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BYLAWS
OF
NEW HAMPSHIRE PUBLIC BROADCASTING

ARTICLE I

MEMBERS

Section 1. Members. The members of the board of directors of the Corporation (herein also referred to as the "Members") shall be the Members of New Hampshire Public Broadcasting (herein also referred to as the "Corporation").

Section 2. Powers of Members. The members shall have those powers reserved to members under New Hampshire RSA 292.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs and business of the Corporation shall be controlled and managed by the Board of Directors. Without limiting the generality of the foregoing, and subject to the Members' reserved powers set forth in Article I, Section 2, such control shall include the power to: hire employees; enter into employment agreements with employees where deemed advisable; determine levels of employee compensation, including wages, salaries, bonuses and other fringe benefits; terminate the employment of an employee; determine conditions of employment, including hours of work, work responsibility, vacation time, and sick leave; authorize the purchase or rental of property; and determine all policies of the Corporation with regard to the conduct of the business of the Corporation. The Board of Directors may from time to time delegate particular responsibilities to specified officers or committees of the Corporation as it shall deem advisable. They may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation not inconsistent with these Bylaws, the Corporation's Articles of Agreement, or the laws of the State of New Hampshire as they may deem proper.

Section 2. Number and Qualifications. The number of Directors of the corporation shall be not fewer than fourteen (14), nor more than twenty-three (23), each of whom shall be of lawful age and at least five (5) of whom shall not be related. The President of New Hampshire Public Broadcasting shall be a director, ex officio, during his or her occupancy of that office, with vote, and the term of office provisions of Section 4 below shall not apply to the President. At any regular or special meeting, the number of Directors may be increased or diminished, so long as the number of directors shall not fall below 14 or exceed 23, by action of a majority of the

Board Directors, except that no such action shall be effective to remove any Director then in office.

Section 3. Voting. Each Director shall have the full right to vote and participate in the management and affairs of the Corporation.

Section 4. Term of Office. Each Director elected by the Board of Directors shall continue in office for a term of three (3) years and until his or her successor has been appointed and qualified, or until his or her death, resignation or removal in the manner hereinafter provided.

Section 5. Election and Composition. The Board of Directors, subject to the conditions and restrictions set forth in these Bylaws, may elect new Directors at any duly called regular or special meeting of the Board. A vacancy in any class of Directors may be filled by a substitute director being elected by the Board at any duly called regular or special meeting of the Board.

Section 6. Actions Taken by Board with Less Than Fourteen Directors. In the event the number of elected Directors falls below fourteen (14), as required in Article II, Section 2 of these Bylaws, the Directors entitled to vote and then holding office shall promptly elect new Directors pursuant to Article II, Section 5, so that the minimum number of fourteen (14) Directors is met..

Section 7. Successive Terms. There are no term limits for directors. Election of any director to a second or subsequent term shall be only after review and recommendation by the appropriate committee, and vote of the entire board.

Section 8. Quorum and Manner of Acting. A majority of the total number of Directors entitled to vote and then holding office shall constitute a quorum for the transaction of business at any meeting except where otherwise provided by statute, the Corporation's Articles of Agreement or these Bylaws. A majority of a quorum may adjourn the meeting. At all meetings of the Board of Directors, each Director present shall have one vote. At all meetings of the Board of Directors, all questions, the manner of deciding which is not specifically regulated by statute or the Corporation's Articles of Agreement, shall be determined by a majority of the Directors present at the meeting.

Section 9. Place of Meeting. The Board of Directors may hold its meetings and have one or more offices at such places within or without the State of New Hampshire as the Board from time to time may determine or, in the case of meetings, as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 10. Books and Records. The correct and complete books and records of account and minutes of the proceedings of Member and the Board of Directors shall be kept by the Secretary of the Corporation.

Section 11. Annual Meeting. The Board of Directors shall designate its last meeting before the end of its fiscal year the Annual Meeting, which meeting shall be for the purposes, among others, of the election of new Directors, the election of officers and the transaction of other business.

Section 12. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. Notice of regular meetings need not be given. Absence by a Director from three consecutive meetings of the Board and/or Committee of which the Director is a member shall be considered resignation by that Director from the Board unless an absence was excused for cause by the Chair of the Board. The Chair shall notify the Board of all absences excused for cause.

Section 13. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chair of the Board or by the Secretary of the Corporation at the request of any four (4) Directors at the time being in office. Notice of each such meeting shall be mailed to each Director, addressed to such Director at his or her residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him or her at such place by telegraph, cable, facsimile, radio, wireless, or e-mail, or be given personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting, and shall state the agenda of items to be discussed at such meeting. No business other than that specified in the agenda contained in the notice for the meeting shall be transacted at any special meeting of the Board of Directors, without the unanimous written consent of each of the Directors. Notice of any meeting of the Board need not be given to any Director, however, if waived by him or her in writing or by telegraph, cable, facsimile, radio wireless, or e-mail, whether before or after such meeting be held, or if he or she shall be present at such meeting unless his or her attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors shall be present thereat, or shall thereafter waive notice in writing.

Section 14. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Chair of the Board, or to the Secretary of the Corporation. 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 15. Removal of Directors. Any Director may be removed, either with or without cause, at any time, by the Board of Directors.

Section 16. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or removal of an elected Director may be filled in by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 17. Compensation. Directors shall receive no compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

Section 18. Directors' Action Without Meeting. If all the Directors entitled to vote and then holding office severally or collectively consent in writing to any action taken or to be taken by the Corporation, or conducts a meeting by other means, such action shall be valid as though

it had been authorized at a meeting of the Board of Directors. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Board of Directors.

Section 19. Initial Board of Directors. The initial Board of Directors shall be made up of the five (5) ex-officio Directors established in Article II, Section 5, and between nine (9) and sixteen (16), inclusive, elected Directors to be elected by consent resolution adopted unanimously by the Incorporators of the Corporation.

Section 20. Emeritus Directors. In recognition of long or otherwise distinguished service on the board, the board may elect Emeritus Directors. These directors will be elected for life, and will be entitled to attend meetings, receive regular mailings and materials sent to board members, but will serve without vote and will not count towards the presence of a quorum.

ARTICLE III

COMMITTEES OF BOARD OF DIRECTORS

Section 1. Designation; Vacancies. The Board of Directors, by a resolution passed by a majority of the whole Board, may designate such number of the Directors entitled to vote (not less than three (3)), as it may from time to time determine, to constitute a committee for a specified purpose, each committee member of which, unless otherwise determined by the Board, shall continue to be a member thereof until the expiration of his or her term of office as a Director. The Board of Directors may appoint additional committee members who are not Directors to serve on any committee with the exception of the Executive and Nominating Committees.

Section 2. Powers. During the intervals between the meetings of the Board of Directors, each committee of the Board of Directors shall have all of the powers of the Board of Directors in the management of the business and affairs of the Corporation as are delegated to them, and may exercise such powers in such manner as the committee shall deem best for the interests of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors. Each committee of the Board of Directors shall be responsible to the Board and shall report its actions at each meeting of the Board of Directors.

Section 3. Procedure; Meetings; Quorum. Each committee shall make its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or by resolution of the committee. A majority of the members of each committee shall constitute a quorum at any meeting thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The Board of Directors shall have power at any time to change the members of any committee, to fill vacancies, and to discharge the committee.

Section 4. Committee Chairs. Chair of each committee, other than the Chair of the Executive Committee, shall be selected from the Board of Directors and appointed by the Chair of the Board.

Section 5. Executive Committee. The Board of Directors shall have an Executive Committee which shall consist of the elected officers of the Board, the immediate past Chair of the Board, the Chair of the Finance Committee, and such other members as appointed by the Chair of the Board of Directors. The Executive Committee shall exercise the full authority of the Board of Directors between meetings of the Board of Directors. The Executive Committee shall be responsible to the Board of Directors and shall report its actions at each meeting of the Board of Directors. In the event the immediate past Chair's term has expired, and that Chair cannot serve a new term, then his or her term shall be automatically extended as a member of the Board of Directors until the next election of a Chair of the Board.

Section 6. Nominating Committee. The Board of Directors, by resolution passed by a majority of the whole Board, must designate at least three (3) members of the Board to constitute a Nominating Committee, which shall in each case consist of such number of Directors and shall have and may exercise such powers, as the Board may determine and specify in the respective resolutions appointing them. The Chair of the Board of Directors and the President of the Corporation shall be ex-officio members of the Nominating Committee. The Nominating Committee shall determine a list of nominees for the Board of Directors and officers of the Corporation before the end of the Corporation's fiscal year and shall present such list to the Board of Directors for nomination. The Board of Directors shall have power at any time to change the members of the Nominating Committee, to fill vacancies, and to discharge the Nominating Committee.

Section 7. Finance Committee. The Board of Directors shall have a Finance Committee which shall consist of the Treasurer, who shall be the Chair of the Finance Committee, the President of the Corporation, the Chief Financial Officer of the Corporation, , and at least three (3) Directors, elected by the Board of Directors. The Finance Committee shall have and may exercise such powers, as the Board may determine and specify in the respective resolutions establishing this committee. The Finance Committee shall approve the Corporation's annual budget, subject to the approvals of the majority of the Board of Directors.

Section 8. Compensation. Members of the Nominating Committee or of other committees of the Board of Directors shall receive no compensation for their services as members of such committees, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the Corporation shall include a Chair of the Board, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time deem appropriate. One person may hold the offices and perform the duties of more than one of said officers.

Section 2. Election, Term of Office and Qualifications. The officers shall be elected annually by the Board of Directors. Each officer shall hold office until a successor to such office

shall have been elected and shall have qualified, or until the death, resignation, or removal of such officer in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed, by the affirmative vote of majority of all qualified and currently sitting Directors of the Board whenever in its judgment the best interests of the Corporation will be served by such action.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors of the Board of Directors at any regular or special meeting of the Board.

Section 6. The Chair of the Board. The Chair of the Board shall be elected from among the Directors and shall, if present, preside at all meetings of the Board of Directors. The Chair of the Board shall, in general, perform all the usual and customary duties incident to the office, subject, however, to the direction and control of the Board of Directors, and such other duties as from time to time may be assigned to him or her by the Board of Directors or by the Executive Committee.

Section 7. The Vice Chairs. Each Vice Chair shall be elected from among the Directors and shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. At the request of the Chair, or in case of the Chair's absence or inability to act, any Vice Chair may act in the Chair's place, and when so acting shall have all the powers and be subject to all the restrictions of the Chair.

Section 8. The Secretary. The Secretary shall be elected from among the Directors, shall keep an office in the State of New Hampshire, shall be the registered agent of the Corporation; shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be the custodian of the records and of the seal of the Corporation and shall see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the Chair. Assistant Secretaries, who do not have to be members of the Board of Directors, may be elected and may perform the duties of the Secretary in the Secretary's absence or if delegated such duties by the Secretary.

Section 9. The Treasurer. The Treasurer shall be elected from among the Directors, shall serve as Chair of the Finance Committee and perform such other duties as from time to time may be assigned to him or her by the Board of Directors or by the Chair. Assistant Treasurers, who do not have to be members of the Board of Directors, may be elected and may perform the duties of the Treasurer in the Treasurer's absence, or if delegated such duties by the Treasurer.

Section 10. President of the Corporation. The President of the Corporation shall be its Chief Executive Officer and shall be elected by the majority of the Board of Directors then in office. The President and Chief Executive Officer shall report to and be accountable to the Chair and the Board of Directors. The President shall be entitled to attend all meetings of the Board of Directors and of its Committees except when excluded therefrom at the request of the Chair. The Board of Directors may elect a vice president or vice presidents as it deems appropriate from time to time

Section 11. Compensation. Officers other than the President and Chief Executive Officer shall receive no compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

ARTICLE V

CONTRACTS, CHECKS, NOTES, ETC.

Section 1. Execution of Contracts. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, shall be executed by the Chief Financial Officer of the Corporation or his or her designee.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors, any officer or agent of the Corporation thereunto authorized may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances. Any such action shall be in accordance with the limitations on borrowing and pledging assets contained in the Agreement of Disaffiliation between the University System of New Hampshire and the Corporation.

Section 3. Custody and Deposit of Funds. The Chief Financial Officer of the Corporation shall have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever.

ARTICLE VI

SEAL

The Board of Directors shall arrange to obtain a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and words and figures indicating the year and state in which the Corporation was incorporated.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director by these Bylaws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended, repealed or supplemented, subject to appeal or change by an affirmative vote of the majority of the full Board of Directors, at any meeting or special meeting of the Board of Directors called for the purpose, provided that notice of the proposed change is given in the notice of the meeting. The proposed amendment shall have been furnished to each Director at the preceding meeting or that copies of that proposed amendment shall have been furnished to each Director at least ten (10) days prior to such meeting. No amendment of these bylaws shall affect the obligations of the corporation to the University System of New Hampshire.

ARTICLE IX

INDEMNIFICATION

Section 1. Indemnification of Officers and Directors.

(a) The Corporation shall defend, indemnify and hold harmless each Director and Officer of the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director or Officer, or both, except with respect to: (i) any breach of the Director's and/or Officer's duty of loyalty to the Corporation; (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the Director, Officer, or both, derived any improper personal benefit.

(b) The Corporation shall defend, indemnify, and hold harmless each Director and Officer of the Corporation who was or is a party to a proceeding or threatened to be named a defendant in a proceeding, whether civil, criminal or administrative or investigative, because such Director or Officer acted on behalf of the Corporation, against liability for a final judgment, settlement, penalty, fine, and reasonable expenses incurred with respect to the proceeding; if: (i) the Director or Officer conducted himself/herself in good standing; and (ii) the Director or

Officer reasonably believed his or her conduct was not opposed to the best interest of the Corporation. The Corporation may not defend, indemnify or hold harmless a Director or Officer in connection with any proceeding charging improper personal benefit to such person, whether or not involving an action on behalf of the Corporation, in which such person was adjudged liable on the bases that personal benefit was improperly received by him.

ARTICLE X

AUDIT and TAX FORMS

The Corporation shall be audited annually by an independent certified public accountant applying generally accepted auditing standards. The auditors shall be selected from time to time by the Finance Committee and ratified by the Board of Directors. The audit shall be communicated to the Board of Directors through its Finance Committee and shall be a direct communication to the Board of Directors by the auditors. The Board of Directors shall meet with the auditors with or without management to receive the audit and any report on management practices that the auditors shall believe should be communicated to the Board of Directors. In addition, the Board of Directors through the Finance Committee shall ensure the preparation and filing of the Form 990 and such other forms as are required to be filed by the Corporation with the Internal Revenue Service and the Board of Directors shall review and approve such forms prior to filing, at a regular meeting or a special meeting called for that purpose.

ARTICLE XI

TAX EXEMPT STATUS

These Bylaws of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify and to continue qualifying as a voluntary charitable corporation organized and existing under the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax exempt charitable organization organized and operated for any purpose for which an organization may be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

These Bylaws were adopted and accepted on this 24th day of September, 2008.

Secretary of the Corporation

Modified: June 16, 2009 by vote of the NHPB Board of Directors

Further Modified: June 29, 2012 to be effective July 1, 2012 by vote of NHPB Board of Directors, consistent with the Memorandum of Intent approved by the University System Board of Trustees on April 19, 2012.

Secretary of the Corporation

Modified: June 20, 2013 by vote of the NHPB Board of Directors

Secretary of the Corporation

Modified: November 28, 2016 by vote of the NHPB Board of Directors

Secretary of the Corporation

Modified: February 22, 2018 by vote of the NHPB Board of Directors

Secretary of the Corporation

Modified: June 13, 2019 by vote of the NHPB Board of Directors

Secretary of the Corporation