

**BYLAWS OF
PRAIRIE PUBLIC BROADCASTING, INC.**

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BYLAWS OF PRAIRIE PUBLIC BROADCASTING, INC.

(Note: All capitalized terms are defined.

See Article XIII - Definition of Certain Terms.)

Article I - Purposes

The purpose of the Corporation is to engage in any lawful act or activity for which corporations of this type may be organized. This Corporation is not organized for profit and there shall be no division of any of the property or funds of this Corporation or income therefrom among Members and no Member of this Corporation shall have any interest in any of the property, funds, or income of the Corporation.

Article II - Offices

The principal office of the Corporation shall be located at 207 North Fifth Street, Fargo, North Dakota 58108-3240. The Corporation may have such other offices as the Board may designate.

Article III - Members

Members of this Corporation shall consist of those persons who signify their interest in public and educational broadcasting by making a minimum annual membership contribution to the Corporation as set by the Board.

Article IV - Meeting of Members

Section 1. Annual Meeting - An annual meeting of the Members shall be held each year at a date, place and hour established by the Board.

Section 2. Special Meetings - Special meetings of the Members may be called by the Chair of the Board or by a majority of the members of the Board and shall be called by the Chair of the Board at the written request of 10% of the Membership as of the last annual meeting. The date, time and place of each special meeting shall be fixed by the Board.

Section 3. Notice of Meetings - Written notice of the annual or any special meeting of the Members shall be delivered personally or by mail to each Member. The mailed notice may be included in the monthly program guides for the month immediately preceding the month of the meeting or for the month of the meeting, at the discretion of the President. Supplemental notice may be provided by broadcast announcement. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. Quorum - A quorum shall consist of 50% of the Membership (measured as of the date of the last annual meeting) who are present in person or by proxy. A majority vote of those voting shall decide all questions. In the absence of a quorum of the Members, a quorum of the Board shall act on behalf of the Membership at any annual or special meeting of the Members.

Section 5. Proxies - At any annual meeting or special meeting of Members, a Member may vote by proxy executed in writing by the Member on a form provided for that meeting by the Secretary. No proxy shall be valid after eleven (11) months from the date of its execution. All proxies must be received by the President no later than five (5) days before the meeting. The Board may authorize the solicitation of proxies on behalf of the Board.

Article V - Board of Directors

Section 1. Governance - The governing body of the Corporation shall be the Board.

Section 2. Directors and Voting - The number of Directors shall be fixed by resolution of the Board, but in no event shall the number of Directors be less than fifteen (15) nor more than twenty-one (21). All Directors shall be appointed by a majority vote of the then-voting members of the Board present at a regular or special meeting. In addition, the President of the Prairie Public Television Manitoba Board of Directors will hold a position on the PPB Board of Directors as an Ex-officio voting member with the same qualifications of other Directors. Each Director present shall have one vote at all meetings of Directors except the President of the Corporation who shall serve without a vote. Voting by proxy at any Directors' meeting is not allowed.

Section 3. Qualifications of Directors - Directors shall:

- (a) At all times be Members of the Corporation; and
- (b) At the time of their appointment, reside within North Dakota, Minnesota, Montana, South Dakota, or the Dominion of Canada, and be recipients of Prairie Public's Television or Radio services.

All voting Directors shall be citizens of the United States or of the Dominion of Canada.

No employee of the Corporation (other than the President) may serve as a member of the Board during the term of his or her employment with the Corporation or for a period of three (3) years following termination of such employment.

Section 4. Terms of Office and Filling of Vacancies - Directors' terms of office shall be for a period of three (3) years following their appointment or until their qualified successors have been appointed. With the exception of the term of the director serving as Vice Chair, as hereinafter provided, no other Director shall serve more than two consecutive three-year terms, provided, however, that whenever a person is appointed to fill a vacancy amongst the Directors, the period remaining in respect of such vacancy shall not be included in calculating the terms of

office aforesaid. Notwithstanding any other provisions in these Bylaws, if needed, the elected Vice Chair's term will be automatically extended for one additional year, in order to be eligible to serve as the Chair.

The immediate Past Chair of the Board shall remain on the board as an Ex-Officio, voting member until there is a successor.

Appointments of Directors shall be held in the months of August, September, or October in each year as determined by the Board in accordance with the provisions of Section 7 hereof, at which time, in order to provide for staggered terms, one-third of the required number of Directors shall be appointed, as the case may be.

Any vacancy other than that occurring by reason of an increase in the number of Directors may be filled by the Board, and a person so chosen shall hold office for the balance of the unexpired term of the vacating Director, as the case may be. At no time shall the Board permit there to be more than four vacancies amongst members of the Board.

Section 5. Removal of Directors - A Director may be removed

(a) for failure to comply with any requirements for Directors imposed by law, the Corporation's articles, or any valid bylaw respecting the qualification of Directors.

(b) by resignation;

(c) for failure to attend three consecutive regular meetings of the Board;

(d) for failure to be a Member of the Corporation;

(e) for failure to reside within North Dakota, Minnesota, Montana, South Dakota, or the Dominion of Canada; or

(f) for failure to be a recipient of Prairie Public's Television or Radio services.

Section 6. Nomination and Appointment of Directors - The nomination and appointment of Directors shall be in accordance with resolutions of the Board. Any qualified person may be nominated for appointment by petition in writing, signed by three Members of the Corporation, and received at the offices of the Corporation not later than the date set by the

Board, or by a committee to which the Board has delegated the responsibility, for the closing of nominations.

The rules respecting nomination and appointment established by the Board as above required shall, without restriction, annually: require the publication in the Corporation's newsletter to Members of a call for nominations; require the Board, or a committee to which the Board has delegated the responsibility, to set the date for the close of the receipt of nominations.

Effort shall be made to provide nominees for appointment to the Board of Directors who reside within North Dakota, Minnesota, Montana, South Dakota or the Dominion of Canada, and who are recipients of Prairie Public's Television or Radio services.

Section 7. Regular Meetings - The Board shall hold regular meetings at least quarterly. The date, time and place of each regular meeting shall be fixed by the Board. One quarterly meeting shall be held in conjunction with the annual meeting of Members.

Section 8. Special Meetings - Special meetings of the Board may be called by the Chair of the Board or by the Secretary at the request of any four Directors.

Section 9. Notice to Directors - Written notice of each regular meeting of the Board shall be delivered to each Director at least ten (10) days prior to the scheduled meeting and of each special meeting at least two (2) days prior to the meeting. Mailed notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If notice is by electronic media, such notice shall be deemed to be delivered when the electronic media is sent.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to a transaction of any business because the meeting is not lawful or is contrary to the bylaws.

An agenda shall accompany the notice of each meeting.

Section 10. Quorum - Seven Directors shall constitute a quorum for the transaction of business and a majority vote of the voting Directors present and voting shall decide all questions.

Section 11. Action by Directors - A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless a Director shall request that the dissent be entered in the minutes of the meeting.

Section 12. Specific Powers - The Board may supersede decisions of the Members at annual or special meetings by a two-thirds majority of all voting members of the Board.

Section 13. Open Meetings - All meetings of the Board shall be open to the public.

Section 14. Public Notice - Whenever possible, notice of each meeting of the Board shall be given in the program guides, and by broadcast announcement.

Section 15. Indemnification - Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including the settlement thereof, and including council's fees reasonably incurred by or imposed upon such Director or Officer in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses and liabilities are incurred, unless a judgment or other final adjudication thereof adverse to the Director or Officer shall establish his or her gross negligence or willful misconduct in the performance of his or her official duties, and that such conduct was material to the cause of action so adjudicated. The foregoing article of indemnification shall extend not only to Directors and Officers, but also to the estates and to the personal representatives of the Directors and Officers and shall be in addition to and not exclusive of all other rights to which the Director or Officer may be entitled by statute, bylaw, contract, agreement, or vote of the Member of this Corporation or otherwise. Indemnification shall not extend beyond the limits permissible under applicable common or statutory laws, state or federal.

Article VI - Officers

Section 1. Officers of the Board of Directors - The Officers of the Board shall be the Chair, the Vice Chair, and the Secretary. Each Officer shall be elected by the Board.

(a) Chair

The Chair shall have the following duties, responsibilities, and powers:

- i) Preside at all meetings of the Board and at all meetings of the Members, or may designate a Vice Chair to preside.
- ii) Appoint committees of the Board and their chairs and vice chairs.
- iii) Cause to be prepared and approve agendas for all meetings.
- iv) Serve as a liaison between management and the Board.
- v) Perform other duties as prescribed from time to time by the Board.

(b) Vice Chair

The Vice Chair, in the absence or the inability to act of the Chair, shall preside at all meetings of the Board and of the Members and shall perform other duties as prescribed from time to time by the Board.

In the absence or the inability to act of both the Chair and the Vice Chair of the Board, the Board shall elect one of its members as Chair Pro Tem, who shall be vested with all the powers of the Chair during the absence of or the inability to act of the Chair and Vice Chair of the Board.

(c) Secretary

The Secretary shall take or provide for the taking of minutes of all meetings of the Board and of the Members and all votes taken on matters before the Board.

The Secretary shall delegate to any other Officer of the Corporation the duties and responsibilities of recording, filing, and safely storing all minutes, legal papers, confidential corporate files, and personnel files of the Corporation.

Section 2. Election and Term of Officers of the Board - The Officers of the Board shall serve a term of one year and shall be elected annually by the Board at its first meeting held after the annual appointment of Directors. The election of officers shall be by majority vote of the Board during that meeting and shall assume their duties immediately. Each Officer shall hold office until the Officer's successor shall have been duly elected.

A member of the Board shall not serve for more than three (3) consecutive terms in any one office of the Board as defined in Section 1 above.

If the incumbent Vice Chair is willing and able to serve, the Vice Chair's name shall be the only name placed in nomination for election to the Chair.

If needed, the elected Vice Chair's term will automatically be extended for the Chair position regardless of term limits.

Section 3. President and Treasurer of the Corporation - The Board shall elect a President and a Treasurer who shall serve at the pleasure of the Board and upon such terms and conditions as set by the Board.

(a) The President shall be the Executive Officer and General Manager of the Corporation and shall have general supervision over the operations and activities of the Corporation, subject to the supervision of the Board, and shall perform such other duties as are approved by the Board. The President may sign and make agreements in the name of the Corporation, employ, terminate, and set compensation for employees, and maintain the books and records and file reports as required by law.

(b) The duties and responsibilities of the Treasurer shall be to ensure a full and accurate accounting of all monies of the Corporation, both received and disbursed, with summary results thereof provided in reports on a regular basis and shall make detailed reports of all matters concerning finances directly to the Board.

Section 4. Removal of Officer - Any Officer elected by the Board may be removed by a majority vote of all voting members of the Board whenever, in the judgment of the Board, the best interests of the Corporation shall be served thereby.

Section 5. Vacancies - A vacancy in any office may be filled by the Board.

Article VII - Committees

The Board may establish one or more committees and may delegate to such committees portions of the authority of the Board in the management of the Corporation. The Chair shall make appointments to each committee of the Board except the Executive Committee, the membership of which shall be fixed by resolution of the Board.

Article VIII - Contracts, Checks, Depositories, Funds and Gifts

Section 1. Contracts - The Board may authorize any Officer or Officers to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation.

Section 2. Checks and Drafts - The Board may authorize any Officer or Officers to sign checks and drafts for the payment of money. In the absence of other authorization by the Board, such instruments shall be signed by the Chair of the Finance Committee.

Section 3. Depositories - All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories approved by the Board.

Article IX - Books and Records

The books and records of the Corporation shall be kept at the principal offices of the Corporation. Books and records open to the public under State or Federal law may be inspected by any Member or any Member's agent or attorney for any proper purpose at any reasonable time. Any request for copies of any book or record shall be in writing and must be accompanied by payment of reasonable reproduction costs at a rate set by the President.

Article X - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of each year.

Article XI - Seal

The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

Article XII - Amendment of the Bylaws

These bylaws may be amended or new bylaws may be adopted by a majority vote of the voting members of the Board present at any regular meeting or special meeting, provided that all Directors have received written notice at least ten (10) days prior to the meeting that the amendment of the bylaws or the enactment of new bylaws will be considered at such meeting and the nature of the proposed changes.

Article XIII - Definition of Certain Terms

Unless the context otherwise requires, the terms defined herein shall, for all purposes of these Bylaws and of any amendments hereto, have the meanings herein specified. Any terms defined herein shall be equally applicable to both the singular and plural forms of any of the terms defined:

“Board” means the Board of Directors of the Corporation.

“Chair” means the presiding officer of the Board of Directors as identified in Article VI, Section 1.

“Corporation” means Prairie Public Broadcasting, Inc., a North Dakota non-profit corporation.

“Director” means a voting member of the Board of Directors.

“Members” means the persons identified in Article III hereof.

“Membership” means all Members of the Corporation.

“Officers” means the persons identified in Article VI, Section 1.

“President” means the President of the Corporation as described in Article VI, Section 3.

“Vice Chair” means the Vice Chair of the Board of Directors as identified in Article VI, Section 1.