

ARTICLES
OF INC. JAN 1971

FILED

JAN 11 1971

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SPOKANE PUBLIC BROADCASTING ASSOCIATION

The undersigned person, acting as incorporator of a corporation under the provisions of the Washington non-profit corporation act (RCW Ch. 24.03) adopts the following Articles of Incorporation for such corporation.

I.

The name of the corporation shall be Spokane Public Broadcasting Association.

II.

The period of duration of the corporation shall be perpetual.

III.

The purposes for which the corporation is organized are educational, cultural, and scientific; the corporation having been organized for the purpose of broadcasting as a non-profit radio station, and also for providing a program and training facility for high school and college students and others in the field of broadcasting, and to do all things necessary and related and incidental thereto in connection with said purposes.

IV.

In the event of dissolution of this corporation, the assets shall be applied and distributed in accordance with the provisions of RCW 24.03.225, except that in no event shall any assets be distributed to any of the officers or members of the corporation, and that after application of the assets to

liabilities of and obligations of the corporation and carrying out of any conditions requiring return transfer or conveyance or charitable, religious, eleemosynary, benevolent, educational, or similar purpose, any remaining assets of the corporation shall be distributed to the United Nations International Childrens Emergency Fund (Unicef).

V.

The corporation shall have one class of members, consisting of all persons who donate in either cash, property, or services, Twenty-Five (\$25) Dollars or more to the corporation and who do not wish to remain anonymous or decline membership. The manner of election or appointment of the members of such class, the qualifications and rights of the members, the rules concerning annual, periodic and special meetings, voting rights of members, matters concerning establishment of a quorum and other like matters shall be as provided in the By-Laws of the corporation.

VI.

The address of the initial registered office of the corporation shall be West 24 27th Avenue, Spokane, Washington 99203. The name of the initial registered agent of the corporation at such address shall be George Cole.

VII.

The number of directors constituting the initial Board of Directors of the corporation shall be three. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

- | | |
|---------------|--|
| George Cole | West 24 27th Avenue, Spokane, Washington 99203 |
| Lawrence Call | 25 East 33rd Avenue, Spokane, Washington 99203 |
| John Sepolen | 1430 East 10th, Spokane, Washington 99202 |

VIII.

The name and address of the incorporator of the corporation is as follows:

George Cole

West 24 27th Avenue, Spokane, Washington 99203

IX.

The name of the person or corporation to whom net assets of the corporation are to be distributed in the event the corporation is dissolved is the United Nations International Childrens Emergency Fund (Unicef).

Dated this 8 day of January, 1971.

George Cole
Incorporator

STATE OF WASHINGTON)
) ss
County of Spokane)

GEORGE COLE, being first duly sworn on oath, deposes and states:

That he is the incorporator above named, that he is acting for and in behalf of the above-entitled corporation; that he has read the foregoing Articles of Incorporation, knows the contents thereof and believes the same to be true to the best of his knowledge, information and beliefs.

George Cole
George Cole

Subscribed and sworn to before me this 8 day of January, 1971.

William J. Powell
Notary Public in and for the State
of Washington, residing at Spokane

PROCESSES
OF IBC
JAN 1976

ARTICLES OF INCORPORATION
OF
SPOKANE PUBLIC BROADCASTING ASSOCIATION

(as amended, January 29, 1976)

* * * *

The undersigned person, acting as incorporator of a corporation under the provisions of the Washington non-profit corporation act (RCW Ch. 24.03) adopts the following Articles of Incorporation for such corporation.

I

The name of the corporation shall be Spokane Public Broadcasting Association.

II

The period of duration shall be perpetual.

III

The purposes for which the corporation is organized are educational, cultural and scientific; the corporation having been organized for the purpose of operating one or more noncommercial, educational radio or television stations, and to do all things necessary and related and incidental thereto.

IV

In the event of dissolution of this corporation, the assets shall be applied and distributed in accordance with the provisions of RCW 24.03.225, except that in no event shall any assets be distributed to any of the officers or members of the corporation, and that after application of the assets to liabilities of and obligations of the corporation and carrying out of any conditions requiring return transfer or conveyance or charitable, religious, eleemosynary, benevolent, educational, or similar purpose, any remaining assets

-2-

of the corporation shall be distributed to one or more other not-for-profit organizations operating noncommercial educational radio or television stations in the States of Washington or Idaho.

V

The corporation shall have one class of members, consisting of all persons who donate in either cash, property or services, twenty-five dollars (\$25) or more to the corporation and who do not wish to remain anonymous or decline membership. The manner of election or appointment of the members of such class, the qualifications and rights of the members, the rules concerning annual, periodic and special meetings, voting rights of members, matters concerning establishment of a quorum and other like matters shall be as provided in the By-laws of the corporation.

VI

The address of the initial registered office of the corporation shall be West 24 27th Avenue, Spokane, Washington 99203. The name of the initial registered agent of the corporation shall be George Cole.

VII

The number of directors constituting the initial board of directors shall be three. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

George Cole	West 24 27th Avenue, Spokane, Washington
Lawrence Cali	25 East 33rd Avenue, Spokane, Washington
John Sepolen	1430 East 10th, Spokane, Washington

VIII

The name and address of the incorporator of the corporation is as follows:

George Cole	West 24 27th Avenue, Spokane, Washington
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ARTICLES
OF IBC
DEC 1976

D-262405
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of SPOKANE PUBLIC BROADCASTING ASSOCIATION
a domestic corporation of Spokane, Washington,
(Amending Article V)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 15, 1976

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

SPOKANE PUBLIC BROADCASTING ASSOCIATION

FILED

DEC 15 1976

SECRETARY OF STATE
STATE OF WASHINGTON

The Articles of Incorporation shall be amended as follows:

Article V shall be deleted and in its place shall be substituted:

"V

"There shall be no membership, as such, of the Spokane Public Broadcasting Association. Governance of the operations and activities of the Association will be conducted solely by a Board of Directors."

This amendment to the Articles of Incorporation of Spokane Public Broadcasting Association was adopted at a regular meeting of the Board of Directors held in Spokane, Washington, on November 30, 1976. The amendment received a favorable vote of a majority of the Directors in office.

Susan Wallace
Susan Wallace, President

Attest:

Shelly Kunej
Shelly Kunej, Secretary

Subscribed and sworn to before me this 13th day of December 1976.

Lorraine Lantzman
Notary Public in and for the State of Washington, residing in Washington

ARTICLES
OF INC
AUG 1979

D219038
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of SPOKANE PUBLIC BROADCASTING ASSOCIATION
a domestic corporation of Spokane Washington,
(Changing name to SPOKANE PUBLIC RADIO)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Hamblen, Gilbert, & Brooke
1215 Washington Mutual Bldg.
West 601 Main Ave.
Spokane, WA 99201

Filing and recording fee \$
License to June 30, 19 \$

Excess pages @ 25¢ \$ 1488
Microfilmed, Roll No.

Page 101-102

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, August 1, 1979

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

AUG 1 1979 *JS*

SECRETARY OF STATE
STATE OF WASHINGTON

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SPOKANE PUBLIC BROADCASTING ASSOCIATION

The articles of incorporation and prior amendments thereto shall be amended as follows:

Article I shall be deleted and in its place shall be substituted:

I

"The name of the corporation shall be Spokane Public Radio."

This amendment to the articles of incorporation of Spokane Public Broadcasting Association was adopted upon notice to all members of the Board of Directors at a regular meeting of said Board of Directors held in Spokane, Washington, on June ~~20~~²⁷, 1979. The amendment received a favorable vote of a majority of the directors in office, and a quorum was present at such meeting.

II.

Only the Board of Directors has voting rights and they voted unanimously to adopt the amendment contained herein.

Margaret Collins, acting secretary
~~TERRI BROWN, secretary~~

Approved:

David L. Broom

DAVID L. BROOM
President and Director
STATE OF WASHINGTON)
County of Spokane } ss.

DAVID L. BROOM, being first duly sworn on oath deposes and says: that he is the President of Spokane Public Broadcasting Association, that he has read the above and foregoing Amendment to the Articles of Incorporation and believes the same to be true.

David L. Broom
DAVID L. BROOM

SUBSCRIBED AND SWORN TO before me this 27 day of June, 1979

Indira J. Lawrence
102 NOTARY PUBLIC in and for the State of
Washington, residing at Spokane

ARTICLES
OF INC
SEPT 1983

ARTICLES OF INCORPORATION

OF

SPOKANE PUBLIC BROADCASTING ASSOCIATION

(as in effect, September 19, 1983)

* * * *

The undersigned person, acting as incorporator of a corporation under the provisions of the Washington non-profit corporation act (RCW Ch. 24.03) adopts the following Articles of Incorporation for such corporation.

I

The name of the corporation shall be Spokane Public Radio.

II

The period of duration shall be perpetual.

III

The purposes for which the corporation is organized are educational, cultural and scientific; the corporation having been organized for the purpose of operating one or more noncommercial, educational radio or television stations, and to do all things necessary and related and incidental thereto.

-2-

IV

In the event of dissolution of this corporation, the assets shall be applied and distributed in accordance with the provisions of RCW 24.03.225, except that in no event shall any assets be distributed to any of the officers or members of the corporation, and that after application of the assets to liabilities of and obligations of the corporation and carrying out of any conditions requiring return transfer or conveyance or charitable, religious, eleemosynary, benevolent, educational, or similar purpose, any remaining assets of the corporation shall be distributed to one or more other not-for-profit organizations operating noncommercial educational radio or television stations in the States of Washington or Idaho.

V

There shall be no membership, as such, of the Spokane Public Broadcasting Association. Governance of the operations and activities of the Association will be conducted solely by a Board of Directors.

VI

The address of the initial registered office of the corporation shall be West 24 27th Avenue, Spokane, Washington 99203. The name of the initial registered agent of the corporation shall be George Cole.

VII

The number of directors constituting the initial board of directors shall be three. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

George Cole	West 24 27th Avenue, Spokane, Washington
Lawrence Cali	25 East 33rd Avenue, Spokane, Washington
John Sepolen	1430 East 10th, Spokane, Washington

VII

The name and address of the incorporator of the corporation is as follows:

George Cole

West 24 07t Avenue, Spokane, Washington

* * *

Articles /s/

George Cole 1
January 1, 1977

Amended Articles /s/

David L. Schmitt 8
January 25, 1979

Amendment /s/

Susan W. Cole 1
November 1, 1976

Amendment /s/

David L. Schmitt 1
June 27, 1977

I, Ralph Munro, Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of Articles of Amendment
as filed in this office.



Ralph Munro

Ralph Munro, Secretary State

By: Cari Duncan

Dated: 8/23/83

BY - LAWS

AS AMENDED

OCTOBER 2007

BYLAWS OF SPOKANE PUBLIC RADIO, INC.

ARTICLE 1

Registered Office and Registered Agent

The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the board of directors of the corporation (the "Board") upon filing such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. Any change in the registered agent or registered office shall be effective upon filing such change with the Office of the Secretary of State of the State of Washington unless a later date is specified.

ARTICLE 2

Board of Directors

2.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board, except as may be otherwise provided in the Articles of Incorporation, the Washington Nonprofit Corporation Act (the "Act") or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

2.2 Number and Tenure. The Board of directors of the corporation (the "Board") shall be composed of not less than nine (9) nor more than fifteen (15) directors, one of whom shall be the president of the corporation and general manager of the corporation's radio station (the "President and General Manager") who shall be the only member of the station's staff who shall be a director. The specific number of directors shall be set by resolution of the Board. The number of directors may be changed from time to time by amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

The directors shall at all times be divided into three classes (Class I, Class II and Class III), and the directors in each class shall be as nearly equal in number as possible. The term of the initial Class I directors shall expire at the first annual meeting of the Board following the adoption of these bylaws; the term of the initial Class II directors shall expire at the second annual meeting of the board following the adoption of these bylaws; and the term of the initial Class III directors shall expire at the third annual meeting of the board following the adoption of these bylaws. If the number of directors is increased or decreased in the manner prescribed in these Bylaws, such change will be apportioned among the classes so that after the change, the classes remain as nearly equal in number as possible.

Unless a director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board at which his or her term as a director expires, or until his or her successor is elected, whichever is later. Directors shall be elected to three year terms from among those nominees recommended by the Board Development Committee (see Section 2.13.2) in advance of

the annual meeting of the Board by the affirmative vote of a majority of the directors, provided that the General Manager shall at all times be a director. No director other than the President and General Manager shall serve more than two consecutive three-year terms, provided that a person having served two consecutive three-year terms shall be eligible to become a director again if a period of at least one year has elapsed since the expiration of his or her last term.

2.3 Chairman and Vice Chairman of the Board. Members of the Board shall select from among them at each annual meeting of the Board a chairman and a vice chairman, neither of whom shall also be the President and General Manager. The duty of the chairman shall be to preside at all regular and special meetings of the Board. The duty of the vice chairman shall be to preside at such meetings in the absence of the chairman.

2.4 Vacancies. All vacancies in the Board, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor, and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board for a term of office continuing only until the next election of directors by the Board. In filling a directorship created by any vacancy or by reason of an increase in the number of directors, the Board shall choose from among the nominees recommended by the Board Development Committee.

2.5 Removal of Directors. At any annual meeting of directors or any special meeting of directors called expressly for that purpose, any member of the Board may be removed, with or without cause, by the affirmative vote of two-thirds of the directors then present, provided a quorum of the Board is then present.

2.6 Annual and Regular Meetings. The annual meeting of the Board shall be held upon notice on the third Thursday of July of each year or as soon thereafter as is reasonably practicable. Regular meetings of the Board shall be held upon notice on the third Thursday of January, April, July and October of each year. Such meetings shall be held at the offices of the corporation unless notice of a different place within the area served by the corporation's radio station shall be given.

2.7 Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman or Vice Chairman, by the President and General Manager, by a majority of the Executive Committee (see Section 2.13.1) or by a quorum of the directors. Such meetings shall be held at the offices of the corporation unless notice of a different place within the area served by the corporation's radio station shall be given.

2.8 Notice of Special Meetings. Notice of a special meeting of the Board stating the place, day and hour of the meeting shall be given to the directors in writing, or orally by telephone or in person. The purpose of, and business to be transacted at, any special meeting shall be reasonably specified in such notice.

2.8.1 Personal Delivery. If notice is given by personal delivery, the notice shall be effective if delivered to a director at least two days before the meeting.

2.8.2 Delivery by Mail or Private Carrier. If notice is delivered by mail or private carrier, the notice shall be deemed effective if deposited in the official government mail or private carrier, with postage paid, properly addressed to a director at the director's address shown on the records of the corporation at least three days before the meeting.

2.8.3 Telephone, Facsimile or Personal Notice. If notice is delivered by telephone, facsimile machine or in person, the notice shall be deemed effective if given to the director at least two days before the meeting.

2.9 Quorum and Manner of Acting.

2.9.1 A majority of directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If less than a quorum are present at any time during a meeting, the chairman of the meeting shall either continue the meeting unofficially or adjourn the meeting without further notice.

2.9.2 The act of the majority of the directors present at a Board meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these bylaws, the articles of incorporation or the Act.

2.10 Waiver of Notice.

2.10.1 In Writing. Whenever notice is required to be given to any director under these Bylaws, the Articles of Incorporation or 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

2.10.2 By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the 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.

2.11 Presumption of Assent. A director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, unless he or she files a written dissent to such action

with the person acting as the secretary of the meeting before the adjournment thereof, or unless he or she forwards such dissent to the secretary immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

2.12 Resignation. Any director may resign at any time by delivering written notice to the president, vice president or secretary of the corporation or to the General Manager, or by giving oral notice at any officially called meeting of the Board.

2.13 Committees of the Board. The Board, by resolution adopted by a majority of the full Board, may designate from among its members and others an Executive Committee, a Board Development Committee, a Long Range Planning and Finance Committee, an Endowment Committee, and such other standing or special committees as the Board deems appropriate or necessary. Such committees may be invested with such powers, subject to such conditions, as are specified in these Bylaws, or as the Board shall see fit; provided that, notwithstanding the above, no committee of the Board shall have the authority to fill vacancies on the Board or any committee thereof; amend the Articles of Incorporation; adopt, amend or repeal these Bylaws; or approve or propose any action or proposal required by the Act to be approved by the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in the Act.

2.13.1 Executive Committee. The Executive Committee shall be composed of the chairman, the vice chairman, the secretary and the treasurer of the corporation, and the president and general manager and the immediate past chairman (or its equivalent) of the corporation, the latter two of whom shall serve in *ex officio* capacities and shall not be entitled to vote. The Executive Committee shall have and may exercise all the authority of the Board, except as to those matters, if any, requiring a greater than majority vote under these Bylaws, the Articles of Incorporation of the Act. In addition, the Executive Committee shall be responsible for annually assessing the performance by the President and General Manager of his or her given duties, and for reviewing any personnel matters that are required to be brought to its attention pursuant to the corporation's published personnel policies.

2.13.2 A. The Executive Committee shall serve as the Audit Committee. Specific functions of the Audit Committee shall include, but not be limited to:

- a. Oversee and attest to the accuracy, completeness and fairness of annual financial statements for Spokane Public Radio.
- b. Oversee and attest to the accuracy, completeness and fairness of internal accounting controls.

2.13.2 Board Development Committee. The Board Development Committee shall be composed of not less than four (4) persons, at least two (2) of whom shall be members of the Board. One such Board member of the committee shall be the President and General Manager, who shall serve in an *ex officio* capacity and shall not have the right to vote. The principal duty of the Board

Development Committee shall be to identify, select and recommend prospective candidates to the Board from within the listening area of the corporation's radio station. In discharging its duty, the Board Development Committee shall at all times give reasonable consideration to maintaining adequate representation of the various constituencies served by the corporation, and shall seek to recommend as directors, as appropriate, representatives of the arts, business, professional and educational communities who have supported or can be expected to support the corporation's purposes. The Board Development Committee is expressly authorized to consider and, if appropriate, recommend as members of the Board, representatives of those educational entities who, prior to the adoption of these Bylaws, were designated institutional members of the Board through their representatives.

2.13.3 Long Range Planning and Finance Committee. The Long Range Planning and Finance Committee shall be composed of not less than four (4) persons, at least two (2) of whom shall be members of the Board. One such Board member of the committee shall be the treasurer of the corporation and the other such Board member of the committee shall be the President and General Manager. The latter shall serve in an *ex officio* capacity and shall not have the right to vote. The principal duty of the Long Range Planning and Finance Committee shall be to monitor compliance with the corporation's long range business plan (the "Plan") and, where necessary or appropriate, to propose additions or revisions to the Plan to address the corporation's changing needs and circumstances.

2.13.4 Endowment Committee. The Endowment Committee shall be composed of not less than four (4) persons, at least two (2) of whom shall be members of the Board. One such Board member of the committee shall be the President and General Manager, who shall serve in an *ex officio* capacity and shall not have the right to vote. The principal duty of the Endowment Committee shall be to devise and implement an endowment strategy which addresses the long-term financial needs of the corporation.

2.13.5 Manner of Acting. Committees of the Board shall devise and adopt such internal procedures as its members see fit for the purpose of carrying out their duties as mandated by these Bylaws or the Board, provided that such procedures shall, to the extent practicable, conform to the procedures applicable to the Board under these Bylaws.

2.14 Remuneration. No stated salary shall be paid directors, as such, for their service, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

2.15 Action by Board or Committee Without a Meeting. Any action required or which may be taken at a meeting of the Board or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all directors or committee members as the case may be.

2.16 Participation by Communication Equipment. Members of the Board or committees thereof may participate in a meeting of the Board or a committee by any means which permits all

participants to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 3

Officers

3.1 Designations. The officers of the corporation shall be the President and General Manager, a secretary and a treasurer, each of whom shall be elected by the Board. One or more vice presidents and such other officers and assistant officers also may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. The Board may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authority and duties. No two or more offices other than the offices of secretary and treasurer may be held by the same person.

3.2 Election and Term of Office. The officers of the corporation shall be elected annually by the Board at the annual meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Unless an officer dies, resigns or is removed from office, the officer shall hold office until the next annual meeting of the Board or until his or her successor is elected.

3.3 President and General Manager. The President and General Manager shall have general supervision of the business and affairs of the corporation's radio station and shall be the primary liaison between the radio station and the Board. Together with the secretary or other officer of the corporation authorized by the Board, the President and General Manager may sign contracts and other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or as required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President and General Manager shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

3.4 Vice-President. During the absence or disability of the President and General Manager, the vice-president, if one shall have been elected or appointed, shall exercise all functions of the president. The vice-president shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board. If a vice-president shall not have been elected by the Board, the President and General Manager, in the event of his or her absence or disability, shall appoint an *ad hoc* president and general manager from among the staff of the corporation's radio station to manage the station on an interim basis and shall so notify the Executive Committee of such appointment.

3.5 Secretary and Assistant Secretaries. The secretary shall cause notices for all meetings to be issued (except notices for special directors meetings called by the requisite number of directors), shall keep minutes of all meetings, shall have charge of the corporate minute books, and shall make such reports and perform such other duties as are incident to such office or as are properly required of the secretary by the Board. The assistant secretary or assistant secretaries, in the order designated by the Board, shall perform all duties of secretary during the absence or disability of the secretary, and at other times shall perform such duties as are directed by the president or the Board.

3.6 Treasurer and Assistant Treasurers. The treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, from time to time as may be required of the treasurer, an account of all transactions as treasurer and of the corporation's financial condition. The treasurer shall perform other duties incident to his office as are properly required of him by the Board. The assistant treasurer or assistant treasurers, in the order designated by the Board, shall perform all duties of treasurer in the absence or disability of the treasurer, and at other times shall perform such other duties as are directed by the president or the Board.

3.7 Delegation. In the case of absence or inability to act of any officer of the corporation and, of any person herein authorized to act in the place of such person, the Board may from time to time delegate the powers or duties of such officer to any other officer, director or person whom it may select.

3.8 Other Officers. The Board may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

3.9 Resignation. Any officer may resign at any time by delivering written notice to the chairman of the Board, the president, a vice president or the secretary of the corporation or to the General Manager, or by giving oral notice at any officially called meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.10 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests 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.

3.11 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.4 Enforcement. Without the necessity of entering into an express contract, all rights to indemnification and advances under this bylaw shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the corporation and the

5.3 No Presumption of Bad Faith. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed, in the case of conduct in the person's official capacity, the person's conduct was in the corporation's best interests and in all other cases, the person's conduct was at least not opposed to the corporation's best interests, and with respect to any criminal proceeding, that the person had reasonable cause to believe that the conduct was lawful.

5.2 Employees and Other Agents. The corporation shall have power to indemnify its employees and other agents. permitted the corporation to provide prior to such amendment).

5.1 Directors and Officers. The corporation shall indemnify its directors and officers to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of alleged occurrences of actions or omissions preceding any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act

Indemnification of Officers, Directors, Employees, and Other Agents

ARTICLE 5

4.4 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 depositories as the Board may select.

4.3 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, and agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

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

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

Contracts, Loans, Checks and Deposits

ARTICLE 4

director or officer who serves in such capacity at any time while this bylaw and relevant provisions of the Act and other applicable law, if any, are in effect. Any right to indemnification or advances granted by this bylaw to a director or officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (a) the claim for indemnification or advances is denied, in whole or in part, or (b) no disposition of such claim is made within ninety (90) days of request therefor. The claimant in such enforcement action, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting a claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in connection with any proceeding in advance of its final disposition when the required affirmation and undertaking have been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in the Act, nor an actual determination by the corporation (including its Board or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

5.5 Non-Exclusivity of Rights. The rights conferred on any person by these bylaws shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the articles of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent permitted by the law.

5.6 Survival of Rights. The rights conferred on any person by this bylaw shall continue as to a person who has ceased to be a director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5.7 Insurance. To the fullest extent permitted by the Act, the corporation, upon approval by the Board, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this bylaw.

5.8 Amendments. Any repeal of this bylaw shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

5.9 Savings Clause. If this bylaw or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the corporation shall indemnify each director, officer or

other agent to the fullest extent permitted by any applicable portion of this bylaw that shall not have been invalidated, or by any other applicable law.

5.10 Certain Definitions. For the purposes of this bylaw, the following definitions shall apply:

- A. "corporation" shall mean Spokane Public Radio, Inc.
- B. "director" shall mean an individual who is or was a director of the corporation or an individual who, while a director of this corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise. Director includes, unless the context requires otherwise, the estate or personal representative of a director.
- C. "official capacity" shall mean: when used with respect to a director, the office of director in the corporation, or when used with respect to an individual other than a director, the office in a corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. Official capacity does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust or other enterprise.
- D. "proceeding" shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

ARTICLE 6 Books and Records

6.1 Books of Accounts, Minutes, and Share Register. The corporation shall keep books and records of accounts and transactions, and minutes of the proceedings of the Board.

6.2 Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board when certified by the president or secretary.

ARTICLE 7 Accounting Fiscal Year

The accounting year of the corporation shall be the year ending June 30th, provided that if a different accounting year is at any time selected for purposes of federal income taxes, the accounting year shall be the year so selected.

ARTICLE 8
New Station Applications

Should Spokane Public Radio be granted one or more additional NCE FM radio stations by the FCC, Spokane Public Radio will maintain the circumstances which permitted it to claim qualification to the awarded certain points pursuant to the criteria established under the FCC's Point System for awarding NCE stations to applicants, especially including such Point System criteria as the "fair distribution," "diversity of ownership," and "technical parameters" criteria, as set forth in the FCC rules.

ARTICLE 9
Amendments

These Bylaws may be altered, amended, repealed or modified, and new bylaws adopted, by the Board.

The foregoing bylaws were adopted by resolution of the Board on the 16th day of October 2007.

By:


Maria T. Ranniger
Secretary to the Board

Amended: October 16, 2007