

CENTER FOR COMMUNICATION AND DEVELOPMENT, INC. ("CCD")

ARTICLE I-NAME AND OFFICES

The principal office of the Center for Communication & Development, Inc. of 2123 West Broadway Avenue, Suite 200, hereinafter referred to as the "CCD" in the State of Minnesota, shall be located in the City of Minneapolis, County of Hennepin.

The CCD shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office is identical with such registered office as required by the Non-Stock Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Minnesota and the address of the registered office may be changed from time to time by the membership of the CCD.

ARTICLE II-PURPOSE

Section 2.1 - Purpose: The purpose of this corporation shall be to increase development and communication within the community.

ARTICLE III-BOARD OF DIRECTORS

Section 3.1 - General Powers: The property, business and affairs of CCD shall be under the management, direction and control of the Board of Directors of CCD. The Board of Directors determines policy and programs for CCD/KMOJ. All corporate powers shall be exercised solely by and under the authority of the Board of Directors.

Section 3.2 - Requirements: The members of CCD Board of Directors must agree to work toward achieving the implementation of the Mission, Purpose, Program Goals and Objectives of the CCD. The Board must agree to an annual monetary contribution (tax deductible) No paid or volunteer staff may serve as a member of CCD Board of Directors.

Section 3.3 - Composition: Members of the Board of Directors may consist of individuals, representatives from corporations, voluntary associations, community members and agency representative with a shared interest and commitment to the mission of CCD.

Section 3.4 - Terms of Service: Directors may be elected by other members of the Board of Directors to serve for a term 2 or 3 years. The length of each term will be determined at the time of election of the new Director to the Board by the existing Board members. No Director may serve more than six consecutive years unless the board votes and approves one additional year of service.

Section 3.5 -Election of Officers: Officers of the Board of Directors shall be elected by a majority vote of the membership when a quorum is established.

Section 3.6 - Number of Officers: The number of members of the Board of Directors shall not be less than 5 nor more than 15.

Section 3.7 - Voting Rights: Each Director shall be entitled to vote on each matter submitted to a vote of the members.

Section 3.8 - Resignation: Any Director may resign by submitting a written resignation notice to the Secretary. Said resignation shall become effective upon the date of the resignation or if not dated upon receipt of the notice at the official of the corporation.

Section 3.9 - Duties, Privileges and Responsibilities: The Board of Directors determines the personnel policies and reviews and approves programs for CCD.

Each member, as a result of his/her election to the Board of Directors, shall have the following duties and privileges:

CENTER FOR COMMUNICATION AND DEVELOPMENT, INC. (“CCD”)

- A. Entitlement to vote on each matter submitted for vote of the Board at any regular or committee meeting
- B. Eligibility to serve as President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer or hold any other offices as determined by the Board
- C. Responsibility for attending all duly called meetings of the Board of Directors and communicating public concerns to the Board as appropriate
- D. Serving on at least one of the Board designated Committees
- E. Entitlement to submit nominees to CCD Nominating Committee for selection and/or election to the CCD Board of Directors at the Annual Meeting.

Board responsibilities shall include, but not be limited to the following:

- A. Review, approve, and sign all leases and contracts, proposals or other documents as required
- B. Determine the policies, including personnel and programming policies, governing the management of the station
- C. Determine and approve the annual budget at the annual meeting in September
- D. Fill Board vacancies between annual meetings
- E. Conduct fundraising along with the General Manager of the station
- F. Establish a Nominating, Personnel, Budget, Finance and such other committees that it deems necessary
- G. Hire/discharge the General Manager
- H. Evaluate the General Manager
- I. Employ such agents, contractors, or employees as it deems appropriate to accomplish its goals and working programs
- J. Authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CCD, and such authority may be general or confined to specific instances.

Section 3.10 - Checks, Drafts and Orders of Payment: All checks, drafts or 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 officer’s agent of the corporation as determined by resolution of the Board of Directors or the Executive Committee.

Section 3.11 - Deposits: 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.

Section 3.12 - Gifts: The Board of Directors may accept, on behalf of the corporation, any contributions, gifts, bequests or devise for the general purposes or for any special purpose of the corporation. No gift shall be accepted which may create a conflict of interest or the appearance thereof, between the CCD, the United States Government, and/or the donor.

Section 3.13 – Compensation: Directors shall not receive any stated salaries for their services.

Section 3.14 – Termination: The directors may, by a majority vote of those present at any regularly constituted meeting having a quorum, terminate the membership of any member who does not represent the best interest of CCD.

Section 3.15 - Missed Meetings: Any Director who misses three (3) consecutive board meetings may be terminated from CCD Board of Directors.

CENTER FOR COMMUNICATION AND DEVELOPMENT, INC. (“CCD”)

ARTICLE IV-OFFICERS

Section 4.1 - Officers: The officers of the CCD shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. An elected officer may hold no more than one elected position.

Section 4.2 - Election and Term of Office: The officers of the CCD shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 4.3 - Removal: Any officer elected or appointed by the Directors may be removed by the members whenever in their judgment, the best interests of the CCD would be served thereby. Officers may be removed by a majority vote of the Directors.

Section 4.4 - Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the membership for the unexpired portion of the term.

Section 4.5 - President: The President shall be principal executive officer of the CCD. He or she shall preside at all meetings of the members. He or she may sign, with the Secretary or any other designee of the corporation authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the membership or the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee, or by these by-laws or by statute to some other officer or agent of the board; and in general he or she shall perform all duties incident to the office of the President and such other duties as may be proscribed by the Executive Committee from time to time.

Section 4.6 - First Vice President: In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Committee.

Section 4.7 - Second Vice President: In the absence of the President and First Vice President or in the event of his or her inability or refusal to act, the Second Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Second Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Committee.

Section 4.8 - Treasurer: The Treasurer shall chair the finance committee and give a faithful discharge of all duties in such sum and with such surety or sureties as the Committee shall determine, and shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article III of these by-laws; and in general perform all the duties incident to the Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 4.9 - Secretary: The Secretary or designee shall keep the minutes of the meetings of the members and of the Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records; keep a register of the post-office addresses of each member and such other duties as from time to time may be assigned by the President or by the Executive Committee.

CENTER FOR COMMUNICATION AND DEVELOPMENT, INC. (“CCD”)

ARTICLE V – EXECUTIVE COMMITTEE

Section 5.1 - General Powers: The affairs of the corporation shall be managed by the officers of the Board of Directors.

Section 5.2 - Number, Tenure and Qualifications: The members of the Executive Committee shall be the elected officers and chairpersons of each standing committee and may be changed subsequently by vote of the Board of Directors. Each Executive Committee member shall hold office until a successor shall have been elected and qualified.

Section 5.3 - Compensation: Committee members as such shall not receive any stated salaries for their services.

ARTICLE VI - COMMITTEES

Section 6.1 - Executive Committee: The executive committee shall consist of the officers of the Board of Directors and Chairpersons of the standing committees as outlined in Article V.

Section 6.2 - Standing Committees: The Personnel, Finance, Governance, Program and Development Committees shall be standing committees of the CCD.

Section 6.3 - Other Committees: The Board of Directors may create and or dissolve any other committee as it deems necessary.

Section 6.4 - Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.5 - Quorum: Unless otherwise provided in the resolution of the Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII - MEETING OF THE BOARD OF THE CCD

Section 7.1 - Annual Meeting: An annual meeting of the CCD Directors shall be held in the month of September in each year for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. Newly elected board members will take their seat on the Board of Directors at the next regularly scheduled board meeting. Newly elected officers shall assume their office in the month of January, the first board meeting of the year.

Section 7.2 - Special Meetings: Special meetings of the Board may be called by the President, the Executive Committee or not less than one-third of the Board members.

Section 7.3 - Place of Meetings: The President or Executive Committee may designate any place as the location of the meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Minnesota, but if two-thirds of the members shall meet in person either within or without the State of Minnesota and there is a majority consent to the holding of a meeting as such, such meeting shall be valid with required notice and any corporate action may be taken at such meeting.

Section 7.4 - Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by e-mail to each member entitled to vote at such meeting, not less than five or more than 30 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited

CENTER FOR COMMUNICATION AND DEVELOPMENT, INC. (“CCD”)

in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepared.

Section 7.5-Board Meeting: The CCD Board of Directors shall meet a minimum of four times a year.

Section 7.6 - Quorum: A quorum is established when at least half of all the Directors are present at a scheduled meeting. If a quorum is not present at this meeting, then the majority of Directors present may adjourn the meeting or go ahead and conduct the meeting with all decisions subject to a quorum and review approval at the next scheduled board meeting.

Section 7.8 - Proxies: There shall be no voting by proxy.

Section 7.8 -Cumulative Voting: There will be no cumulative voting.

ARTICLE VIII - BOOKS AND RECORDS

CCD shall keep accurate and complete books and records of account and shall also keep minutes of the proceeding of its members, Committee and committees having any of the authority of the CCD, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the CCD may be inspected by any of the Board of Directors or his agent or attorney for any purpose at any reasonable time. The books may be submitted for audit at the end of each fiscal year to a certified accountant.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Board shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X – INDEMNITY

The CCD shall indemnify and hold harmless any member, officer, agent of Committee person who undertakes any non-ultra vires act on the CCD’s behalf.

ARTICLE XI - AMENDMENT OF BY-LAWS

These by-laws may be amended at any regular meeting of the Board by a majority vote, provided the amendment has been submitted in writing at the previous regular meeting.