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ARTICLE ONE
Organization and Purpose

1.01

Prairie Air Incorporated is hereby incorporated as a not-for-profit corporation under the laws of the State of Illinois.

1.02

Prairie Air Incorporated exists to provide community-based broadcasting services through the lease and or ownership of broadcasting equipment, licenses, and stations.

1.03

WEFT-FM is a non-commercial radio station locally-owned by Prairie Air, Inc., a not-for-profit organization. WEFT-FM is an accessible, responsible, and responsive radio alternative, serving the diverse communities of radio listeners in East Central Illinois.

ARTICLE TWO
Offices

The corporation shall maintain in the state of Illinois a registered office and registered agent at such office as is required and may have other offices within or out of the state

ARTICLE THREE
Classes of Station Members

The corporation shall have members and Associates each of which shall have the rights and responsibilities as described in articles four and five.

ARTICLE FOUR
Members

4.01

A Member shall be any natural person (not a corporation or artificial person) who pays the minimum membership fee.

4.02

The minimum membership fee is determined by the Board of Directors and is subject to change. The minimum membership fee may be paid in currency or its equivalent in some other form that is received and accepted by the corporation.

4.03

The term of membership for a member shall be twelve months from the first day of the calendar month following receipt and acceptance by the corporation of the member's minimum membership fee.

4.04

Meetings of the members may be called by the Chair of the Corporation, the Board of Directors by majority vote at a regular or special board meeting, or any 7 members as defined in this section through a written petition to the Chair. Written notice stating the place and time of the meeting shall be delivered by mail to all members not less than five nor more than twenty-five days before the meeting.

4.05

Seven members constitute a quorum. The act of a majority shall be the act of the members, unless provided otherwise by law, the Articles of Incorporation, or other provisions by the by-laws.

4.06

Membership is not transferable.

4.07

Members shall have the right to vote only on issues specifically designated to members within these By-laws.

ARTICLE FIVE Associates

5.01

An Associate shall be any natural person functioning as a worker or staff member of the corporation, and chosen in the manner herein provided.

5.02

A person shall become an Associate by completing three requirements and signing an Associate contract. The requirements are: 1) current station membership in accordance with Article 4 of these Bylaws, 2) attendance in the last 12 months of at least one Associates meeting, and 3) filling of a volunteer position based on the current needs of the station under the supervision of a standing committee or staff member. Associate status shall become effective at the beginning of the first station meeting that the person attends after completing the requirements and signing an Associate contract.

5.03

The term of membership for an Associate shall be one year.

5.04

An Associate may renew their term annually by completing three requirements and signing an Associate contract. The three requirements are: 1) maintenance of station Membership in accordance with Article 4, 2) attendance of at least two station meetings in the last year, and 3) filling of a volunteer position based on the current needs of the station under the supervision of a standing committee or staff member.

5.05

Twenty Associates shall constitute a quorum of Associates. However, if the total number of Associates is less than sixty, a quorum shall be 1/3 the total number of Associates. Any regularly-scheduled meeting of the Associates that does not have a quorum must be rescheduled to take place within two weeks, or all business postponed until the next regularly-scheduled meeting. The act of the majority of Associates present at the meeting shall be the act of the Associates, unless otherwise provided by law, the Articles of Incorporation, or other provisions of the by-laws.

5.06

Special meetings of the Associates may be called by the Chair of the Corporation, the Board of Directors by majority vote at a regular or special board meeting, or any 3 Associates as defined in this section through a written petition to the Chair(s) of the Associates' Committee. Written notice stating the place, time and purpose of the meeting shall be delivered not less than ten nor more than twenty-five days before the meeting. At special meetings, Associates shall conduct only the business for which the meeting is called.

5.07

Associate status is not transferable.

5.08

Associates have the right to review and recommend changes regarding general programming policy and any other decisions that may affect Associates or Airshiffters. Associates must put proposals in writing and shall have an Associate present the proposal to the Board of Directors. Such proposals must be acted upon by the Board of Directors within the next three months. Board action will be presented to the Associates at the next station meeting.

5.09

All Associate-elected Board and committee positions shall be subject to recall at any regular or special station meeting. One month prior written notice shall be given to the individual subject to a recall vote, and such a vote requires a two-thirds majority of those present.

5.10

The Associates shall elect members of the Associates Executive Committee (AEC), which shall include at least two members, a Chair and a Secretary. Terms of all AEC members shall be one year. The AEC shall plan and chair, and maintain minutes at station meetings, and shall see that members are notified of meetings in advance, and shall perform any other task duly assigned them by the Associates. Elections for AEC members will occur at the first Associates meeting of each calendar year, and terms for all AEC positions shall begin and end at the first Associates meeting of each calendar year. Positions vacated prior to the end of the term shall be filled at the next regularly scheduled Associates meeting.

5.11

The Associates shall abide by a set of Standard Operating Procedures (SOP) to be written and maintained by the Associates Executive Committee. The SOP shall become effective upon ratification by the Associates. The SOP shall specify meeting schedules and notification requirements, voting procedures, volunteer requirements, and any other items deemed necessary by the Associates. The SOP must be re-approved by the Associates at least every three years.

ARTICLE SIX Board of Directors

6.01

The affairs of the corporation shall be managed by a Board of Directors.

6.02

The number of Directors shall be 15. On even numbered years, 7 Board members shall be elected including 2 by the members, 3 by the Associates, and 2 by the current Board. On odd numbered years, 8 Board members shall be elected including 2 by the members, 3 by the Associates, and 3 by the current Board.

6.03

Election of Board members by the Members shall take place each June and shall be conducted through the mail.

6.04

Election of Board members by the Associates shall take place at the March Associates Meeting.

6.05

Election of the Board members by the current Board shall take place at the September meeting of the Board.

6.06

In the event of a tie in the Board election by the Members, the Associates shall break the tie from among the tied candidates before proceeding to the Associate-elected Board members. A majority is required for breaking the tie.

6.07

The Board members shall be residents of Illinois and citizens of the United States.

6.08

The term of directors shall be 2 years or until a successor has been duly elected.

6.09

In all regularly scheduled elections for the Board, those qualified to vote shall be notified in writing of the time, place, and manner of voting. Notice shall be delivered not less than 30 days and not more than 60 days in advance of the vote.

6.10

Vacancies on the Board shall be filled by election by the appropriate class of people.

6.11

A quorum of the Board shall be one third of the members currently holding office.

6.12

Regular meetings of the Board may be pre-determined and require no additional notice. Special meetings of the Board require written or telegraphic notice at least three days in advance of the meeting.

6.13

Meetings of the Board shall be presided over by the Chair of the Corporation, or, in the Chair's absence, by such other director as the Board shall designate.

6.14

Any Associate who is elected to the Board shall be considered an ex-officio Associate upon taking office as a Director.

6.15

The General Manager shall be an ex-officio member of each Board committee and a non-voting member of the Board.

6.16

The Board of Directors may provide for other such ex-officio members as they see fit.

6.17

Recall of member-elected Board members may be started by a majority of either Associates or Board members at their respective monthly meetings. The Board and Associates are the two Air Foundation voting groups in the recall of Board members elected by the membership. Written notice shall be sent to the voting groups at least 15 days in advance of the recall votes. After recall is initiated, but before the recall vote, an announcement of the recall shall be made at the first regularly scheduled meeting of the voting group which did not start the recall. Board members elected by the members shall be removed from the office by a two-thirds majority of the Associates and a two-thirds majority of the Board members at their respective meetings. The recall vote shall occur in consecutive meetings following the steps above.

6.18

Vacancies of Board positions elected by the members shall be filled alternately by the Associates and the Board of Directors at their regularly scheduled meetings. At least 15

days written notice of the election shall be made to the Associates, and the Board. A simple majority of those present and eligible to vote is required for election. The position filled will run until the next regularly scheduled Board election. This position shall then be up for election by the members in addition to their regularly allotted Board positions in the election.

ARTICLE SEVEN Officers

7.01

The Board of Directors shall appoint the following officers: the Chair of the Corporation, one or more Vice-Chairs, a Secretary of the Corporation, a Treasurer, and a General Manager. No person shall hold more than one office.

7.02

The officers of the corporation shall be elected annually by the Board of Directors at its December meeting. Vacancies may be filled or new offices created at any meeting of the Board of Directors. Each officer shall hold office for one year, or until his or her term on the Board of Directors expires or a successor has been duly chosen. Election of an officer shall not, in and of itself, create contract fights.

7.03

Any officer elected or appointed by the Board may be removed by the Board as an officer whenever in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract fights, if any, of the person removed.

7.04

The Chair shall be the principal executive officer of the Corporation, and shall see that resolutions and directives of the Board of Directors are carried into effect, except in those instances when the responsibility is assigned to some other person by the Board of Directors; and in general shall discharge all duties incident to the position of principal executive officer as shall be prescribed. The Chair shall preside at all meetings of the members and the Board of Directors, although this authority may be delegated to others when necessary. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation, or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, the Chair may execute for the Corporation any contract, deed, mortgage, bond, or other instrument which the Board of Directors has authorized to be executed. The Chair may accomplish such execution either individually or with a Secretary, or any other officers thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

7.05

The General Manager(s) shall be appointed by the Board of Directors to serve as a liaison between the Board and the staff of such broadcast station(s) as the corporation may operate. The General Manager shall be responsible for the coordination of the staff and the operation of such broadcast station(s) as the corporation may operate. In relations with the FCC and other such agencies as are concerned with broadcast operations, the General Manager shall perform the functions usually performed pertaining to the position of general manager or chief executive officer of the broadcasting station, including the hiring, supervision, evaluation and termination of staff and volunteers. In performance of these duties, the General Manager(s) shall be subject to the control of the Board and subject to such limitations with respect to financial affairs and contractual matters as the Board of Directors may resolve or otherwise provide.

7.06

The funds of the corporation shall be kept and dealt with as provided from time to time by the Board of Directors. No loans shall be made by the corporation to its Directors or officers.

ARTICLE EIGHT Contracts, Checks, Deposits, and Funds

8.01

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of the corporation and on behalf of the corporation and such authority may be general or confined to specific instances.

8.02

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s), agent(s) of the corporation in such a manner as shall be determined by the Board of Directors. In the absence of such a determination, such instruments shall be signed by the Treasurer and countersigned by the Chair.

8.03

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.04

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE NINE Amendments

9.01

The power to alter, amend, or repeal these By-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the By-laws. Such action may be taken at a regular or special open meeting for which written notice of the purpose is given to the Associates.

9.02

Alteration, amendment, or repeal of these By-laws requires a two-thirds majority vote of the Board members currently seated, including the Chair. Ratification of any action of the Board to alter, amend, or repeal these By-laws requires a two-thirds majority vote of the duly appointed Associates by mail ballot. If the Associates do not act upon the proposal within four months, this will constitute an approval of said proposal. Failure to ratify the Board's proposal with two-thirds majority vote will constitute rejection.

ARTICLE TEN Board Committees

10.01

Standing committees of the Board of Directors shall include the Executive Committee, the Finance Committee, the Human Resource Committee, the Programming Committee, the Financial Development Committee, the Nominations Committee, and the Advisory Committee. The Board may establish additional standing and adhoc committees as it deems necessary. Unless otherwise stated in these By-laws, Board Committees shall be chaired by a Board member and membership on such committee shall be open to Board members, Associates, and members. Unless otherwise stated in these By-laws, Board committees shall research, develop, and propose policies for consideration and approval of the Board of Directors.

10.02

The Executive Committee shall be made up of the Chair of the Corporation, any Vice Chairs, the Secretary, the Treasurer, and a non-officer member of the Board. In the absence of the Chair, either a Vice Chair may be assigned as the Chair of the Executive Committee or the chair may be assumed by the non-officer member of the Committee. The Executive Committee shall be responsible for the recruitment, recommendation of appointment, and immediate supervision of General Manager(s), the coordination of

Board Committees, providing counsel to the Chair of the Corporation regarding the agenda and other issues, and to act on other issues as assigned by the Board of Directors. The Executive Committee may also take emergency action without Board approval regarding matters of personnel and finance, such matters to be reported on and are subject to review at the next Board meeting immediately following such action. The Executive Committee may not take actions which change, alter, or violate the Articles of Incorporation or these By-laws.

10.03

The Finance Committee shall be chaired by a Board Member other than the Treasurer, who shall be a member of the committee. The Finance Committee will be responsible for preparing the annual budget, including salary schedules for paid personnel, for approval by the Board, and for evaluation of an audit to be performed annually by a certified public accountant. Requests for budget amendments throughout the year shall also be reviewed by this committee.

10.04

The Human Resource Committee is responsible for recruiting and selecting volunteers, for creation and review of all job descriptions, for review, evaluation, and recommendation to the Board of personnel policies and procedures, and for evaluating personnel appeals in accordance with the appeals policy in Article 11.

10.05

The Programming Committee is responsible for developing, evaluating, and changing the program schedule within the budgetary guidelines established by the Board of Directors without prior Board approval. The Chair of the committee shall be an Associate. The Programming Committee shall evaluate and recommend other programming policies for consideration by the Board.

10.06

The Financial Development Committee is responsible for developing, proposing to the Board, and implementing the annual fundraising plan for the Corporation, including establishing annual fundraising goals for general, capital, grant, and restricted purposes such as underwriting. The Annual Fundraising Plan shall be submitted for approval with the Annual Budget.

10.07

The Nominating Committee is responsible for developing, proposing to the Board, and implementing a Board Development Program including maintaining a Board Member Profile, identifying potential board members from within the Corporation community, (listeners, committee members, Associates, and members who can fill future Board

vacancies), and developing board educational programs for current and future board members. The Nominating Committee is also responsible for making nominations for Board-selected Board Members and for facilitating member and Associate elections, and for recruiting and nominating individuals for the Advisory Committee.

10.08

The Advisory Committee exists to provide the Corporation with a source of information concerning community needs and interests related to Station Management. The Advisory Committee will be chaired by a Board member, and will consist of at least 10 individuals who are neither Board members nor Associates. Advisory Committee members are not required to be Members of the Corporation. The Advisory Committee will meet at least twice a year to review Corporate activities and make recommendations to the Board regarding station management, practices, and policies. The Advisory Committee may conduct audience research or use other methods to assist in its achievement of its mission.

ARTICLE ELEVEN Adverse Actions Review

11.01

The Corporation values diversity and supports efforts to increase diversity within the community. No actions shall be taken by a staff member, corporate agent, Member, volunteer Associate, or Board Member against any individual on account of that individual's race, sex, sexual preference, age, religion, national origin, physical or mental handicap, political association, or socio-economic status.

11.02

Any adverse action taken against an Airshifter, volunteer, or staff member by the General Manager, the Associates, or the Programming Committee shall be subject to appeal. An adverse action is defined as an action which results in an Airshifter or staff member's being formally disciplined by or discharged from the Corporation for other than Financial reasons. Changing program times and reducing program time shall not be considered an adverse action, but parties affected by the action are encouraged to appeal informally to the governing body responsible for the action. Adverse actions may be appealed in accordance with this Article of the By-laws.

11.03

When an adverse action is taken, it is the responsibility of the Airshifter, volunteer, or staff member to act in accordance with the action first, and then to appeal the action taken. Failure to act in accordance with the action will cause the appeal to be prejudiced against the Airshifter or staff member.

11.04

The Airshifter, volunteer, or staff member against whom the adverse action was taken shall request an informal meeting with the person who is responsible for the action being taken no later than 5 business days after the action is taken. If the action is taken by the Associates or the Programming Committee, then the chair of that group shall be the person to whom the request is made. Within 5 business days, the two individuals shall meet to discuss the appeal. Within 2 business days of the meeting, the individual taking the action shall write and cause to be delivered to the person appealing, a written response to the appeal, with a copy to the Chair of the Human Resource Committee. The response shall be sent certified mail, return receipt.

11.05

If the individual making the appeal is not satisfied with the response, that person may appeal to the Human Resource Committee of the Board in writing within 5 business days & receiving the response. The Committee Chair will call a special meeting to hear the appeal within 15 business days of receiving the appeal to meet with the person making the appeal and the individual responsible for the adverse action to try to resolve the appeal. The meeting shall be conducted in an informal manner, with both sides being given a chance to present information supporting their position. The Committee is encouraged to resolve the matter informally during the meeting but may discuss the appeal and vote on its decision in executive session. A written response shall be sent to the person making the appeal within 2 business days of the meeting. The response shall be sent by certified mail, return receipt. A copy of the response shall also be sent to the Chair of the Corporation.

11.06

If the individual making the appeal is still not satisfied with the decision, the person may appeal the decision to the Board of Directors in writing within 5 business days of receiving the Committee's response. The person making the appeal shall attach to the appeal all relevant correspondence and documentation regarding the appeal. The appeal shall be addressed to the Chair of the Corporation.

11.07

The Chair shall maintain a list of volunteer community mediators who shall be available to help the Corporation and the individual making the appeal reach a negotiated settlement to the dispute. Such mediators shall have experience in mediation and shall be willing to act as mediators with no cost to the Corporation or the grievant. Within 5 business days of receipt of the grievance, the Chair of the Board and the Grievant shall meet to select a mediator. The mediator shall meet with the affected parties (the grievant and the individual or group which took the action originally leading to the appeal) to attempt to informally settle the dispute. Any agreement reached during mediation must be passed on to the Board at its next regular meeting for approval or disapproval.

11.08

Either party may waive mediation. Should either party waive mediation, or should the mediation fail, or should the Board reject the mediated settlement, the appeal shall automatically become subject to section 11.09 of the By-laws.

11.09

The Chair will set a special meeting of the Board within 15 business days of being informed that one party has rejected mediation, mediation has failed, or of the Board's rejection of the mediated settlement. The person making the appeal may attend the session to present a statement summarizing the information presented at the meeting of the Human Resource Committee, and the individual or group responsible for the action may do the same, although such is not required and no formal testimony will be taken at the Board meeting. The Board may resolve the dispute at the meeting or retire into executive session to discuss the appeal. A written response from the Board will be sent to the person making the appeal by certified, return receipt mail, within 2 business days of the Board meeting. The decision of the Board of Directors is final.

ARTICLE 12 Miscellaneous

12.01

The Corporation shall keep correct and complete books and records of account and shall require minutes of the proceedings of its members, the board, and the committees having any authority of the Board, and shall keep at the registered office or principal office of the corporation a record of the names and addresses of the members of the Corporation.

12.02

All books and records of the Corporation shall be open for inspection for any proper purpose at any reasonable time, by prior arrangement if necessary.

12.03

The fiscal year shall be fixed by resolution of the Board of Directors

12.04

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation, or the By-Laws of the Corporation, waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such a notice.