Kansas Association of Broadcasters
Bylaws

ARTICLE I. NAME

The name of this organization shall be Kansas Association of Broadcasters, hereinafter called the Association.

ARTICLE II. PURPOSE

The purpose of this Association shall be to promote closer cooperation and understanding among the members; to provide unification of joint effort at such times as would benefit the membership; to protect its members in every lawful and proper manner from any infringement upon their constitutional rights and liberties; to encourage and promote rules, regulations, customs, and practices which would serve the best interests of the public and improve the highest traditions and aspirations of the broadcasting industry.

ARTICLE III. BROADCASTING DEFINED

The word "broadcasting" as used herein is defined as the utilization of electro-magnetic waves for the widespread dissemination, without charge, to the general public of intelligence and entertainment appealing either to the aural or visual senses or both.

ARTICLE IV. MEMBERSHIP

Section 1.Active Membership. Any licensed radio or television station in the state of Kansas shall be eligible for Active Membership in the Association.

a. Combination AM/FM stations which do not substantially program separately and offering one rate only will be eligible for Active Membership as single entities.

b. No additional dues or assessments will be required for membership in the Association by virtue of the combination AM/FM operations of said station; however, said combination AM/FM stations shall have only one vote.

c. An Active Member in good standing upon payment of all required dues, registration and/or other fees, shall have:

1. The right to cast one vote for or on account of each Active Membership on all appropriate occasions;
2. The right to attend all conventions and membership meetings;
3. The privilege of the floor at such meetings;
4. Except as otherwise provided, the right to be nominated and elected by the membership and to serve as a member of Board of Directors of the Association;
5. The right to serve, upon appointment by the Chair, as a member of committees of the Association;
6. The right to exercise such other privileges and to receive such services of the Association as may be prescribed for Active Members.

Section 2. Associate Membership. Allied and/or affiliated trade groups, and any out-of-state radio and/or television station which maintains membership in its own state broadcasters' association, may become an Associate Member without voting rights.

a. Associate Members are subject to dues and assessments determined by the Board of Directors.

b. Associate Members shall have such rights and privileges as prescribed by the Board of Directors.

Section 3. Professional Membership. Any individual in middle management or below at a Kansas broadcast station shall be eligible for Professional Membership in the Association, subject to dues and assessments determined by the Board of Directors, with such rights and privileges as prescribed by the Board of Directors.

Section 4. Retired Membership. Any formerly active Association Member shall be eligible for Retired Membership in the Association; subject to dues and assessments determined by the Board of Directors, with such rights and privileges as prescribed by the Board of Directors.

Section 5. Student Membership. Any Kansas student interested in pursuing a broadcast education/career, and who is not employed full time at a broadcast station, shall be eligible for Student Membership in the Association, subject to dues and assessments determined by the Board of Directors, with such rights and privileges as prescribed by the Board of Directors.

Section 6. Applications. The Board of Directors shall have the responsibility and the authority to accept or reject all applications for Membership in the Association.

Section 7. Withdrawal. Any member of the association in good standing who desires to resign or withdraw shall give notice in writing to the Chair or Secretary-Treasurer of the Association. The Chair shall accept and confirm said resignation immediately.

Section 8. Suspension and Forfeiture of Membership.

a. Any membership for which dues and assessments have not been paid within 90 days after the statement shall thereupon be forfeited, provided at least 14 days notice of such action be given in writing by the Secretary-Treasurer to such delinquent member, individual, firm or corporation.

b. Except for suspension or forfeiture of membership for nonpayment of dues or assessments, any member may be suspended or expelled for cause by a two-thirds vote of the membership, provided said member is informed in writing at least 15 days prior to the next meeting of the Association with the specific charges placed against the member; and provided further that the member is given an opportunity to answer the charges before the members present.

Section 9. Expulsion. In the event a member violates the moral or ethical practices of the broadcasting industry so as to reflect adversely upon the good repute of the Association, any member or combination of members may request a hearing before the Board of Directors. If a majority of the Board of Directors determine the violation is serious enough to justify expulsion from the Association, the offending member may be expelled.

Section 10. Denial of Services.

a. In the event a member fails to pay dues or assessments within 30 days of receipt of billing, the Association may deny said member any further services rendered by its activities unless a fee is paid for the services rendered. The fee shall be determined by the Board of Directors.

b. Members who are not in good standing for any reason may be denied any or all Association services and benefits upon the action of the Board of Directors unless a fee determined by the Board is paid for the services rendered.

c. It shall not be the purpose of the Association to interfere in the competitive rights of broadcast industry members. The Board of Directors and all committees shall adhere to this policy.

Section 11. Non-transfer of Membership. Membership in this Association is non-transferable.

ARTICLE V. FINANCE

Section1 Accounting Year. The accounting year of the Association shall begin January l and end December 31.

Section 2. The financial books and accounting maintained by the President shall be on an accrual basis.

Section 3. Dues and Assessments.

a. Commercial Station Members. Commercial AM, FM and television stations shall pay dues based on a schedule of their net sales for the previous year. Commonly licensed and operated AM/FM stations shall pay on the basis of combined revenue. In other cases of common majority ownership, or management of stations, as in a local marketing agreement, a discount set by the Board of Directors shall be allowed for each station from the dues, determined from the schedule.

b. Non-Commercial Station Members. Each non-commercial station member shall pay dues in accordance with such schedule or classification at such times and under such conditions as may be determined by the Board of Directors, with approval of the general membership.

c. Associate and Individual Members. Each Associate, Professional, Retired and Student Member shall pay dues in accordance with such schedule or classification at such times and under such conditions as may be determined by the Board of Directors.

d. Special Assessments. Special assessments may be voted upon by the members of the Association and shall become in force and due when approved by two-thirds of the members either in a duly called meeting or by a mail vote.

Section 4. The Secretary-Treasurer shall report to the Board of Directors regularly the financial condition of the Association.

ARTICLE VI. OFFICERS

Section 1. The officers of the Association shall consist of a Chair, a Chair-Elect, and a Secretary-Treasurer.

a. The Chair-Elect shall be elected at each annual meeting by members of the Association.

b. The Chair-Elect upon the expiration of the Chair's term of office shall succeed automatically to the office of Chair except in the instance where the Chair-Elect was appointed by the Board of Directors to fill a vacancy.

c. If the Chair cannot serve, the term will be filled by the Chair-Elect; and if neither the Chair nor Chair-Elect can serve a Chair Pro-Tem shall by appointed by the Board.

d. The Secretary-Treasurer shall be appointed from within the Board.

e. At the first regular meeting of the Board of Directors following the annual meeting, the Board shall appoint an executive committee composed of the Chair, Chair-Elect, the Secretary - Treasurer and such non-voting members as may be determined by the Board.

Section 2. Duties.

a. The Chair of the Association shall:

1. Preside at all meetings of the Association and of the Board of Directors;
2. Appoint, with the approval of the board, such standing and/or special committees as may be designated. These committees shall serve through the annual meeting or until discharged by the Chair;
3. Supervise the work of the President;
4. Perform such other duties and responsibilities as may be prescribed under the terms and conditions by the Board of Directors.

b. The Chair-Elect shall:

1. Assume the duties and powers of the Chair in his absence;
2. Preside at meetings of the Association and Board of Directors in the absence of the Chair;
3. Perform such other duties and responsibilities as prescribed by the Chair and Board of Directors.

c. The Secretary-Treasurer shall:

1. Act under the supervision of the Chair;
2. Be the custodian of the properties of the Association, the Charter, the Bylaws and all other permanent records;
3. Attach amendment(s) or revisions to the official documents and pass such documents to his successor;
4. Attend all meetings of the Association and make (or have made) and keep a record of all proceedings thereof;
5. Cause to collect all dues and other moneys owing to the Association and have them placed in approved depositories;

6. Make a monthly report to the Chair and to the Board of Directors of all receipts and disbursements;
7. Perform such other duties and responsibilities as may be specified by the Chair.

d. The Executive Committee shall:
1. Be empowered to act for the Board of Directors between meetings of the Board.
2. Report promptly to the Board on all actions taken by the Executive Committee.

ARTICLE VII. MEETINGS

Section 1. Convention. An Annual Convention of the Association may be held at a time and place to be determined by the Board of Directors.

Section 2. Annual Meeting. The Board of Directors may determine that an Annual Meeting shall be held.

Section 3. Written notice of the Annual Convention and/or Annual Meeting shall be sent to each member at least 30 days prior thereto.

Section 4. Special Meetings.

a. Special meetings of the Association may be called by the Board of Directors.
b. Upon written request of ten or more Active Members of the Association, the Chair shall call a special meeting of the Association.
c. Notice of a special meeting shall be mailed to each appropriate member at his last known address at least 15 days in advance and shall set forth the time and place of the meeting with the subject or subjects to be considered.

Section 5. Meeting Representation. A licensee elected to membership in the Association shall designate in writing and file with the Secretary-Treasurer of the Association the names of a delegate and an alternate, both of whom shall be actively engaged in the business of said licensee.

a. Any vote or action of such delegate or alternate shall be binding upon the licensee so represented.
b. The delegate or alternate last certified shall be entitled to represent said licensee at Association meetings.

Section 6. Quorum. At any duly called meeting of the members of the Association, one-half of all members shall be present or represented by a duly certified delegate or alternate to constitute a quorum for the purpose of transaction of business. If less than a quorum is present, the presiding officer may adjourn the meeting from time to time until a quorum is present.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The Board of Directors of the Association shall consist of Chair, Chair-Elect, Immediate Past Chair and directors representing station members. The Chair may appoint one Associate Member with approval of the Board of Directors to serve as a non-voting member. The Board of Directors shall not exceed 13 members.

Section 2. Directors Eligibility

a. Any person who is duly certified by an Active Member shall be eligible for nomination and election.
b. The certifying member must be in good standing.
c. Only one person may be certified by each member or station.
d. The person certified must be an owner, a partner, an officer, or an executive whose time is devoted principally to the broadcasting business of the certifying member.
e. A director shall serve a three year term and is ineligible to succeed himself.
f. If a board member is elected Chair-Elect, he shall automatically resign his board position.

Section 3. Nomination and Election

a. The Chairman shall at least 60 days before the annual meeting appoint a nominating committee. The chairman of the committee shall be the immediate past chairman of the Association. The committee shall be comprised of at least three station members.

b. The committee shall nominate a slate of officers consisting of a chairman-elect and at least three directors.

c. At the time the slate is presented to the membership at the annual meeting, nominations from the floor will be accepted and placed on the ballot.

d. A Tellers Committee shall be appointed by the Chair and shall report the tally of the ballots to the members at the annual meeting. The nominees receiving the highest number of votes shall be elected. In case of a tie, there shall be a reballot on those tied.

e. Each eligible broadcast property shall have one vote.

f. The voting delegate will be designated in writing by the station manager prior to the election.

g. Voting may also be by proxy.

h. All proxies shall be in writing and filed with the Secretary-Treasurer prior to the election.

Section 4. Vacancies. The remaining term of the vacancy on the Board of Directors shall be filled by a majority vote of the remaining members. Moving to employment outside KAB membership shall disqualify membership on the Board of Directors.

Section 5. The Board of Directors shall have power to determine the overall policies of the Association with respect to matters of general interest to all members, including but not limited to the following:

a. Appoint a President who shall report to and serve the Board;

b. Take title to real and personal property in the name of the Association;

c. Borrow money on behalf of the Association;

d. Execute mortgages and trust deeds on such property to secure payment of same;

e. Elect a Secretary-Treasurer;

f. Direct the officers to carry out the policies, functions and activities of the Association;

g. Approve the annual budget of the Association;

h. Establish plans for dues, for approval by the general membership;

I. Approve applications for membership;

j. Suspend or terminate membership;

k. Prescribe services available to members;

l. Determine the time and place of the Annual Convention and/or the Annual Membership Meeting;

m. Call special meetings of the membership;

n. Designate the location of the principal office of the Association;

o. Adopt an official seal;

p. Submit amendments to the voting membership for referendum vote;

q. Approve a fidelity bond for each officer or employee who has custody of funds or property.

Section 6. Meeting. The Board of Directors shall generally meet once a month. The Board may meet at such times and places as a majority of the Board may determine. The Chair may at any time, on at least five days' written notice, call a meeting of the Board of Directors.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for conducting business on behalf of the Association.

Section 8. Termination. Unless voted otherwise by a majority of the remaining members of the Board, a member who misses three consecutive meetings is automatically removed.

Section 9. A director of this Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director, except for liability

a. for any breach of the director's duty of loyalty to the Association or its membership;

b. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

c. under the provisions of KSA 17-6424 and amendments thereto;
d. or for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of the foregoing provisions by the members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE IX. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Section 1. The Association shall indemnify any person who was or is a party to or who is threatened to be made a party to any civil, criminal, administrative or investigative action (other than an action by or in the name of the Association) by reason of the fact that he is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Association shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including attorneys' fees, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. To the extent that a person who is a Director or Officer of the Association or who is a director or officer of another corporation, partnership, joint venture, trust or other enterprise in which he is serving at the request of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or other matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a Court) shall be made by the Association only upon a determination that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of

Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of any undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 6. Persons who are not Directors or Officers of the Association but are employees or agents of the Association or are serving at the request of the Association as employees or agents of another corporation, partnership, joint venture, trust or enterprise, may be indemnified to the extent authorized at any time, or from time to time, by the Board of Directors of the Association .

Section 7. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8. The assumption by a person of a term of office as a Director or Officer of the Association or, at the request of the Association , as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall constitute a contract between such person and the Association entitling him during such term of office to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of assumption of term of office, but such contract shall not prevent the amendment of this Article in respect of any future term of office of such person or in respect of any other person.

Section 9. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any capacity, or arising out of status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Bylaw or under the provisions of any law of the State of Kansas.

ARTICLE X. PRESIDENT

The President appointed by the Board of Directors shall:

a. Execute the policies determined by the Board of Directors;
b. Assist the Board at all times in the determination of policies;
c. Be responsible for the management of the affairs of the Association including the direction and supervision of personnel;
d. Execute on behalf of the Association ordinary insurance and maintenance contracts for a period of one year;
e. Report to the Board of Directors on the progress of the Association's work and expenditures with an estimate of expenditures necessary to carry on the work of the Association and an estimate of budget requirements for the programs of the Association during the ensuing year;
f. Carry a non-recurring liability insurance policy for the protection and benefit of the Association in such amount satisfactory to the Board of Directors;
g. Perform such other duties as may be delegated by the Board;

h. Be compensated for services plus expenses at the direction of the Board of Directors.

ARTICLE XI. DISSOLUTION

Section 1. Duration. This Association shall continue until such time as it shall be dissolved by a vote of three fourths of its Active Membership in good standing, provided notice of such proposal shall be given by the Secretary-Treasurer to the membership 30 days prior to the dissolution date.

Section.2 Allocation of Funds. In the event of dissolution, all funds on hand after payment of all indebtedness of the Association shall be divided among the members in good standing in proportion to the amount paid into the Association. Any indebtedness to the Association on the part of a member in good standing at the time of the dissolution shall be deducted from that member's share.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIII. AMENDMENT

Section 1. An amendment to these Bylaws may be proposed by the Board of Directors or by a proposal signed by ten or more Active Members of the Association. Such proposal shall be in writing and shall be filed with the Secretary-Treasurer of the Association.

Section 2. These Bylaws may be amended by a majority vote of the Active Members in good standing present or duly represented at any meeting, provided notice of such proposed amendment(s) shall have been mailed or faxed to each member in good standing at least 30 days prior to the date of the meeting at which such proposed amendment(s) are to be considered.

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Amendments adopted: October 8, 1971; October 31, 1975; October 21, 1977; June 14, 1983; June 4, 1985; December 17, 1986; October 8, 1987; October 21, 1992 (from cash to accrual accounting); May 4, 1994 (President to Chair, Executive Director to President; clarification of station dues discounts; may fax proposed amendments); October 30, 1996 (definition of student member; nomination process); October 6, 1999 (indemnification of officers and directors).