



001079519

CHARTER NONPROFIT CORPORATION

SS-4418



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$100.00

For Office Use Only

-FILED-

Control # 001079519

The undersigned, acting as incorporator(s) of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act, adopt the following Articles of Incorporation.

1. The name of the corporation is: Memphis Educational Television, Inc.

2. Name Consent: (Written Consent for Use of Indistinguishable Name)

This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: None

4. The name and complete address of its initial registered agent and office located in the State of Tennessee is:

CHARLES MYER
7401 YALE RD
BARTLETT, TN 38133-3608
SHELBY COUNTY

5. Fiscal Year Close Month: December **Period of Duration:** Perpetual

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:
(none) (Not to exceed 90 days)

7. The corporation is not for profit.

8. Please complete all of the following sentences by checking one of the two boxes in each sentence:

This corporation is a public benefit corporation / mutual benefit corporation.
This corporation is a religious corporation / not a religious corporation.
This corporation will have members / not have members.

9. The complete address of its principal office is:

11717 ROUTE 37
MARION, IL 62959-8356

(Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.)

B0820-0604 02/12/2020 3:19 PM Received by Tennessee Secretary of State Tre Hargett



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The name of the corporation is: Memphis Educational Television, Inc.

10. The complete mailing address of the entity (if different from the principal office) is:

PO BOX 1010
MARION, IL 62959-7510

11. List the name and complete address of each incorporator:

Title	Name	Business Address	City, State, Zip
Incorporator	Shane Chaney	11717 ROUTE 37	MARION, IL 62959-8356
Incorporator	Julie Nolan	11717 ROUTE 37	MARION, IL 62959-8356
Incorporator	Thomas C Nolan III	11717 ROUTE 37	MARION, IL 62959-8356

12. School Organization: (required if the additional designation of "School Organization - Exempt" is entered in section 3.)

- I certify that pursuant to T.C.A. §49-2-611, this nonprofit corporation is exempt from the \$100 filing fee required by T.C.A. §48-51-303(a)(1).
- This nonprofit corporation is a "school support organization" as defined in T.C.A. §49-2-603(4)(A).
- This nonprofit corporation is an educational institution as defined in T.C.A. §48-101-502(b).

13. Insert here the provisions regarding the distribution of assets upon dissolution:

In the event of dissolution of the Corporation, all assets will be distributed to another nonprofit organization with a similar purpose.

14. Other Provisions:

(Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.)

Electronic
Signature

Shane Chaney
Printed Name

Incorporator
Title/Signer's Capacity

Feb 12, 2020 3:19PM
Date

B0820-0605 02/12/2020 3:19 PM Received by Tennessee Secretary of State Tre Hargett

**MEMPHIS EDUCATIONAL TELEVISION, INC.
CORPORATE BYLAWS**

ARTICLE I: GENERAL

Section 1. Name. The name of the corporation shall be Memphis Educational Television, Inc., hereinafter referred to as "the Corporation".

Section 2. Nonprofit Purposes. The Corporation is organized and shall be operated exclusively as a nonprofit, charitable, religious, educational organization dedicated to the purposes stated in the Articles of Incorporation.

Section 3. Nonprofit Activities. No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or a successor statute of similar import); or (2) by a corporation, contributions to which are deductible under section 170 of the Internal Revenue Code of 1986 (or a successor statute of similar import).

Section 4. Regulation of Internal Affairs. The Corporation shall seek such sources of support, including the solicitation of grants from private units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in sections 170 (B) (1) (A) (vi) and 509 (a)(1) of the Internal Revenue Code of 1986 (or a successor statute of similar import). However, for any period during which the Corporation is a "private foundation" as defined by section 509 of the Internal Revenue Code of 1986 (or a successor statute of similar import) the Corporation shall be subject to the following restrictions and prohibitions:

- (a) The Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by section 4942 of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax law.
- (b) The Corporation shall not engage in any act or self dealing as defined in section 4941 (d) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax law.
- (c) The Corporation shall not retain any excess business holdings which will subject it to tax under section 4943 of the Internal Revenue Code of 1986, or any corresponding provision of any subsequent Federal tax law.
- (d) The Corporation shall not make any investments in a manner such as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax law.
- (e) The Corporation shall not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax law.

Section 5. Dissolution or Liquidation. In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed to, or divided among, any of the directors or officers of the Corporation or inure to the benefit of any individual.

After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provisions made therefor, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated: (1) pursuant to a plan of distribution adopted as provided for under Tennessee law; or (2) if there be no appropriate plan of distribution, as a court may direct (pursuant to the laws of Tennessee) provided that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- (a) Such organization shall be organized and operated exclusively for religious, educational, or charitable purposes.
- (b) Transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate, or death taxes (by whatever name called).
- (c) Such organization shall be exempt from Federal income taxes by reason of section 501 (c)(3) of the Internal Revenue Code of 1986 (or a successor statute of similar import).
- (d) Contributions to such organizations shall be deductible by reason of section 170 of the Internal Revenue Code of 1986 (or a successor statute of similar import).

ARTICLE II: OFFICES

Section 1. Registered Agent. The Corporation shall act as registered agent as set forth by the laws of the state of Tennessee.

Section 2. Principal Office. The principal office of the Corporation shall be located at such place as shall be determined by the Board of Directors.

Section 3. Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

ARTICLE III: SEAL

The Corporation shall have a seal consisting of two concentric circles, between which shall be inscribed the name of the Corporation, and in the center of which shall be inscribed the year of its organization, and the words "Corporate Seal, State of Tennessee." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE IV: DIRECTORS

Section 1. Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these bylaws prohibited.

Section 2. Number. The Board of Directors shall consist of seven (7) persons, subject to qualification and approval of the Federal Communications Commission to manage the property and

business affairs of a non-commercial educationally licensed broadcast television station or group of television stations. Each such director shall be vested with equal voting rights and shares during the term of their directorship.

Section 3. Vacancy. If the office of any director or directors becomes vacant, the remaining directors, though less than a quorum, shall select a successor or successors, who shall be elected to serve the unexpired term of the vacated directorship.

Section 4. Committees. The Board of Directors may appoint two or more persons from among its own number to serve as special and standing committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. All actions by any Board committee shall be reported to the Board of Directors at the meeting next succeeding such action.

Section 5. Removal. Any non-office holding director may be removed with or without cause by a majority vote of the directors at any meeting duly called and at which a quorum is present, and the Office Holding Directors may thereupon elect a successor or successors to fill any resulting vacancy for the unexpired term of any removed director.

Any member, or advisory member, of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Article IV Section 2 of these Bylaws shall automatically forfeit their positions on the Board pursuant to Section 6 of this Article, and are not entitled to the removal procedure outlined herein this section.

Section 6. Forfeiture. Any non-office holding director who fails to fulfill any of his or her requirements as set forth in Article IV Section 2 shall automatically forfeit his or her seat on the Board. The Secretary shall notify said Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Article IV Section 2 of this Article are not entitled to vote at any meeting to the removal procedure.

Section 7. Transactions with the Interested Directors. No contract or other transaction between the Corporation and one or more of its directors or between any other corporation, firm, association, or entity of which one or more of its directors are directors or officers of the Corporation or in which such persons are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors (or a committee thereof) which authorized, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if either of the following conditions is met:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (b) The contract or transaction is fair and reasonable to the Corporation.

- (c) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its directors or officers or advisory members.

Section 7. Compensation of Directors. Directors of the corporation shall serve in a volunteer capacity and shall not be compensated for their service, but may receive reimbursement for expenditures made in the performance of their official duties, as authorized by the Board.

Section 8. Advisory Members. The Board may from time-to-time appoint one or more Advisory Members who shall be entitled to receive notice of and attend all meetings of the Board and participate in discussions at such meetings, but who shall not be entitled to vote and whose presence shall not be counted in determining a quorum. Subject to the foregoing, the Board shall establish the term, duties and other qualifications for Advisory Members.

ARTICLE V: OFFICE HOLDING DIRECTORS

Section 1. Number and Positions. The office holding directors of the Corporation shall be three (3) in number and hold the positions of President, Treasurer, and Secretary. These officers shall initially be selected and installed by the incorporators of the Corporation; later by election according to the term of office. The Board may appoint such other advisory members and agents as it shall deem necessary, who shall hold their appointment for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 2. Term. The Board of Directors shall elect office holding directors of the Corporation, who shall hold office until their successors are chosen and qualify, or until death, resignation or removal. In case of the absence or disability of an officer of the Corporation, the Board of Directors, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, director, or any other person. Office holding directors shall serve according to the following terms:

President:	Life
Treasurer:	5 years
Secretary:	5 years

Section 3. President. The President shall serve as the Corporation's chief executive officer and chairman of the Board at all meetings, and shall have the following duties:

- a. He/She shall be charged with the general management of the business in accordance with the direction of the Board of Directors;
- b. He/She shall have general superintendence and oversight of all employees of the corporation and see that their duties are properly performed;
- c. He/She shall be responsible to submit a report on the operations of the corporation for the fiscal year to the Board at all annual and regular meetings, and from time to time, regarding any matter that may significantly affect the operations of the corporation;
- d. He/She shall be an ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 4. Treasurer. The Treasurer shall serve as the Corporation's chief fiscal officer at all meetings, and shall have the following duties:

- a. He/She shall deliver all funds and securities of the Corporation which may come into his hands to such bank, trust or investment company as the directors shall designate as a depository, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;
- b. He/She shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the treasurer, belonging to the Corporation;
- c. He/She shall assist in direct audits of the funds of the corporation according to generally accepted accounting principles; the laws of the state of Tennessee; and the laws and regulations of the federal Internal Revenue Service;
- d. He/She shall perform such other duties as may be prescribed by the Board of Directors or President of the corporation.

Section 5. Secretary. The Secretary shall serve as the Corporation's chief compliance officer at all meetings, and shall have the following duties:

- a. He/She shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required;
- b. He/She shall give, or cause to be given, such notice as is required of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President;
- c. He/She shall perform and communicate all official correspondence as may be prescribed by the Board of Directors or President;
- d. He/She shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings;
- e. He/She shall keep in safe custody the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the Treasurer.

ARTICLE VI: NON-OFFICE HOLDING DIRECTORS

Section 1. Number and Role. The non-office holding directors of the Corporation shall be four (4) in number and shall be initially selected by the Office Holding Directors of the Corporation, subject to qualification and approval by the Federal Communications Commission to act as a public trustee of a non-commercial educationally licensed broadcast television station or group of stations.

Section 2. Term. The non-office holding directors of the Corporation, shall serve for a term of one (1) year. Any non-office holding director elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors, whenever in their judgement the best interest of the Corporation will be served thereby. In case of the absence or disability of a non-office holding director of the Corporation, or in any other case that the Board of Directors may deem sufficient reason therefor, the Board of Directors, by a majority vote, may delegate for the time being any or all of the powers or duties of that director to any other officer or director then serving until a replacement director is appointed.

ARTICLE VII: MEETINGS OF THE BOARD

Section 1. First Meeting. The first meeting of the corporation's newly elected Board of Directors shall be held within six (6) months following formation of the corporation for the purpose of electing additional members and authorizing additional actions needed to accomplish the organizational and operational purposes of the corporation.

Section 2. Regular Meetings. Regular meetings of the members shall be held at least on a semi-annual basis, at a time and place, within or outside of the state of Tennessee designated by the president.

Section 3. Annual Meetings. An annual meeting of the members shall take place in the month of (pick a month), the specific date, time and location of which will be designated by the president. At the annual meeting the members shall elect directors and officers, as directed in these Bylaws, receive reports on the activities of the corporation, and determine the fiscal budget and operational direction of the corporation for the coming year.

Section 4. Special Meetings. Special meetings may be called by the president or a simple majority of the Board of Directors.

Section 5. Notice. Regular and special meetings of the Board may be held without notice at such time and place either within or outside the State of Tennessee as shall from time to time be determined by the Board. For meetings requiring notice, said notice shall be given to each director in writing five (5) days prior to the meeting, or delivering said notice to each director on the same day as it is dispatched not less than two (2) days prior to the meeting, said notice stating the place, day, time and purpose of the meeting. The aforesaid notice periods shall be calculated from the date notice is dispatched.

Section 6. Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the articles of incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where attendance is for the express

purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present and voting at a duly constituted meeting of the Board shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the articles of incorporation or by these Bylaws.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, by means of telephone, video-conference, mail, electronic mail, telecopier or in any other way the directors shall decide. However, a written consent setting forth the action so taken and signed by all the members of the Board must be filed with the minutes of proceedings of the Board.

Section 7. Participation by Conference Communication. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of such Board or committee by means of a telephone or video-conference call or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or video-conference call, or similar communications equipment, a written record shall be made of the action taken at such meeting.

Section 8. Participation by Proxy. Members of the Board of Directors may vote and participate in any meeting of the Board of Directors by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. The original or a copy of any proxy shall be maintained as part of the minutes of any meeting where a member participates by said proxy.

Section 9. Confidentiality. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

ARTICLE VIII: FISCAL MATTERS

Section 1. Deposits. The Board of Directors shall select banks or other depositories in which all funds of the Corporation, not otherwise employed, shall, from time to time, be deposited to the credit of the Corporation.

Section 2. Checks. All checks or demands for money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Disbursements. Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors, except for expenditures in excess of \$50,000, which shall require affirmative approval of the Board of Directors.

Section 4. Loans, Notes and Mortgages. The Board of Directors shall have the power to obligate the assets and revenue of the corporation through the taking out of secured or unsecured loans, notes, and mortgages, as reasonably required to accomplish the business objectives and maintain the operational activities of the corporation;

Section 4. Fiscal Year. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on January 1 and shall terminate on December 31 of each year.

ARTICLE XI: STAFF

Section 1. General Manger. The Board of Directors shall hire a General Manager who shall serve at the will of the Board. The General Manager shall have immediate and overall supervision of the day to day operations of the Corporation. The General Manager shall provide comprehensive and specialized reports at board meetings as may be required by the President or requested by the Board. The General Manager may be hired or terminated at any meeting of the Board of Directors and shall serve until removed by the Board of Directors upon a majority vote at any meeting of the Board Directors. Such removal may be with or without cause, and nothing herein stated shall confer any guaranteed right of compensation or term of employment of any General Manager, whose employment shall remain terminable at will, subject to the employment laws and regulations of the local, state and federal jurisdictions involved.

Section 2. Other Employees. The Board of Directors may also direct the General Manager to hire such other employees as may be needed, and are fiscally appropriate, to accomplish the day to day operations of the Corporation. The employment of all such persons shall likewise, at all times, be terminable at will, subject to the employment laws and regulations of the local, state and federal jurisdictions involved.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer, and his heirs, executors, and administrators (hereinafter referred to collectively as "Corporate Agent") may be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any claim, action, suit, or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, except in relation to any actions, suits, or proceedings in which he shall be adjudged liable because of willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office or directorship. In the absence of an adjudication which expressly absolves the Corporation arising from allegations of willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in his or her conduct, each Corporate Agent may be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnification shall be conditioned upon the prior determination by the Board of Directors of the Corporation, not involved in the action. Amounts paid in settlement shall not exceed costs, fees, and expenses which would have reasonably been incurred if the action, suit, or proceeding had been litigated to a conclusion. The foregoing rights and indemnification shall not be exclusive of any other rights to which said Corporate Agent may be entitled according to the law.

ARTICLE X: BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the Board of Directors, and unanimous consent of the office holding directors, at any regular or special meeting of the Board, if the notice of the proposed amendment, alteration or repeal is contained in the notice of such meeting.

ARTICLE XII: ADOPTION OF BYLAWS

We, the undersigned, are all of the incorporators of this corporation, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of nine pages and eleven articles, as a true and complete copy of the Bylaws of this corporation.

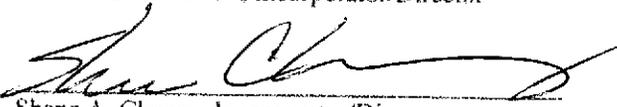
ADOPTED AND APPROVED on this 20th day of May, 2020 A.D.



Julie A. Nolan, Incorporator/Director



Thomas C. Nolan IV, Incorporator/Director



Shane A. Chaney, Incorporator/Director