

**BYLAWS
OF
PUBLIC MEDIA JOURNALISM FOUNDATION**

PREAMBLE

MISSION STATEMENT

Public Media Journalism Foundation is a nonprofit corporation dedicated to cultivate and sustain news leaders and elevate quality journalism in local and regional public media.

**ARTICLE 1.
OFFICES AND REGISTERED AGENCY**

Section 1. Principal Office. The principal office of the Corporation shall be located at 1104 Paisley Terrace Sturgis, South Dakota 57785, or at such other place within the State of South Dakota as the Board of Directors may determine.

Section 2. Registered Office. The registered office of the Corporation required by the South Dakota Non-Profit Corporation Act to be maintained in the State of South Dakota may be, but need not be, identical to the principal office in Meade County, South Dakota and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Registered Agent. The registered agent of the Corporation required by the South Dakota Non-Profit Corporation Act to be maintained in the State of South Dakota shall be the registered agent of the Corporation designated by the Articles of Incorporation. The registered agent may be changed from time to time by the Board of Directors.

**ARTICLE 2.
MEMBERS**

Section 2.1 Membership. The Corporation shall have no members.

**ARTICLE 3.
BOARD OF DIRECTORS**

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Directors will be representative of the corporation as an organization and will share the mission and goals of the corporation. The Board shall be allowed to do all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance of the purposes of the Corporation.

Section 3.2. Composition. The Board of Directors of the organization will be comprised of no more than 11 members. The members of the Foundation board shall be the current board of the Public Media Journalists Association plus additional members as approved by the Foundation board. This corporation is committed to a policy of fair

representation on the Board, which does not discriminate on the basis of race, physical disability, sex, color, religion, sexual orientation, age or any other protected group.

Section 3.3. Term of Office. The term of office for a Board member shall begin immediately following the annual meeting at which such director is elected and shall run for a term of two (2) years following election of such director and until a successor has been elected and duly qualified. An elected director may not serve more than three (3) consecutive two-year terms. Officers elected by the Board, including President, Vice President, Executive Secretary and Treasurer shall be exempt from term limits during such time as they continue to serve as officers. Directors' terms shall be staggered so that no more than sixty percent (60.00%) of the Board complete their terms in any single year. A past director who has completed the maximum number of consecutive terms allowed may seek reinstatement to the board only after an absence of no less than one (1) year.

Section 3.4. Annual Meeting. An annual meeting of the Board of Directors shall be held on the first Sunday in June of each year, or such other time as the Board shall determine, of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide, by resolution, the date, time and place for holding the meeting.

Section 3.5. Regular Meetings. A regular meeting of the Board of Directors shall be held as determined by the Board from time to time. The Board of Directors may provide, by resolution, the time and place for holding regular monthly meetings without other notice than such resolution.

Section 3.6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three directors. The person or persons authorized to call special meetings of the Board of Directors may designate the place, at some reasonable location, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.7. Notice of Meeting. Written notice of each meeting, setting forth the date, time and place of the meeting, shall be given to each director at least five (5) days prior to the meeting, except that notice of a special meeting may be given at least twenty-four (24) hours prior to the special meeting. The notice shall be delivered personally, by mail, by electronic mail, or facsimile transmission to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid to the director's home or business address. If transmitted by electronic mail or facsimile, such notice shall be deemed to be delivered when the transmission is completed. Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of South Dakota Non-Profit Corporation act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time of the meeting, shall be deemed equivalent to the giving of such notice. Any director may waive notice of any meeting. The attendance of a director at a 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, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent setting forth the action so taken is signed by all the directors that would have been entitled to vote on the action had a meeting been held.

Section 3.9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.10. Telephonic or Electronic Participation. Participation in regular or special meetings may be by way of telephonic or other electronic means and such participation by telephonic or other electronic means shall be noted in the minutes of such meeting.

Section 3.11. Voting Requirements. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, a majority vote of the directors present at a meeting at which a quorum is present shall be required for an act or resolution under consideration to constitute an act or resolution of the Board of Directors.

Section 3.12 Conflict of Interest. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 3.13. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum of the Board of 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 election at an annual meeting of Members or at a special meeting of the Members called for that purpose. A director chosen to fill a vacancy resulting from an increase in the number of directors shall hold office until his or her successor shall have been elected and qualified.

Section 3.14. Compensation. By resolution of the Board of Directors the directors may be paid their expenses, if any, for attendance at any annual or special meeting of the Board of Directors. No director shall receive a salary for his services as a director to the Corporation.

Section 3.15. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action before adjournment thereof or shall forward such dissent by registered mail to the Secretary of

the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor the action dissented to.

Section 3.16. Removal of Directors. Any Director may be removed, with or without cause, by two-thirds (2/3) vote by ballot, at a regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the director to be removed, is given at least twenty-four (24) hours prior to the meeting.

Section 3.17. Resignation of Directors. A Director may resign at any time by giving written notice to the Board, the Chairman or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.18. Committees. The Board of Directors by resolution may designate an Executive Committee and one or more other committees. Each committee except the Executive Committee shall consist of one or more directors elected by the Board of Directors and such other individuals selected by the Board of Directors who are willing to serve. The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer and Past Charman, if any. The Executive Committee shall have and may exercise, when the Board Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except election of officers, amending the Articles of Incorporation, amending these By-Laws, recommending to the members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual or regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The other committees, if any, shall have and may exercise such powers as may be provided in the Resolution of the Board of Directors designating such committee, as such resolution may from time to time be amended and supplemented. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members al any meeting of such committee, upon request by the Chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE 4 OFFICERS

Section 4.1. Number. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person.

Section 4.2. Election and Term of Office. Except as otherwise provided herein, the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors immediately after the election of the Directors. Officers shall hold office

until their successors have been duly elected and qualified unless sooner removed from office as provided herein.

Section 4.3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5. Chairman. The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall generally supervise and control all of the business and affairs of the Corporation. The Chairman shall, when present, preside at all meetings of the Board of Directors. The Chairman shall perform such other duties and exercise such other powers as from time to time may be assigned by these By-Laws or the Board of Directors.

Section 4.6. Vice Chairman. The Vice Chairman shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman, and shall perform such other duties as from time to time may be assigned by these By-Laws or by the Board of Directors. The Vice Chairman shall automatically become the Chairman when the predecessor's term of office expires or there is a vacancy in the office.

Section 4.7. Secretary. The Secretary shall (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

Section 4.8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such bank, trust companies or other depositories as shall be selected in accordance with the provisions of Article 6 of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

Section 4.9. Assistants. The Board of Directors may designate such assistants to the named officers and delegate to them such duties as the Board or the officer charged with such duty shall determine from time to time.

Section 4.10 Additional Powers. Any Officer of the corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE 5 INDEMNIFICATION

Section 5.1. Liability of Directors and Officers. Except as otherwise provided by any provision of law, no person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the corporation, or of any other corporation which such person serves as a director or officer at the request of the corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of such person's own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which such person had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which such person may be entitled as a matter of law.

Section 5.2. Indemnity of Officers and Directors. Unless provided otherwise by any provision of law, every director and officer or former directors and officers of the corporation shall be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon such person in connection with or resulting from any claim, action, suit or proceedings, including criminal proceedings, to which such person may be made a party by except in such person's being or having been such director or officer, except in relation to matters as to which a recovery shall be held against such person by reason of such person's having been finally adjudged in such action, suit or proceeding to have been guilty of fraud, willful negligence or willful misconduct in the performance of such person's duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is liable for such negligence or misconduct or is guilty of fraud in the performance of his duties, if such director or officer was acting in good faith in that he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all right to which officers or directors may be entitled as a matter of law.

ARTICLE 6

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1. Contracts. The board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any such instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 6.5 Gifts. The Board may accept on behalf of Public Media Journalism Foundation any contribution, gift, bequest, or devise for the general or for any special purpose of Public Media Journalism Foundation. The Board, on behalf of Public Media Journalism Foundation, shall use, expend, or donate the income or principal therefore, and devote the same to, the purposes of Public Media Journalism Foundation.

Section 6.5 Corporate Records. The corporation will keep correct and complete books and records of account, and the corporation will also keep minutes of the proceedings of its members, Board and committees having any authority of the Board. It will also keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member or his or her agent or attorney may inspect all books & records of the corporation for any proper purpose at any reasonable time.

ARTICLE 7

EXEMPT ACTIVITIES

Notwithstanding any other provision of the Bylaws, no Director, officer, employee or representative of the corporation shall take any action or carry on any activities by or on behalf of the corporation not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

The Corporation is not organized for profit. No member of the Board of Directors, or person from whom the Corporation may receive any property or funds, will receive or will be

lawfully entitled to receive a pecuniary profit from the operations of the Corporation, and in no event will any part of the funds or assets of the Corporation be paid as a dividend or be distrusted to, or inure to the benefit of, any member of the Board of Directors. Notwithstanding the foregoing, reasonable compensation may be paid to a Director as set forth in Section 3.14 herein.

ARTICLE 8 FISCAL YEAR

The fiscal year of the corporation shall begin on January 1 and end on December 31, in each year.

ARTICLE 9 DISSOLUTION

Dissolution of the Corporation shall be governed by the laws of the State of South Dakota. The Corporation may be dissolved by four-fifths (4/5) of the votes of the Board of Directors. In the event of a dissolution, merger or liquidation of this corporation, the assets of this corporation must and shall revert to a charitable or non-profit corporation or association as may be then determined by the Board at the time of such dissolution. The Board will dispose of all of the assets of the corporation to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets not so disposed of.

ARTICLE 10 AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors.

ARTICLE 11 WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Act, 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.

ARTICLE 12 MISCELLANEOUS

Section 12.1. Governing Law. These Bylaws shall be governed exclusively by the laws of the State of South Dakota (exclusive of its laws governing conflicts of law).

Section 12.2. **Headings.** Headings in this Agreement are for convenience only and shall be deemed irrelevant in construing the provisions of this agreement

Section 12.3. **Severability.** If any court finds any provision of this Agreement to be invalid or unenforceable, the court shall enforce the provision to the maximum lawful extent; and the court's finding of invalidity or unenforceability shall not affect the validity or enforceability of any other provision of this Agreement.

Section 12.4. **Notices.** All notices required or permitted to be given hereunder shall be in writing and may be delivered personally, by first-class mail, or by electronic mail. If mailed to Directors, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any other notices delivered by mail shall be deemed given three (3) business days after being deposited in the United States mail, postage prepaid, registered or certified mail, return receipt requested. Notices delivered personally shall be deemed given when received. Notices delivered by electronic mail or facsimile shall be deemed to be delivered when the transmission is completed.

Section 12.5. **Entire Agreement.** This Agreement and the agreements executed in conjunction herewith constitute the entire agreement between the parties. Each additional agreement shall be considered incorporated into this Agreement. Any amendments, or alternative or supplementary provisions to this Agreement, must be made in writing and duly executed by an authorized representative of each of the parties hereto.

Section 12.6. **Binding Effect.** The terms of this Agreement shall be binding on the parties, their heirs and all other legal representatives.

CERTIFICATE OF BY-LAWS

Amendments to the original bylaws (dated June 19, 2018) were approved by a vote of the board of directors at a meeting on June 12, 2021.