

## BYLAWS OF JPR FOUNDATION, INC.

### ARTICLE I

#### NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be JPR Foundation, Inc. The Corporation may have such offices, either within or without the State of Oregon, as the Board of Directors may from time to time designate.

### ARTICLE II

#### PURPOSES

The purposes for which the Corporation is formed is as follows:

- A. This corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.
- B. To support and raise funds for Southern Oregon University's Jefferson Public Radio (JPR) which is owned by the Oregon State Board of Higher Education and Southern Oregon University.
- C. To establish a listeners guild to promote contributions from JPR listeners to support Jefferson Public Radio.
- D. To encourage and promote high quality public radio for listeners throughout the Southern Oregon and Northern California region.
- E. To facilitate communications between listeners of JPR and management.
- F. To publish an educational newsletter.
- G. To provide an "on line" community based public access information and communications services program in the Southern Oregon and Northern California region.
- H. Any other scientific, educational and charitable purposes.

Notwithstanding the above:

- A. No part of the net earnings of this corporation shall inure to the benefit of any private individual or entity.

B. No substantial part of activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

C. This corporation shall engage only in activities which are permitted to be engaged in by a corporation exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code by a corporation for which contributions are deductible under Section 170 (A) of the Internal Revenue Code and by a public charity as described in Section 509 (A) (1), (2) or (3) of the Internal Revenue Code.

## **ARTICLE III**

### **MEMBERS**

#### **NON-STATUTORY:**

The Corporation shall not have "members" as that term is defined in the Oregon Non-Profit Corporation Act (the "Act"). That any action which would otherwise require approval by a majority of all members or approval by the members shall require only the approval of the Board of Directors. All rights which would otherwise vest under the Non-Profit Public Benefit Corporation Law in the members shall vest in the Directors (Unless otherwise stated the terms Board, Directors, and Board of Directors, shall mean the Corporation's Board of Directors.).

#### **MEMBERSHIP:**

Notwithstanding Section 1 of this Article II, the Corporation may have members in a listener's guild comprised of persons or entities who pay the membership fee determined from time to time by the Board of Directors.

#### **3 TERMINATION: NON-DISCRIMINATION:**

No person or entity shall be denied membership in the Corporation for any reason other than for non-payment of the membership fee. The Corporation shall in no way or manner discriminate among its members on any basis including, without limitation, race, color, creed, religion, gender, handicap or citizenship.

#### **4. MEMBERS RIGHTS:**

A member shall have no rights in any way relating to the Corporation, its operation, or the election or identity of its directors, officers, or employees. A member shall receive the Corporation's newsletter.

## ARTICLE IV

### BOARD OF DIRECTORS

#### BOARD OF DIRECTORS:

The affairs of the Corporation shall be managed by its Board of Directors. The area of JPR's signal shall be divided into the following regions:

- |           |   |
|-----------|---|
| Region #1 | Jackson County & Josephine County, Oregon   |
| Region #2 | Klamath County, Oregon  |
| Region #3 | Douglas County & Coos County, Oregon  |
| Region #4 | Curry County, Oregon & Del Norte County, California & Humboldt County, California |
| Region #5 | Siskiyou County, California   |
| Region #6 | Shasta County & Trinity County, California  |

At least one Director shall be elected from each of the six regions.

#### NUMBER OF DIRECTORS AND QUALIFICATIONS:

The Board of Directors shall consist of at least fifteen and not more than twenty persons who shall be elected by the current directors at the annual meeting or any regular or special meeting called for that purpose. Nomination for membership on the Board of Directors may be made by any director of the Corporation or by any committee authorized by the Board of Directors to submit nominations. The Directors shall serve for three years or until their successors shall qualify and take office. The terms may be set at a shorter length in the discretion of the Board in order to stagger the terms. Notwithstanding the above, one of the Board positions shall automatically be filled by the person who is the Director of Broadcasting for Jefferson Public Radio. This person's term shall continue for so long as he or she is Director of Broadcasting and will terminate when that person no longer holds that position. At least one Board member shall be elected from each of the six regions described in Article IV (1) above.

Directors shall be members of the listener's guild. No Director shall have an ownership interest in a radio or TV broadcasting station that broadcasts in the area of JPR's signal or have an ownership interest in an "on line" service that does business in the area of JPR's signal. (This does not preclude a Member of the Board of Directors from owning a minor interest in any publicly traded company that is involved in radio broadcast, TV broadcast or "on line" services business.) Other than the Director of Broadcasting no Director shall serve more than three consecutive three year terms.

#### **VACANCIES:**

All vacancies in the Board of Directors may be filled by the remaining Directors, at any regular or special meeting, by the vote of the majority of the Directors in a meeting at which a quorum is present. The Director thus elected to fill any vacancy shall hold office until the next annual meeting of the Directors or until a successor is elected and qualifies.

#### **4. QUARTERLY AND ANNUAL MEETINGS:**

The Board of Directors shall meet at least quarterly each year, one of which quarterly meetings shall be the Annual Meeting. The Annual Meeting of the Board of Directors shall be held in March of each year at a place and time designated by the President.

#### **5. SPECIAL MEETINGS:**

Special meetings of the Board of Directors may be called by or at the written request of the President, Director of Broadcasting for JPR, or any three Directors. The person authorized by the Board to give notice of special meetings of the Board may designate any place, either within or without the State, for the holding of any special meeting.

#### **6. NOTICE**

Notice of any meeting of the Board of Directors shall be given at least ten days previously thereto by written notice or telecopier notice to each Director at the Director's address or telecopier number as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If telecopied, such notice shall be deemed delivered when telecopied. Any Director may waive notice of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law.

#### **QUORUM AND BOARD ACTION**

Unless otherwise required by the Articles of Incorporation, these Bylaws or statute, the act of a majority of the Directors present at any properly convened meeting at which there is a quorum shall be deemed the act of the Board. The Board may also act by unanimously consenting to and approving any Corporate action in writing. At least seven members of the Board must be present for a quorum.

**8. COMMITTEES:**

The Board of Directors may appoint standing or temporary committees and invest such committees with such powers as the Directors see fit. The committees shall be required to keep regular minutes of their transactions and shall report the same to the Board at their regular meetings or upon request. The committee members shall be members of the Board.

The Board of Directors shall create an Executive Committee consisting of the officers of the Corporation, the Director of Public Broadcasting for JPR plus two additional board members so that the Executive Committee consists of seven members. The Executive Committee shall meet monthly and shall act at times and places when it is not convenient or possible for the Board of Directors to meet as a whole. All Committee actions shall be reviewed and approved by the Board.

**9. GOVERNING BODY:**

The Board of Directors shall make all rules governing the conduct and management of the Corporation which it deems advisable and which are not in conflict with the purpose of the Corporation, its Articles of Incorporation, or its Bylaws.

**10. COMPENSATION OF BOARD OF DIRECTORS:**

Directors shall receive no stated salary for their services as such, but by resolution the Board of Directors may direct expenses to be paid to the Director or Directors for attendance at meetings of the Board. Nothing herein contained shall be construed to prevent any Director from receiving compensation for services to the Corporation rendered in a capacity other than Director or Officer.

**ARTICLE V OFFICERS.**

**OFFICERS**

The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect such other officers as it shall deem desirable. All officers must be elected from the Board of Directors.

**ELECTION OF OFFICERS:**

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### **3. REMOVAL OF OFFICER:**

Any officer elected 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.

### **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.

### **PRESIDENT'S DUTIES:**

The President shall preside at all meetings of the Board and shall have general supervision, direction, and control of the business and affairs of the Corporation, subject, however to the control of the Board of Directors. The President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

### **6. VICE PRESIDENT'S DUTIES:**

The Vice-President shall perform all such duties as may be properly required by the Board of Directors or the President, and in the absence or inability of the President, shall exercise all powers of the President.

### **7. SECRETARY'S DUTIES:**

The Secretary shall keep the minutes of the meeting of the Directors, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required by the Board of Directors or the President.

### **8. TREASURER'S DUTIES:**

The Treasurer shall have responsibility for all funds of the Corporation, and shall manage them in the manner required by the Board, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings as required, and shall discharge such other duties as pertain to the officer as prescribed by the Board of Directors.

### **9. COMPENSATION OF OFFICERS:**

Officers shall receive no stated salary for their services as such, but by resolution of the Board of Directors, the Board of Directors may direct expenses to be paid to an officer for attendance at meetings. Nothing herein contained shall be construed to prevent any officer from receiving compensation for services to the Corporation rendered in a capacity other than Director or officer.

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## ARTICLE VI

### MANAGEMENT OF CORPORATE FUNDS

No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix, unless such use is contrary to or in conflict with the purposes of the Corporation.

## ARTICLE VII

### EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they now exist or as they may hereafter be amended.

## ARTICLE VIII

### AMENDMENTS

The Board of Directors shall have the power to make, amend, alter and repeal the Bylaws of this Corporation by an affirmative vote of two thirds of the Directors in office immediately prior to any regular or special meeting of the Board called for that purpose if written notice is given of the intention to amend, alter, repeal, or adopt new Bylaws at such meeting.

## ARTICLE IX

### WAIVER OF NOTICE

Whenever, under the laws of the State of Oregon or by provision of these Bylaws, notice is required, a waiver in writing signed by persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE X

### INDEMNIFICATION

Every person who is or shall be or shall have been a Director or officer of the Corporation and that person's personal representative shall be indemnified by the Corporation against all costs

and expenses reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of being or having been a Director or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which such person shall finally be adjudicated by such action, suit or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of the duties of director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorneys' fees, damages and reasonable amount paid in settlement.

## ARTICLE XI

### INFORMAL ACTION

#### 1. ACTION BY WRITTEN CONSENT:

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 prior to such action a written consent thereto is signed by all members of the Board or of the committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or the Committee.

#### 2. RATIFICATION OF ACTION BY PRESIDENT OR COMMITTEE:

A majority of the Board may ratify any action taken by the President or any committee.

## ARTICLE XII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### A. AUTHORIZATION BY BOARD:

The Board of Directors may authorize any officer or officers, agents or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific circumstances.

#### SIGNERS ON ACCOUNT:

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any director or officer of the Corporation as shall be determined from time to time by resolution of the Board of Directors. All checks, drafts, orders for payment of money, notes or other evidences of indebtedness in excess of \$500.00 shall be signed by any two of the directors or officers so chosen.

**3. DEPOSIT OF FUNDS:**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**4. ACCEPTANCE OF GIFTS:**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**5. AUTHORITY OF PRESIDENT TO SIGN CONTRACTS WITH FUNDERS:**

The President shall have authority to sign any contract with funders on behalf of the Corporation.

**ARTICLE XIII****BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

**ARTICLE XIV****FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end of the last day of December in each year, unless and until the Board of Directors determines that some other twelve-month period should be fixed.

**ARTICLE XV****DISSOLUTION**

Distribution of assets upon dissolution or final liquidation: Upon dissolution of the corporation the assets shall be distributed exclusively for the purposes of the corporation to the State of Oregon acting by and through its State Board of Higher Education or Successor Agency for the benefit of Southern Oregon University or its successor institution for the purpose of supporting Jefferson Public Radio (JPR) which is owned by the Oregon State Board of Higher Education and Southern Oregon University. Provided, however, that in all cases such assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (C )(3) of the

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Internal Revenue Code or corresponding section of any future tax code or shall be distributed to the Federal Government or to State or local government for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine in which are organized and operated exclusively for such purposes.

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PRESIDENT

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SECRETARY