure and capacity as needed and perform such other financial activities as may be referred to the committee by the Board.

e. The Investment Committee shall be a standing subcommittee of the Finance Committee. The Investment Committee shall oversee the management of (i) the Corporation's endowment funds and (ii) any assets that the Board designates to be managed as a part of one or more investment portfolios. The Investment Committee shall consist of the following individuals: (i) the Finance Committee Chair, (ii) the Board Chair, (iii) at least one member of the Finance Committee appointed jointly by the Finance Chair and the Board Chair, and (iv) a maximum of two qualified individuals appointed by a majority vote of the other members of the Investment Committee. For purposes of the Paragraph (e), a "qualified individual" is an individual who has professional, scholarly, or similar experience in investment management.

Section 5: Development Committee.

a. The Development Committee shall be chaired by a Trustee appointed by the Chair of the Board.

b. The Development Committee shall consist of not less than three (3) Trustees who shall be appointed by the Chair of the Board.

c. The Development Committee oversees the organization's revenue activities to help ensure that short and long-term revenue goals are met and adequately support the programs and services delivered.

Section 6: Planning Committee

a. The Planning Committee shall be chaired by a Trustee appointed by the Chair of the Board.

b. The Planning Committee shall consist of not less than three (3) Trustees who shall be appointed by the Chair of the Board.

c. The Planning Committee, working with the President/CEO and on behalf of the Board of Trustees, engages in Strategic Planning initiatives as required and recommends adoption of the final plan to the Board for approval.

d. The Planning Committee monitors the implementation of strategic goals from year to year, and reports changes to the Board as necessary.

Section 7: Executive Performance and Compensation Committee (EPCC).

a. The Executive Performance and Compensation Committee (EPCC) is a standing committee of the Board.

b. The EPCC conducts the President/CEO's annual performance review, establishes executive compensation, and brings their evaluation and recommendations to the Board of Trustees for approval.

c. The EPCC will consist of the Chair of the Board of Trustees, Vice Chair of the Board of Trustees, and at least two at-large members of the Board of Trustees.

d. The Vice Chair of the Board of Trustees shall serve as Chair of the EPCC.

e. The Chair of the Board of Trustees shall appoint the at-large members for a term of one year, and members may serve additional one-year terms.

f. The EPCC will meet periodically during the year, schedule to be determined by the committee.

Section 8: Appointment of Ad Hoc Committees. The Chair may appoint special or ad hoc committees to assist the Board in the discharge of its duties. Such committees shall be appointed with the concurrence of the Board for such special tasks as circumstances may warrant. Such committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except as specifically conferred by action of the Board.

Section 9. Committee Procedures. Except as otherwise directed by the Board or provided for in these by-laws, all committees shall be advisory to the Board. A majority of the members of the committees shall constitute a quorum. The committees will meet at the call of the Chair of the Board, the President/CEO, the Chair of the Committee, or two other members of the Committee. Committees may meet in person, telephonically and/or electronically. Each committee shall make regular reports to the Board of its business and recommendations.

ARTICLE V

Officers

Section 1: General. The Officers of the Corporation shall be the Chair of the Board, the Vice-Chair of the Board, the Secretary, the Treasurer, and the President/CEO and such other Officers as the Board may determine. The President/CEO is an officer of the Corporation and an ex-officio, non-voting, member of the Board by virtue of his/her office. All of the Officers of the Corporation, with the exception of the President/CEO, shall be members of the Board and shall be elected annually by the Board at its annual meeting, and shall hold office until the next annual meeting or until their successors are chosen.

Section 2: Honorary Trustees. In recognition of past services, Honorary Trustees may be named by a majority vote of the Board of Trustees. Honorary Trustees shall have no vote on matters that come before the Board, and their active participation on the Board is optional. Honorary Trustees will receive advance notice of and copies of the minutes of all meetings of the Board of Trustees. Honorary Trustees shall hold office at the pleasure of the Board of Trustees, but they shall not be considered Trustees for the purposes of Article II of these bylaws.

Section 3: Removal. Any Officer elected by the Board may be removed by a majority of the Board holding office whenever in their judgment the interests of the Corporation may best be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: Resignation. Any Officer of the Corporation may resign at any time by giving notice of resignation to the Chair of the Board, or to the President/CEO or to the Secretary. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 5: Vacancies. If a vacancy should occur in any office by reason of the death, resignation, incapacity or removal of such Officer, the Board shall be so notified and the Nominating Committee charged with the responsibility of recommending to the next meeting of the Board a replacement officer for the remainder of the term.

ARTICLE VI

Duties of the Officers

Section 1: Chair of the Board. The Chair of the Board shall preside at all meetings of the Board and of the Executive Committee. Subject to ratification actions of the Board, the Chair shall have the power to appoint members of standing and such other committees as may be created from time to time. The Chair shall give an annual report at the annual meeting of the Board. The Chair shall perform such other duties as may be assigned by the Board.

Section 2: The Vice-Chair of the Board. The Vice-Chair of the Board shall perform the duties of the Chair of the Board in the case of the Chair's absence or inability to act and such other duties as may be assigned by the Board. The Vice-Chair of the Board serves as Chair of the Executive Performance and Compensation Committee.

Section 3: Secretary. The Secretary, or his/her designee, shall prepare and serve the corporate notices, approve the minutes of all meetings of the Board, sign such instruments as require the signature of the Secretary, and perform such other duties as from time to time may be assigned by the Board. If the Secretary is absent from any meeting, the Chair will assume the Secretary's duties.

Section 4: Treasurer. The Treasurer serves as the Chair of the Finance Committee and assumes the responsibilities described in Article IV, Section 4 and performs such other duties as may be assigned from time to time by the Board.

Section 5: President/CEO. The President and Chief Executive Officer shall have the responsibility and authority for the day-to-day administration of the affairs of the Corporation under the general supervision of the Board. The President/CEO shall prescribe the duties of all employees of the Corporation, have overall responsibility for the administrative, financial, legal, and public relations concerns of the Corporation, have power to hire and dismiss employees and agents of the Corporation other than the Officers, sign on behalf of the Corporation contracts and other instruments necessary or desirable in the ordinary conduct of the business affairs of the Corporation, delegate such authority to other employees of the Corporation in specific instances or areas as may be designated from time to time subject to the approval of the Board, and perform such other duties as may be prescribed by the Board from time to time. The President/CEO is an ex-officio, non-voting member of the Board, shall attend meetings of the Board, and is an ex officio member of all Board Committees. The President/CEO shall be hired by the Board and may be removed by a majority of the Board holding office whenever in their judgment the interests of the Corporation may best be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII
Limitation of Personal Liability
for Trustees and Officers

To the fullest extent now or hereafter provided by law, no Trustee or Officer, or both, of the Corporation shall be personally liable to the Corporation for monetary damages for any action or failure to take action as a Trustee or Officer. No amendment or repeal of this article shall have any effect on any right or protection of any Trustee or Officer for or with respect to acts or omissions occurring prior to such amendment or repeal. In addition, to the fullest extent now or hereafter provided by law, no Trustee or Officer shall be liable for damages or bodily injury, personal injury, or property damage if the claim for such damages arises from an act committed in good faith and

without willful or wanton negligence in the course of an activity carried on to accomplish the charitable purposes of the Corporation.

Each Trustee and Officer of the Corporation, and their respective heirs, executors and administrators, shall be indemnified, held harmless, and provided a defense, by the Corporation against any cost, expense (including attorneys' fees), judgment, and liability reasonably incurred or imposed upon such Officer or Trustee in connection with any action, suit, or proceeding to which the said Trustee may be made a party, or with which the Trustee shall be threatened, by reason of being, or having been, a Trustee or Officer of the Corporation (whether or not the Trustee continues to be an Officer or Trustee at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which the Trustee shall finally be adjudged in any such action, suit or proceeding to be liable for willful or wanton negligence or misconduct.

ARTICLE VIII Community Advisory Board

Section 1: Membership. A Community Advisory Board shall be established and ideally composed of twenty-five (25) to forty (40) persons representing various listening interests within the station's coverage area.

Section 2: Purpose. The Advisory Board shall provide regular audience feedback to the Trustees regarding: (a) the station's established programming goals and current audience services, (b) the Board of Trustee's policy decisions, and (c) the needs, interests and concerns of the station's listening community.

Section 3: Officers. The Advisory Board shall elect a Chair and a Steering Committee that consists of one (1) member of the NHPR senior staff representing programming; and three (3) members of the Community Advisory Board. The Chair, a member of the Steering Committee, or the Chair's designee, shall attend one (1) meeting of the Board to represent the positions of the Advisory Board.

Section 4: Meetings. The Advisory Board shall meet no less than two (2) times during the Corporation's fiscal year at the call of its Chair. Additional meetings may be called by the President/CEO as and when deemed appropriate or necessary.

Section 5: Duties. The Advisory Board shall submit written reports following each meeting to the Board of Trustees regarding its suggestions, advice, and recommendations as and when it deems it appropriate.

Section 6: Candidates and Elected Officials. Individuals running for or elected to any state or national office or executive officer of a town, city or municipality are not eligible to serve on NHPR's Advisory Board. Should a member of the Advisory Board decide to run for political office, they shall give notice of their resignation from the Advisory Board to the Chair, or the President/CEO. Any such resignation shall take effect as of the earlier of the time specified in the notice or on the date of filing for political office. The Advisory Board's acceptance of such resignation shall not be necessary to make it effective, and in the event that the member fails or refuses to tender such a notice of resignation the member shall nevertheless be deemed to have resigned effective as of the date of filing for office.

ARTICLE IX

Seal

The seal of the Corporation shall consist of a flat-faced circular die with the words "New Hampshire Public Radio, Inc. Incorporated in New Hampshire 1978".

ARTICLE X

Fiscal Year

Except as from time to time otherwise voted by the Trustees, the fiscal year of the Corporation shall be a fiscal year ending June 30 of each year.

ARTICLE XI

Amendments

The bylaws may be amended or repealed and new bylaws may be made by two-thirds vote of those Trustees present at any regular or special meeting, providing that in the call for such meeting there is notice of such proposed amendment or repeal.