

Bylaws of the Friends of MontanaPBS, Inc.

Article I: Name and Purpose

The name of this corporation shall be The Friends of MontanaPBS, Inc. (“Friends”), a not-for-profit Montana corporation that advises and provides financial support, positive community relations and related administrative services to MontanaPBS.

Article II: Membership

Section 1

Membership shall consist of active members.

Section 2

- a. An active member shall be any person who contributes such amount as set by the Board of Directors of the Corporation.
- b. Membership shall continue in effect for a period of twelve (12) calendar months from the first day of the month following the date of such contribution.
- c. Membership shall terminate automatically at the end of such twelve-month (12-month) period unless a membership renewal contribution has been received by the Friends before that period.
- d. Contributions in the joint name of two or more persons shall be deemed, for the purposes, hereof, to satisfy the requirement for membership of a single member in the joint name of such persons.

Section 3

Active members present at the annual meeting may vote for directors at the annual meeting.

Article III: Board of Directors

Section 1: Number of Directors

- a. The Board of Directors shall consist of no fewer than fifteen (15) members and no more than twenty-four (24) members. The Board shall strive to be representative of Montana’s statewide diversity.
- b. The General Manager of KUFM and the General Manager of KUSM shall each be members of the Board of Directors.
- c. The President of Montana State University at Bozeman and the President of the University of Montana at Missoula, or their respective designees, shall each be members of the Board of Directors.

Section 2: Powers

- a. The Board of Directors shall conduct, manage, control and establish general policies concerning the affairs and business of the Corporation.
- b. The Board may advise and make recommendations on programming and projects for MontanaPBS.

Section 3: Terms

- a. All directors will be elected to serve three-year terms. The term may be extended until a successor has been elected.
- b. Directors serve a maximum of two three-year terms in succession, plus the time served to fill a vacancy or a term of less than three years.
- c. After one year off, a board member can be elected again.
- d. The Board of Director term begins at the time of the annual membership meeting of the Friends of MontanaPBS.
- e. Approximately one-third of the members of the Board of Directors shall be elected annually.
- f. Directors shall remain active members of the Friends throughout their terms.
- g. Failure to keep active will be grounds for dismissal from the board.

Section 4: Compensation

All Directors shall serve without compensation for performance of their duties as directors.

Section 5: Vacancies

Any vacancy on the Board of Directors may be filled by a majority vote of the current directors. That director shall serve for the remainder of the term.

Section 6: Removal or Resignation of Directors

- a. A director may be removed at any time, with or without cause, by a vote of two-thirds of the current directors.
- b. A director may resign at any time by giving written notice to the Corporation.
- c. Any resignation shall take effect at the date of the receipt of the notice, or at the later date/time specified in the notice.
- d. A resignation does not require further action to become effective.

Article IV: Board Officers

Board officers shall have the authority and shall perform the duties set forth in these bylaws. The Board may also appoint additional Vice Chairs and other officers as it deems necessary for the proper conduct of the business of the Corporation. These

officers shall have such authority and shall perform such duties as the Board of Directors may determine.

Section 1: Selection

The Board shall choose officers from the members of the Board of Directors at the annual corporation meeting. Officers shall serve without compensation.

Section 2: Officers

The following officers shall be elected by the Board of Directors:

1. Chair
2. Vice Chair
3. Past Chair
4. Secretary
5. Treasurer

Section 3: Duties

1. The Chair shall:
 - a. Preside at all meetings of the Board of Directors and of the Executive Committee.
 - b. Sign any contracts with the Secretary with the approval of the Executive Committee.
 - c. Serve as an ex-officio member of all committees and the Regional Advisory Councils.
 - d. Perform all other duties needed for the office or properly required by the Board of Directors.
2. The Vice Chair shall:
 - a. Perform duties in the absence of the Chair.
 - b. Perform such duties as assigned by the Chair.
 - c. May serve as Chair of the Governance Committee.
3. The Secretary shall:
 - a. Record and disseminate the minutes of all proceedings of all Board of Directors meetings and Executive Committee meetings.
 - b. With the Chair, co-sign contracts of the organization.
 - c. Cause notice to be given of all meetings of the directors and such other duties as may be prescribed by the Board of Directors or the Chair.
 - d. May appoint, with the approval of the Board or the Executive Committee, a member of the staff to assist in the performance of all or part of the duties of Secretary.
4. The Treasurer shall:

- a. Oversee the records of the operational funds of the organization.
- b. Make regular financial reports to the Board of Directors meetings and the Executive Committee.
- c. Sign checks, or through board-approved policy and procedure, delegate check signing authority to KUSM staff.
- d. Serve as Chair of the Finance/Audit Committee, and in this role shall oversee:
 1. Preparation of annual financial reports.
 2. Preparation of the annual consolidated audit of the financial records.
 3. Preparation of the IRS 990 tax return.

Section 4: Terms of Office

Officers shall be elected for a term of one (1) year but may be reelected for two (2) more terms (for a total of three years). New officers shall assume their duties at the first meeting of the full Board, or Executive Committee, following their election.

Chair's Final Term. If the Chair's final term as a Director expires before his or her term as Chair expires, the Chair's term as a Director shall be extended for one year.

Section 5: Election of Officers

The Governance Committee will recommend officers at the first annual Corporate Board meeting held after the annual membership meeting where members of the Board of Directors were elected. A majority of the quorum of the Board of Directors is required for election.

Section 6: Removal and Resignation

- a. The Board of Directors may remove an officer at any time without cause by the vote of two thirds of the directors in office.
- b. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice.
- c. A resignation does not require further action to become effective.

Article V: Meetings and Voting

Section 1: Membership Meeting

- a. An annual membership meeting will be set by the Board of Directors, with membership notification via either mail or by electronic means at least seven days prior to the meeting.

- b. Board directors will be elected with a fifty (50) percent majority of those attending the annual meeting.

Section 2: Corporate Board Meetings

- a. Regular meetings of the Board of Directors shall be set by the directors. Notice of the time and place of each regular meeting shall be given to each director at least five days prior to the date of the meeting.
- b. Regular meetings of the Board shall be held at least four times annually. Regular meetings may be conducted electronically.
- c. Special Notice provisions
 - i. If the purpose of a meeting is to consider (i) an amendment to the Articles of Incorporation or (ii) the dissolution of the Corporation, then notice must be given at least seven days before the meeting stating the purpose. The notice must be accompanied by a copy or summary of the proposed amendment(s) or proposed dissolution.
 - ii. Special meetings of the Board of Directors may be called at any time by the Chair, by any member of the Executive Committee or by any three directors.

Section 3: Manner of Acting

- a. The presence in person, by phone or electronically of fifty (50) percent of the directors shall constitute a quorum for the transaction of business. Every act or decision by a majority of the directors present in person or electronically at a meeting at which a quorum is present shall be regarded as an act of the Board of Directors.
- b. Directors may not vote or sign Board resolutions or consents by proxy.

Article VI: Elections

Elections will be conducted by the Chair of the Friends of MontanaPBS at appropriate meetings of the Friends of MontanaPBS and the Board of Directors.

Section 1: Board of Directors

- a. The Governance Committee shall nominate a slate of members to fill vacancies.
- b. They will be elected by a majority of those active members of the Friends of MontanaPBS present at the annual membership meeting.

Section 2: Officers

- a. The Governance Committee shall nominate a slate of officers to fill vacancies.
- b. They will be elected by a majority vote of the quorum of the Board of Directors at the annual Corporation meeting.

Section 3: Committee Chairs and Members

- a. The Governance Committee shall nominate Chairs and members for standing committees in consultation with the Executive Committee.
- b. Special committees can be appointed by the Chair of the Board of Directors.
- c. Standing and special committee members will be elected by a majority vote of the quorum of the Board of Directors at the Annual Corporation meeting.

Article VII: COMMITTEES AND ADVISORY BOARDS

Section 1: Board Committees

- a. Standing and special committees
 - i. The committees of the Board shall be standing or special. Each Board committee shall have membership, duties and powers established by these bylaws and the Board resolutions or policy creating the committee.
 - ii. Standing committees perform continuing functions on behalf of the Board.
 - iii. Special committees perform specific and limited tasks.
 - iv. Standing committees must be composed of members of the Board of Directors.
 - v. Special committees or task forces must be composed of at least two or more directors and may include non-director members.
- b. Committee manner of acting
 - i. The provisions of these bylaws – which govern meetings, manner of acting, action without meetings, notice, waiver of notice and quorum and voting requirements of the Board – shall apply to committees of the Board and their members.

Section 2: Regional Advisory Councils

One or more Regional Advisory Councils may be established, in accordance with policies and procedures adopted by the Board. The Advisory Councils are designed to provide a statewide network of support for MontanaPBS and the multi-faceted role of the Friends of MontanaPBS, Inc.

Section 3: Standing Committees

The following standing committees shall be established at the annual Corporate meeting.

1. The Executive Committee shall consist of the officers of the Board of Directors plus the General Manager of KUFM and the General Manager of KUSM.
2. Finance/Audit: Chair is the Treasurer of the Board.
 - i. Members: General Managers of KUFM and KUSM, as well as other directors of the Board.
3. Government Relations: Chair
 - i. Members: General Managers of KUFM and KUSM as well as other directors of the Board.
4. Governance Committee: Chair may be the Vice Chair of Executive Committee.
 - i. Members: Directors of the Board.

Article VIII: Miscellaneous

Section 1: Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2: Dissolution

Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the net revenue and assets to KUSM TV-Montana State University and KUFM TV-The University of Montana. Distribution of net revenue and assets shall be by agreement of the respective stations – KUSM TV and KUFM TV – and based on the past years' station budgets. If Montana PBS dissolves, then distribution of the net revenue and assets of the Friends of MontanaPBS, Inc. shall be to such organization or organizations organized and operated exclusively for the charitable educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Tax Law), as the Executive Board shall determine. Any such assets or net revenues not so disposed of shall be disposed of by the State of Montana exclusively for such purposes as to such organization or organizations as said State shall determine which are organized and operated exclusively for such purpose.

Section 3: Fiscal Year

The corporation will have a fiscal year that runs from July 1 to June 30.

Section 4: Indemnification

- a. Mandatory indemnification

- i. The Corporation shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred in connection with the proceedings.
- b. Permissible Indemnification
 - i. The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 5: Books and Records

The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board without a meeting and a record of all actions taken by committees of the Board.

Section 6: Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee or member of a committee with Board-delegated powers.

Section 7: Actions regarding membership and ownership interests

The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these bylaws or by delegating authority to act for the Corporation to the Executive Committee.

Article IX: Amendments

These bylaws may be amended, altered, repealed or restated by a vote of the majority of the Board of Directors.

Certificate of Adoption of the Restated Bylaws

I do hereby certify that the above amended and restated bylaws of the Friends of MontanaPBS Inc. were approved by the Board of Directors on May 15, 2019, and do now constitute a complete copy of the Bylaws of the Corporation superseding all previously adopted bylaws and amendments.

Peggy Kuhr
Secretary of the corporation
Dated June 26, 2019

Last Updated and approved by the Friends of MontanaPBS board on May 19, 2023