

# **Prairie Air, Incorporated**

## **Bylaws**

**Adopted - 1975**

**Current Approved Revision - April, 2012**

**Approved by the WEFT Board - October 2025**

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## **ARTICLE ONE: ORGANIZATION & PURPOSE**

1.01 Prairie Air, Inc. is hereby incorporated as a non-profit corporation under the laws of the State of Illinois.

1.02 Prairie Air, Inc. exists to provide community-based broadcasting services through the lease and/or ownership of broadcasting equipment, licenses, and/or stations. Prairie Air, Inc. operates WEFT as a non-commercial radio alternative which serves the diverse listenership of East-Central Illinois and beyond.

1.03 Prairie Air, Inc. may pursue the operation of other media activities in support of the Mission Statement of Prairie Air, Inc.

1.04 Should the Board form new entities in accordance with 1.03, the Board must begin the amendment process to these By-Laws within one (1) year.

1.05 Prairie Air, Inc. is organized exclusively as a charitable corporation, described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.06 Under section 501(c)(3), Prairie Air, Inc. is prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office.

1.07 All bodies/committees of Prairie Air, Inc. employ the use of the By-laws of Prairie Air, Inc, the body's/committee's Standard Operating Procedure (SOP), and Robert's Rules of Order to conduct its parliamentary procedures. The hierarchy of documents is in that order. The By-laws supersede any contradictions which may occur in the SOPs, and the SOPs supersede any contradictions with Robert's Rules.

## **ARTICLE TWO: OFFICES**

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

## **ARTICLE THREE: CLASSES OF PRAIRIE AIR, INC. MEMBERSHIP**

3.01 The corporation will have Voting Members and Associates, each of which will have the rights and responsibilities as described in the following clauses.

3.02 The Board of Directors may create other classes of membership.

#### **ARTICLE FOUR: VOTING MEMBERS**

4.01 A Voting Member is 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. As the Board does not want membership fees to block participation in Prairie Air, Inc, the Board (and/or their designee) can make alternate arrangements.

4.03 The term of membership is 12-months from either; payment of the membership fee, or determination by the Board in accordance with 4.02.

4.04 Membership is not transferable.

4.05 Voting Members have the right to vote on issues specifically designated to Voting Members within these By-laws.

4.06 There must be an Annual Membership Meeting of Prairie Air, Inc. Said meeting will happen in September of each year. The time and location will be determined by the President of the Corporation, and the Chair of the Associates' Executive Committee. Voting members will be notified in advance of the meeting by all reasonable means.

4.07 The primary purpose of the Annual Membership Meeting is for Voting Members to elect members of the Prairie Air, Inc. Board Of Directors.

4.08 To be eligible to be a candidate for a seat on the Board, persons must meet the following criteria;

1. Meet the definition of "Voting Member" described in Article 4 of these bylaws, with their membership fee paid no fewer than fourteen (14) days prior to the meeting.
2. Post a Candidate Statement no fewer than fourteen (14) days before the meeting at which voting takes place (Candidate Statement requirements are outlined in the Board SOP.)

4.09 The Annual Membership Meeting of Prairie Air, Inc, will be chaired by the President of the Corporation or a designee member of the Board of Directors.

4.10 To be eligible to vote at the Annual Membership Meeting, a Voting Member must be current on their membership fees no fewer than fourteen (14) days prior to the meeting.

4.11 Any person qualified to vote for Board members at the Annual Membership Meeting will be notified of the meeting in writing.

4.12 Any Voting Member wishing to vote at the Annual Membership Meeting may do so by; attending in person, casting their ballot while attending remotely, or by submitting their written vote in advance to the Board.

4.13 For voting to occur at the Annual Membership Meeting, quorum must be reached. 10-percent (10%) of currently qualified Voting Members as of fourteen (14) days prior to the meeting constitutes a quorum of that body. Said quorum is calculated by counting those Voting Members in attendance physically and remotely.

4.14 Special Meetings of the membership may be called by the President of the Corporation, the Board of Directors by majority vote at a regular or special board meeting, a majority vote of the Associates' Executive Committee, or a written request of three (3) Voting Members to the President of the Corporation.

## **ARTICLE FIVE: ASSOCIATES**

5.01 An Associate is any natural person chosen in the manner herein provided.

5.02 To be an Associate, a person must;

- 1) have current Prairie Air, Inc. membership in accordance with 4.02,
- 2) attend at least one Associates meeting in the past twelve (12) months
- 3) and fill a volunteer position based on the current needs of Prairie Air, Inc. under the supervision of a committee or staff member.

Associate status will become effective at the beginning of the first Associates' Meeting that the person attends after completing the requirements.

5.03 The term of membership as an Associate is one (1) year.

5.04 An Associate may renew their term annually by:

- 1) maintenance of Prairie Air, Inc. Membership in accordance with 4.02
- 2) attendance of at least two Associates' meetings in the last year, and
- 3) filling a volunteer position based on the current needs of Prairie Air, Inc. under the supervision of a committee or staff member.

5.05 Twenty Associates constitutes a quorum of Associates. However, if the total number of Associates is less than sixty, a quorum is one-third ( $\frac{1}{3}$ ) the total number of Associates.

5.06 Special meetings of the Associates may be called by the President of the Corporation, the Board of Directors by majority vote at a regular or special board meeting, or any three (3) Associates as defined in this section through a written petition to the Chair of the Associates' Executive Committee.

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. Associates must put proposals in writing and must have an Associate present the proposal to the Board of Directors. Such proposals must be acted upon by the Board of Directors within three months. Board action will be presented to the Associates at the next Associates' Meeting.

5.09 The Associates will elect members to the Programming Committee.

5.10 All Associate-elected members of Prairie Air, Inc. committees may be subject to recall at any regular or special Associates' meeting.

5.11 The Associates will elect members of the Associates' Executive Committee (AEC), which will include at least two members, a Chair and a Secretary. Terms of all AEC members are one (1) year.

5.12 The Associates may create any positions for the AEC that they desire.

5.13 The AEC must plan, chair, and maintain minutes at Associates' meetings. The AEC must see that members are notified of meetings in advance, and must perform any other task duly assigned to 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 begin and end at the end of the first Associates meeting of each calendar

year. Positions vacated prior to the end of the term may be filled at the next regularly scheduled Associates meeting.

5.14 The Associates must abide by a set of Standard Operating Procedures (SOP) to be written and maintained by the Associates' Executive Committee. The SOP will become effective upon ratification by the Associates. The SOP specifies 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 are managed by a Board of Directors.

6.02 Directors of the corporation elected via 6.05 or 6.11 must meet the definition of "Voting Members".

6.03 Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the affected Director must a) fully disclose the nature of the interest and b) withdraw from voting on the matter. Further, Prairie Air, Inc. will do no business in which Prairie Air, Inc. expends funds with any entity in which a Director derives any portion of the profits without a two-thirds ( $\frac{2}{3}$ ) vote of the Board.

6.04 Directors cannot be financially compensated for executing their regular course of duties for the corporation. Any Director incurring an expenditure for which they will seek reimbursement must attempt to ensure that the outlay is inline with reasonable costs.

6.05 The Board of Directors is elected by the Voting Members of Prairie Air, Inc. in accordance with Article 4 of these By-laws, and each year, three (3) Director's seats must stand for election.

6.06 The number of Directors must be no fewer than seven (7), and no more than nine (9).

6.07 Directors must be residents of the State of Illinois, and citizens of the United States.

6.08 Directors serve three (3) year terms.

6.10 Any change to the term of Directors will not shorten the term of any currently serving Directors.

6.11 Should a vacancy occur on the Board in between Voting Member elections, the Board may elect a replacement. The replacement term runs until the next regularly scheduled Annual Membership Meeting. Any person seeking Board election to a replacement seat must submit a written candidate statement to a board officer.

6.12 A quorum of the Board is a majority of the currently elected Directors.

6.13 Regular meetings of the Board may be pre-determined and require no additional notice. Special meetings of the Board require notice and are governed via procedures detailed in the Board SOP.

6.14 Meetings of the Board are presided over by the President of the Corporation or a designee.

6.15 Directors who hold Associate status (per Article 5 of these By-laws), are considered non-voting Associates during their term(s) as a Director.

6.16 The Board may designate a member/members of Prairie Air, Inc.'s staff to serve as a non-voting member of the Board. The Board of Directors may provide for other such non-voting Directors as they see fit. Non-voting members must not be included in quorum calculations.

6.17 The Board may designate a member/members of the staff of Prairie Air, Inc. to serve on various committees of the corporation.

6.18 Should a Director wish to resign, they must submit their resignation to the Board.

6.19 Recall of any Director may be initiated for one, or both of the following reasons; 1) for "Cause", 2) for "Action."

6.19.1 Recall for cause may include; non-attendance of Board meetings, failure to maintain confidentiality, or other dereliction of Board members duties.

To recall a Board member for Cause

1. The initiation of recall action must be added to the publicly distributed agenda in advance of a regularly scheduled Board meeting
2. A majority of the Board must vote to notify the member in writing of the date, time, and location of the upcoming recall vote
3. A  $\frac{2}{3}$  vote of Board members in attendance at this subsequent Board meeting is required to recall the member.



6.19.2 “Action” recalls can be initiated by the Voting Members of Prairie Air, Inc. when they believe that a series of actions and/or votes by a Board Member run contrary to the will of the Voting Members.

To recall a Board member for Action

1. Three voting members must notify the President of the Corporation (or other members of the Board Executive Committee if seeking to recall the President), and the Chair of Associates Executive Committee of their desire for a recall no fewer than thirty (30) days in advance of the Annual Membership Meeting.
2. The recall item must be added to the publicly distributed agenda in advance of the Annual Membership Meeting
3. A  $\frac{2}{3}$  vote of Voting Members in attendance is required to recall the Board member. If a quorum is not present for this vote, a special meeting of the Voting Members may be called.

## **ARTICLE 7 - OFFICERS**

7.01 The Board of Directors of Prairie Air, Inc. must elect a President, Treasurer, and Secretary. The Board of Directors may elect a Vice President and an At-Large member or any other officers as they see fit. No person can hold more than one office at the same time.

7.02 The officers of the corporation will be elected at the December meeting of the Board of Directors. Officer vacancies may be filled or new offices created at any regular or special meeting of the Board. Each officer serves for a term of one (1) year, or until their term on the Board expires (whichever term expires first).

7.03 Any officer may be removed by the Board (per the Board’s SOP) whenever, in its judgement, the best interests of the corporation would be served.

7.04 The President is the principal executive officer of the Corporation and must see that resolutions and directives of the Board of Directors are carried into effect, and in general must discharge all duties incident to the position of principal executive officer.

7.05 The Treasurer has oversight of the funds and accounts of the corporation. The Treasurer is also responsible for submitting financial reports to the Board at all regular meetings and upon reasonable request, the Associates at their regular meetings, and to the Voting Membership at their regular meetings.

7.06 The Secretary of the Board is responsible for oversight of Board Meeting minutes and must ensure that approved minutes are made publicly available.

7.07 To run for an office, a person must declare their interest in writing to the Board.

## **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 and on behalf of Prairie Air, Inc. 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 evidence of indebtedness issued in the name of the corporation must be signed by such officer(s) and/or agent(s) of the corporation in such a manner as determined by the Board of Directors. In the absence of such a determination, such instruments must be signed by the Treasurer and countersigned by the President.

8.03 All funds of the corporation must 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 device for any general or specific purposes of the corporation.

8.05 Prairie Air, Inc. must not make loans to any individual.

## **ARTICLE NINE - AMENDMENTS**

9.01 Any three (3) Voting Members of Prairie Air, Inc. may petition the Board at any time for a revision of these By-laws. Said petition must include at least one clause to be amended, and the purpose of the amendment.

9.02 Upon majority vote of the Board affirming the petition, the Board will create a committee chaired by a Board member to address the petition in a timely manner.

9.03 The committee must submit the results of its discussion and/or amendment(s) to the Board for approval. Said approval requires a two-thirds ( $\frac{2}{3}$ ) vote of the currently elected Board at any regular or special meeting.

9.04 If approved by the Board, the amendment(s) must be acted upon by the Voting Members at the next regularly scheduled Membership Meeting.

9.05 To vote, individuals must be “Voting Members” no fewer than fourteen (14) days prior to this meeting. Notice will be given using the guidance of Article 4.06 of these bylaws.

9.06 A majority vote of a quorum of the Voting Members in attendance is required to ratify the amendment(s). Voting Members of the Board of Directors may not vote on the amendment(s) at the Membership Meeting.

9.07 If a quorum of voting members is not present at this regularly scheduled Membership Meeting, the President of the Corporation and the Chair of the Associates’ Executive Committee must announce a Special Meeting to be held within sixty (60) days. Said notice must be given in writing no more than fourteen (14) days of the quorumless meeting. If there is failure to reach quorum at this Special Meeting, the amendment(s) is ratified.

## **ARTICLE TEN - COMMITTEES**

10.01 Standing committees of Prairie Air, Inc’s Board are the; Executive Committee, Programming Committee and the Human Resources Committee. The Associates’ Executive Committee is the standing committee of the Associates.

10.02 The Board may establish any other committees as it deems necessary by majority vote.

10.03 All committees must submit regular updates on their activities, be prepared for annual review of their operations, and can make decisions delegated to that committee. No committee may make any decision which jeopardizes the legal or financial status of Prairie Air, Inc.

10.04 The Executive Committee is made up of the President, Secretary and Treasurer of the corporation and any other currently elected Board Officers. In the absence of the President of the Corporation, either the Secretary or the Treasurer will chair the Executive Committee. The members of the Board can designate Board Members to sit on the Executive Committee.

10.04.1 The Executive Committee must designate a current Board member or staff to provide direct supervision of Prairie Air, Inc. staff (a staff member may not self-supervise).

10.04.2 The Executive Committee is responsible for the coordination of Board Committees, providing counsel to the President 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 are subject to review at the next Board meeting immediately following such action.

10.04.3 The Executive Committee may not take actions which change, alter, or violate these By-laws.

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 must be an Associate. The Programming Committee evaluates and recommends other programming policies for consideration by the Board.

10.06 The Human Resource Committee is responsible for ensuring the completion and facilitation of review and evaluation of Prairie Air, Inc. staff, and recommendation of personnel policies and procedures to the Board, and for evaluating personnel appeals in accordance with Article Eleven and its supporting documentation.

10.07 The Associates' Executive Committee is governed under sections 5.11, 5.12 and 5.13 of these By-laws.

## **ARTICLE ELEVEN - Conflict Resolution, and Suspension/Expulsion**

11.01 All persons participating in Prairie Air, Inc. have the right to do so in an environment free of hostility and harassment. Any person who feels that their rights (or those of another) have been violated, and who are seeking resolution inside the organization must follow the "Personnel Relations Policies/Procedures" which have been passed by the Board.

11.02 Any volunteer, Voting Member, and/or Prairie Air, Inc. staff member has the right to appeal any decision of suspension or expulsion made by the Programming Committee or Board of Directors. Any person wishing to make such an appeal must follow the "Personnel Relations Policies/Procedures" which have been passed by the Board.

11.03 Decisions by the Programming Committee to change the scheduled time and/or length of a program are not appealable under this article.

## **ARTICLE TWELVE - MISCELLANEOUS**

12.01 The Corporation will keep correct and complete books and records of accounts, as well as minutes of the proceedings of its Voting Members, Associates, Executive Committee, and the Board of Directors. The corporation will keep at its registered or principal office, a record of the names and contact information of the Voting Members of the Corporation. Anonymous donors are exempt from this requirement.

12.02 Prairie Air, Inc.'s FCC mandated "Public File" must be open for inspection upon request.

12.03 The fiscal year of Prairie Air, Inc. will be October 1st through September 30.

12.04 Upon termination or dissolution of Prairie Air, Inc., any assets lawfully available for distribution must be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute). Such organization or organizations must have a charitable purpose which, at least generally, includes a purpose similar to Prairie Air, Inc.

12.05 Each body/committee of Prairie Air, Inc. may utilize widely adopted platforms to offer the option for remote attendance of meetings. Each body/committee with a documented SOP must describe quorum and voting for remote attendees within that document.

12.06 Except as specifically provided by these By-laws, any actions required to be "written," to be "in writing," to have "written consent," to have "written approval" and the like by or of committee members, Voting Members, Associates, or Directors includes any communication transmitted or received by electronic means.

12.07 When 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, is deemed equivalent to giving such a notice.

12.08 At special meetings, bodies will only conduct the business for which the meeting is called.

12.09 The resources of the corporation are to be used exclusively for the benefit of Prairie Air, Inc., unless explicitly authorized by the Board.

#### **APPENDIX ONE - REVISION HISTORY**

December 22, 1975

December 14, 1992

June 24, 2002

April 15, 2012

October 27, 2025 (Board only)