

COPY
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BYLAWS
of the
HERITAGE RADIO SOCIETY

ARTICLE I

Name, Offices and Seal

Section 1. Name. The name of this nonprofit Corporation is Heritage Radio Society (hereinafter called the "Corporation").

Section 2. Office Location. The registered office shall be that office specified in the Articles of Incorporation. The principal office and place of business of this Corporation shall be at such a place as the Board of Directors shall fix, and the Corporation may have such other offices and places of business, both within and outside the State of Maine as the Board of Directors may from time to time fix, or as the business of the Corporation may require.

Section 3. Seal. The Corporation may adopt a circular seal containing the name of the Corporation, the year of its creation, and the word "Maine". A corporate seal may be adopted at any time by act of the Board of Directors in accordance with the bylaws.

ARTICLE II

Purpose and Powers

Section 1. Purpose. The purpose of the Corporation shall be through educational broadcasting, to preserve the memory and promote the appreciation of traditional, early twentieth century American popular music, by the public at large and young music students who will carry on the tradition of this music, as well as the collection and preservation of original sound recordings along with all data on same that can be obtained.

Section 2. Powers. To effect the foregoing purposes of the Corporation, the Corporation shall have such powers as are conferred upon nonprofit corporations by the Maine Nonprofit Corporations Act, provided that:

a. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual

shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

b. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

c. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE III

Membership

Section 1. Classes of Members. The Corporation shall have the following classes of members: (a) Individual; and (b) Corporate. Corporate members shall include any corporation, partnership or unincorporated organization consisting of more than one individual.

Section 2. Qualifications of Members. The qualifications and rights of each membership class in the Corporation shall be as follows: (a) Individual: Any individual shall become an Individual Member upon election by the Board of Directors. Individual Members shall have the right to attend the Corporation's Annual Meeting and such other Special Meetings of Members as are called by the Board of Directors. Individual Members shall have no other qualifications and rights; and (b) Corporate: Any corporation, partnership or unincorporated organization consisting of more than one individual shall become a Corporate Member upon election by a majority vote of the Board of Directors. Corporate Members shall have the right to attend the Corporation's Annual Meeting and such other Special Meetings of Members as are called by the Board of Directors. Corporate Members shall have no other qualifications or rights.

Section 3. Membership Compliance with Articles and Bylaws. Acceptance of membership in the Corporation shall constitute an agreement by such member to comply with the Articles of Incorporation and bylaws of the Corporation and to recognize the Board of Directors as the sole judge of his or her right to be or remain a member. Membership shall be contingent upon continued compliance with the Articles of Incorporation and bylaws of the Corporation.

Section 4. Membership Terms and Dues. The membership terms and dues for Individual Members and Corporate Members shall be established from time to time by the Board of Directors.

Section 5. Termination of Membership. The Board of Directors may terminate the membership of any member by a two-thirds (2/3) vote of those present at any authorized meeting.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 7. Certificates of Membership. The Board of Directors may provide for the issuance and replacement of certificates evidencing membership in the Corporation.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation but need not be residents of Maine.

Section 2. Number, Election, Tenure and Qualifications. The number of directors shall be not less than five (5) nor more than nine (9). The number of directors may be fixed within these limits by resolution of the Board of Directors. The Board of Directors at the Annual Meeting shall elect directors to succeed those whose terms are expiring. Directors shall hold office for three years after their election or until their successors shall have been elected and qualified.

Section 3. Annual and Regular Meetings. An Annual Meeting of the Board of Directors shall be held on the second Monday in March of each year for the purpose of electing officers and directors and transacting such other business as may properly come before the meeting without other notice than by this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of Maine, for the holding of additional regular meetings of the Board without further notice other than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Maine, for holding any special meetings of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto, personally, directly by telephone, or by mail sent to

directors at their addresses as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered three (3) days after it is deposited in the United States mail so addressed with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by affirmative vote of the Board of Directors at the Annual Meeting or at a special meeting of the Board of Directors called for that purpose.

Section 9. Removal. Directors may be removed in the same manner as officers may be removed in accordance with the provisions of Section 4, Article V.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Meetings by Telecommunication. Regular or special meetings of the Board of Directors or any committees may be held by means of a conference telephone or similar communications equipment enabling all persons participating in such a meeting to hear each other, and participation at such a meeting shall constitute presence in person at such meeting.

Section 12. Informal Action by Board of Directors or Committees. Any action required or permitted by law to be taken at

a meeting of directors or any committee may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the members of the Board of Directors or committee, as the case may be.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Clerk, and such other officers as may be elected in accordance with the provisions of this Article V. Officers must be members of the Corporation and such officers shall serve until their successors are duly elected. The officers may be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation, shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such Annual Meeting, such election shall be held as soon thereafter as is possible. New offices may be created at any meeting of the Board of Directors, but shall be filled by a majority vote of the Board of Directors at the Annual Meeting or at a special meeting of the Board of Directors called for that purpose.

Section 3. Vacancies. Any vacancy in any office because of death, resignation, disqualification or otherwise, may be filled, except as otherwise provided by these bylaws, by the election of a member of the Corporation by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 4. Removal. Any officer elected by the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation, and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers and duties of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of directors and of any committees having any of the authority of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; and keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and in general have such other powers and perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all properties, funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies and other valuable property in the name of the Corporation in such banks, trust companies or other depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as may be ordered by the Board of Directors; render to the Board of Directors at the regular meetings of the Board of Directors, or whenever it may request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 9. Clerk. The Clerk who shall be a resident of the State of Maine, shall be custodian of the corporate records, and, if adopted, of the seal of the Corporation and shall discharge all other duties required by him or her by the laws of the State of Maine or by the Board of Directors. The Clerk shall act as the agent of the Corporation in the State of Maine upon whom process against the Corporation may be served. In the Clerk's absence, incapacity or inability to act, a temporary Clerk shall be chosen. In the absence of a Secretary, the Clerk may keep the records of meetings of the Board of Directors.

ARTICLE VI

Indemnification

Section 1. Indemnification. The Corporation shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; except that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, who had no reasonable cause to believe that his or her conduct was lawful or in fact believed such conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that his or her conduct was lawful or in fact believed such action to be unlawful. The foregoing rights of indemnification shall, in the case of the death or incapacity of any director, officer, or other person, inure to the benefit of his or her heirs, estate, executors, administrators, conservators, or other legal representatives.

ARTICLE VII

Committees

Section 1. Executive Committee. The officers shall comprise the Executive Committee. The Executive Committee shall have the authority of the Board of Directors in the management of the Corporation between meetings of the Board of Directors except as their authority is limited by Section 2 of this Article VII and except as it may be limited by resolutions of the Board of Directors.

Section 2. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among members one or more committees, other than the Executive Committee, each of which shall consist of two or more members, at least half of whom are directors; the remainder need not be directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan or merger or a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or such director by law.

Section 3. Other Committees. Other committees not having the authority of the Board of Directors in the management of the corporation may be designated by a resolution of the Board of Directors for such terms and purposes as the Board of Directors deems fit. Except as otherwise provided in such resolution, members of such committees shall be members of the Corporation, the President shall appoint the members thereof, and the President shall be an ex officio member of such committees. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 4. Chair. One member of each committee shall be appointed chair by the President, unless the selection of the chair be otherwise provided for by resolution of the Board of Directors.

ARTICLE VIII

General Provisions

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Maine Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or

after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Amendments to Bylaws. These bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the Board of Directors, if at least twenty (20) days' written notice is given of the proposed revision, amendment or repeal of these bylaws and of the new bylaws at such meeting.

Section 3. Invalidity. The invalidity of any part of these bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these bylaws.

Section 4. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these bylaws, or the intent of any provision thereof. Reference in these bylaws to Sections without reference to the document in which they are contained are references to these bylaws.

Section 5. Gender. The use of the masculine gender in these bylaws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.

ARTICLE IX

Dissolution

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Section 1. Upon the dissolution of the Corporation or winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder as they now exist or as they may hereafter be amended.

AMENDED, 3-9-98

Minimum Fee \$5.00 (See §1401)

DOMESTIC
NONPROFIT CORPORATION
STATE OF MAINE
ARTICLES OF AMENDMENT

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03/09/1998

Nancy B. Kelleher

Deputy Secretary of State

A True Copy When Attested By Signature

Nancy B. Kelleher
Deputy Secretary of State

Heritage Radio Society
(Name of Corporation)

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers for filing the following Articles of Amendment:

FIRST: Describe NATURE OF CHANGE (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as TEXT of amendment. Attach additional pages as needed.

Paragraph seven of the original Articles beginning with "...and
as a charitable" and ending with "The Maine Revised Statutes as
Amended" is to be deleted. The following paragraph is to be
added:

Upon the dissolution of this corporation/organization assets
shall be distributed for one or more exempt purposes within the
meaning of Section 501(c) (3) of the Internal Revenue Code, or
corresponding section of any future Federal tax code, or shall
be distributed to the Federal government, or to a state or local
government, for a public purpose.