

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Association of Minnesota Public Educational Radio Stations. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 – Registered office: The registered office of the corporation shall be at a location determined by the board of directors, within the State of Minnesota.

Section 3 — Purpose: The purposes for which the Corporation is formed are for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and in this connection:

- **To promote the coordination of and cooperation among community-focused non-commercial educational radio stations in Minnesota**
- **Serve as liaison and representative to the State of MN, and provide oversight of state grants and compliance.**
- **To further the professional education of station staffs**
- **To promote and ensure best practices in the use of state and federal funds spent for radio in Minnesota**
- **To seek new avenues of funding and other ways to support member stations**
- **To contribute to the development of an inclusive statewide community by making available locally produced programming of statewide interest with an emphasis on diverse, local, and underserved communities.**

ARTICLE II—MEMBERSHIP

Section 1 — Eligibility for membership: Application for membership in the corporation is open to all noncommercial educational radio stations in Minnesota which are either (1) licensed to any educational institution in the State of Minnesota, or (2) licensed to any Minnesota not-for-profit corporation, or (3) licensed to a governmental entity, such as a city, county or American Indian tribe, provided that stations licensed to any one single institution or corporation shall comprise no more than one-third (1/3) of the voting membership. Stations with an FCC service designation of FL (or low powered FM) are ineligible for regular membership.

Membership is granted after completion and receipt of a membership application, annual dues, and approval by the board or general membership. All memberships shall be granted upon a two-thirds (2/3) vote of approval by the board of directors at a regular or special meeting, or by two-thirds (2/3) of the members present, qualified to vote, and voting at any annual membership meeting.

Stations may become ineligible to continue their membership if they misuse state funds, exhibit a lack of transparency in activities that potentially impact Ampers or its members, and/or act in an illegal, unethical, or immoral manner. In such cases, stations may be subject to expulsion under Article 2, Section 6C of these bylaws.

Section 2 – Representatives: Each member station shall appoint one voting representative to represent said member station at the annual meeting or any other meetings of the membership.

Section 3 -- Duties of the Appointed Representatives: It shall be the responsibility of the appointed representatives to work toward the purposes set forth as the mission of this corporation, and, from time to time, select one or more members to serve on the board of directors of the corporation.

Section 4 — Annual Dues: The membership may determine from time to time the amount of annual dues payable to the corporation by members, provided, however, that the board of directors may fix the amount of dues payable to the corporation pending the annual meeting of the membership

Section 5 — Payment of Dues: Dues shall be payable within 3 months of the first day of each State of MN fiscal year. Membership in the organization will be dependent upon payment of dues.

Section 6 – Default, Resignation, Termination of Membership, Expulsion and Suspension (add this):

- A. When any member shall be in default in the payment of dues for a period of three months from the due date, or other period for which such dues became payable, his or her membership may thereupon be terminated by two-thirds of the present and voting board of directors at a regular or duly called special meeting,
- B. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
- C. The board of directors of the corporation may, by the affirmative vote of not less than two-thirds (2/3) of all the directors, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws, or rules or regulations adopted by the board of directors, but only if such member shall have been given written notice by the secretary of the corporation that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given.

A member may not be expelled or suspended, and a membership may not be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith, as described under MN Statute 317A.411. According to the statute, a procedure is fair and reasonable when it is fair and reasonable taking into consideration all of the relevant facts and circumstances.

Any expulsion, suspension or termination of membership in Ampers must provide:

- (1) not less than 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (2) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by

a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be begun within one year after the effective date of the expulsion, suspension, or termination.

The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to the corporation for dues, assessments, or fees or charges for goods or services.

Any expelled, terminated or suspended member may be reinstated by a majority vote of the board of directors or a majority vote of the members at any annual or special meeting.

Section 7 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF THE MEMBERSHIP

Section 1 — Annual Meeting: An annual meeting of the members shall take place in the month of June, or as soon thereafter as possible, the specific date, time and location of which will be designated by the chairperson of the board of directors. At the annual meeting the members shall nominate and elect directors, receive reports on the activities of the association, propose and vote on resolutions for consideration by the board of directors, vote to determine the amount of annual dues, and transact such other business as may properly come before the meeting, including any business that is the purview of the membership according to state statute. If the election for directors shall not be held during the month designated herein for any annual meeting of the membership, or at the adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be.

Section 2 -- Special Meetings of the Members: Special meetings of the members, for any purpose or purposes, may be called by the chairperson or vice-chairperson, or by a simple majority of the board of directors, or shall be called by the chairperson or vice-chairperson at the request of three (3) voting members of the association

Section 3 – Place of Meeting: The membership may designate any place within the State of Minnesota as the place of meeting for any annual meeting or special meeting.

Section 4 — Notice of meetings of the Membership:

- A. Annual meetings and special meetings: Notice of the time and place of all annual and special meetings of the membership shall be mailed or emailed by the secretary, or his or her agent, to each member, to the last known address or email address of said member as the same appears on the books of the corporation, at least seven (7) days before the date of all annual and special meetings.
- B. Mailing/email: Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the member, at his hers or its address as it appears on the books of the association, or when it has been emailed to the member at the email address of record as it appears on the official membership list maintained by the association. It is the responsibility of the member to inform the association of any change of email address that takes place between meetings of the membership.

BYLAWS of Ampers
As amended June 30, 2017

- C. Waiver: Attendance of a person at a meeting of members, in person or by remote communication, shall constitute a waiver of such notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened, and does not participate.

Section 5 — Quorum: Fifty percent (50%) of the membership of the association entitled to vote, represented in person, or present for a conference call or by other electronic means that allows a member to interact and participate in the entire proceedings of the meeting from a remote location, shall constitute a quorum at a meeting of members. If less than fifty percent (50%) of the membership is represented at a meeting, a majority of the members so represented may adjourn the meeting to another time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6 --- Voting: Each member of the association shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, except for changes to the bylaws and articles of incorporation, or any other actions that are the purview of the membership according to state statute.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role/general powers: The business, property and affairs of the corporation shall be managed by its board of directors, as authorized by the membership. The board is responsible for overall policy and direction of the association, and delegates responsibility for day-to-day operations to the staff. The board receives no compensation other than reasonable expenses.

Section 2 ---Number and composition: The number of directors of the corporation shall be between seven (7) and nine (9). A nominating committee appointed by the chairperson shall be responsible for nominating a slate of seven (7) prospective board members representing the association's diverse constituency for election by the membership. In addition, any representative can nominate a candidate to the slate. After each election, if there are open board positions, the seated board of directors may appoint up to two additional directors. The number of persons on the board of directors may not exceed nine.

Section 3 — Terms/Tenure: The board shall consist of at least 7 and as many as 9 directors. Directors of the corporation serve for 3-year terms. Seven directors shall be elected by the membership and up to two directors may be appointed by the seated board. Directors shall be elected and appointed in such manner that, as nearly as possible, one-third (1/3) of director terms expire in any given year. At each annual meeting, a number of elected directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any director may be re-elected or re-appointed.

BYLAWS of Ampers
As amended June 30, 2017

Section 4 – Board Elections: Except for those directors who are appointed by the board, new directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. The election of appointed board members shall be by a simple majority of board members present at a board meeting.

Section 5 — Meetings and Notice: The board shall meet at least twice each year, at an agreed upon time and place. Meetings and attendance at meetings may take place by teleconference.

- A. Notice of the time and place of all regular and special meetings of the board of directors shall be mailed or emailed by the secretary, or his or her agent, to each board member of the organization, to the last known address or email address of said member as the same appears on the books of the corporation, at least seven (7) days before the date of all regular and special meetings
- B. A regular meeting of the board of directors may be held without other notice than this bylaw immediately after each annual meeting of the membership.
- C. Mailing/email: Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the board member, at his or her address as it appears on the books of the corporation, or when it has been sent as email to the board member at the email address as it appears on the books of the corporation.
- D. Waiver: Attendance by a board member at a meeting of the board, in person or by remote communication, shall constitute a waiver of such notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened, and does not participate.

Section 7 — Special meetings: Special meetings of the board of directors may be called by or at the request of the chairperson, or in his or her absence, the vice-chairperson, or any director. The person or persons authorized to call special meetings of the board of directors may fix the place within the State of Minnesota for holding any special meeting of the board of directors called by them. All notices of special meetings shall state the purpose thereof.

Section 8 — Quorum: Two-thirds (2/3) of the board currently holding office shall constitute a quorum for the transaction of business at any regular or special meeting of the board of directors. It is permissible for directors to attend regular or special meetings by teleconference. Teleconference means telephone conference call, Skype, or any other electronic means that allows a member to interact and participate in the entire proceedings of the meeting from a remote location. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 9—Manner of acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

BYLAWS of Ampers
As amended June 30, 2017

In certain cases, it may be necessary for the board to vote on an issue or issues between meetings. The entire vote on any issue or issues may be decided by written action. Action in writing must be by unanimous consent of all board members voting.

If an item for board action is best addressed before a board meeting, the following factors will be considered by the board chairperson before determining whether to ask for an action by written consent:

- (a) How soon a decision is required.
- (b) Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
- (c) Whether a conference call meeting can be scheduled and held (either just for discussion or, if a quorum is obtained, to take a vote).

If, after considering the above factors, the board chairperson determines it would be best to take a vote by written action, the board chairperson may have the secretary, or his or her agent, draft the proposed action and mail it or email it as an attachment to all directors at their respective mail or email addresses. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. The required number of directors for any electronic written action is the number on the seated board minus two.

The board will disclose any written actions at the next board meeting. The minutes of the meeting immediately following the written action will record the action.

Section 10—Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 11 — Removal of directors/resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board, with or without cause, at any time for any reason. A board member may be removed by a two-thirds (2/3) vote of the remaining directors.

ARTICLE V – OFFICERS

Section 1—Number: The officers of this corporation shall be a chairperson, a vice-chairperson, a secretary and a treasurer. Officers must be directors of the corporation.

Section 2—Election and term of office: The officers of the corporation shall be elected by the board of directors as soon as possible after the annual meeting, generally in a meeting called immediately following the annual meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3—Removal of officers: Resignation from an office must be in writing and received by the secretary. In the case of the secretary, the resignation should be received by the chairperson. An officer may be removed for any reason, with or without cause, by a two-thirds vote of the remaining directors.

Section 4—Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the board of directors for the unexpired portion of the term. When an officer vacancy exists mid-term, the chairperson (or vice-chairperson if the vacancy is the chairperson) must receive nominations for new officers from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular officer's term.

Section 5 — Officers and Duties: There shall be four officers of the board, consisting of a chairperson, vice-chairperson, secretary and treasurer. No two offices shall be held by one person. Officers' duties are as follows:

The chairperson shall ensure the integrity of the board's processes. He or she will convene regularly scheduled board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: vice-chairperson, secretary, treasurer. The chairperson may appoint committee members and make other decisions on behalf of the board that are consistent with its policies and authority.

The vice-chairperson shall chair committees on special subjects as designated by the board. The vice-chairperson shall perform such other duties as from time to time may be assigned to him or her by the chairperson, membership, or board of directors.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall review the finances of the organization, and assist the board in its duty of due diligence with respect to the organization's financial integrity. The treasurer will chair the finance committee, if such committee is required by law. The treasurer will assure that corporate financial records are maintained in a responsible and transparent manner.

ARTICLE VI — COMMITTEES

The board may create committees as needed. The role of such committees will be to do pre-board work and report back to the full board. Committees will not speak or act for the board except in specific and time limited instances where the board has granted such power. The board chairperson appoints all committee chairs.

ARTICLE VII – AMENDMENTS

These bylaws may be amended when necessary, or repealed and new bylaws may be adopted by the Board of Directors, with a two-thirds (2/3) vote, or by a two-thirds (2/3) vote of the membership at an annual or special membership meeting. In the case of action by the membership, each member shall receive at least a 10-day advance notice of any proposed bylaw changes, amendments, revisions, or new bylaws. Notice shall include the entire text of the proposed change or changes, or the entire text of proposed new bylaws. However, the following are subject to approval by the membership: fixing a quorum for meetings of members; prescribing procedures for removing directors or filling vacancies in the board; fixing the number of directors or their classifications, qualifications, or terms of office; prescribing procedures for removing or adding members; and increasing or decreasing the vote required for a member action.

ARTICLE VIII – INDEMNIFICATION

Each present or future director or officer, whether or not in office, and the executors, administrators or other legal representatives of any such director or officer, shall be indemnified by the corporation against all reasonable costs and expenses (including the cost of reasonable settlements made with a view to curtailment of costs of litigation but exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with, or arising out of, any action, suit or proceeding to which any such director or officer or his executors, administrators or other legal representatives may hereafter be made a party to by reason of his or her being or having been a director or officer of the corporation; provided (1) the action, suit or proceeding shall be prosecuted to final determination, and it shall not be finally adjudged that he or she had been derelict in the performance of his or her duties as such director or officer, or (2) the action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his executors, administrators or other legal representatives without a

final determination of the merits, and it shall be determined that such director or officer had not in any substantial way been derelict in the performance of his or her duties as charged in such action, suit or proceeding, such determination to be made by a majority of the members of the Board of Directors who were not parties to such action, suit or proceeding, although less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. For the purposes of the preceding sentence, (a) "action, suit or proceeding" shall include every action, suit or proceeding, civil, criminal or other; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding, and the failure to institute it shall be deemed its final determination; (c) a judgment of conviction in any criminal action, suit or proceeding shall not constitute a determination that the person so convicted has been derelict in the performance of his or her duties if it is determined by a majority of the members of the Board of Directors who were not a party thereto, although less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Directors that the person so convicted acted in good faith, for a purpose which he or she reasonably believed to be in the best interest of the corporation, and that he or she had no reasonable cause to believe that his or her conduct was unlawful. The corporation shall also

BYLAWS of Ampers
As amended June 30, 2017

indemnify an employee who is not an officer to the same extent that it does an officer. The foregoing rights of indemnification shall not be exclusive of any other rights to which any director or officer or employee may be entitled to as a matter of law or which may be lawfully granted to him or her.