

ILLINI MEDIA COMPANY BYLAWS

ARTICLE 1 — NAME

The name of the corporation shall be Illini Media Company and it may be referred to as “IMC” for purposes of identification where the full legal name is not required.

ARTICLE II — REGISTERED OFFICE & AGENT

Illini Media Company shall have and continuously maintain a registered office in the State of Illinois and a registered agent whose business office is identical with such registered office.

ARTICLE III – DEFINITION & PURPOSES

Illini Media Company is a tax-exempt, nonprofit, autonomous, publicly supported organization. Illini Media Company’s purposes shall be to publish and distribute a news media network, to broadcast programming over an FCC-allocated frequency and to educate University of Illinois students in the field of mass communications, and to educate University of Illinois students in the field of mass communications with real-world work experience on our student-led properties.

No part of Illini Media Company funds or property shall inure to the benefit of, or be distributable to its Board of Directors, officers, staff members or other private individuals. Illini Media Company shall be authorized and empowered to pay reasonable compensation for services rendered by employees and contributors and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of Illini Media Company’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Illini Media Company shall not participate, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, Illini Media Company shall not carry on any other activities not permitted (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Illini Media Company shall at all times conform to all provisions of law, both state and federal, and regulations which may from time to time be issued by the Internal Revenue Service.

ARTICLE IV — MEMBERSHIP

Illini Media Company shall have no members.

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers:

Illini Media Company shall be governed, managed, controlled and conducted by and under the supervision of its Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall be responsible for enabling achievement of Illini Media Company's purposes by establishing goals and policies, providing and managing resources, approving programs and assuring Illini Media Company's compliance with applicable statutory, regulatory and accreditation standards.

The Board will appoint the editor of The Daily Illini, the editor of The Illio, the program director of WPGU, taking into consideration the recommendation of the Chief Executive Officer. The Board will delegate to the Chief Executive Officer the responsibility for hiring managers for all properties and departments within the business office and such other officers and employees as the Board may determine. No Board-appointed employee will be discharged without prior notice of specific charges nor without a hearing by the full Board.

Section 2. Number of Directors:

Illini Media Company shall be governed by a Board of Directors consisting of 10 to 15 members, chosen with a good faith effort to represent the diversity of University of Illinois students, faculty, staff, alumni and the communities of East Central Illinois.

Section 3. Term of Service:

At each Spring Meeting of the Board of Directors, one-third of the directors shall be elected for a term of three years and shall hold office until their successors are duly elected. Except as provided below, In addition, to the extent that a director with a remaining term of one or two years at the time of the Annual Meeting has resigned, died or otherwise been removed, a director shall be elected to fulfill the remainder of such term. Directors shall assume their responsibilities at the annual summer meeting of the Board of Directors following their election.

Section 4. Nomination and Election:

Except with respect to the filling of any vacancy, the members of the Board of Directors shall be elected at the Spring Meeting. The Nominating Committee shall present a single slate of candidates for officer positions and new directors at least 15 days prior to the Annual Meeting by mail, personal delivery or electronic transmission. Nominations may be accepted from any member of the Board of Directors at the Annual Meeting, provided the person being nominated has agreed to serve if elected.

Section 5. Election of Student Members:

Student members will be elected to the Board of Directors by the members of the Board. At least two members will be elected annually for a term of one or two years, depending on their year in school. The student members will be University of Illinois students in good standing.

Section 6. Compensation:

All members of the Board of Directors and its officers shall serve without pay, but may, upon request and approval of the Board, be reimbursed for expenses incurred and approved by the Board of Directors. Directors are expected to make an annual financial contribution to the IMC. Student directors are not expected to make this contribution.

Section 7. Vacancies:

Upon the resignation or removal of any Director, if the vacancy thereby created occurs more than 90 days prior to an Annual Meeting, the Board of Directors shall elect a successor recommended by the Nominating Committee. Said candidate shall serve until the next Annual Meeting at which said vacancy shall be filled. Vacancies of less than 90 days may be filled, at the discretion of the Board of Directors.

Section 8. Removal of Directors:

It is assumed that members of the Board of Directors will attend every meeting of the Board. If a director misses two meetings consecutively they will be found to be “Not in Good Standing.” Members “Not in Good Standing” may be ineligible to vote during board meetings at the discretion of a simple majority of the board members in good standing. A Board member who frequently misses board meetings will resign. Extenuating circumstances, such as illness, may be taken into consideration.

In addition, if, in the opinion of two-thirds of the members of the Board of Directors, a director is no longer capable of carrying out the purposes of the organization, they may be voted off the board.

ARTICLE VI — OFFICERS

Section 1. Officers:

Officers of Illini Media Company shall consist of a President, Vice President, Secretary, and Past President, each of whom shall be elected to serve annually from among the members of the Board of Directors, by the Board of Directors at the Annual Meeting of the Board, and the Chief Executive Officer and this individual shall be a non-voting officer of the Corporation.

Section 2. Term of Office:

Each officer shall be elected for a term of one year or until a successor shall have been duly elected or until their earlier death, resignation or removal. There will be no limit on the number of terms an officer can hold an office.

Section 3. Vacancies:

Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors, provided that a notice in writing shall be mailed or transmitted electronically to all Directors at least 10 days before said meeting, which notice shall state the substance of the action proposed to be taken. Said officers shall hold their respective offices until their successors are elected. Election of any person as an officer shall not create or result in any contract or employment rights in favor of such person.

Section 4. President:

The President shall be the principal executive officer of the Board of Directors and shall, in general, supervise and direct all of Illini Media Company’s business and affairs. The President shall preside at all meetings of the members of the Board of Directors and of the Executive

Committee. The President shall sign with the Secretary or any other proper officer of Illini Media Company thereunto authorized by the Board of Directors, all contracts, deeds and other instruments which the Board of Directors may authorize to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of Illini Media Company or shall be required by law to be otherwise signed or executed; shall appoint all committees, subject to the approval of the Board of Directors and in general perform all duties incidental to the office of the President and such other duties as may be prescribed from time to time by the Board of Directors. The President shall have primary oversight of the duties and performance of the Chief Executive Officer. In addition, the President shall perform the duties of the Past President in his or her absence or disability.

Section 5. Vice President:

The Vice President shall perform the duties of the President in his or her absence or disability, and in such case shall act in the President's place on all committees on which the President is a member. The official execution of any instrument by the Vice President shall have the same force and effect as if it were executed by the President. The Vice President shall normally become President of the Board of Directors following the conclusion of the President's term of office, upon confirmation by the Board of Directors.

Section 6. Secretary:

The Secretary shall keep a record of the proceedings of the Directors' meeting and shall sign all such instruments of contract and conveyances as are required to be signed by the President. The Secretary shall prepare and keep, or cause to be kept, such books as the Board of Directors may from time to time determine to be necessary for the proper conduct of Illini Media Company's business, which books shall be at all times open to the inspection by the Board of Directors. The Secretary, with the assistance of the Chief Executive Officer, shall prepare and present to the Board of Directors at any time such general or special reports as they may desire and request.

Section 7. Chief Executive Officer:

The Board of Directors may hire a Chief Executive Officer who shall carry on the day-to-day business of Illini Media Company. The Chief Executive Officer shall serve as the chief administrative officer of Illini Media Company shall have responsibility to administer and coordinate the financial affairs of Illini Media Company, including the investment, allocation and distribution of the Illini Media Company's assets in accordance with Illini Media Company's existing policies. The Chief Executive Officer shall disburse the funds of Illini Media Company when proper to do so, making proper vouchers for such disbursements and shall tender to the President and Directors, whenever required, an account of all transactions as Chief Executive Officer and the financial condition of Illini Media Company, shall have such other powers and duties as shall be specifically assigned by the Board of Directors and as detailed in the Chief Executive Officer's position description. The Chief Executive Officer shall serve at the pleasure of the Board of Directors and shall attend the Board of Directors' meetings but shall have no vote. The compensation of the Chief Executive Officer shall be as determined by the Board of Directors.

The Chief Executive Officer shall be a non-voting, ex-officio member of the standing committees of Illini Media Company and shall be responsible for ensuring that such committees meet as

needed. The Chief Executive Officer is authorized to sign contracts with the approval of the Board of Directors and may accept gifts on behalf of Illini Media Company in accordance with established policies.

ARTICLE VII — MEETINGS

Section 1. Meetings:

There shall be an Annual Meeting of the Board of Directors to be held in east central Illinois at such time as the Board of Directors deems appropriate. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed from time to time by the Board of Directors.

Section 2. Special Meetings:

Special meetings of the Board of Directors shall be held upon notice in writing which shall be sent to said Directors at least five days before said meeting and may be called by the President or any three members of the Board of Directors.

Section 3. Notice of Meetings:

Written notice of regular meetings shall be provided to the Directors five days prior to the meeting. This notice may be delivered personally, mailed or transmitted electronically to each Director at his or her address as it appears on the records of the corporation.

Section 4. Executive Session:

It is the intent of Illini Media Company to conduct its business in open session whenever possible. The President, however, shall have the authority to call an executive session to deal with any and all situations that are of a confidential nature. An executive session may be called by, or at the request of, the President or any three Directors. All Directors are entitled to attend executive sessions and other persons may attend at the invitation of the President or any three Directors.

ARTICLE VIII — QUORUM

A majority of the Directors currently serving shall constitute a quorum at a meeting of the Board of Directors. A Director may participate at any meeting via conference call, web camera or other electronic medium in which the Director can hear all other Directors and all other Directors may hear such Directors.

ARTICLE IX — VOTING

Each Director shall have one vote. Voting by proxy shall not be permitted. In unusual circumstances when a meeting of the Board of Directors is not possible or practical, Directors may vote by mailed response or electronically. If the vote takes place via email, that action can only be used as a guide and must be confirmed at the next meeting of the Board of Directors at which a quorum is present. Electronic voting that is conducted so that all members can hear and/or see all other members and can participate in the discussion is acceptable as the final vote, assuming a quorum is present.

ARTICLE X — EXECUTIVE COMMITTEE

The Executive Committee shall include four voting members, the President, Vice President, Secretary, Past President, and one non-voting member, the Chief Executive Officer. The Executive Committee shall, between the meetings of the Board, exercise all of the powers of the Board of Directors except the election of new members of the Board of Directors as provided in Article V. All actions of the Executive Committee shall be reported at the next meeting of the Board, which shall follow any action taken, and shall be approved or disapproved by the Board of Directors, but the disapproval thereof shall not constitute a rescission or rejection thereof, unless the acts so disapproved have not yet been performed or may be rescinded without impairment of rights arising from reliance thereon.

ARTICLE XI — ADDITIONAL COMMITTEES

Except as provided below, the President shall annually appoint the chair (from the Board of Directors) and committee members (who may be non-board members) to the following standing committees:

Section 1. Budget:

The Budget Committee, along with the Chief Executive Officer, shall be responsible for the creation of, and adherence to, the annual budget. Members of the Executive Committee shall constitute the membership of the Budget Committee.

Section 2. Nominating:

Prior to the Annual Meeting and as vacancies arise, the Nominating Committee shall propose candidates to serve as Directors and secure their commitment to serve. Members of the Executive Committee shall constitute the membership of the Nominating Committee. The Nominating Committee shall be chaired by the Past President.

Section 3. Personnel:

The Personnel Committee shall address appropriate staffing issues including compensation. Members of the Executive Committee shall constitute the membership of the Personnel Committee. The Personnel Committee shall be chaired by the Past President. At the discretion of the committee chair, additional Directors can be added to the Personnel Committee on an ad hoc basis.

Section 4. Ad Hoc Committees:

Ad hoc committees may be formed to serve a specific mission and will exist until that mission is completed or until the Board of Directors ends its existence. Ad hoc committee chairs shall be selected from among the Board of Directors by the Board President. Each ad hoc committee shall keep a written record of its meetings and submit final report upon the conclusion of its business to the Board of Directors.

In addition, the Board of Directors is empowered to establish committees to carry out the work of the organization.

ARTICLE XII — FINANCIAL ADMINISTRATION

Section 1. Fiscal Year:

Illini Media Company's fiscal year shall be from August 1 to July 31, unless otherwise fixed and directed by a resolution adopted by the Board of Directors.

Section 2. Annual Audit:

At the conclusion of each fiscal year, Illini Media Company's books may be subject to examination and audit by a certified public accountant licensed by the State of Illinois and the report of said audit shall be reported to and examined by the Board of Directors at its next meeting, accepted by vote of the Board of Directors and filed with the appropriate entities.

Section 3. Contracts:

The Board of Directors may authorize any officer or agent to enter into any contracts or execute and deliver any instrument in the name of, and on behalf of, Illini Media Company and such authority may be general or confined to specific circumstances.

Section 4. Loans:

No loan shall be contracted on behalf of Illini Media Company and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XIII — INDEMNIFICATION & INSURANCE

Section 1. Indemnification:

Illini Media Company shall indemnify any and all of its Directors, officers or staff members or any person who may have served at its request or by election as a Director, officer or staff member of Illini Media Company or any other corporation, 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 them, are made parties, or a party, by reason of being or having been Directors or a Director or officer or staff member of Illini Media Company or of such other corporation, except in relation to matters as to which any such Director, officer or staff member shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

Section 2. Insurance:

The Board of Directors is authorized and empowered to purchase insurance covering the corporation's liability and obligations and protecting the corporation's Directors, Officers, staff members and other persons.

ARTICLE XIV — OPERATIONAL POLICIES

Section 1. Contributions:

No contribution shall be accepted by Illini Media Company which does not conform with its purposes, which contravenes any law, Illini Media Company's nonprofit status or if restricted as to its use, does not by its terms permit the Board of Directors to disregard such restriction if the same is at any time deemed by the Board of Directors to be obsolete or impractical of application, in which case, the Board of Directors shall apply said funds in such manner as it finds will most nearly effect the donor's intention.

Section 2. Conflict of Interest:

No Director, member of a committee or staff member shall maintain substantial personal or business interests which conflict with those Illini Media Company. In addition, any Director, member of a committee or staff member having an interest in a contract or other transaction presented to the Directors for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its action on such contract or transaction. The Board of Directors shall determine, by majority, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such Director shall not vote on, nor use his or her personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such Director may not be counted in determining the existence of a quorum at any meeting while the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

An exemption to this policy may exist under circumstances where a specific service or commodity could be best purchased from a person serving as a Director or staff member or from his or her firm. Such transaction could take place provided that documented bids show that the price, quality and service offered is the best available from bidders and provided that the Director abstain from voting on, or unduly influencing, the approval of such transaction.

Section 3. Confidentiality:

Illini Media Company shall be responsible for maintaining the confidentiality of donor and prospective donor records as well as information about residents and potential residents. Members of the Board of Directors and staff are permitted to view the records in order to execute their responsibilities. In addition, Illini Media Company's auditors are authorized to view these records and report back to the Board of Directors. Any such person shall respect Illini Media Company's significant interest in protecting the sensitive nature of those records. Confidentiality will be maintained by all Directors, staff, auditors, financial advisors, non-Board committee members and agents in all areas of Illini Media Company's business.

Section 4. Policies:

Additional guidelines regarding Illini Media Company's operations can be found in Illini Media Company's policies. Illini Media Company's policies are to be reviewed annually by the Board of Directors.

ARTICLE XV — NON-DISCRIMINATION

Illini Media Company. its Board of Directors, affiliates, committees or task groups will not discriminate against any resident, potential resident, donor, staff member, applicant for employment, independent contractor or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age or disability.

ARTICLE XVI — AMENDMENTS

These Bylaws may be amended, altered or repealed by a majority of the Board of Directors present in person at any duly authorized meeting of the Board of Directors, provided that the text of any proposed amendment shall be provided to each member of the Board of Directors at least ten (10) days prior to such meeting.

ARTICLE XVII — DISSOLUTION OF ASSETS UPON LIQUIDATION

In the event of Illini Media Company’s dissolution, its funds and assets shall be distributed to such charitable organizations, contributions to which shall be deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as may be designated by the Board of Directors. If the Board of Directors should fail to make such designation, then the same shall be distributed to such organizations as may be designated in appropriate proceedings by the Court having jurisdiction in Champaign County, Illinois.

Adopted: August 10, 2024