

ARTICLES OF INCORPORATION

AND

CONSTITUTION

AND

BY-LAWS

ILLINOIS PUBLIC BROADCASTING COUNCIL

AS AMENDED JULY 31, 2024



ILLINOIS PUBLIC BROADCASTING COUNCIL  
BY-LAWS

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# **ILLINOIS PUBLIC BROADCASTING COUNCIL BY-LAWS**

## **ARTICLE I – PURPOSE, MEMBERSHIP AND GOVERNANCE**

### **Section 1:**

The name of this organization shall be Illinois Public Broadcasting Council, hereafter known as the “Council”.

### **Section 2: Purposes**

Pursuant to State of Illinois Public Act 84-1040, effective November 26, 1985, the Illinois Public Broadcasting Council shall engage in activities which shall be exclusively charitable, scientific, literary, and educational within the meaning of Section 501c3 of the Internal Revenue Code of the United States. The activities of the council shall consist primarily of encouraging non-commercial educational telecommunications, by radio, television, or other means, and to engage in such other activities that shall extend and promote the use of educational telecommunications programming within Illinois.

### **Section 3: Membership**

The Illinois Public Broadcasting Council shall consist of organizations or institutions which are licensees of public broadcasting stations and whose activities are consistent with the purposes of the Illinois Public Broadcasting Council as defined in Article I, Section 2.

The initial member organizations of the Illinois Public Broadcasting Council are:

1. Board of Trustees, Southern Illinois University (WSIU-FM)
2. Board of Education, City of Chicago (WBEZ-FM)
3. Northern Illinois University (WNIU-FM)
4. Board of Trustees, Southern Illinois University (WSIE-FM)
5. Western Illinois University (WGLT-FM)
6. Illinois State University (WGLT-FM)
7. Bradley University (WCBU-FM)
8. Augustana College (WVIK-FM)
9. Sangamon State University (WSSR-FM)
10. Board of Trustees, University of Illinois (WILL-AM)
11. Board of Trustees, University of Illinois (WILL-FM)
12. Chicago Educational Television Association (WTTW-TV)



13. Board of Trustees, City Colleges of Chicago (WYCC-TV)
14. Black Hawk College (WQPT-TV)
15. Board of Trustees, Southern Illinois University (WUSI-TV)
16. Illinois Valley Public Telecommunications Corporation (WTVP-TV)
17. West Central Illinois Educational Telecommunication Corporation (WMEC-TV)
18. Board of Trustees, Southern Illinois University (WSIU-TV)
19. Board of Trustees, University of Illinois (WILL-TV)

The following organization was admitted into membership in the Illinois Public Broadcasting Council on December 11, 1987.

20. Board of Trustees, Eastern Illinois University (WEIU-TV)

The following organization was admitted into membership in the Illinois Public Broadcasting Council on August 6, 1988.

21. Board of Trustees, College of DuPage (WDCB-FM)

Current Member Organization as of July 1, 2024, are as follows:

1. Board of Trustees, Southern Illinois University (WSIU, WMEC)
2. Chicago Public Media (WBEZ)
3. Board of Trustees, Northern Illinois University (Northern Public Radio)
4. Board of Trustees, Western Illinois University (Tri States Public Radio, WQPT)
5. Board of Trustees, Illinois State University (WGLT)
6. Board of Trustees, University of Illinois at Urbana/Champaign (Illinois Public Media)
7. Board of Trustees, University of Illinois at Springfield (NPR Illinois)
8. Board of Trustees, Augustana College (WVIK)
9. Board of Trustees, College of DuPage (WDCB)
10. Illinois Valley Public Telecommunications Corp (WTVP)
11. Board of Trustees, Eastern Illinois University (WEIU)
12. Board of Trustees, Bradley University (WCBU)
13. Window to the World Communications (WTTW/WFMT)

#### **Section 4: New Members**

Additional organizations or institutions meeting criteria as established in Article I, Section 3 shall be eligible for membership and shall be accepted for membership upon application to the Council, provided such application sufficiently demonstrates compliance with said criteria.



## **Section 5: Governance**

The activities of the Council shall be governed by a board of Directors in accordance with these By-Law, the Articles of Incorporation, the Illinois General Not for profit Corporation Act, and such other state and national statutes and regulations as may apply.

## **ARTICLE II – BOARD OF DIRECTORS**

### **Section 1: Authority**

The Board of Directors shall set the policies of the Council, and shall constitute the final corporate authority. All operations of the Council shall be subject to review by the Board of Directors.

### **Section 2: Membership**

The Board of Directors shall consist of one representative per public broadcasting station named in Article I, Section 3; and such representative shall be the chief broadcasting executive, or a designee appointed by the chief executive officer of the member institution that is the licensee of each station.

### **Section 3: Ex Officio Members**

Ex Officio non-voting members of the Board of Directors may be appointed from time to time by a two-thirds majority vote of the Directors, as may be necessary or convenient for the purposes of the Council.

### **Section 4: Meetings**

- Annual meeting. The Board shall meet at least once each year. The annual meeting shall include as items of business the election of directors, election of officers, and the review and approval of financial and operating reports from the committees of the Board.
- Other meetings. The Board shall meet quarterly and may hold other meetings from time to time as may be necessary or convenient for the conduct of the Council's business.
- Special meetings. Special meetings of the Board of Directors may be called by resolution of the Executive Committee or by request of any four directors.
- Public access. All meetings of the Board of Directors, Executive Committee, and other committees of the Council shall be held in compliance with the Open Meetings Act of the State of Illinois.

### **Section 5: Quorum**

A quorum shall consist of a simple majority of the voting members of the Board of Directors.

### **Section 6: Procedure**

Procedures of the Board of Directors not specified in these By-laws or by statute shall follow Robert's Rules of Order, Newly Revised, 1970.



## **Section 7: Committees**

- Executive Committee. An Executive Committee, elected by the Board from its members, shall consist of at least five members and shall include the officers of the Board and the immediate past-President. Between meetings of the Board of Directors, the Executive Committee shall be authorized to act on behalf of the Board in the conduct of all business necessary or convenient to implement or carry out the purposes of the Council.
- Other Committees. The President shall have the right to appoint such other committees as are necessary or convenient to carry out the Council's purposes.

## **ARTICLE III – OFFICERS**

### **Section 1: Election**

The Board of Directors shall, at the annual meeting, elect a President, Vice-President for Radio, Vice-President for Television, Secretary, and Treasurer. Such officers shall serve until the next annual meeting subject to any further action by the Board of Directors. All officers will serve at the pleasure of the Board of Directors, and the Board of Directors shall have the authority as they deem necessary by election to terminate and replace any officers. No officer shall serve more than four consecutive years in the same position. All officers shall be qualified members of the Board of Directors as defined in Article II, Section 2.

### **Section 2: President**

The President shall have the authority to conduct the business of the Council in accordance with policies established by the Board of Directors. The President shall preside at all meetings of the Board of Directors and Executive Committee. The President shall hold such other responsibilities as may be incident to the office or as may be assigned from time to time by the Board of Directors.

### **Section 3: Vice-President**

- a. The Vice-President for Television shall perform such television related and other duties as may be assigned from time to time by the President acting for the Board of Directors.
- b. The Vice-President for Radio shall perform such radio related and other duties as may be assigned from time to time by the President acting for the Board of Directors.
- c. A Vice-President to perform all the duties of the President, and, in so acting, to have all the powers of, and be subject to all restrictions upon, the President, shall be designated at the request of the President or in the absence of the President, at the request of the Board of Directors or the Executive Committee.

### **Section 4: Secretary**

The Secretary shall act as Secretary of all meetings of the Board of Directors, the Executive Committee, and of affiliate groups as appropriate. The Secretary shall keep the minutes of such



meetings in the proper book or books to be provided for that purpose. The Secretary shall see that all notices required to be given by the Council are duly given and served.

#### **Section 5: Treasurer**

The Treasurer shall be responsible for the financial books, records, and papers of the Council; shall see that all reports, statements, and other documents are properly kept and filed; and shall perform all other duties as may from time to time be assigned by the President acting for the Board of Directors. The Treasurer shall have annual audits performed by certified public accountants, as required by state or federal laws.

#### **Section 6: Other Officers and Staff**

The Board may from time to time appoint other officers and staff as may be necessary or convenient for the conduct of the Council's business.

### **ARTICLE IV – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **Section 1**

Any and all of the Council's directors and officers or former directors or officers or any person who may be served at the Council's request or by its elections as a director or officer of another corporation shall be indemnified against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them are made parties, or a party by reason or having been directors or a director of the Council, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

### **ARTICLE V – FINANCIAL OBLIGATION OF PARTICIPATING INSTITUTIONS**

#### **Section 1**

Each participating institution will be obligated to pay as dues an equal pro-rata portion of the Council's expenses for required filings with the State of Illinois under the Illinois General Not For Profit Act and other organizational expenses as approved by the Board of Directors.

### **ARTICLE VI – WITHDRAWAL**

#### **Section 1**

A participating institution may withdraw from the Council upon giving ninety (90) days notice. All obligations agreed to prior to the date of withdrawal shall remain in force unless nullified or modified by specific action of the Board of Directors.





## **ARTICLE VII – AMENDMENT OF THE BY-LAWS**

### **Section 1: Restrictions**

Amendment of these By-Laws affecting the representatives of participating institutions, as described in Article II, Section 2, or their rights, privileges, or obligations, shall be by two-thirds vote of the Board of Directors.

### **Section 2: General**

Amendment of all other By-Laws, or any or one or more provisions thereof, may be enacted by majority vote of the full Board of Directors at any duly constituted meeting.

### **Section 3: Notice**

Notice of proposed amendments to the By-Laws shall be distributed to members of the board at least ten (10) working days prior to the meeting at which action is intended.