

LAST CHANCE PUBLIC RADIO ASSOCIATION, INC.  
P.O. BOX 1072  
HELENA, MONTANA 59624

BYLAWS

Amended October 17, 2007

Article I. Principal Office

1. The principal office of the corporation shall be located at the home or place of business of the chairman. The organization shall maintain a post office box as its permanent mailing address.

2. The Corporation shall (1) maintain its headquarters, (2) operate a campus, or (3) maintain a governing board 75% of the members of which reside: within 25 miles of the reference coordinates of the community of license proposed in each application for a new radio station submitted to the FCC by the Corporation in which comparative points are claimed for being an established local entity.

Article II. Members

1. An individual whose name appears on the association mailing list and who attends the association's annual membership meeting shall be deemed a member in good standing and eligible to vote for directors.

2. An individual who attends the association's annual meeting and requests that his or her name be added to the membership list shall be admitted to membership immediately and shall be eligible at that meeting to vote for directors.

Article III. Directors

1. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Montana Nonprofit Corporation Act, all powers of this corporation shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors.

2. Number and Term of Office. The board shall consist of from 12 to 15 members elected by the general membership. Each Director shall be elected for a two-year term of office, and may be re-elected.

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3. Election. Vacancies on the Board of Directors shall be filled by majority vote of association members present at the annual Spring meeting. The Directors shall elect officers according to Article IV of these Bylaws.

4. Vacancies. Any vacancy on the Board of Directors may be filled by vote of the remaining Directors. Any Director so selected shall stand for election to the board at the next annual Spring meeting of the association.

5. Removal. A Director may be removed from office, for cause, by a vote of two-thirds of the Directors.

6. Compensation. The Directors shall receive no compensation for their services, except that they may receive reimbursement for expenses directly and reasonably incurred in connection with attendance at meetings or other necessary business of the corporation as may be approved by the Board of Directors.

**Article IV. Meetings**

1. Regular meetings. Regular meetings of the Board shall be held bimonthly.

2. Special meetings. Special meetings of the Board for any purpose may be called at any time by a majority of the board or any two officers.

3. Actions Without a Meeting. Any actions required or permitted to be taken with the informal assent of a majority of board members shall be subject to ratification by the board at a subsequent regular meeting.

4. Quorum and voting. One-third or four directors constitute a quorum. All matters will be decided by majority vote.

**Article V. Officers**

1. Officers. The Board of Directors shall annually elect from its membership a Chairman, Vice Chairman, Secretary, and Treasurer. The positions of Secretary and Treasurer may be combined or may be held individually.

2. Removal and vacancies. An officer may be removed from office by a majority vote of the Board, after prior notification of cause. Vacancies may be filled by election by the Board.

3. Duties. Duties of the officers shall be those normally associated with such positions.

#### **Article VI. Administration**

1. The organization shall be administered by the Secretary with the assistance of the Treasurer. Documents and records will remain at the principal office of the corporation, but the Secretary will maintain current mailing and membership lists, minutes of meetings, and correspondence. The Treasurer will maintain the financial records of the corporation and will administer all bookkeeping tasks including bank accounts, financial statements and tax forms.

2. Budget. The organization shall operate under an [ANNUAL] budget approved by the Board of Directors.

#### **Article VII. Miscellaneous**

1. Committees. The Board of Directors may create or appoint such committees as it may from time to time deem necessary for the promotion and proper conduct of the organization.

2. Amendment of these Bylaws. These Bylaws may be amended by a two-thirds vote of the Board of Directors.

3. At no time shall the Corporation hold an attributable interest in another radio station, or in a construction permit for another radio station, if the principal community contour of such station would overlap, in whole or in part, the principal community contour of the radio station that results from an application for a new station submitted to the FCC in which comparative points are claimed for diversity of media ownership.

We, the undersigned, certify that these Bylaws are true and correct, having been adopted by a two-thirds vote of the Board of Directors on October 17, 2007.

Dawn O. Miller for Dawn North <sup>Via Phone</sup> 10-18-2007  
Dawn North, Chairman Date

Dallas O. Miller 10-17-2007  
Dallas Miller, Vice Chairman Date

David E. N. 10-18-2007  
David Highness, Secretary Date

Robert Antonick 10-18-2007  
Robert Antonick, Treasurer Date