

**BY-LAWS  
and  
ARTICLES OF INCORPORATION  
of  
WCAT Radio,  
a Missouri Nonprofit Corporation**

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FEIN: 83-4447144

**ARTICLE 1**

**Purposes**

The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The opinions of individual show hosts are not necessarily the opinions of the Corporation, so any program on which a political opinion is expressed is not representative of the Corporation.

Notwithstanding any provision of these By-Laws or the Articles of Incorporation of the Corporation to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2).

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

All section references hereinabove are to the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

## **ARTICLE 2**

### **Powers**

Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Corporation shall have all powers which a not for profit corporation may have if organized under the Missouri Nonprofit Corporation Act, as amended, and shall have such additional powers as are permitted by any applicable law.

## **ARTICLE 3**

### **Office and Agent**

The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

## **ARTICLE 4**

### **No Members**

The Corporation shall have no members.

## **ARTICLE 5**

### **Board of Directors**

Section 5.1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 5.2. Number and Qualifications. The number of Directors of the Corporation shall be not fewer than three.

Section 5.3. Election and Tenure. Directors shall be chosen by vote of the Board of Directors at the annual meeting, or as soon thereafter as conveniently possible. Each Director shall hold office for three years and until a successor has been elected and qualified.

Section 5.4. Resignation. A Director may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Director need not be accepted to be effective.

Section 5.5. Removal of Directors. One or more Directors may be removed, with or without cause. A Director may be removed by the affirmative vote of a majority of the Directors then in office at a meeting of the Board of Directors at which a quorum is present.

Section 5.6. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office or, if the Director is elected or appointed because of an increase in the number of Directors, the term of such Director shall expire at the next annual meeting of the Board of Directors.

Section 5.7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at a date, time and place as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Missouri, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and such person or persons may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the Board so called. Special meetings may take place via telephone or online chat or emails for written records.

Section 5.9. Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given in accordance with these By-Laws at least two (2) days in advance thereof by written notice to each Director at the address shown for such Director on the records of the Corporation. Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except in the case of a special meeting called for the purposes of removing a Director, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 5.10. Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all Directors entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Corporation. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 5.11. Attendance by Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.12. Quorum. Three of the Directors then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than three of the Directors are present, a majority of the Directors then present may adjourn the meeting to another time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.13. Action at a Meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws.

Section 5.14. Proxy Prohibited, Presumption of Assent. No Director may act by proxy on any matter. A Director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such Director's dissent is entered in the minutes of the meeting or unless such Director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action.

Section 5.15. Compensation. The Board of Directors is an uncompensated position, but being on the Board does not preclude the Directors from being an Interested Director in accordance with Section 5.16.

Section 5.16. Interested Directors.

(a) A Director who is directly or indirectly a party to a transaction with the Corporation (an "interested Director") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors prior to any action by the Board to authorize, approve or ratify such transaction. A Director is "indirectly" a party to a transaction if the entity which is a party is an entity in which the Director has a material financial interest or of which the Director is an officer, Director or general partner.

(b) The presence of the interested Director or of a Director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors is present but may not be counted when action is taken on the transaction.

#### Section 5.17. Chairman of the Board

The Chairman of the Board is elected by the Board of Directors and shall call the meetings of the Board, set the agenda for the Board meeting in concert with the President and Executive Director, and preside at each Board meeting.

Additionally, the duties and responsibilities are as follows:

1. to act as a liaison between management and the Board;
2. to keep abreast generally of the activities of the Corporation and its management;
3. to ensure that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments;
4. to review and sign minutes of Board meetings;
5. to sit on other Committees of the Board where appropriate as determined by the Board; and
6. to ensure that regularly, upon completion of the ordinary business of a meeting of the Board, the Directors hold discussions without management present.

#### Section 5.18. Vice Chairman of the Board

The Vice Chairman of the Board is elected by the Board of Directors and shall assist the Chairman and serve as Chairman in the absence of the Chairman, or when a motion involving the Chairman is being discussed. Additional duties and responsibilities may be assigned to him or her from time to time by the Chairman or by the Board of Directors.

### **ARTICLE 6**

#### Advisory Committees

The Board of Directors may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Directors. Such advisory committees or bodies may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

### **ARTICLE 7**

#### Officers

Section 7.1. Enumeration. The officers of the Corporation shall be a President, Executive Director, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. A Director may be an officer.

Section 7.2. Election and Term of Office. The officers of the Corporation shall be elected every three years at the annual meeting of the Board of Directors, or as soon thereafter as conveniently possible. Each board position shall be automatically renewed at the end of the three year term. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 7.3. Resignation and Removal. Any officer may resign at any time by giving notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

The Board of Directors may remove any officer, either with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.4. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.5. Compensation. The Board of Directors, by affirmative vote of a majority of Directors then in office and irrespective of any personal interest of any Director, shall have authority to establish reasonable compensation of all officers for their services. No officer shall be prevented from receiving such compensation by reason of being a Director.

Section 7.6. President. The President shall be the principal executive officer of the Corporation. Subject to the directions of the Board of Directors, the President shall in general supervise and control the business and affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Directors. The President may sign, alone or with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The President may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors. When present, the President shall preside at all meetings of the Board of Directors.

Section 7.7. Executive Director. The Board may appoint an Executive Director to manage the business affairs of the corporation on a day-to-day basis. The Executive Director shall report to the Board and shall be subject to the oversight of the Board. The Executive Director may execute on behalf of the Corporation and when required, upon approval and at the direction of the Board, all contracts, agreements, memberships, and other instruments. The Executive Director shall from time-to-time report to the Board all matters with the Executive Director's knowledge affecting the

Corporation that should be brought to the attention of the Board. The Executive Director shall perform other duties assigned from time-to-time by the Board.

Section 7.8 Vice President. The Vice President shall perform such duties as the Board of Directors or the President may assign from time to time.

Section 7.9. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall:(a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; (c) disburse the funds of the Corporation as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Corporation and render to the President or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer and may execute on behalf of the Corporation and when required, upon approval and at the direction of the Board, all contracts, agreements, memberships, and other instruments. The Treasurer shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7.10. The Secretary. The Secretary shall (a) keep the minutes of meeting of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose;(b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;(c) be custodian of the corporate records and of the seal of the Corporation;(d) affix the seal of the Corporation or a facsimile thereof, or cause it to be affixed and, when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the Corporation under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these By-Laws (provided, however, the Board of Directors or the President may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature); (e)keep a register of the post office address of each Director or committee member, which shall be furnished to the Secretary by such Director or committee member; (f) may execute on behalf of the Corporation and when required, upon approval and at the direction of the Board, all contracts, agreements, memberships, and other instruments; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

## **ARTICLE 8**

### **Contracts and Financial Transactions**

Section 8.1. Contracts. The Board of Directors hereby authorizes the President and Executive Director to authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. Loans may contracted on behalf of the Corporation by the Executive Director or President as is deemed necessary for operations and/or sound financial management. Specifically, investing on margin with Corporation funds is permissible.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by one or more officers, employees or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or an assistant treasurer and countersigned by one other officer.

Section 8.4. 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 8.5. Gifts and Grants. The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE 9**

### Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. books and records of the Corporation may be inspected by any Director or any Director's agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE 10**

### Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the thirty-first day of December that year.

## **ARTICLE 11**

### Seal

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Missouri."

## **ARTICLE 12**

## Notices

Section 12.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any Director, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such Director at his or her address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means including facsimile transmission or e-mail, and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 13**

### Indemnification and Insurance

Each person who at any time is or shall have been a Director, officer, employee or agent of the Corporation or is or shall have been serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Missouri Nonprofit Corporation Act as in effect at the time of adoption of this by-law or as amended from time to time, and by any subsequent Missouri not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Missouri Nonprofit Corporation Act as in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Missouri not for profit corporation law.

## **ARTICLE 14**

### Amendment

A majority of the Board of Directors at a meeting at which a quorum is present may alter, amend, or repeal the By-Laws or adopt new By-Laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.