

AMENDED BYLAWS
OF
PUBLIC TELEVISION 19, INC.
(as of March 25, 2015)

ARTICLE I
NAME, ORGANIZATION AND LOCATION

Section 1. The name of this corporation is Public Television 19, Inc. The corporation is organized under the Missouri Nonprofit Corporation Act.

Section 2. The principal office of the corporation shall be at Kansas City, Missouri.

ARTICLE II
PURPOSES AND POWERS

Section 1. The corporation is organized for the purposes of serving the educational and cultural needs of the people of Missouri and Kansas through the management and operation of a nonprofit, noncommercial telecommunications facility.

Section 2. No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, or other private individual having, directly or indirectly, any personal or private interest in the activities of the corporation, 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 in Section 1 of this Article II. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, 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) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
MEMBERSHIP

Section 1. The corporation shall not have any members with voting rights.

Section 2. The Board of Directors, by amendment to these Bylaws, may designate one (1) or more classes of membership and the qualifications and rights of the members of each class. Certificates evidencing membership in this corporation may be issued by the President or Secretary.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of no more than thirty-six (36) persons who shall be elected for staggered terms of three years each. In addition, Section 13 of this Article IV provides that the Board of Directors may elect nonvoting honorary or emeritus members of the Board of Directors.

Section 2. The property, business, and the affairs of the corporation shall be controlled and managed by the Board of Directors. The Board of Directors shall be responsible for, but not limited to, the following duties:

- a. Exercise all authority over the management of the property, business, and affairs of the corporation;
- b. Elect members to the Board of Directors;
- c. Establish and monitor policies of the corporation and rules of procedure for Board operation, including interpretation of these Bylaws;
- d. Establish, adopt, and monitor long-range and fiscal-year operating plans;
- e. Establish and approve appointive memberships on the Board for its standing or special committees;
- f. Hire, supervise, and discharge the President and Chief Executive Officer of the corporation;
- g. Establish and monitor from time to time special committees; and
- h. Fill vacancies on the Board of Directors.

Section 3. The term for elected directors shall be three years or until their successors are elected. A director may serve three consecutive three-year terms and shall be eligible to serve again after a lapse of one year following expiration of the third term. The term of a director who serves as Chair during his/her ninth consecutive year on the board shall be extended one year for service as Immediate Past Chair. A director filling a vacancy of more than half of a term shall be considered as having served a full term.

Section 4. The directors to be elected at each annual meeting of directors shall be elected by a majority of the votes cast at such election by the directors then in office. In all elections for directors and all other matters coming before the Board of Directors, each director shall be entitled to cast one (1) vote.

Section 5. One-third (1/3) of the full Board of Directors shall constitute a quorum for the transaction of business. The vote 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.

Section 6. The annual meeting of the Board of Directors, and all other regular or special meetings, shall be held at any place within or without the State of Missouri, as may be designated by the Board of Directors or by written consent of the members thereof.

Section 7. Unless otherwise scheduled by the Board of Directors or the Executive Committee, the annual meeting of the Board of Directors shall be held on the second Tuesday of October of each year, or if such date falls on a holiday, on the first business day thereafter. If a quorum cannot then be assembled, the annual meeting shall be adjourned until a quorum is present. Regular meetings of the Board of Directors shall be held as frequently at such time and place as may from time to time be determined by the Board of Directors. At the beginning of each fiscal year the Secretary of the Board shall distribute to all directors a schedule of the date, time, and place of all regular meetings for that fiscal year, and no further notice of regular meetings shall be required. Special meetings of the Board of Directors may be held at any time upon call of the Chair, the President, any Vice Chair, or any other officer of the corporation.

Section 8. Special meetings of the Board of Directors may be held upon three (3) days written notice addressed to each director, sent by United States Mail, postage prepaid, to each director at his or her principal office or residence; such notice shall be deemed given when deposited in the United States Mail. Alternatively, special meetings of the Board of Directors may be held upon 24 hours notice to each director by telephone or e-mail. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 9. Directors may participate in a regular or special meeting by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Directors may not vote by proxy. All votes at meetings of the Board of Directors shall be taken viva voce, except that any such vote shall be by secret written ballot if directed by the chair of the meeting or if requested by any six directors present at the meeting.

Section 11. Attendance of a director at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 12. An elected director may be removed by the Board of Directors, with or without cause, by a two-thirds vote of the remaining members of the Board. Vacancies pursuant to Section 12, Article IV of these Bylaws shall be filled by the Board of Directors. Such persons elected shall serve until expiration of the term of the position being filled.

Section 13. The Board of Directors may from time to time elect deserving individuals as emeritus (in the case of former directors) or honorary (in the case of persons who have never served as directors) directors pursuant to standards and policies to be adopted by the Board of Directors, but any such emeritus and honorary directors will not have the right to vote.

ARTICLE V
COMMITTEES

Section 1. There shall be four standing committees: Executive Committee, Futures Committee, Operations Committee, and Audit Committee. All directors shall serve on at least one committee. The Chair of the Board shall appoint members to the Futures Committee, the Operations Committee, and the Audit Committee in consultation with the Vice Chair – Futures and the Vice Chair – Operations.

Section 2. Members of standing committees shall be appointed and serve annually.

Section 3. The Executive Committee shall consist of the Chair, Chair-Elect (if one is elected by the Board of Directors pursuant to Section 5 of Article VI), Vice Chair – Futures, Vice Chair – Operations, Immediate Past Chair, Secretary, and Treasurer. The President and Chief Executive Officer, or a designee when absent, shall serve as the administrator and staff to the Executive Committee.

The Executive Committee shall have, but not be limited to, the following duties:

- a. Exercise all of the authority of the Board of Directors in the management of the property, business, and affairs of the corporation between meetings of the Board, when necessary;
- b. Report the actions of the Executive Committee to the Board at the next regular meeting of the Board of Directors for consideration and ratification, unless otherwise specified in these Bylaws;
- c. Establish agendas for the meetings of the Board of Directors;
- d. Perform an annual review of any long-range strategic plan previously approved by the Board of Directors, and advise the Board of Directors regarding the advisability of developing or revising a long-range strategic plan;
- e. Monitor implementation of the fiscal-year operating plan;
- f. Conduct an annual review of the President and Chief Executive Officer-and make appropriate recommendations to the Board of Directors for action; and
- g. Set the compensation of the President and Chief Executive Officer of the corporation.

Section 4. The Futures Committee shall consist of a minimum of five (5) members of the Board of Directors. The President and Chief Executive Officer shall designate staff to assist the Futures Committee with its duties and responsibilities.

The Futures Committee shall have the following duties:

- a. Develop, recommend to the Board of Directors, and monitor all policies, procedures, and activities relating to fund-raising, including but not limited to, assistance with corporate support, major gifts, auctions, special fund appeals, special events, endowment requests, and subscriber acquisition and renewal, whether by cash, pledge and/or planned giving through deferred gift devices;
- b. Develop, recommend to the Board of Directors, and monitor all activities relating to fund-raising by the members of the Board of Directors;
- c. Report to the Board of Directors on current and future activities relating to community outreach activities of the corporation;
- d. Develop, recommend to the Board of Directors, and monitor all policies relating to the corporation's marketing and social media;
- e. Develop and maintain a current position description for Board of Directors membership for discussion with Board director candidates;
- f. Evaluate, interview, recommend, and nominate candidates for membership to the Board of Directors;
- g. Recommend and nominate Board members for election as officers of the Board;
- h. Assist in the general and fiscal orientation of new Board members;
- i. Monitor the attendance and participation of Board members in meetings of the Board of Directors and committees, and make recommendations to the Chair of the Board of Directors as deemed appropriate;
- j. Conduct exit interviews or surveys of members of the Board of Directors whose terms expire, resign, or who relinquish membership upon request or by vote of the Board of Directors; and
- k. Develop, recommend to the Board of Directors, and monitor all policies relating to the corporation's educational and instructional efforts and activities serving both public and private, early childhood, elementary, secondary, and higher education institutions.

Section 5. The Operations Committee shall consist of a minimum of five (5) members of the Board of Directors. The President and Chief Executive Officer shall designate staff to assist the Operations Committee with its duties and responsibilities.

The Operations Committee shall have the following duties:

- a. In consultation with the President and Chief Executive Officer, develop and recommend to the Board of Directors an annual fiscal-year operating plan,

including a proposed operating budget. Make periodic reports to the Board of Directors on the implementation of the fiscal-year operating plan, the financial condition of the corporation, and related financial issues;

- b. Participate in matters pertaining to the finances of the corporation, and make appropriate recommendations for action to the Board of Directors;
- c. Develop and recommend to the Board of Directors, including the Executive Committee, policies and procedures with respect to all physical and financial resources of the corporation including borrowing, investment, and reinvestment of all funds for maximum productivity;
- d. Recommend to the Board of Directors such action as deemed advisable to improve the financial condition of the corporation including recommendations on personnel fringe benefits, liability, insurance, legal, fiscal, investment, audit, and other factors;
- e. Develop and recommend to the Board of Directors policies and procedures for fidelity bonding and insurance on such officers, employees, and members of the Board of Directors in such amounts as deemed advisable;
- f. Develop and recommend to the Board of Directors policies and procedures relating to authority to sign checks, securities, and other documents;
- g. Administer and invest funds and any other assets which the corporation may from time to time receive or identify as permanent or long-term segregated endowment principal, the income from which will be applied to carry out the general purposes, or a specific purpose, of the corporation or which will be reinvested;
- h. Review and recommend to the Board of Directors personnel policies as set forth in the KCPT Personnel Handbook; and
- i. Review and recommend in consultation with the Executive Committee to the Board of Directors on all legal and litigation issues concerning human resource and employment issues.

Section 6. Any member of the Executive Committee, with consent of the Chair, may establish one or more functional area task forces, consisting of any members of the Board of Directors.

- a. Persons who are not members of the Board of Directors may also be appointed to any task force provided, however, that they shall not be entitled to vote on any matter.
- b. The duration of any task force shall be until its task is completed.

Section 7. The Audit Committee shall consist of a minimum of three (3) persons selected from members of the Board of Directors. The Chair of the Board shall appoint one

Board member as chair of the Audit Committee. A majority of the Audit Committee must be comprised of directors who do not serve on any task force having responsibility or oversight for finance or human resources. No member of the Executive Committee shall be a member of the Audit Committee.

The Audit Committee shall have the following duties:

- a. Recommend to the Board of Directors and monitor the implementation of policies regarding internal financial controls of the corporation;
- b. Recommend to the Board of Directors and monitor the implementation of policies regarding conflicts of interest involving members of the Board of Directors and employees of the corporation;
- c. Recommend to the Board of Directors and monitor the implementation of policies regarding whistleblowers;
- d. Review the corporation's annual Form 990; and
- e. Recommend an independent auditing firm to the Board of Directors to conduct an annual audit of the corporation's statements, review the annual audit report, and report on audit information and related issues to the Board of Directors.

Section 8. The Executive Committee, Futures Committee, Operations Committee, Audit Committee, and any task force shall determine the frequency, time, and location of their respective meetings.

ARTICLE VI OFFICERS

Section 1. The officers of the corporation shall be a Chair, a Chair-Elect (if one is elected by the Board of Directors), a President (if one is elected by the Board of Directors), a Vice Chair – Futures, a Vice Chair – Operations, an Immediate Past Chair, a Secretary, and a Treasurer, and such other officers as may be fixed from time to time by the Board of Directors. Any two or more offices, except those of Chair, Chair-Elect, and Secretary, may be held by the same person. The Chair, Chair-Elect, Vice Chair – Futures, Vice Chair – Operations, Immediate Past Chair, Chair Elect, Secretary, and Treasurer shall be voting members of the Board of Directors during their terms of office.

Section 2. Election, Term of Office and Qualifications. The Chair shall be elected by the Board of Directors for a two-year term. The Chair-Elect shall be elected by the Board of Directors at least six months prior to the expiration of the Chair's term of office. The Vice Chair – Futures, Vice Chair – Operations, Secretary, and Treasurer shall be elected annually by the Board of Directors as soon as practicable after the annual election of directors in each year. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article VI, shall hold office until his/her successor shall have been duly chosen and shall qualify or until his/her death, resignation, or removal. Each officer shall have such functions or

duties as are provided in these Bylaws, or as the Board of Directors from time to time may determine. Upon completion of a two-year term as Chair, that individual shall become Immediate Past Chair for a one-year term. The provisions of Article IV, Section 3 limiting service of directors shall not apply to any individual while serving as Chair or Immediate Past Chair. The Vice Chair – Futures, Vice Chair – Operations, Secretary, and Treasurer may be reelected to the same office, at the discretion of the Board of Directors.

Section 3. Vacancies. The Board of Directors upon recommendation of the Futures Committee at the annual or any regular or special meeting may fill any vacancy in any office because of death, resignation, removal, or any other cause for the unexpired portion of the term in the manner prescribed in these Bylaws for the regular appointment or election to that office.

Section 4. Chair. The Chair shall preside at all meetings of the Board of Directors, and he/she will advise and oversee the President and act as liaison between the Board of Directors and the President. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may from time to time be assigned to him/her by the Board of Directors. The Chair shall be ex-officio a member of all standing committees.

Section 5. Chair-Elect. The Chair-Elect shall serve for a term that expires upon the election of the next Chair of the Board of Directors. The Chair-Elect, at the request, or in the absence of the Chair, shall perform the duties and exercise the powers of the Chair. The Chair-Elect shall also perform such other duties as from time to time may be assigned by the Board of Directors or the Chair.

Section 6. President. The President (if one is elected by the Board of Directors) shall be the chief executive and administrative officer of the corporation. The President shall be authorized to execute contracts related to the award of grants to the corporation. The President shall also be authorized to execute contracts obligating the corporation to make expenditures within the budget approved by the Board of Directors. The President is also authorized to execute contracts obligating the corporation to make expenditures that are not within the budget approved by the Board of Directors, provided that the term of each such contract does not exceed one calendar year and the total amount of expenditures pursuant to all such contracts does not exceed \$50,000.00 in any fiscal year. Contracts on other obligations that are in excess of \$50,000.00 and that are not within the budget previously approved by the Board of Directors must be authorized by the Board of Directors. In addition, the President shall have such other duties and powers as may from time to time be assigned to him/her by the Board of Directors. He/she shall be ex-officio a member of all standing committees and shall be the primary medium of communication between the corporation's employees and the Board of Directors and/or any individual director.

Section 6. The Vice Chair – Futures. The Vice Chair – Futures shall provide leadership and direction of the Futures Committee. The Vice Chair – Futures, at the request or in the absence of the Chair, and Chair-Elect, shall perform the duties and exercise the powers of the Chair. The Vice Chair – Futures shall perform such other duties as from time to time may be assigned by the Board of Directors or the Chair.

Section 7. The Vice Chair – Operations. The Vice Chair – Operations shall provide leadership and direction of the Operations Committee. The Vice Chair – Operations, at the request or in the absence of the Chair, Chair-Elect, and Vice Chair – Futures, shall perform the duties and exercise the powers of the Chair. The Vice Chair – Operations shall perform such other duties as from time to time may be assigned by the Board of Directors or the Chair.

Section 8. Immediate Past Chair. The Immediate Past Chair shall perform such duties as from time to time may be assigned by the Board of Directors or the Chair.

Section 9. Secretary. The Secretary shall work with the President to ensure that accurate records of all meetings of the Board of Directors and the Executive Committee are written and maintained. The Secretary shall work with the President to maintain a manual of policies and procedures for the Board of Directors, as adopted by the Board of Directors. The Secretary shall work with the President to conduct the official correspondence of the Board of Directors.

Section 10. Treasurer. The Treasurer shall furnish a financial report at each regular meeting of the Board of Directors and provide oversight for funds, as directed by the Board of Directors.

Section 11. Delegation of Duties. In the absence of the President, the Executive Committee shall appoint an acting President or a management committee of professional staff. In the case of the absence of any other officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, for the time being, delegate the powers and duties of such officer to any other officer or to any director.

Section 12. Bond. The Board of Directors, by resolution, may require any officer to give a bond to the corporation for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require.

ARTICLE VII DEPOSITARIES

The funds of the corporation not otherwise employed shall be deposited from time to time to the order of the corporation in such banks, trust companies, or other depositaries as the Board of Directors or any duly authorized committee of directors may from time to time select, or as may be selected by an officer or officers, agent or agents, of the corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the corporation, checks, drafts, and other orders for the payment of money which are payable to the order of the corporation may be endorsed, assigned, and delivered by such officer or officers, or agent or agents, as shall be determined by resolution of the Board of Directors.

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

The corporation shall indemnify to the full extent authorized or permitted by the laws of the State of Missouri as now in effect or as hereafter amended any person made or threatened to

be made a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative, including an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation or serves any other enterprise as such at the request of the corporation.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Article VIII. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, the executors, and administrators of such a person.

ARTICLE IX

CONFLICT OF INTEREST; TRANSACTIONS WITH THE CORPORATION

Section 1. Conflicts of Interest: Duty to Disclose. All directors and officers shall disclose to the Board of Directors any possible conflict of interest at the earliest practicable time. A “Conflict of Interest” will exist if:

- a. A director or officer has an existing or potential material interest, either financial or otherwise, in a transaction with the corporation, or
- b. A director or officer is aware that a member of his/her family (which for purposes of this paragraph shall be a spouse or child) or his/her organization in which such director or officer (or family member) is an officer, director, employee, member, partner, or controlling stockholder, has an existing or potential material interest, either financial or otherwise, in a transaction with the corporation.

Section 2. Approval of Conflict of Interest Transactions. A Conflict of Interest transaction may be approved by the vote of the Board of Directors or by the Executive Committee if:

- a. The material facts of the transaction and the director’s interest are disclosed or known to the Board of Directors or the Executive Committee and the minutes of the meeting reflect that such disclosure was made;
- b. The directors believe in good faith that the transaction is fair to the corporation; and
- c. The non-interested directors approve the transaction and the minutes of the meeting reflect that the interested director abstained from voting.

Section 3. Determination of Conflict of Interest. Any director or officer who is uncertain of whether an existing or potential conflict of interest exists in any matter may request the Board of Directors or the Executive Committee to determine whether a conflict of interest exists, and the Board of Directors or the Executive Committee shall resolve the question by majority vote of the non-interested directors.

ARTICLE X
DISSOLUTION

Should the corporation cease to conduct its affairs and be dissolved, all property and funds remaining after the payment of the debts of the corporation shall be distributed to any one or more organizations selected by the Board of Directors which are organizations described in each of Sections 501(c)(3), 170, 2055 and 2522 of the 1954 Internal Revenue Code or the comparable provisions of the Internal Revenue Code then in effect.

ARTICLE XI
AMENDMENTS

The Board of Directors shall have power to make, and from time to time repeal, amend, and alter the Bylaws of the corporation.

Secretary

Dated: as of _____

