

**BYLAWS
OF
MISSOURI BROADCASTERS ASSOCIATION**

**ARTICLE I
Name, Object, Officers and Directors**

Section 1. The association (the “Association” or the “Corporation”) shall be known as the **“Missouri Broadcasters Association.”**

Section 2. The objects and purposes of this association shall be:

(a) To promote the interests and welfare of the broadcasting industry in the State of Missouri.

(b) To promote and foster cooperation and understanding among the members of the association.

(c) To promote and encourage customs and practices which are in the best interest of the public and the broadcasting industry.

(d) To promote and carry out a strong educational program for the benefits of the association members.

(e) To represent the association members before the National Association of Broadcaster, the Congress of the United States and the Legislature of the State of Missouri.

(f) And to have any and all powers permitted nonprofit corporations by the statutes of the State of Missouri, including but not limited to owning, buying or selling real or personal property, entering into contracts, leases or agreements or having bank accounts and accounts receivables.

Section 3. The principal office of the association shall be in Jefferson City, Missouri or such other place as the Board of Directors (as hereinafter defined) may designate.

Section 4. The Association is organized as a nonprofit corporation under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act"), pursuant to its articles of incorporation (the “Articles of Incorporation”) and shall not be conducted for profit, and no part of its revenues or earnings, if any, shall inure to the benefit of any individual or member.

Section 5. The officers of the Association shall be a Chairman, Chairman-Elect and Secretary-Treasurer, each of whom shall be members of the Board of Directors. The term of office of the foregoing officers shall be for one year. In addition, the Board of Directors shall elect a President/CEO in accordance with Article V, Section 5 of these Bylaws.

Section 6. (a) The business and affairs of the association shall be managed by its Board of Directors (the “Board of Directors” or the “Board”), which shall consist of ten (10) members (each a “member of the Board” or a “Director”). Two (one radio representative and one television representative) members of the Board of Directors shall be from St. Louis-St. Louis area (District 1), two (one radio representative and one television representative) members of the Board of Directors shall be from the Kansas City-Kansas City area (District 2), one member of the Board of Directors shall be from the east section of the state (District 3), consisting of the counties of: Audrain, Boone, Callaway, Clark, Cole, Franklin, Gasconade, Jefferson, Knox, Lewis, Lincoln, Macon, Maries, Marion, Miller, Monroe, Montgomery, Osage, Pike, Ralls, Randolph, Schuyler, Scotland, Shelby, St. Charles, and Warren; one member of the Board of Directors shall be from the west section of the state (District 4), consisting of the counties of: Adair, Andrew, Atchison, Bates, Benton, Buchanan, Caldwell, Carroll, Cass, Chariton, Clay, Clinton, Cooper, Daviess, DeKalb, Gentry, Grundy, Harrison, Henry, Holt, Howard, Johnson, Lafayette, Linn, Livingston, Mercer, Moniteau, Morgan, Nodaway, Pettis, Platte, Putman, Ray, Saline, Sullivan, and Worth; one member of the Board of Directors shall be from the southwest section of the state (District 5), consisting of the counties of: Barry, Barton, Camden, Cedar, Dade, Dallas, Hickory, Jasper, Laclede, Lawrence, McDonald, Newton, Polk, St. Clair, Stone, and Vernon; one member of the Board of Directors shall be from the south-central section of the state (District 6), consisting of the counties of: Christian, Douglas, Greene, Howell, Ozark, Phelps, Pulaski, Taney, Texas, Webster, and Wright; and one member of the Board of Directors shall be from the southeast section of the state (District 7), consisting of the counties of: Bollinger, Butler, Cape Girardeau, Carter, Crawford, Dent, Dunklin, Iron, Madison, Mississippi, New Madrid, Oregon, Pemiscot, Perry, Reynolds, Ripley, St. Francois, Ste. Genevieve, Scott, Shannon, Stoddard, Washington, and Wayne. In addition to the foregoing, there will also be one Associate member on the Board of Directors to represent the associate membership. This member will be appointed by the Board of Directors by a majority vote of the Board and will serve a two year term. The Immediate Past Chairman of the association shall be a member of the Board with full powers except that he/she cannot hold office.

(b) Members of the Board shall serve for a term of two years and may be re-elected for one additional consecutive term. Persons eligible for election to the Board of Directors must serve the member station in the capacity of station owner or station/general manager. However, in Districts 1 and 2, the eligibility may be extended to a person serving a member station in a senior management capacity. No more than two members of the Board of Directors may be non-owner or station/general manager representatives. The past chairman may only serve as a member of the Board of Directors while he/she holds that office.

(c) On even numbered years, the membership shall elect five Directors from Districts One, Two, Three, Five and Seven. On odd numbered years, the membership shall elect four Directors from Districts One, Two, Four and Six.

(d) The Board of Directors shall settle all questions of the Association. Its functions shall include, although not be limited to, a working Board for organization, structure, planning, policy, finances, program planning and public education, consistent with the purposes of the Association. It shall

have power to question, change or veto the action of any committee. Its decisions shall be final except that an appeal from any of its decisions may be submitted to the members at any regular or special meeting of the Association.

(e) When an officer or Director shall become disassociated with a member station as station owner or station/general manager (or in Districts 1 and 2 in a senior management capacity), he/she shall be replaced by an eligible successor (as provided in Article I-Section 6, Paragraph (b)) as soon as the Board can act. However, if an officer or Director changes from one member station to another member station, within 30 days, he/she shall remain in office.

Section 7. (a) The majority of the members of the Board of Directors in office shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling quorum requirements.

(b) The act of a majority of the directors present at a meeting at which a quorum of directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

(c) The Chairman shall preside at all meetings of the Board of Directors and in his/her absence the Chairman-Elect or the Secretary-Treasurer. All officers, except the President/CEO, shall be actively engaged in commercial broadcasting.

(d) Any action that may be taken at a meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 8. The Chairman shall have the power to appoint all regular or special committees, the number of such regular committees to be determined annually by the President and such special committees to be appointed from time to time as he/she may deem advisable. A committee of the Board of Directors may not:

(1) Authorize distributions to directors, officers, agents or employees except in exchange for value received;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(4) Adopt, amend or repeal the Articles or Bylaws.

ARTICLE II

Membership

Section 1. Any person, firm, institution or corporation operating a licensed commercial broadcasting station, or a non-commercial educational station in the State of Missouri may be admitted to membership. Membership shall be listed in the name of the licensee or any other person in the firm designated by the licensee.

Section 2. (a) Applications for membership must be in writing, enforced by the President/CEO or a member in good standing and approved by the majority of the Board of Directors.

(b) Members may be dropped from the rolls at any time, for cause, by a majority vote of the Board of Directors.

Section 3. No membership shall be transferred without the approval of the Board of Directors.

Section 4. Allied, associate or other types of memberships may be established under such conditions as the Board of Directors may provide.

Section 5. All rights, privileges, and interests of a member in or to the association and its property, if any, shall cease on the termination of membership.

Section 6. Members of the Association shall not be liable for the payment of any corporate debts of any nature whatsoever of the Association nor shall any of the property of the members be subject to payment of corporate debts of the Association to any extent whatsoever.

ARTICLE III

Amendments to the Bylaws

Section 1. The Bylaws shall not be suspended without the affirmative vote of two-thirds of the members present at a regular or duly called special meeting of the Association.

Section 2. The Bylaws may be amended by the affirmative vote of:

(a) a majority of the members of the Board of Directors present at any regular meeting if the amendment does not relate to the number of directors, the composition of the Board, the term of office of directors, or the method in which directors are elected or selected; and

(b) (i) by the affirmative vote of the members by two-thirds of the votes cast or a majority of the voting power, whichever is less, at any regular or special meeting or in such other manner as may be permitted by the Act and under these Bylaws, or (ii) in any other manner now or hereafter provided by or allowed by the Act;

provided that in each case notice of the proposed amendments shall have been given in writing at least two (2) weeks prior to the meeting. Specifically, but without limiting the generality of the foregoing, no provision of Articles I, II or III hereof may be altered or amended without notice of such intention having been given by order of the Chairman, in writing, at least two weeks prior to a regular or special meeting; no such alteration or amendment shall be made without the affirmative vote of two-thirds of the members attending any regular or special meeting called for the purpose. Or, in the case of a mail ballot with such notice given to the membership, the Bylaws shall not be altered or amended with the affirmative vote on the returned ballots of two-thirds of the members, provided that a minimum of 51% of the ballots be returned.

ARTICLE IV Powers and Duties of the Officers

Section 1. CHAIRMAN - The Chairman shall preside at all meetings of the Association, and shall have the counting vote in case of a tie. Subject to approval of the Board of Directors he/she shall have full control of the business and activities of the association, and shall have the right to appoint all committees and be ex-officio member of all committees.

Section 2. CHAIRMAN-ELECT - In the absence of the Chairman, the Chairman-Elect shall assume the powers and duties of the Chairman.

Section 3. SECRETARY-TREASURER (a) The Secretary-Treasurer shall issue notices for meetings of the Association, shall keep minutes of the meetings, shall issue notices of dues, and in general perform such other duties as are incident to the office.

(b) The Secretary-Treasurer shall have general control, subject to any action of the Board of Directors, of any funds in the hands of the association. He/She shall keep accurate records of all association monies paid him/her, shall deposit same in a bank designated by the Board of Directors, shall pay all bills, approved by such person or persons as may be designated by the Board and shall report regularly to the Board.

(c) The books and accounts of the association shall be audited annually at the end of each fiscal year, or at such time or times as the Chairman or Board of Directors shall designate. The Secretary-Treasurer shall make a report to the membership of the association at the annual meeting of the Association.

ARTICLE V
Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall approve or reject applications for membership and may drop members from the rolls at any time for cause.

Section 2. The Board of Directors shall have general supervision of the affairs and property of the Association, shall inspect all accounts, and authorize the expenditure of all monies, and its decision shall be final, subject to appeal to the general membership at the annual convention.

Section 3. The Board of Directors shall have power to fill any vacancy which shall for any reason occur within its own membership or with respect to any of the officers of the Association until the next annual election. The person appointed shall be from the same geographical area, and for the same office vacated, and shall serve the unexpired term of the person whose vacancy he/she is filling.

Section 4. (a) The Board of Directors shall meet at least twice a year at such time and place as the Chairman shall direct or upon the call of the Chairman or upon written request of three (3) members of the Board of Directors.

(b) Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them. Notice of any meeting shall be given not less than five (5) nor more than forty (40) days before the date of the meeting. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier.

(c) A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Association. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected to action.

Section 5. The Board of Directors shall choose an President/CEO for the Association, shall determine his/her duties and responsibilities and set his/her annual compensation.

Section 6. The Board of Directors shall have the power to make a special assessment with the approval of two-thirds of the members of the Board of Directors present at a regular meeting or a special meeting called for the purpose but shall have no power to levy assessment without such approval.

Section 7. The Board of Directors shall have no right to incur any debt for any extraordinary purpose unless authorized by two-thirds of the members of the Association present at a regular meeting or a special meeting called for the purpose.

Section 8. It shall be the responsibility of the Board of Directors to see that an approximately equal number of member stations are included in each of the sections. The Board of Directors shall have the power to describe, change or otherwise alter boundary lines of said area so that an equal proportion of members is obtained in each section.

ARTICLE VI

Membership Meetings

Section 1. The annual meeting of the Association shall be held in the June of each year at such time and place as shall be determined by the Board of Directors. The Secretary-Treasurer shall give written notice to all members 30 days prior to date of said meeting.

Section 2. Special meetings of the Association may be called at any time by the Chairman and must be called upon the written request of 20 members. Such special meetings may not be called except on written notice to the members 10 days prior to the meeting stating the time, place and object thereof.

Section 3. Twenty (20) members shall constitute a quorum at any annual or special meeting of the Association, except where amendments of the Bylaws are under consideration, where thirty (30) members shall constitute a quorum.

ARTICLE VII

Dues

Section 1. A schedule of membership dues shall be established and amended from time to time by resolution of the Board of Directors.

Section 2. All dues shall be due and payable within thirty (30) days of the date billed and all membership rights and privileges shall be automatically suspended when dues are ninety (90) days or more in arrears. Full payment of all unpaid dues will be required before a suspended member may be reinstated.

ARTICLE VIII

Election of Officers and Board of Directors

Section 1. The officers of the association, except the President/CEO, the Chairman and the members of the Board of Directors shall be elected at each annual meeting under the terms and provisions as set forth in the Bylaws.

Section 2. The Chairman shall at least ninety (90) days before the annual meeting appoint a nominating committee. The committee shall be comprised of seven (7) members, one (1) from each of the seven (7) MBA Board Districts (MBA Bylaws: Article I, Section 6) and one of whom shall be the immediate past chairman of the association who shall serve as chairman.

Section 3. It shall be mandatory for the committee to nominate one director/nominee from each of the areas as set forth in Section 6 of Article I of the Bylaws.

Section 4. The committee shall nominate a slate consisting of Chairman, Chairman-elect, Secretary/Treasurer, and either four or five directors as provided for in Article I, Section 6 (c).

Section 5. At the time the slate presented by the nominating committee is presented to the membership at the annual meeting nominations from the floor will be accepted and placed on the ballot.

Section 6. The nominee receiving the highest number of votes shall be declared elected.

Section 7. Each commercial broadcast station shall have one vote for each dues-paying membership.

Section 8. Associates and allied members will have a representative on the Board of Directors who shall receive one vote.

Section 9. Any officer may be removed by a vote of a majority of the entire Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 10. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman or the Secretary/Treasurer of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, the Chairman or the Secretary/Treasurer, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 11. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the entire Board of Directors for the unexpired portion of the term.

ARTICLE IX

Records

Section 1. The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. The Corporation shall keep a copy of the following records at its principal office:

- (1) Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) Its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (4) A list of the names and business or home addresses of its current directors and officers;
- (5) Its most recent annual report delivered to the secretary of state; and
- (6) Appropriate financial statements of all income and expenses.

Section 3. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE X Director Conflict of Interest

Any transaction with the Corporation in which a Director of the Corporation has a material interest may be approved in accordance with the procedures set forth in Section 355.416 of the Act, as amended.

ARTICLE XI Dissolution of the Corporation

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.