

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

Revised 091725

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 Board 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. No paid or volunteer staff may serve as a member of the 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 of 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 members of the Board 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 or any more than 15.

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

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 address of the corporation.

Section 3.9 - Duties, Privileges and Responsibilities:

Board members as a result of their election to the Board of Directors, shall have the following duties and privileges:

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The Board of Directors approves personnel policies. The board also reviews and may approve major program changes presented by the CEO.

Entitlement to vote on each matter submitted for vote of the Board at any regular or committee meeting

Eligibility to serve as Chair, Vice Chair, Secretary, and Treasurer or hold any other offices as determined by the Board.

Responsibility for attending all duly called meetings of the Board of Directors and communicating public concerns to the Board as appropriate.

Serving on at least one of the Board designated Committees

Entitlement to submit nominees to CCD Nominating Committee as designated by the Board Chair or Vice Chair for selection and/or election to the CCD Board of Directors at the Annual Organizational Meeting.

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

- Review, approve, and sign all leases and contracts, proposals or other documents as required
- Determine the policies, including personnel and programming policies, governing the management of the station
- Determine and approve the annual budget at the annual Board Retreat in September
- Fill Board vacancies between annual meetings
- Conduct fundraising along with the Chief Executive Officer of the station
- Establish a Nominating, Personnel, Budget, Finance and such other committees that it deems necessary.
- Hire/discharge the Chief Executive Officer
- Evaluate the performance of the Chief Executive Officer
- Employ such agents, contractors, or employees as it deems appropriate to accomplish its goals and working programs
- 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.

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

ARTICLE IV-OFFICERS

Section 4.1 - Officers: The officers of the CCD shall be a Chair, Vice Chair, 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 Board whenever in their judgment; the best interests of the CCD would be served thereby. Officers may be removed by a simple 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 - Chair: The Chair shall preside at all meetings of the members. They 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 Chair and such other duties as may be proscribed by the Executive Committee from time to time.

Section 4.6 - Vice Chair: In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair 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, be responsible for working with Finance Committee and the CEO to oversee of all financial activities of the corporation and reporting the organization’s financial position to the Board of Director’s at its meetings, and perform 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 review the minutes of the meetings of the members and of the Executive Committee; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and such other duties as from time to time may be assigned by the Chair or by the Executive Committee.

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

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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 Board Retreat: An annual organizational 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 Chair, the Executive Committee or not less than one-third of the Board members.

Section 7.3 - Place of Meetings: The Chair 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 Chair, 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 in the United States mail addressed to the members at their addresses as they appear 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.

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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.

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 Board, 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 members of the Board of Directors or their 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 board member, officer, agent of Committee person who undertakes any legal 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 simple majority vote, provided the amendment has been submitted in writing at the previous regular meeting.