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WISCONSIN PUBLIC RADIO ASSOCIATION

BYLAWS

ARTICLE I. PURPOSE

1.01 It shall be the general purpose of the Wisconsin Public Radio Association (“Association”) to further the objectives of Wisconsin Public Radio (“WPR”). WPR is a service of The University of Wisconsin System Board of Regents and the Wisconsin Educational Communications Board (“Licensees”). The Association shall endeavor to further the objectives of WPR by means which include, but are not limited to, the following:

- (a) Soliciting contributions from WPR audiences, Association members, and persons who desire to support the programming and activities of WPR;
- (b) Providing information to WPR audiences and Association members concerning the organization, needs, programming and activities of WPR and the Association;
- (c) Promoting and supporting public radio broadcasting in the state of Wisconsin;
- (d) Providing information to WPR and others regarding the needs and preferences of Association members and listeners of public radio broadcasting in the state of Wisconsin;
- (e) Making known to governmental representatives, in a manner consistent with all state and federal laws regulating the operation of the Association as a nonprofit corporation, the needs and preferences of Association members and others in regard to public radio broadcasting in the state of Wisconsin; and
- (f) Distributing to the Licensees a portion of the funds collected from Association members and others to support the programming operations and activities of those entities.

1.02 Limitations. In addition, to further, but not limit, these means:

- (a) The Association shall not engage in propaganda or in any way attempt to influence Legislation, except as an insubstantial part of its activities. The Association shall not engage in any activities, transactions or omissions that shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of

1986, as amended (“Code”). The Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office; nor shall it engage in any “prohibited transaction” as defined in Section 503(b) of the Code.

- (b) No part of the net earnings of the Association shall be used for the benefit of, or be distributed to, its directors, officers, or any other private individual, other than for the reasonable compensation for services rendered and to make payments and distributions that further the purposes in 1.01.
- (c) The Association also has such powers as are now or may hereafter be granted under the laws of the State of Wisconsin that are in furtherance of the Association’s exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax codes.

ARTICLE II. MEMBERSHIP

2.01 Persons making contributions to the Association will become members of the Association and continue as members for the period of time as defined in Association policy or Board resolution.

ARTICLE III. FISCAL YEAR

3.01 The activities of the Association shall be conducted according to a fiscal year of July 1 to June 30.

ARTICLE IV. MEETINGS

4.01 The Association shall provide periodic opportunities in various regions of the state, for members to hear reports from WPR staff persons and to offer comments. Notice of meetings shall be provided to members. The form and timing of such notice shall be established in Association policy.

4.02 The Board of Directors (“Board”) shall meet not less than three (3) times each fiscal year, at times and places to be determined by the Executive Committee, upon reasonable notice to each Director. Notice of meetings shall be provided to members. The form and timing of such notice shall be established in Association policy.

4.03 The Executive Committee shall meet at times and places designated by the Chair of the Board (“Chair), upon notice as in 4.02 above.

4.04 Special meetings of the membership, upon notice as in 4.01 above, or of the Board upon notice as in 4.02 above, may be called by the Chair. Notice of any special meeting shall include an agenda for that meeting.

4.05 For meetings of the membership, a quorum for transaction of Association business shall be the presence, in person or electronically, of at least 35 members. For meetings of the Board of Directors or any of its Committees, a quorum for the transaction of Association business is

defined as more than 50 percent of the members of the Board or Committee. At all meetings, decisions shall be made by majority vote of those present and eligible to vote unless applicable law or the Association's Articles of Incorporation or Bylaws require a larger majority. Directors may participate and vote in meetings in person or by other means of real-time participation (e.g. telephone, video link, etc.). A Director participating in a meeting by any of these means is deemed to be present in person at the meeting.

4.06 Any matter to be voted upon by the membership shall be conducted in accordance with procedures established by the Board Governance Committee and as provided in Association policy. Any action that may be taken at a meeting of the membership may, at the Board's direction, be taken by written ballot provided to every member entitled to vote on the matter, in hard copy or electronically, according to procedures established by the Board or its Governance Committee.

ARTICLE V. BOARD OF DIRECTORS

5.01 The business of the Association shall be managed under the direction of the Board.

5.02 Nominees to serve as Directors shall be identified by the Board Governance Committee and elected by majority vote of the Board.

5.03 The Board shall consist of not fewer than fifteen (15) Directors who are members of the Association and constituted as follows:

- (a) Directors shall reside in various geographic locations, broadly representing the WPR listening area.
- (b) One (1) Director shall be a representative agreed upon and appointed by the Licensees.

5.04 Directors may serve a term of three (3) fiscal years. Continuity shall be maintained by electing at least five (5) Directors annually. Special terms may be designed when necessary to realign the staggered terms. Board members may serve no more than three consecutive three-year terms. Following the completion of the third three-year term, the member may not again serve on the Board for a period of a full fiscal year.

5.05 The timing of Director nominations and elections shall proceed according to applicable policies of the Association. If the need arises between election cycles, new elections to the Board shall follow the procedures set forth in Association Bylaws and policy. Any vacancies shall be filled for the duration of the term and shall not count toward the term limit.

5.06 Indemnification. To the fullest extent permitted by law, the Association shall indemnify an individual against any and all liability and expenses actually and reasonably incurred by him or her in any proceeding in which the individual was joined as a party because of his or her service at any time (a) as a Director or officer of the Association or (b) in a similar capacity on behalf of any other organization at the request of the Association. Entitlement to indemnification shall be determined by majority vote of the disinterested Directors or by such other procedure as the Board may determine. The Association may purchase and maintain insurance on behalf of the current

and former Directors and officers and that coverage may, in the Association's discretion, be broader than the scope of indemnification prescribed in this section.

ARTICLE VI. OFFICERS

6.01 The officers of the Association shall be Chair, Vice Chair, Secretary and Treasurer. Officers shall conduct their duties as described in this Article under the control and direction of the Board and in a manner consistent with the law and the terms of these Bylaws and applicable Board resolutions and policies.

6.02 The officers of the Association shall be elected annually by and from the Board at the last meeting of each fiscal year. Each officer shall be elected for a term of one fiscal year following such officer's election. The Chair and Vice Chair shall serve no more than three (3) consecutive terms in each of those offices. Should a vacancy among the officers occur, the Board shall elect one of its members to fill the unexpired term

6.03 Chair. The Chair shall have general supervision of the affairs of the Association. The Chair shall, when present, preside at all meetings of the full Board. The Chair shall have authority to:

- (a) Sign, execute and acknowledge, on behalf of the Association, contracts or other instruments necessary and proper to the conduct of the Association's regular business and, except as otherwise prohibited, may authorize any other officer of the Association to sign, execute and acknowledge such documents or instruments in his/her stead;
- (b) Appoint all Committee chairs, subject in each case to the final approval of the Board and shall serve as an *ex officio* member of all Committees; and
- (c) In general, perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time.

6.04 Vice Chair. The Vice Chair shall:

- (a) In the absence of the Chair, or when it shall be inappropriate or impracticable for the Chair to act, perform the duties of the Chair, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the Chair; and
- (b) Have such authority and perform such other duties as from time to time may be delegated or assigned by the Chair or by the Board.

6.05 Secretary. The Secretary shall be responsible for the maintenance and accuracy of all records of the Association. The Secretary shall:

- (a) Oversee the keeping and timely distribution of minutes of the meetings of the Board and Committees;

- (b) Oversee the maintenance and accuracy of all corporate records;
- (c) Ensure that all notices are duly served;
- (d) Sign, as Secretary, documents and instruments authorized by the Board;
- (e) Maintain a list describing the composition and purposes of the Standing Committees; and
- (f) In general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board.

6.06 Treasurer. The Treasurer shall be responsible for the oversight of:

- (a) All receipts for moneys donated, earned and otherwise due and payable to the Association from any source whatsoever;
- (b) The selection of the institution and instruments used and the proper deposit of all moneys in the name of the Association; and
- (c) In general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board.

6.07 Removal of Officers. Any officer may be relieved of the office by the action of the Board, whenever in its judgment the best interests of the Association will be served thereby.

6.08 The Board shall have the power to appoint any person as assistant to any officer, or as agent for the Association in any officer's stead, or to perform the duties of any officer whenever for any reason it is impracticable or inappropriate for that officer to act. The assistant or acting officer or other agent appointed by the Board shall have the power to perform all the duties of the office to which appointed, except as that power may be otherwise defined or restricted by the Board.

ARTICLE VII. COMMITTEES

7.01 The Board shall be advised and assisted in its activities by various Committees consisting of Board members and others as the Board deems necessary.

7.02 The Board Chair shall invite Board members to serve as Chairs of each Standing and Special Committee. The proposed Committee Chairs shall in turn, in consultation with the Board Chair, identify potential Committee members and invite them to serve. WPR staff will be invited to provide suggestions. The Chair and composition of each Committee shall be approved by a vote of the Board.

7.03 There shall be an Executive Committee consisting of the Board Chair as Chair, Vice Chair, Secretary, Treasurer, the Chairs of Standing Committees, Immediate Past Chair (if a member of the Board) and the Licensee Director. The Executive Committee shall carry out the operation of the Association between meetings of the Board. Action(s) of the Executive Committee shall be reported to the Board in a timely manner.

7.04 There shall be Standing Committees, each chaired by a Board member and with a minimum of two (2) additional Board members, plus others as the Committee may require.

- (a) There shall be a Finance Committee consisting of the Licensee Director, the Treasurer, and a minimum of three (3) other Board members. The Committee shall have overall responsibility for the financial activities of the Association. It shall be responsible for review and recommendation to the Board of the annual budget, financial oversight and audit review, and long range financial planning.
- (b) There shall be a Board Governance Committee consisting of the Licensee Director, the Board Vice Chair, and a minimum of three (3) other Board members. The Board Governance Committee shall have the following duties, which it may delegate in whole or in part to ad hoc Committees created for the purpose of addressing particular issues. The Committee shall:
 - i. Provide ongoing leadership to the Board in reviewing and updating its roles and responsibilities, as well as expectations for individual Board members, and assist the Board Chair in shaping the Board's agenda based on the needs of the Association;
 - ii. Lead in the assessment of current and anticipated needs related to Board composition, determining the attributes, skills, and access to resources the Board will need to accomplish its objectives. The Committee will identify and nominate individuals for Board membership informed by those assessments;
 - iii. Assess the Board's performance on a periodic basis and propose appropriate steps to improve Board effectiveness;
 - iv. Regularly review the Bylaws, policies, and practices in order to better facilitate the effective functioning of the Association and oversight by the Board, including but not limited to those Bylaws, policies, and practices related to member participation, conflicts of interest, and confidentiality;
 - v. Exercise responsibility for nominating a slate of officers for the Board with the election of officers to occur at the last regular Board meeting of the fiscal year;

- vi. Design and implement a Board member education program, including orientation for new members and ongoing education and team-building for all members;
 - vii. Establish procedures concerning the conduct of elections of Directors and of any vote of the WPR membership; and
 - viii. Take on any other duties as assigned by the Board.
- (c) There shall be a Development Committee. It shall endeavor to obtain the financial resources needed to achieve programming of the highest possible quality. The Committee, in cooperation with and at the request of WPR staff, shall undertake a variety of activities intended to increase public awareness and appreciation of public broadcasting in Wisconsin, and to help secure charitable contributions from private and public sources.
- (d) Other Standing Committees may be established as the Board determines.

7.05 There shall be Special Committees with purposes and tenure to be determined by the Board.

7.06 Each Committee meeting shall be held at a time and place determined by the Committee Chair, upon reasonable advance notice to Committee members. The business of all Committees shall be conducted by majority vote of those present and eligible to vote.

ARTICLE VIII. AMENDMENT OF BYLAWS

8.01 These Bylaws may be amended at any regular meeting or special meeting of the Board by a two-thirds (2/3) vote of those present and eligible to vote. Written notice of the meeting at which the proposed amendments will be considered shall be provided to each Director not less than twenty-eight (28) days in advance of the meeting. The notice shall contain a copy of the amendments, a summary of the amendments or a statement describing the general nature of the amendments being proposed. The Association members shall be notified of proposed Bylaw amendments prior to their adoption and shall also be notified of amendments following their adoption, in each case in a reasonable manner determined by the Board.

ARTICLE IX. EMPLOYEES

9.01 The Association may employ persons as necessary or convenient to assist the Board, upon terms and conditions to be determined by the Board.

9.02 The Association may employ professional persons such as accountants, attorneys and investment counselors to advise and assist the Association and the Board in the conduct of their business and activities.

ARTICLE X. COMMUNICATIONS

10.01 The Association may provide information to its members as the Board deems necessary or convenient in furtherance of the purposes of the Licensees and the Association.

10.02 Information provided by the Association may be produced in cooperation with other groups whose purposes, function and structure are consistent with those of the Association.

ARTICLE XI. FUND RAISING

11.01 Funds raised by the Association may be used to support directly WPR and to conduct Association business activities. Fund raising activities may be conducted in cooperation with the Licensees. All funds shall be deposited by the Association in depositories selected by the Board.

11.02 The Board shall establish procedures for receiving requests for monies from the Licensees and for distribution of such monies. Requests for distribution of monies shall be for stated purposes. No reasonable request from the Licensees for monies to be used in furtherance of WPR shall be denied, provided sufficient funds are available to meet the request.

ARTICLE XII. DISSOLUTION

12.01 Upon dissolution of the organization, the Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all non-restricted assets to the Licensing agencies according to the agreement in force at the time. Each restricted fund shall be disposed of according to the will of the grantor. In the absence of a decision by the grantor, a restricted fund may be disposed of in the same way as non-restricted funds.