

BYLAWS

of

League Of Volunteer Enthusiasts (LOVE) of KDHX, Inc.

a proposed 501(c)(3) Nonprofit Corporation

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be the League Of Volunteers Enthusiasts of KDHX, Inc. (hereinafter the “League”). It may be also referred to legally by its acronym LOVE of KDHX, Inc.

ARTICLE II. CORPORATE PURPOSE AND VALUES

Section 1 – Nonprofit Purpose. LOVE of KDHX, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2 – Specific Purpose. The primary purpose of this League is to serve as a legally recognized auxiliary of the Double Helix Corporation d/b/a KDHX Community Media (hereinafter “KDHX”). As such, the League shall in consultation and coordination with the Executive Director and staff of KDHX, assist in identifying, developing, managing and supervising the skills and talents of the volunteers and Associate Members of KDHX; and to assist in executing those specified administrative and operational functions that KDHX relies upon these volunteers and Associate Members to accomplish. Finally, the League shall also serve as the collective body that shall oversee and protect the interests and rights of these same volunteer and Associate Members in their dealings with KDHX.

The League shall not displace the identified roles and responsibilities of the directors, officers, or employees of KDHX as stated in the bylaws of KDHX, but shall execute those duties and responsibilities that shall be identified in these bylaws as being the specific province of the League.

Furthermore, notwithstanding any action or statements of the Double Helix Corporation, the League is organized specifically to preserve the ability and power of its members to maintain an independent organization that will safeguard and defend the below-listed values of the League in the conduct and operations of the Double Helix Corporation. As such and separate from its role as an auxiliary, the League may undertake any additional purposes that its Board or its Members deem necessary or appropriate to the League’s continued operation as authorized by federal, state or local law.

Section 3 – Values of the Organization. The League shall act in all endeavors, actions and communications in accordance with the following values:

- A. KDHX shall epitomize a listener-supported, independent media and pursue a community-conscious approach in its radio programming.
- B. KDHX shall be antiracist in word and deed in all its operations and decision-making.
- C. KDHX shall strive for equity in theory and practice.
- D. KDHX shall celebrate the independence and creativity of local and noncommercial-focused arts and artists, as well as the diversity of St. Louis and the KDHX community.
- E. KDHX's management and oversight shall genuinely be representative of and responsive to all its stakeholders.
- F. KDHX shall operate with the dedicated belief that the involvement and integration of its volunteers in all aspects of its operations and governance is the most effective means to ensure the proliferation and promotion of these values.
- G. KDHX shall recognize the paramount importance of its volunteers and their contributions in the daily operations, planning, and strategic operations of the station and shall treat all volunteers and their concerns fairly and respectfully.
- H. KDHX shall be committed to dispersing key responsibilities in its operations with the volunteer force at its disposal.
- I. These values stated shall extend to the operations and conduct of this League as an independent auxiliary of KDHX and to all the League's activities and programs.

Section 4 – Nonprofit Nature of Corporate Activities. No part of the net earnings of this League shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this League 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 Article Two hereof. No substantial part of the activities of this League shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this League 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section 1 – Classes of Members. There shall only be one class of membership in the organization. The collective group of members shall be referred to as the General Membership.

Section 2 – Eligibility. Membership in the League shall be open to all natural persons dedicated to the preservation and perpetuation of KDHX as managed and governed in accordance with the stated purposes and values of this League.

Section 3 – Application. In order to apply for membership to the League, an eligible person may submit an application at any General Membership meeting. Following that initial meeting, that application shall be presented for consideration at the next regularly scheduled General Membership Meeting. Each applicant's nomination must be endorsed by two Current General Members in Good Standing. After discussion by the members, an applicant shall be considered a member if they receive a majority of the votes of those Current General Members in Good Standing present at that meeting, and they submit the required annual membership dues to the Treasurer.

Section 4 – Waiver of Membership Fees. The required annual membership fee may be waived for any applicant or any member by either the Executive Committee or the General Membership through a simple majority vote during the course of regular business.

Section 5 – Current Members and Members in Good Standing. Any current member in good standing shall have all the rights and privileges to participate in all corporate activities appropriate to all the members. While a member may not be suspended or otherwise terminated or expelled except under Section 5 and 6 of this Article, a member who does not remain either current or in good standing shall be limited in their ability to vote or otherwise fully participate in the League.

A Current Member is a member who is both:

- a. Up to date in their payment of any dues to the League as verified by the Treasurer; and
- b. Not currently employed by or serving as a director of KDHX Community Media or the Double Helix Corporation board

The League's Secretary shall have the power and responsibility to determine which members are current prior to each membership meeting and shall maintain a log of such members.

A Member remains in Good Standing if they are not currently suspended or have not otherwise been removed by the League.

A member who is either not current or not in good standing may still retain the right and is encouraged to attend General Membership meetings and otherwise participate in the League's activities, but that member shall not be able to participate in any formal votes or to run or maintain any office of the League.

Section 6 – Termination of Membership. A person's membership shall automatically end upon the death of that individual, or upon written resignation by that individual or their legal designee submitted to any officer of the League. A member who has been inactive by either failing to communicate with the League or by not participating in any League activities or meetings over any two-year period may also be terminated by a 3/5 majority vote of the General Membership at any regular or special meeting.

Section 7 – Suspension and Expulsion of a Member. Both the Board of Directors or the General Membership shall maintain the authority to suspend any member through 3/5 majority for any actions or statements that violate the values of the League, or for any other actions that violate these Bylaws or any other rules adopted by this League.

Upon suspension, the member will be referred to the League's Conflict Resolution and Appeal Procedures for further investigation or action. Such a member shall no longer be considered in "Good Standing." In no event shall suspension last longer than a year unless agreed upon by the parties in order to complete resolution.

The General Membership shall regularly determine if a member's status should be terminated and/or if the member should be expelled from the League. Members who have been terminated or expelled lose all rights, privileges and authority as members of the League.

To meet the requirements of this section, the Board of Directors shall establish a conflict resolution and appeal process consistent with Missouri state law to ensure that all suspensions, terminations, or expulsions are conducted in a fair and reasonable manner.

Section 8 – Reinstatement. Once an individual has been expelled, they may only be reinstated with a 3/5 vote of the General Membership.

Section 9 – General Membership Meetings. The League shall schedule and hold regular Membership Meetings at least once each calendar quarter. These Membership Meetings shall be open to all members and shall conduct all relevant business of the General Membership, including consideration of the approval and termination of members, the election of Officers, and the transaction of such other business as may properly come before the meeting. All Membership Meetings shall be held at such a place within or outside the State of Missouri as the Board of Directors shall have determined, which shall be stated in notice of such meeting.

Section 10 – Special Meetings of General Members. Special Membership Meetings may be called by a majority of the Board of Directors or by any of the Co-Chairpersons. Additionally, a member may call for a Special Meeting with a confirmation of support of ten percent (10%) of the Current Members in Good Standing. Business conducted at Special Meetings shall be limited to those agenda items identified in the notification. Special meetings shall be held at such place within or outside the State of Missouri as shall be designated in the notice of such special meeting.

Section 11 – Notice of Membership Meetings. Written or printed notice of each General Membership meeting, whether regularly-scheduled or special, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for such meeting, shall be delivered or given to each member of the League entitled to vote at such meeting, by electronic mail or by U.S. Postal Service, not less than twenty-one (21) days prior to such meeting. Notice may be waived by a Member either by attendance at the meeting or by written waiver to the membership committee.

Section 12 – Execution of Membership Meetings. Every Membership Meeting shall be convened by one of the Co-Chairpersons. Unless absent, the convening Co-Chairperson and the Secretary shall facilitate and take minutes, respectively, of each such meeting.

Section 13 – Quorum of Members. At all General Membership Meetings, 15 Members or 10% of the Members in Good Standing (whichever is less as determined by the Secretary at the commencement of the meeting) shall constitute a quorum at such a meeting. Meetings without a quorum may continue for information and discussion purposes but no binding decisions shall be made.

Section 14 – Proxies for Members. Proxies for Voting Members are allowed by submitting a letter to the Secretary that shall allow one (1) vote on each matter submitted to a vote at any meeting of the general membership. The individual granting the proxy is the one to sign and submit the proxy letter.

ARTICLE IV. BOARD OF DIRECTORS

Section 1 – Board Role, Size and Compensation. The Board is responsible for overall policy and direction of the League, and delegates responsibility of day-to-day operations to the committees. The Board is beholden to the General Membership and serves at their behest. The Board shall be composed of the Officers elected by the General Membership and shall be Members in Good Standing of the League. Directors shall receive no compensation other than reimbursement for reasonable and documented expenses.

Section 2 – Terms. The terms of the Directors are the terms of the Officers.

Section 3 – Board Elections. The elections of the Directors are the same as elections of Officers.

Section 4 – Meetings and Notice. The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Director have written notice by letter or email at least three weeks in advance. In addition, any of the Chairpersons may call a special or emergency meeting at any time with ten days notice to the rest of the Board.

Section 5 – Quorum. Unless otherwise specified herein, the presence of a majority of the incumbent Directors (including at least two of the Chairpersons) shall constitute a quorum for the transaction of business at any meeting of the Board. The presence of a quorum is necessary for the transaction of business at all meetings of the Board and for any matters submitted to a vote at meetings of the Board.

Section 6 – Remote Communication for Meetings. Any meeting of Directors may be conducted solely by one or more means of remote communication through which all Directors may participate in the meeting, if notice of the meeting is given as described in Section 4 and if the number participating is sufficient to constitute a quorum as described in Section 5. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 7 – Action without a Meeting. Upon initiative of any two of the Co-Chairpersons, an action that may be taken at a regular or special meeting may be taken without a meeting if the Secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Section 8 – Open Meetings and Confidentiality. Business of the Board shall be conducted openly and transparently. General Members of the League will be notified and invited to all board meetings. Members of the general public, including employees, may request to attend Board Meetings and the Board shall reasonably honor all such requests. In special and limited matters, the Board reserves the right to hold Executive Sessions during a Board Meeting that will not be recorded or otherwise open to the public, but such sessions must be approved specifically by a simple majority vote of the Board. The Board may also authorize anonymous votes by the Board on certain matters by the same simple majority vote. All Board Meetings shall begin with a mandatory open comment period.

Section 9 – Parliamentary Procedure. Where Parliamentary Procedures are not covered by these Bylaws, strict Parliamentary Procedures may be invoked by the person chairing the meeting, Robert’s Rules of Order, New Revised shall be followed. The Secretary or their designee shall serve as the designated Parliamentarian for the Board, to assist the Board in following these Bylaws, Parliamentary Procedures and Robert’s Rules of Order.

ARTICLE V. OFFICERS

The Officers of this League shall be three Co-Chairpersons, the Secretary, and the Treasurer. Officers shall be elected by the General Membership and shall be Members in Good Standing of the League.

Section 1 – Chairpersons. The Chairpersons shall establish a rotation and designate one Chairperson to serve as the lead Chairperson for each calendar quarter. During that quarter, the lead Chairperson shall convene and facilitate regular Board and General meetings (scheduled or otherwise), set each meeting’s agenda, and ensure all legal requirements for meetings of the organization are met. The Co-Chairpersons shall also serve together on the Executive Committee. The Chairpersons are overall responsible for the operations of the committees. A Chairperson or designee shall attend all Double Helix Board Meetings as representative of the League. They should advocate for the League’s concerns and policies. Unless the General

Membership elects or appoints a spokesperson, the Chairpersons or their designee shall act as spokespeople for the League.

Section 2 – Secretary. The Secretary shall be responsible for attending all Board meetings and General Membership meetings. The Secretary shall record all votes as well as oversee the taking of the minutes at all Board meetings. The Secretary is also responsible for sending out meeting announcements, distributing copies of minutes, and the agenda to each Director or Member as appropriate, and assuring that corporate records are maintained. In the absence of or in addition to the Secretary, the Board may appoint an Assistant Secretary (need not be a Director) to give Notice or keep the votes and minutes at a meeting.

Section 3 – Treasurer. The Treasurer shall be overall responsible for the management of the League’s finances and to make a report at each Board and each General Membership meeting. The Treasurer is responsible for overseeing the preparation of the annual budget. The Treasurer shall prepare the annual income tax return for the fiscal years in which the Treasurer held office at that year’s end. The Treasurer shall coordinate with a third-party tax preparer as deemed necessary by the board. The Treasurer shall also help develop fundraising plans, make financial information available to members of the League and the general public in accordance with all applicable federal and state laws; and ensure that all appropriate financial records are maintained.

Section 4 – Election of Officers. Elections of Officers will be conducted by the General Membership at the first meeting of the calendar year. Co-Chairpersons shall serve three-year terms and may be re-elected for no more than two consecutive terms. The Treasurer and the Secretary shall serve two-year terms and may be re-elected for no more than three consecutive terms. This limitation may not be waived.

To ensure the continuity of the Board’s functions, terms will be staggered. One Co-Chairperson shall be elected each year, with either the Secretary or the Treasurer also elected that year.

In the first year of the League, the General Membership shall elect all the officers, but shall designate the ending year for all positions.

Section 5 – Election Procedures. All elections to the League’s Board of Directors shall be conducted in the following manner:

- A. Elections shall be conducted by written or electronic ballots mailed or provided to the Current Members in Good Standing as determined by the Secretary of the League or their designee on the date of notification.
- B. Such ballots shall contain (i) the names of each qualified nominee, (ii) the beginning year of the three (3) year term of the nominees, and (iii) the date and time by which ballots must be received by the Secretary of the League or his or her designee to be counted.
- C. The Board of Directors may adopt such rules and regulations governing the elections of Directors as they deem necessary and appropriate, from time to time.

Section 6 – Removal of Officers. An Officer may resign from that position by informing any of the Chairpersons in writing. Either the Board or General Membership may remove an Officer from that position for any reason by a 3/5 majority vote at any meeting.

Section 7 – Vacancies. If a vacancy occurs among the five officer positions, then the General Membership will nominate and elect an eligible member for that position at the next scheduled General Membership meeting. If over half the term remains, then that term shall be considered as a full term within the term limits of the position.

ARTICLE VI. COMMITTEES

Section 1 – Committees. The Board or General Membership shall create standing or ad hoc committees as needed. These entities may only grant a Committee those responsibilities which fall under the purview of the League. Upon formation of a Committee, the League shall establish the scope and authority. For ad hoc Committees, it shall establish the time of existence.

Section 2 – Committee Facilitators. The Board will designate at least two Committee Co-Facilitators at the time that it forms a Committee, or when a vacancy of that position occurs. A Committee Facilitator answers directly to the Board and the Board may remove a Committee Facilitator with a majority vote at any Board Meeting. The Board shall publish the role, responsibilities, authorities, and duties of each Committee and Committee Facilitator not otherwise published in these Bylaws. In addition, one of the three Co-Chairpersons shall serve as the liaison with each Committee and is responsible for ensuring that they or another Director attend every Committee meeting.

Section 3 – Committee Membership. The Secretary is responsible for maintaining a log of all Committee participants as compiled by the Committee Facilitators.

ARTICLE VII. DISSOLUTION

Section 1 – Method. At any time, either the Board or the General Membership may initiate action at either a regularly-scheduled or special meeting to dissolve this League, but the decision to dissolve must pass with a majority of both the Board and the whole of the General Membership in accordance with all provisions of these Bylaws.

Any vote by the General Membership to dissolve the League shall be conducted by electronic ballot. Ballots shall be distributed to all Current Members in Good Standing and accompanied by notification and any comments by the Board on the rationale for dissolving.

Section 2 – Disposition of Assets. Upon the dissolution of the League, its assets shall be distributed towards one or more exempt purposes as defined within Section 501(c)(3) of the Internal Revenue Code, or within the corresponding section of any future federal tax code. The General Membership may identify one or more charitable or not-for-profit organizations whose mission is aligned with the League's purpose and mission. Final disposition shall be made by a vote of the General Membership at a scheduled meeting. Alternately, the League's assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: CONFLICT OF INTEREST POLICY AND COMPENSATION

Section 1 – Purpose. This policy is implemented for the purpose of avoiding any conflict of interest between the corporate interests of this League, and any of its Board of Directors, employees, advisors or other affiliated individual’s personal, professional, or business interests. This policy shall extend to any conflicts of interest with the Double Helix Corporation.

Section 2 – Obligation. Directors, Officers, advisors, employees, and Members of this League have a duty to act in good faith toward the League and should avoid all conflicts of interest as well as the appearance of any conflicts of interest. A conflict of interest arises whenever a Director, Officer, advisor, employee or Member has a material, financial, or personal interest in a proposed League transaction. A financial interest may be direct or indirect, and it may also include substantial gifts or favors, as well as money. This obligation extends to any possible conflicts with KDHX Community Media or the Double Helix Corporation.

Section 3 – Disclosure. All Directors, Officers, advisors, employees, and Members shall disclose any interests that they or a family member have in other entities where it is foreseeable that the League may enter into any business dealings with the entity.

Directors and Officers shall disclose any actual or possible conflicts to the Speaker or Speaker Pro Tempore as such situations may arise. When a Director or Officer has an interest in a transaction being considered by the Board, he or she shall disclose that interest before the Board takes action on the matter. The Director or Officer shall not be present in the meeting while the matter is being considered. The minutes of the meeting will reflect that a conflict-of-interest disclosure was made, and the affected Director or Officer was absent from deliberations and voting.

When an employee or associate of the League has a conflict of interest, they shall immediately notify the Executive Coordinator and/or the Speaker. That authority shall then decide the appropriate level of distance between the employee and the action or decision which created the conflict.

Section 4 – Penalties for Failure to Disclose. The Board shall adopt and publish its penalties for a failure to observe the League’s conflict of interest policy within its Manual of Policy and Procedures. These penalties should be graduated but shall include removal, dismissal and prosecution as appropriate. Each Director, Officer, employee, and advisor will review and sign a memorandum annually stating they are aware of the conflict-of-interest policy and the penalties for failure to follow this policy.

Section 5 – Compensation. The League shall make or pay no compensation, loan or other payment to any Officer or Director of the League in their capacity as such, but may pay to an Officer or Director as reasonable compensation for goods or services rendered, or as reasonable reimbursement for authorized expenditures incurred on behalf of the League. Nor shall any part of the League’s assets or net earnings, current or accumulated, shall ever be distributed to or divided among such persons or private individuals, pursuant to the provisions of Section 501(c)(3). This paragraph shall not bar the payment or compensation of the League to its employees, nor shall it bar appropriate non-cash gifts made by the Board in recognition of superior service or achievement that may be allowed by federal or state law.

Section 6 – Annual Report. The Board is responsible for publishing a report on all compensation the League has remitted to all employees and contractors.

ARTICLE IX. INDEMNIFICATION

Section 1 – General. The League shall, to the extent legally permissible, indemnify each of its Directors, Officers, General Members, and any employees against all liabilities and expenses, including amounts paid in satisfaction or compromise of judgments, fines and penalties, and counsel fees, reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal in which the indemnified parties may be involved or with which the indemnified parties may be threatened while in office or thereafter, by reason of being or having been such a Director, Officer, General Member, or employee, or by reason of any action or omission in any such above-described capacity; except with respect to any matter as to which such indemnified party shall have been finally adjudicated in any action or proceeding not to have acted in good faith in the reasonable belief that action was in the best interest of the organization, or if otherwise prohibited by law.

Section 2 – Expenses. Expenses, including counsel fees reasonably incurred by any such Director, Officer, General Member, or employee in connection with the defense or disposition of any such action, suit or other proceeding may be paid by the League in advance of the final disposition thereof upon receipt of an agreement by such individual to repay the amount paid by the League if he or she be adjudicated to be not entitled to indemnification in accordance with the standards set forth above. The right of indemnification hereby provided will not be exclusive of or affect any other rights to which any Director, Officer, General Member, or employee may be entitled. Nothing contained herein shall affect any rights to indemnification to which the organization's employees may be entitled by contract or otherwise under law.

As used in this Article, a Director, Officer, General Member, and employee may also include their respective heirs, executors or administrators.

Section 3 – Insurance. The organization shall obtain one or more policies of insurance covering any liability it may incur hereunder and may pay any premiums required thereon. The maintenance of any such insurance policy shall not relieve this League of any obligation hereunder except that the proceeds of any such policy may be used to reimburse the League for any payments made to any indemnified party, pursuant to this Article.

ARTICLE X. BOOKS AND RECORDS

The League shall keep complete books and records of account and minutes of the proceedings of the Board of Directors and the General Membership.

ARTICLE XI. AMENDMENTS

Section 1 – Authority. The General Membership reserves its right to be sole authority to amend the Bylaws.

Section 2 – Method. In order for the Bylaws to be amended, either the Board of Directors or the General Membership must propose the language to be amended through a simple majority vote

at a scheduled meeting of that body. Once the language of the amendment is agreed and voted on, then the Secretary will ensure that a properly worded resolution to adopt such an amendment is submitted in writing to all members not less than one (1) month before the general membership meeting at which voting on such is conducted. The vote may be taken at a Special General Membership Meeting so long as the requirements for such a meeting described above are met. In order for an amendment to be approved and adopted, the General Membership must approve it by a 3/5 majority vote of the Current Members in Good Standing.

ARTICLE XII. POLICIES AND PROCEDURES

The Board of Directors shall ensure the publication of a Manual of Policies and Procedures to include relevant policies and procedures not otherwise covered in the Charter or in the Bylaws. The Board will codify this manual within its second year of operation and will review this manual every other year to ensure all Policies and Procedures are consistent with the Bylaws of the organization and include all policies and other resolutions adopted by the Board and/or the League during the period since the last review.

ADOPTED AND APPROVED on this 15th day of December, 2023.

In witness whereof, the Corporate Secretary has hereunto subscribed their name this 15th day of December, 2023.

Jeff Corbin
(name of Secretary)

(signature)