

SUNRISE COMMUNICATIONS, INC.

BYLAWS

ARTICLE I

Name, Location, Corporate Logo and Fiscal Year

Section 1

I.1.1 Name

The official name of the organization shall be Sunrise Communications, Inc, doing business as KZUM radio hereafter known in these Bylaws as "KZUM".

Section 2

I.2.1 Location

KZUM shall be incorporated in the state of Nebraska, United States of America, at the place set forth in the Articles of Incorporation of KZUM.

Section 3

I.3.1 Corporate Logo

The Board may adopt and alter the logo of KZUM.

Section 4

I.4.1 Fiscal Year

The fiscal year of KZUM shall begin October 1 and conclude on September 30 each year unless otherwise resolved by The Board.

ARTICLE II

Autonomy and Purpose

Section 1

II.1.1 Autonomy

KZUM is a wholly independent non-commercial non-profit organization that is not affiliated with any governmental, commercial or corporate entities.

Section 2

II.2.1 Purpose

The Purpose of Sunrise Communications, Inc., operating as KZUM, shall be to create and operate non-commercial, community owned public radio to inform, entertain, educate and promote the free flow of ideas. Its goal is to increase ethnic and cultural awareness through diverse music, news and public affairs programming while striving for spontaneity and programming excellence both in

content and technique.

ARTICLE III
Membership

Section 1

III.1.1 Membership Criteria

A member shall be any person or household that has contributed the annual membership dues. Membership shall be open to any person, or household without regard to race, creed, sex, sexual orientation, age, income, handicap, or disability, education, national origin, or beliefs.

Section 2

III.2.1 Membership Terms

Membership is valid for one calendar year from the date of payment of the annual dues.

Section 3

III.3.1 Membership Dues

The annual membership dues are established by the Board of Directors. The manner of contributing the annual membership dues shall be specified so as to distinguish it from other contributions to the corporation.

ARTICLE IV
The Board

Section 1

IV.1.1 Board Membership

The Board of Directors shall consist of eleven (11) members of the corporation (except as allowed by Article IV.5.1.D), known as “Directors” or “Members of The Board”, who constitute the group hereinafter known as “The Board”. In addition, the board shall include the Administrator, known as the General Manager, as a non-voting, ex-officio member. These members shall have, and may exercise, all the powers of KZUM, except those powers reserved to KZUM by law, the Articles of Incorporation or these Bylaws. The Directors share power equally except where “Officers of The Board”, hereafter also known as “Officers”, have duties and powers delegated by these Bylaws or a Policy approved by The Board; Directors have the rights of presence for quorum, expression and vote, as well as administering the business of KZUM.

Section 2

IV.2.1 Officers of The Board of Directors

The following positions shall be referred to individually as “Officer” or collectively as “Officers of The Board”, or by the name of their role within The Board of

Directors:

- A) The Chair
- B) The Vice Chair
- C) The Treasurer
- D) The Secretary

Mandates and administrative responsibilities of the Officers of The Board shall be determined by The Board and recorded in a Policy approved by The Board.

Section 3 Terms

IV.3.1 Length of Terms

A) Director Positions

1. Directors of the Board shall serve for a term of three (3) years.

B) Officer Positions

1. A Director may serve as an Officer for a period of one (1) year.

2. A Director may serve in the same Officer position for as long as he/she is a member of the Board of Directors.

IV.3.2 Term Limits

A Director may serve on the Board for two (2) consecutive three (3) year terms after which the Director is not eligible for one (1) year.

Section 4

IV.4.1 Meetings

A) The Board of Directors shall meet at least once every two (2) months at a fixed time, place and day. Such meetings shall normally be held at the corporate office in Lincoln, Nebraska, but may be held at any location within the state.

B) Notice of the Board meetings shall be posted at the offices of the Corporation and shall be open to the public. Any person may request to be heard.

C) Quorum for the conduct of business by the Board of Directors shall be the majority of the sitting Board of Directors. Action by the Board shall be by majority vote of the number of Directors present.

Section 5

IV.5.1 Board Vacancies

A) Resignation. Any members of the Board of Directors may resign by giving written notice to the chair of the Board.

B) Recall. A Director may be recalled and removed from office in accordance with procedures set forth in the Bylaws under Article VI Section 4.2 Special Meetings.

C) Removal for Failure to Attend Meetings. A majority of the Directors then in office may vote to remove any Director who missed three (3) consecutive, regularly scheduled meetings, or who misses half, or more, of the regularly scheduled Board meetings in a one (1) year period, beginning December 1 of a given year.

D) The Board of Directors may fill any vacancy on the board for the balance of the unexpired term with a two-thirds majority vote of the board. If the number of directors falls below seven (7), the board shall fill any vacancies to reach a minimum number of seven (7) directors.

Section 6

IV.6.1 Liability of Members of The Board

Members of The Board shall not be personally liable for any debt, liability, or obligation of KZUM. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against KZUM may look only to the funds and property of KZUM for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from KZUM.

Section 7

IV.7.1 Standards of Care

Members of The Board shall perform their prescribed duties, including duties as a member of any committee on which a Member of The Board may serve. These duties shall be performed in good faith, in a manner that they believe to be in the best interest of KZUM, and with such care and due diligence, including reasonable inquiry, as a prudent person in a like situation would use under similar circumstances.

A person who performs the duties of a Member of The Board in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Member of The Board.

ARTICLE V Administration

Section 1

V.1.1 Rules of Meetings

The body of rules governing the proceedings of meetings shall be as prescribed in the current edition of Robert's Rules of Order Newly Revised.

These rules shall apply to any meeting of The Board, the Board-at-Large, Special Meetings, the Annual Meeting or any meeting designated as an official meeting

by The Board.

Section 2

V.2.1 Definition of Reasonable Notice

Reasonable Notice shall be deemed to be a minimum of ten (10) business days for in-person meetings. Notice shall be posted at the office of KZUM and/or broadcast publicly via radio broadcast or electronic communications.

Section 3 Quorum and Majority

V.3.1 Annual Membership Meeting

The Annual Meeting of the Corporation shall be held at a time and place by resolution of the Board of Directors. In no event shall the meeting be held later than October 3rd each year. Should the Board of Directors fail to designate any other date or place for the meeting, the meeting shall be held at the principal offices of the Corporation at 1:00 p.m. on the last Sunday before October 3rd.

V.3.2 Meetings of the Board

A) Quorum for the conduct of business by the Board of Directors shall be the majority of the sitting Board of Directors.

B) Action by the Board shall be by majority vote of the number of Directors present

Section 4 Meetings

V.4.1 Meetings of the Board of Directors

A) The Board of Directors shall meet at least once every two (2) months at a fixed time, place and day. Such meetings shall normally be held at the corporate office in Lincoln, Nebraska, but may be held at any location within the state.

B) Notice of the Board meetings shall be posted at the offices of the Corporation and shall be open to the public. Any person may request to be heard.

V.4.2 Special Meetings of Members

Special Meetings of Members may be called at any time by the Chair, Vice Chair or by two (2) or more Members of the Board or by written notice signed by at least 5% or 50 members, whichever is less. The Secretary of The Board shall provide reasonable notice of the date and time of the Special Meeting as well as organize for the method that will be used to conduct the meeting. Notice of the Special Meeting shall specify the purpose or purposes of the meeting and no business other than the stated purpose or purposes may be transacted during such meeting.

Section 5 Committees

V.5.1 Executive Committee

A) The Executive Committee shall consist of the Chair, Vice Chair, Secretary and Treasurer of the Board of Directors. The Executive Committee shall handle all emergency matters between regular Board Meetings and any other matter specifically delegated to it by the full Board of Directors.

B) The Executive Committee may consult, give guidance or instruction to the General Manager between regular or special Board meetings. The full Board of Directors shall adopt a procedure for the routine review of the Executive Committee decisions and may modify or reverse those decisions made by the Executive Committee.

V.5.2 Programming Committee

The Programming Committee shall serve as a resource for the Program Director and the Board of Directors, and may serve as a body of appeal for the programmers if and to the extent authorized by the Board of Directors. The Committee shall meet not less than once each quarter. The Committee shall be comprised of five (5) members. Two (2) members to be assigned by the Board of Directors, and three (3) members to be programmers, selected by fellow programmers. The elected members of the committee shall serve one-year terms. Nominations will be by the Program Director, during a time each Fall to be determined by The Committee. The voting shall take place by written ballot, distributed to all current programmers. Ballots are to be returned to the KZUM Business Office at a date and time determined by The Committee. Vacancies on The Committee may be filled by The Board.

V.5.3 Nominations Committee

The Nominations Committee will be charged with recruiting future members of the Board of Directors and any other special committees that may be formed by the Board of Directors. The Chair of the Nominations Committee will be appointed by the Board to serve a one-year term, which may be renewed by a majority vote of the Board. Members of this committee are selected by the Chair of the Nominations Committee and must be members of the Corporation at the time of their selection. All members of the Nominations Committee will serve a one-year term, which can be renewed at the discretion of the Chair of the Nominations Committee. Including the Chair, there should be a minimum of three and a maximum of five members on this committee.

The Nominations Committee shall strive to recruit potential members of the Board from diverse backgrounds including but not limited to race, gender, ethnicity, sexual orientation, age and physical ability.

ARTICLE VI
Amendments to Bylaws and Adoption of Policies

Section 1 Amendments to Bylaws

VI.1.1 Proposed Changes

All proposed changes to the Bylaws must be approved by a 2/3 vote of the Board of Directors and will become effective thirty [30] days after approval.

Section 2

VI.2.1 Adoption of Policies

The Board may approve Policies to clarify the powers delegated to The Board by these Bylaws. Such policies shall be for clarification of processes, procedures, methodology, duties, mandate, etc. only and shall not conflict with the letter or spirit of these Bylaws.

ARTICLE VII
Dissolution of Corporation

Section 1

VII.1.1 Dissolution of Corporation

In the event of dissolution or final liquidation, whether voluntary or involuntary, the balance, if any, of money received by KZUM from its operations after payment in full of all debts and obligations, shall be distributed to any non-profit corporation exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code as it now exists as chosen by a majority vote of The Board of Directors.