

By-Laws of the New Wave Corporation

A corporation organized under the General Not for Profit Corporation Law of Missouri

Article One—Organization and Purpose

The purposes of the Corporation are the development and operation of non-commercial, educational broadcast facilities, the carrying out of educational media activities and such community projects as may be related to public education or communications.

Article Two—Name and Corporate Office

Article 2.01: Name. The name of the corporation shall be the New Wave Corporation.

Article 2.02: Corporate Office. The principal offices of the Corporation shall be located in Columbia, Missouri. The Corporation may have such other offices, either within or without the state of Missouri, as the Board may determine from time to time.

Article 2.03: Registered Agent. The Registered Agent shall be the General Manager.

Article Three—Board of Directors

Article 3.01: Powers and Restrictions. The property and business of the Corporation shall be controlled by the Board of Directors. The Board shall have the power to hire and fire a General Manager. The Board shall be responsible for determining policies governing the station and for the fiscal management of the station. Except for its overall responsibility for controlling the property and business, it may delegate specific powers to the General Manager or to committees but only the Board of Directors is authorized to incur debt on the part of the New Wave Corporation or KOPN.

Article 3.02: Membership on the Board of Directors.

3.02.1: Number. The Board shall be composed of no fewer than nine (9) or more than fifteen (15) members. If the Board should ever have fewer than nine members, the remaining members shall recruit and appoint new members until there are nine. If unable to do this, the Board members remaining are authorized to conduct the Corporation's necessary business.

3.02.2: Election and Terms of Office. Members of the New Wave Corporation shall elect nine directors, and up to six Directors may be appointed by the Board. No paid staff Member shall be a Director except that the General Manager shall be an ex-officio Member of the Board of Directors and will attend Board meetings but shall not be entitled to vote and will not be counted for the purpose of establishing a quorum.

a. **Elected Directors.** Elected Directors shall be elected at the annual meeting of the Corporation and will assume office at the first Board meeting following the election. Voting members may cast one vote for each open position on the ballot, but no more than one vote for any individual candidate. All elected Directors shall serve for staggered terms of no more than three years, with one-third elected each year. Elected Directors shall serve no more than two complete consecutive three-year terms, with one year intervening before another term may be sought.

b. **Appointed Directors.** The up to six directors who are appointed by the Board shall be appointed at the first Board meeting following the annual meeting of the Corporation. Unfilled positions shall be considered as active but vacant and the remaining portions of such terms may be filled at a later date by the Board. Appointed Directors shall be appointed for one-year terms, and no appointed Director shall serve more than three consecutive one-year terms as an appointed Director. Service on the Board as an appointed Director shall not count toward the limitation on elected service should the appointed Director be elected to the Board; however, no individual who has completed two terms as an elected Director shall be appointed to the Board until completion of at least one year without service on the Board in any capacity.

c. **Filling Unexpired Terms of Board Members.** Vacant Board-appointed positions may, at the Board's discretion, be filled at any time by a majority vote of the Board. The Director thus appointed shall serve until the next election. The Board may, at its discretion, fill any vacant member-elected Director position if the annual Member meeting is more than three months away. The Director thus appointed shall serve until the election at the next annual meeting.

3.02.3 Removal. Any Director may be removed from office by a vote of no less than a majority of the other Directors on the following grounds: (a) failure to attend two out of any six consecutive meetings of the Board, or (b) gross misconduct damaging to the Corporation.

Article 3.03: Meetings of the Board of Directors.

3.03.1 Notice of Meetings. Notice of meetings of the Board shall be provided on the KOPN website at least seven days before the time of the meeting. All meetings shall be announced on the air for a reasonable time prior to the meeting.

3.03.2 Quorum. A quorum for the transaction of Corporation business shall consist of a majority of the members of the Board.

3.03.3 Regular Meetings. Regular meetings of the Directors shall be held each month at the offices of the Corporation or in such other location as approved by resolution of the Board. The Board each year will set by resolution a time for the regular meetings.

3.03.4 Special Meetings. Special meetings of the Board may be called by the President, by the General Manager, or by three or more Directors upon written request to the President.

3.03.5 Non face-to-face Meetings. When, in the judgment of the President, a decision must be taken before the next regular Board meeting, the President may conduct a discussion and vote of the Board by conference call or electronic mail provided that all Board members have a reasonable opportunity to participate in the process.

Article Four—Officers of the Board

Article 4.01: The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be chosen by a majority vote of the Board. The Officers of the Board shall also be the Officers of the Corporation. The same person may not hold more than one Board office at the same time. Officers of the Board shall be elected at the first board meeting following the annual membership meeting and will serve terms of one year.

Article 4.02: President. The President of the Board shall be the Chief Officer of the Corporation and shall preside at all meetings of the Board.

Article 4.03: Vice President. The Vice President of the Board assumes the responsibilities of the President in the event of the President's absence, incapacity, resignation, or removal from the Board of Directors.

Article 4.04: Secretary. The Secretary shall keep the minutes of the meetings of the Board, or such minutes shall be kept at the Secretary's direction; shall see that all notices are duly given in accordance with these bylaws; shall see that all elections are duly and correctly held; and shall perform such related duties as from time to time may be assigned by the President of the Board. S/he shall also preside at any meeting of the Board at which the President and Vice President are absent.

Article 4.05: Treasurer. The Treasurer of the Corporation shall see that the financial records of the Corporation are kept in good order and shall report to the Board each month on the fiscal state of the Corporation. He or she will have the authority to sign checks drawing on Corporation funds and perform other duties in line with those assigned. The Treasurer will preside at any meeting where the President, Vice President and Secretary are absent.

Article 4.06: Other officers. Should the Board of Directors appoint any other officers, it will provide a written description of their duties as a policy statement.

Article 4.07: Removal of Officers. Officers may be removed from office by a majority vote of the Board of Directors if they miss more than two consecutive meetings of the Board, engage in gross misconduct damaging to the Corporation, become incapacitated, or otherwise fail to perform their duties.

Article 4.08: Replacement of Resigned or Removed Officer. A resignation from a Board of Director office shall be submitted in writing to the President, who will present it at the first meeting of the Board following its receipt. The Board will elect a replacement within two months of the effective date of the vacancy to fill the unexpired term of the resigned or removed officer.

Article Five—General Manager

Article 5.01: Duties. The titles "General Manager" and "Executive Director" are equivalent and interchangeable. Subject to these By-laws and the control of the Board of Directors, the General Manager shall have full supervision and control over the activities and affairs of the New Wave Corporation. The General Manager shall be responsible for the daily management of New Wave Corporation, including maintaining effective liaison with the Board of Directors; participating with the Board in developing and maintaining effective personnel policies, implementing those policies, and initiating appropriate actions in accordance with those policies; overseeing the development of budgetary plans and analyzing corporate performance relative to those plans; preparing monthly operating reports and presenting those reports at Board meetings; preparing and distributing the annual corporate report; and other activities necessary to ensure effective operations. The General Manager may hire and fire other staff as necessary and, with Board approval, add or eliminate staff positions. The General Manager shall be an ex-officio member of all committees of the New Wave Corporation.

Article 5.02: Vacancy in General Manager Position. If the General Manager position is vacant, the Board of Directors shall exercise all the powers and responsibilities usually delegated to the General Manager.

Article Six—Members

Article 6.01: Definition. A person who makes a financial contribution to the Corporation at or above an amount to be set by the Board of Directors will be a member of the Corporation. The Board of Directors may also determine a minimum level of documented volunteer hours or other in-kind contributions that can qualify for Membership. Membership will be for a term of twelve months commencing with the date of the minimum contribution.

Article 6.02: Annual Meeting of Members. The Annual Meeting of Members will take place in February of each year. The Board of Directors will set a time and place for the Annual members meeting at their November meeting and notify the membership at least 10 days in advance of the meeting. At the annual meeting the Board and staff will report on the state of the station. A quorum will consist of 10 members. Those at the meetings may offer recommendations to the Board and Staff. The General Manager, if there is one, will chair the meeting. Otherwise the Board of Directors will designate a chair.

Article 6.03: Other Meetings of Members. Other membership meetings may be called by the President, by the Board, by the General Manager, or by any 9 members. Notice may be by mail or electronic means and must take place 10 days before the meeting. The General Manager, if there is one, will chair the meeting. Otherwise the Board of Directors will designate a chair.

Article Seven—Committees of the Board

Article 7.01: Community Advisory Committee. The Board may select from the community at large an unspecified number of persons to serve on an advisory panel known as the Community Advisory Committee for terms of one year, but may be reappointed for additional one year terms as the Board may deem proper. The Advisors shall serve in an advisory capacity to the Board of Directors. Members of the Advisory Committee shall not be paid staff members.

Article 7.02: Other Committees

7.02.1: The Board of Directors shall appoint other committees to help formulate policy and to assist with the operation of the station.

7.02.2: The General Manager and at least one Director will be ex-officio members of every Board-appointed committee. The Board of Directors shall not delegate substantive decision-making authority to any such committee

7.02.3: The Board of Directors shall issue policy statements setting the composition, powers, duties, terms of office, and reporting requirements of any committee they establish.

7.02.4: The Board shall review its committees at least annually and make whatever changes will improve the operation of the station.

7.02.5: Committees may be dissolved either by completion of their assigned task or by resolution of the Board of Directors.

Article Eight – Board Policies and Procedures

Article 8.01. Adoption of Policies and Procedures. The Board may adopt such policies and procedures as the Board deems necessary for the operations of the Board and the Corporation. Policies and procedures recommended for Board adoption shall be placed on the agenda of a regular Board meeting for discussion, and shall be voted on at the next succeeding Board meeting. Policies and procedures, and amendments thereto, may be approved by the positive vote of a majority of a quorum of the Board.

Article 8.02. Non-Profit Status. The New Wave Corporation and KOPN are organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article 8.03. No Private Benefit. In the conduct of the corporation's business no part of its earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for products and services rendered.

Article Nine—Seal

The Corporation shall have a seal with the name of the Corporation in the form of a circle.

Article Ten—Indemnification of Directors and Officers

Each Director or Officer and each former Director or Officer and his or her heirs, executors and administrators (hereinafter referred to as Corporate Agent) shall be indemnified by the Corporation against all costs and expenses incurred by him or her in conjunction with any claim, action, suit or proceeding to which he may be made a party by reason of being or having been a Director or Officer of the Corporation, or, in the event of a settlement, each Corporate Agent shall be indemnified by the Corporation against payments made, including costs and expenses, provided that no indemnification shall be provided for any person with respect to any matter as to which s/he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that her or his conduct was unlawful.

Article Eleven—Amendment of Bylaws

These bylaws may be amended at any meeting of the Board by a two-thirds vote of the Directors present, provided, however, that notice of the proposed amendment has been given in writing to all

Approved June 28, 2022

members of the Board at the preceding regular meeting or ten days prior to the meeting at which the vote is taken. In addition, notice of any amendment shall be posted at a prominent location for ten days prior to the meeting at which the vote is to be taken.

Article Twelve—Dissolution

Upon the dissolution of the corporation, assets shall be distributed to one or more non-profit entities within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction.

Approved May 17, 2011

Ratified July 17, 2018

Amended August 21, 2018

Amended September 18, 2018

Amended April 16, 2019

Amended June 25, 2019

Amended November 17, 2020

Amended December 15, 2020

Amended June 28, 2022

Approved June 28, 2022