

To: Members of the Pacifica Foundation Board of Directors

From: John M. Murdock, Chair of the Governance Committee of
the Pacifica Foundation Board of Directors

Date: January 19, 2001

Re: Proposed Bylaw Revisions

As we discussed and agreed during the September Board weekend, I have prepared a draft of comprehensive Bylaw revisions. I have attempted to retain the key substantive elements contained in the current Bylaws, but have eliminated some elements and added some new ones. I have intentionally structured the Bylaws as a framework around which the Board can make and pass various resolutions providing details of operations, policy, etc. In so doing, it avoids having to amend the Bylaws in the future each time there is a change in operation, policy, etc. Clearly, the draft is much longer and more detailed than the current Bylaws. While that may have a stomach-turning effect, I hope you will find that it is important to address the additional items in our Bylaws.

The procedure for developing this draft into a final document for consideration and vote by the Board is as follows:

1. January 20, 2001—draft distributed to all members of the Pacifica Foundation National Board for review and comment;
2. February 8, 2001—all members of the Board will have communicated their comments on the draft to me by fax, mail or e-mail (please make your comments in writing, preferably on the copy of the draft itself);
3. February 13, 2001—I will distribute to the members of the Board Governance Committee all of the comments sent to me by the February 8, 2001 date;
4. February 15, 2001—Board Governance Committee will confer by telephone to discuss next steps in the development of bylaw revisions—no matters requiring a vote will be addressed.

This is a DRAFT for discussion. The purpose of the draft is to provide a starting point for developing new bylaws and, therefore, new governance procedures. The draft is only my notion of how Pacifica should govern itself. My notions are not a statement of the Board. The Board's view of governance will be expressed in its eventual vote upon a final version of new bylaws.

I strongly urge all members of the Board to cast widely for comments and suggestions on the bylaws. However, the only comments and suggestions that I will forward to the members of the Governance Committee are those which are transmitted by

the members of the Board. Therefore, if you receive worthwhile comments from non-Board members, incorporate those comments into yours and send them to me. Any proposed final version of the bylaws will be distributed to all members of the Board well in advance of any meeting at which the members of the Board are asked to vote upon new bylaws.

As requested by Tomas, I bullet point list below the salient differences between the current Bylaws and the draft. I appreciated receiving some suggestions from Frank Millspaugh. Unfortunately, I did not receive any other comments or suggestions, although several of the Board members indicated in the Board meeting that they would give me suggestions by the end of September. However, I look forward to your comments to this draft.

Summary of Changes

- Principal place of business is in D.C. to reflect the move.
- Three classes of membership, where previously there was only one class—Governing Board Directors.
- Nominating Members class reflects existing practice of allowing LABs to nominate.
- Committee assignment is based on vote of the Board rather than appointment by Chair and would require at least one director from each signal area on each committee.
- Increase the opportunity for community involvement in LABs by increasing size of LABs and limiting terms to two one-year terms.
- Create two-term limit for Board position instead of current four-term lifetime limit.
- Require Board to meet every four months rather than at least three times per year.
- Provide for staggered terms on Board and make annual meeting date the date on which terms of office end in order to regularize nomination and election process.
- Provide for individual Directors to make nominations for new directors.
- Limit Director terms on Nominating Committee to one consecutive one-year term and preclude service on Nominating Committee of Directors whose terms are due to expire that year.

- Make terms of Board officers one year rather than the current three years.
- Limit terms of Board officers to period within term as a Director rather than current ability to have officer term extend beyond term as Director (except that Secretary of the Foundation is not required to be on the board of directors and therefore could be a Director who at end of term was voted by Board to continue in Secretary position—but not board Director position—beyond end of term on Board).
- Require that there be at least two Directors on the board from each signal area.

BYLAWS
OF
PACIFICA FOUNDATION

ARTICLE I

THE FOUNDATION

Section 1.1 Principal Office. Pacifica Foundation (the “Foundation”) shall have its principal office in the District of Columbia or at such other place as may from time to time be determined by the Board of Directors.

Section 1.2 Powers. The Foundation shall have all of the powers enumerated in the California Nonprofit Corporation Law, as such may be amended from time to time; provided, however, the Foundation shall exercise its powers in furtherance of its radio broadcasting operation and other purposes as permitted in the Foundation’s Articles of Incorporation, as such term is defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder.

ARTICLE II

MEMBERSHIP

Section 2.1 Classes of Membership. The Foundation shall provide two classes of membership: Voting Members and Nominating Members.

Section 2.2 Voting Members. Persons elected to and serving in a current term upon the Board of Directors shall be voting members and have all of the rights and responsibilities of Directors under law and as provided under these Bylaws.

Section 2.3 Nominating Members. Each Local Advisory Board, as described in Article IX, to a Foundation service area, shall be a Nominating Member and have all of the rights and responsibilities of advisory boards under section 396 of the Federal Communication Act and as provided under these Bylaws.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Powers and Duties. The Board of Directors of the Foundation is a governance board and shall have the authority, power and responsibility for the mission, purpose and policies governing the affairs, business, activities, property and assets of the Foundation, and may make such rules, regulations and guidelines for the promotion and advancement of the Foundation and its mission and purposes as the Board of Directors may deem advisable. The Board of Directors, in addition to the powers and authority expressly conferred upon it by these Bylaws, by statute, by the Articles of Incorporation of the Foundation and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Foundation, except as expressly provided otherwise by the Nonprofit Corporation Law, by the Certificate of Incorporation of the Foundation, or by these Bylaws.

Section 3.2 Special Limit of Powers and Duties. The Board of Directors of the Foundation is not an operations board and shall not engage in the day-to-day management and operations of the Foundation or its programs.

Section 3.3 Number and Qualification. The number of Directors shall not be fewer than eleven (11) nor more than twenty-five (25), the exact number of which shall be established from time to time by the Board of Directors (the "Established Number"). Candidates for election to the Board of Directors shall be nominated as described in Section 3.4. The Directors shall be selected with regard to their potential for active service and support to the Foundation and demonstrated interest in the mission and purposes of the Foundation. Each Director shall be at least eighteen (18) years of age. No person who is elected a Director may concurrently serve on a Local Advisory Board, described in Article IX, or concurrently be an employee or volunteer of the Foundation or otherwise concurrently have a program on any Foundation station. There shall be at least two Directors from each of the Foundation signal areas as defined by the Federal Communication Act.

Section 3.4 Nomination. Nominations of candidates for election to the Board of Directors shall be made in writing to the Board of Directors not less than sixty (60)

days prior to any meeting of the Board of Directors and may be made by the Nominating Committee described in Article IV of these Bylaws (the “Nominating Committee”), a Director or a Nominating Member.

Section 3.5 Election and Term.

(a) The Board of Directors shall elect Directors from among those persons nominated as described in Section 3.4. Directors shall be elected at the annual meeting of the Board of Directors or at any regular or special meeting of the Board of Directors upon notice as required by Section ____ of these Bylaws. To be elected a Director, a nominee must receive a majority of the votes cast at a meeting of the Board of Directors. Each Director voting shall be entitled to cast one (1) vote for each Director position open for election and voting shall not be cumulative. If the Board of Directors fails to fill the Established Number of Director positions from among those individuals nominated by the Nominating Committee or otherwise duly nominated by the Directors or by Nominating Members, the Nominating Committee or other Directors or Nominating Members shall nominate additional individuals for election by the Board of Directors until such time as the Board of Directors shall have elected an individual nominated for each open Director position.

(b) At all times during which there are six (6) or more Directors, the Directors shall be divided into three (3) classes composed of as nearly equal a number of Directors as possible for the purposes of staggering their terms in office. In accordance with procedures to be established by resolution of the Board of Directors, the terms of office of each such class of Directors shall be established so that the term of one class of Directors expires each year, with the first such term expiring at the first Annual Meeting of the Directors following the adoption of these Bylaws or, in the event that the Board is increased from five (5) or fewer Directors to six (6) or more Directors, then at the next Annual Board meeting following the increase. Following the expiration of the initial term of appointment for each class, each class of Directors as then and thereafter elected shall serve staggered terms of three (3) years from the date of the Annual Meeting at which elected. Notwithstanding the foregoing, in the event that the Board of Directors determines that the Established Number of Directors shall be five (5) or fewer, each Director shall serve for a term of one (1) year.

(c) For purposes of the foregoing, a Director shall hold office until the Annual Meeting of the Board of Directors for the year in which his or her term expires and until his or her successor is duly elected and qualified, subject, however, to such Director’s prior death, resignation, retirement, disqualification or removal from office.

(d) Directors shall serve terms of three (3) years and shall not serve more than two (2) three (3) year terms consecutively or non-consecutively.

Section 3.6 Vacancies and New Directorships. Any newly created Directorship or vacancy occurring on the Board of Directors (other than vacancy of an *ex*

officio position, if any) shall be filled by the Board of Directors from among those candidates established by the Nominating Committee, Directors or Nominating Members in the manner set forth in these Bylaws. A Director elected to fill a vacancy not resulting from an increase in the number of Director positions shall have the same remaining term as that of his or her predecessor.

Section 3.7 Resignations. Any Director may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary. Such resignation shall take effect at the time specified in such notice, and acceptance shall not be necessary to make such resignation effective. If no time is specified in the notice of resignation, then the resignation shall take effect upon delivery.

Section 3.8 Removal. Any Director may be removed from office at any time for cause upon the affirmative vote of at least a majority of the entire Board of Directors, and may be removed from office at any time without cause upon the affirmative vote of at least three-fourths (3/4) of the entire Board of Directors. The Board of Directors, in its sole and absolute discretion, may from time to time establish, by resolution or otherwise, standards and guidelines for what shall constitute “cause” for the removal of a Director from office.

Section 3.9 Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Foundation, or at such place or places within or outside the District of Columbia as the Board of Directors may from time to time by resolution determine.

Section 3.10 Annual, Regular and Special Meetings. The Annual Meeting of the Board of Directors shall be held on such date, and at such time and at such place as the Board of Directors shall determine. In addition to the Annual Meeting of the Board of Directors, the Board of Directors shall hold such number of other regular meetings at such times and at such places as may from time to time be determined by the Board of Directors; provided, however, that, inclusive of the Annual Meeting, the Board of Directors shall meet no less frequently than once every four (4) months. Special meetings of the Board of Directors may be called by the Chairperson or the Vice-Chairperson, and shall be called by the Secretary on the written request of any three (3) or more Directors. Notice of all regular and special meetings stating the place, date and hour of the meeting shall be given to each Director either: (i) if by mail (US Postal Service or express courier), not less than forty-eight (48) hours prior to the scheduled starting time of the meeting, (ii) if delivered personally, by telephone, electronic mail or facsimile transmission, not less than twenty-four (24) hours’ notice prior to the scheduled starting time of the meeting, or (iii) on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate under the existing circumstances. Notice of a meeting need not be given to any Director who submits a signed waiver of notice in accordance with these Bylaws and Section _____ of the Not-For-Profit Corporation Law.

Section 3.11 Meetings by Means of Conference Telephone. Any one or more Directors or members of a committee of the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.12 Quorum; Attendance of Board Meetings by Executive Director and Secretary.

(a) Except as may be otherwise specifically provided by the Not-For-Profit Corporation Law, the Articles of Incorporation of the Foundation or these Bylaws, at all meetings of the Board of Directors, one-third (1/3) of the entire Board of Directors, but in no event fewer than three (3) Directors, shall constitute a quorum for the transaction of business; provided, however, that in the case where there is only one (1) Director, such one (1) Director shall constitute a quorum for such purposes. If a quorum shall not be present at any time during a meeting of the Board of Directors that commenced with a quorum, the Directors present thereat may adjourn the meeting to another time and place until a quorum shall be present.

(b) The Executive Director and the Secretary of the Foundation, regardless of whether they are not otherwise Directors, shall be entitled to attend all meetings of the Board of Trustees; provided, however, that if they are not otherwise Directors of the Foundation, they shall not be entitled to vote with regard to any action occurring thereat and their presence thereat shall not be counted towards establishing whether a quorum exists at any such meeting.

(c) Notwithstanding the right of the Executive Director or the Secretary of the Foundation, or any other person who is not a Director, to attend meetings of the Board of Directors, the Board of Directors may, consistent with the Federal Communications Act, the Corporation for Public Broadcasting, and notwithstanding any state or local law, hold closed meetings or executive sessions of the Board of Directors, in which event only members of the Board of Directors and persons expressly authorized by the Board of Directors may be present thereat.

Section 3.13 Public Notice and Attendance. The Foundation shall provide notice of its Board of Director and Board of Director committee meetings to the public and make its meetings public to the extent required by law.

Section 3.14 Act of the Board of Directors; Voting. The affirmative vote of a majority of the Directors who are present and entitled to vote at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number or percentage of Directors is required either by law, the Articles of Incorporation of the Foundation, or these Bylaws.

Section 3.15 Action by the Board of Directors.

(a) General. Except as otherwise provided by law or in these Bylaws, an act of the Board of Directors means action at any duly constituted meeting of the Board of Directors by the affirmative vote of a majority of the Directors present at such meeting (including those Directors who are counted for purposes of determining the existence of a quorum at such meeting but who are otherwise prohibited from participating and voting thereat in accordance with the provisions of Section 7.2 hereof).

(b) Action Without a Meeting by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all Directors or members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by all of the Directors or members of the committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.16 Compensation. Directors shall receive no compensation for their services as Directors, but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties in accordance with policies established by the Board of Directors. A Director shall be entitled to receive reasonable compensation for services rendered to the Foundation in a professional capacity.

Section 3.17 Entire Board of Directors. As used in these Bylaws generally, the term "entire Board of Directors" means the total number of Directors the Foundation would have if there were no vacancies from the Established Number.

Section 3.18 Parliamentary Procedure. The Foundation shall comply with the then current edition of Robert's Rules of Order for the transaction of business at all corporate meetings to which those rules apply. To the extent that Robert's Rules of Order may be inconsistent with these Bylaws, these Bylaws shall control.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.1 General. The Board of Directors shall, by resolution passed by a majority of the entire Board of Directors, establish an Executive Committee and a Nominating Committee, and may designate one (1) or more additional committees of the Board (standing, special, advisory or otherwise) as may from time to time be deemed suitable, necessary, or convenient to aid in accomplishing the purposes of the Foundation, each such Committee consisting of at least five (5) Directors of the Foundation and having the powers and duties specified herein or as shall be designated in the resolution of the Board of Directors establishing such committee. Except as otherwise expressly provided herein, the Chairperson and Vice-Chairperson shall be *ex-officio* members of all

committees of which they are not otherwise regular members. Each committee of the Board shall have Directors from each of the Foundation's signal areas as defined by the Federal Communication Act.

Section 4.2 Executive Committee. The Board of Directors shall establish, by majority vote from among the members of the Board of Directors, an Executive Committee composed of: (i) the Chairperson and Vice-Chairperson, who shall serve until their respective terms of office as Chairperson and Vice-Chairperson expire, and (ii) at least five (5) additional Directors, who shall serve for one (1) year terms. Except to the extent limited by the Not-For-Profit Corporation Law, these Bylaws or a resolution of the Board of Directors, the Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business, operations, activities and affairs of the Foundation between meetings of the Board of Directors; provided, however, that the Executive Committee shall not have the power or authority with regard to the following matters: (i) filling vacancies in the Board of Directors or any committee thereof; (ii) adopting, amending or repealing any By-Law of the Foundation or any resolution of the Board of Directors which by its terms shall not be so amendable or repealable; (iii) the sale, transfer or other disposition of substantially all of the assets or property of the Foundation; (iv) the merger, consolidation, liquidation, dissolution or winding up of the Foundation; or (v) appoint or remove the Executive Director of the Foundation. The Executive Committee shall have oversight of and authority over the formation and activities of the Local Advisory Boards described in Article IX.

Section 4.3 Nominating Committee. The Foundation shall establish a Nominating Committee, which shall be composed of the Chairperson, Vice-Chairperson and at least three (3) Directors designated by a majority vote of the Board of Directors, and who shall serve for one (1) year terms; provided, however, that no person (other than the Chairperson and the Vice-Chairperson) may serve on the Nominating Committee for more than one consecutive one (1) year term; and provided, further, however, that no person (including the Chairperson and the Vice-Chairperson) may serve on the Nominating Committee in the event that such person's term of office as a Director or Officer of the Foundation is scheduled to expire during the current term of the Nominating Committee. The Nominating Committee shall nominate persons for election as Directors and Officers of the Foundation by the Board of Trustees. The Nominating Committee shall meet in advance of the Annual Meeting of the Board of Directors to approve and submit to the Board of Directors the names of those persons nominated for election as Directors of the Foundation. The Nominating Committee shall also submit nominees for the election of Officers of the Foundation (as described in Article V hereof) to the Board of Foundation.

Section 4.4 Meetings and Actions of Committees.

(a) Meetings and actions of Committees of the Board of Directors shall be governed by the provisions of Article III of these Bylaws, concerning meetings and actions of the Board of Directors, with such changes in the context of those By-Law

provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that: (i) a majority of all of the members of a Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of all of the members of the Committee shall be the act of the Committee, and (ii) the time and place for regular meetings of Committees shall be designated by resolution of the Board of Directors or, if no such Board resolution is adopted, at such times and places as shall be fixed by the Chairperson of the Committee, or if not so fixed, by a vote of a majority of all of the members of the Committee. Special meetings of Committees may also be called by resolution of the Board of Directors or by the Chairperson of the Committee. Notice of special meetings of any Committee shall also be given to any and all alternate members of such Committee, who shall have the right to attend all meetings of the respective committee.

(b) Each Committee shall report to the Board of Directors when required and shall keep regular minutes of its meetings which shall be filed with the corporate records of the Foundation.

(c) The Board of Directors may adopt rules for the governance of any Committee not inconsistent with any provision of the Not-For-Profit Corporation Law or these Bylaws.

Section 4.5 Tenure of Members of Committees of the Board of Directors.

Each committee of the Board of Directors and every member thereof shall serve at the pleasure of the Board of Directors and for such terms as set forth herein or as the Board of Directors shall otherwise determine.

Section 4.6 Alternate Committee Members. The Board of Directors may designate one or more Directors as alternate members of any standing or special committee of the Board of Directors who may replace any absent member or members at any meeting of such committee.

ARTICLE V

OFFICERS

Section 5.1 General. The Officers of the Foundation shall be chosen by the Board of Directors and shall be a Chairperson, a Vice Chairperson, an Executive Director, a Treasurer, and a Secretary. The Board of Directors may from time to time elect or appoint such other Officers, including one or more vice or assistant Officers, as the Board may deem necessary or convenient. Other than the Chairperson and Vice Chairperson, who must be Directors of the Foundation, Officers of the Foundation may be, but are not required to be, Directors of the Foundation. Any two (2) or more offices may be held by the same person with the exception of the offices of Chairperson,

Executive Director and Secretary; provided, however, that no instrument required to be signed by more than one (1) Officer of the Foundation may be signed by the same person in more than one (1) capacity.

Section 5.2 Election and Tenure. Each of the Officers of the Foundation shall be elected or appointed by the Board of Directors at its Annual Meeting from among those candidates nominated by the Nominating Committee or by a Director or Nominating Members. Each Officer of the Foundation shall serve at the pleasure of the Board of Directors for such terms as shall be determined from time to time by the Board of Directors (or if not so specified, for a term of one (1) year), or until his or her successor shall have been duly elected and qualified, or until such Officer's earlier death, resignation or removal, as hereinafter provided.

Section 5.3 Removal. Each Officer of the Foundation shall serve at the pleasure of the Board of Directors, and may be removed by the Board of Directors at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in and of itself create any contractual rights.

Section 5.4 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson, Vice Chairperson, or the Secretary of the Foundation. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, acceptance of such resignation shall not be necessary to make such resignation effective. If no effective date is specified in the notice, resignation shall be effective upon delivery of the notice.

Section 5.5 Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors at the Annual Meeting or a regular or special meeting of the Board of Directors for the unexpired portion of the term of such office by a person nominated by the Nominations Committee or a Director and duly elected by the Board of Directors.

Section 5.6 Duties of Chairperson. The Chairperson of the Board of Directors shall: (i) preside at all meetings of the Board of Directors at which the Chairperson is present; (ii) report at the Annual Meeting of the Board on the condition of affairs of the Foundation and make recommendations with respect thereto; and (iii) perform such other duties as the Board of Directors may prescribe from time to time.

Section 5.7 Duties of Vice Chairperson. In the event of the Chairperson's absence or incapacity to act, the Vice Chairperson shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the Chairperson, subject to the right of the Board of Directors from time to time to expand or restrict such powers and duties or to assign them to others. The Vice Chairperson shall

have such powers and shall perform such other duties as may be prescribed from time to time by the Board of Directors, subject to the supervision of the Board of Directors.

Section 5.8 Duties of the Executive Director. The Executive Director shall be the chief executive officer of the Foundation and shall have overall responsibility for implementing the policies and directives of the Board of Directors, and shall have such other duties and powers as may be assigned by the Board of Directors. The Executive Director shall be accountable to the Board of Directors for the management of the Foundation and shall report periodically to the Board of Directors on the affairs of the Foundation as the Board of Directors shall require. The Executive Director shall be responsible for supervising the day-to-day operations of the Foundation, may employ and discharge other employees of the Foundation, may approve ordinary and reasonable expenditures and, subject to the limitations set forth herein (including, without limitation, the provisions of Article VIII hereof) or otherwise established from time to time by the Board of Directors regarding certain contracts, instruments and documents, may execute on behalf of the Foundation such contracts, instruments and documents to which the Foundation is a party, including, without limitation, documents and forms required by federal, state and local governments to be executed by the Foundation's Officers; provided, however, that any deed, mortgage, note, bond, contract, instrument and/or other document (collectively, "Contracts"), or series of related Contracts, obligating the Foundation to expend during any twelve (12) month period in excess of a specified dollar threshold to be established from time to time by resolution of the Board of Directors, or in the case of any single Contract whose term exceeds twelve (12) months, shall be required to be signed by both (i) the Executive Director and (ii) either the Chairperson or the Vice Chairperson. Consistent with the policies and directives of the Board of Directors, the Executive Director may delegate or assign to other Officers of the Foundation and managers of the Foundation such management duties as are necessary and prudent to accomplish the objectives of the Board of Directors.

Section 5.9 Duties of Treasurer. The Treasurer shall be the chief financial officer of the Foundation and shall maintain the books of account and financial records of the Foundation, and shall have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of and to the credit of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Foundation is made, and whenever the Board of Directors so requires, shall present an account to the Board of Directors of all his or her transactions as Treasurer and of the financial condition of the Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. If required by the Board of Directors or by law, the Treasurer shall give the Foundation a bond, to be paid for by the Foundation, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Foundation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers,

money and other property of whatever kind in his or her possession or under his or her control belonging to the Foundation.

Section 5.10 Duties of Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings at such meetings in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the Executive Committee and all other standing committees when required. The Secretary shall conduct the duties of such office in cooperation with the Executive Director of the Foundation. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and all other notices required to be given by the Federal Communications Act, Corporation for Public Broadcasting, Not-For-Profit Corporation Law or by these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors or by the Executive Director. If the Secretary shall be unable to give, or shall otherwise fail to cause to be given, notice of a special meeting of the Board of Directors, then either the Board of Directors or the Executive Director shall choose another Officer of the Foundation to cause such notices to be given. The Secretary shall have custody of the seal of the Directors and the Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Foundation and to attest the affixing by his or her signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be. In particular, and without limitation of the foregoing, the Secretary shall see that all reports, returns, information returns, or other documents which are or may be required to be filed with the Internal Revenue Service are properly and timely filed.

Section 5.11 Voting Securities Owned by the Foundation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Foundation may be executed in the name of and on behalf of the Foundation, upon direction to do so by the Board of Directors, by the Chairperson, Vice Chairperson, or the Executive Director. Any of the foregoing Officers, as shall be designated by the Board of Directors, may, in the name of and on behalf of the Foundation, take all such action as any such designated Officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Foundation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Foundation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1 Fiscal Year. The fiscal year of the Foundation shall be determined by the Board of Directors and, in the absence of such determination, shall commence on July 1 in each calendar year and shall end on June 30 of the immediately succeeding calendar year.

Section 6.2 Books and Records. There shall be kept at the office of the Foundation: (i) correct and complete books and records of account; (ii) minutes of the proceedings of the Board of Directors and any committee of the Board of Directors; (iii) a current list of the Directors and Officers of the Foundation and their residential and business addresses; (iv) a copy of the Articles of Incorporation of the Foundation and these Bylaws; (v) a copy of the Foundation's application for recognition of exempt status under Section 501(c)(3) of the Code (*i.e.*, IRS Form 1023); and (vi) copies of the Foundation's federal information returns for the immediately preceding three (3) years (*i.e.*, IRS Form 990).

Section 6.3 Seal. The Board of Directors shall have the authority to select the inscription and form of the Foundation's seal.

Section 6.4 Disbursements. All checks or demands for money and notes of the Foundation for amounts less than such threshold amount designated by resolution of the Board of Directors shall be signed by either the Chairperson, the Vice Chairperson, the Executive Director or the Treasurer, or such other person or persons as the Board of Directors may from time to time designate. All checks or demands for money and notes of the Foundation for amounts greater than such threshold amount designated by resolution of the Board of Directors shall be signed by any two (2) of the following persons: the Chairperson, the Vice Chairperson, the Executive Director or the Treasurer, or such other person or persons as the Board of Directors may from time to time designate.

Section 6.5 Notices.

(a) Whenever written notice is required to be given under the provisions of applicable law, the Articles of Incorporation of the Foundation, or of these Bylaws, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his, her or its address as it appears in the records of the Foundation, with prepaid postage or delivery charges. Except as otherwise provided for herein, such notice shall be deemed to be delivered at the time when deposited in the United States mail or when delivered to the overnight delivery service. Notice may also be given to any Director either personally, by telephone or by facsimile transmission to his or her residence or office either directly or by leaving a message thereat.

(b) Whenever any notice is required to be given under the provisions of applicable law, the Articles of Incorporation of the Foundation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends such meeting solely for the express purpose of objecting to the transaction of any business because of the failure to lawfully call or convene such meeting.

Section 6.6 Minutes. Minutes shall be taken at all meetings of the Board of Trustees and of all Committee meetings, including a record of attendance, and shall, after final approval thereof by the Board of Directors or a Committee thereof, be filed and maintained as part of the permanent records of the Foundation in the office of the Foundation designated for such purpose. Such minutes shall reflect all business conducted, including findings, conclusions and recommendations and shall be made public in compliance with applicable law.

Section 6.7 Other Offices. The Foundation may have offices at such places both within and outside the District of Columbia as the Board of Directors may from time to time determine.

Section 6.8 Pronouns. Any masculine personal pronoun shall be considered to mean the corresponding feminine or neuter personal pronoun, as the context requires.

ARTICLE VII

DUTIES OF DIRECTORS AND OFFICERS; CONFLICT OF INTEREST; INDEMNIFICATION

Section 7.1 Duties.

(a) Each Director and Officer of the Foundation shall perform his or her duties as a Director or Officer, including his or her duties as a member of any Committee of the Board upon which he or she may serve, and/or as an Officer of the Foundation, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one (1) or more other Directors or Officers or employees of the Foundation whom the Director or Officer believes to be reliable and competent in the matters presented, or

(ii) counsel, public accountants or other persons as to matters which the Director or Officer believes to be within such person's professional or expert competence, or

(iii) a Committee of the Board upon which he or she does not serve, duly designated in accordance with a provision of the Certificate of Incorporation of the Foundation or these Bylaws, as to matters within its designated authority, which Committee the Director or Officer believes to merit confidence,

so long as in so relying he or she shall be acting in good faith and with such degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. But such Director or Officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

(b) Notwithstanding the foregoing, Directors and Officers, when acting in good faith, may rely upon financial statements of the Foundation represented to them to be correct by the Executive Director, the Treasurer or the Officer of the Foundation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Foundation. A person who so performs his or her duties shall have no liability by reason of being or having been a Director or Officer of the Foundation.

Section 7.2 Interested Directors and Officers.

(a) No contract, transaction or other arrangement between the Foundation and an Interested Person (as defined below), or between the Foundation and any other corporation, firm, association, organization or other entity in which one or more Interested Persons have a Financial Interest (as defined below) or are directors, trustees, or officers ("Common Office"), shall be either void or voidable for this reason alone, provided that:

(i) The material facts as to such Interested Person's Financial Interest in such contract, transaction or arrangement, and as to any such Common Office, are disclosed in good faith to the Board of Directors of the Foundation or a Committee thereof, and the Board of Directors or the Committee thereof authorizes such contract, transaction or arrangement by a vote sufficient for such purpose; and

(ii) The Interested Person does not cast his or her vote with respect to the approval of the contract, transaction or other arrangement at issue, nor otherwise participate in that part of the meetings or deliberations at which such contract, transaction or other arrangement are approved or authorized; and

(iii) The contract, transaction or other arrangement is fair and reasonable to the Foundation.

(b) Directors who are Interested Persons may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee that authorizes such contract, transaction or arrangement, but, as set forth above, shall not participate in the discussion nor vote on any matters with respect to which such Director has a Financial Interest.

(c) For purposes of this Section 7.2:

(i) “Interested Person” shall mean any Director, Officer or member of any standing or advisory Committee of the Foundation who has a direct or indirect Financial Interest, as well as any member of any such individual’s immediate family.

(ii) “Financial Interest” shall mean any direct or indirect:

- (a) ownership or investment interest in any entity with which the Foundation has a contract, transaction or other arrangement;
- (b) a compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a contract, transaction or other arrangement; or
- (c) a potential or prospective ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is considering entering into a contract, transaction or other arrangement and which contract, transaction or other arrangement has been presented for consideration or approval by the Foundation’s Board of Directors or a Committee thereof.

(iii) “Compensation” or “Compensation Arrangement” shall include any direct or indirect remuneration, as well as gifts or favors, that are substantial in nature.

Section 7.3 Indemnification of Directors, Officers, Members of Committees and Employees and Volunteers.

(a) The Foundation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she is or was a Director, Officer, member of any Committee, or employee of the Foundation, or, at the request of the Foundation, served any other organization in any capacity, against judgments, penalties, fines, settlements and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding, to the full extent and in such circumstances as is permitted by law, including, in particular, Section _____ of the Not-For-Profit Corporation Law, as such may be amended or supplemented, or by any successor thereto. The Foundation shall advance expenses to such persons to the fullest extent permitted by Section _____ of the Not-For-Profit Corporation Law, as such may be amended or supplemented, or by any successor thereto. Provided, however, that the Foundation first shall obtain reasonable assurances in the circumstances that, in the event such persons are determined to have acted in a manner contrary to law, their duties or obligations, or against the Foundation's interest, all Foundation funds so expended shall be recoverable by the Foundation. Such right to indemnification and advancement of expenses shall continue as to a person who has ceased to be a Director, Officer, member of a Committee, employee or volunteer of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of the disinterested Directors or otherwise. Nothing contained in this Section 7.3 shall affect any rights to indemnification to which Foundation personnel other than Directors and Officers may be entitled by contract or otherwise by law.

(b) No indemnification or advancement of expenses shall be made under this Article VII if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 4958 of the Code or the Treasury Regulations promulgated thereunder, (ii) a provision of the Foundation's Articles of Incorporation or these Bylaws, or (iii) a resolution of the Board of Directors or other proper Foundation action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses. The Foundation shall not indemnify any person if a judgment or other final adjudication adverse to the indemnified person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 7.4 Insurance. The Foundation shall purchase and maintain insurance to indemnify the Foundation, the Directors, Officers, members of Committees and employees of the Foundation, and other persons otherwise entitled to indemnification as is permitted under the Not-For-Profit Corporation Law or such other applicable statute.

To the extent permitted by law, such insurance may insure the Foundation for any obligation it incurs as a result of this Article VII or by operation of law, and it may insure directly the Directors, Officers, members of Committees or employees of the Foundation for liabilities against which they are not entitled to indemnification under this Article VII, as well as for liabilities against which they are entitled or permitted to be indemnified by the Foundation.

ARTICLE VIII

CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS

Section 8.1 Execution of Contracts. In general, except to the extent expressly authorized by the Board of Directors or by these Bylaws, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract, instrument, document or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose. In accordance with Section 5.8 hereof and subject to Section 8.3 hereof, the Executive Director shall be authorized to execute, in the name of and on behalf of the Foundation, such contracts, instruments and documents to which the Foundation is a party; provided, however, that any deed, mortgage, note, bond, contract, instrument and/or other document (collectively “Contracts”), or a series of related Contracts, obligating the Foundation to expend during any twelve (12) month period in excess of a specified dollar threshold to be established from time to time by resolution of the Board of Directors or, in the case of any single Contract whose term exceeds twelve (12) months, shall be required to be signed by both (i) the Executive Director and (ii) either the Chairperson or the Vice Chairperson. The Board of Directors may authorize any other Officer, and/or any employee or agent of the Foundation, in the name of or on behalf of the Foundation, to enter into any contract or execute and deliver any contracts, instruments and documents, and such authority may be general or confined to specific instances.

Section 8.2 Grants, Contributions and Assistance in furtherance of Exempt Purposes.

The making of grants and contributions, and otherwise rendering financial assistance in furtherance of the accomplishment of the exempt purposes of the Foundation, may be authorized by the Board of Directors. The Board of Directors may authorize a Committee of the Board and/or any Officer of the Foundation, in the name of and on behalf of the Foundation, to make any such grants, contributions and to provide such assistance.

Section 8.3 Loans and Guarantees. No loans or other obligations of indebtedness, including guarantees of payment, in excess of a specified dollar threshold to be established from time to time by resolution of the Board of Directors, shall be

contracted on behalf of the Foundation unless specifically authorized by the Board of Directors.

Section 8.4 Checks, Drafts, etc. All checks, drafts and any other orders for the payment of money out of the funds of the Foundation, and all notes or other evidences of indebtedness of the Foundation, shall be signed on behalf of the Foundation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.5 Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

LOCAL ADVISORY BOARDS

Section 9.1 Purpose. The Foundation shall establish and maintain one or more Local Advisory Boards as required by and for the purposes stated in section 396 of the Federal Communications Act and these Bylaws for each of the radio signal areas for which it has a Federal Communications Act license.

Section 9.2 Duties. Local Advisory Boards shall have such duties and responsibilities as are described or permitted in section 396 of the Federal Communications Act, these Bylaws, and the policies and procedures that the Executive Committee of the Board of Directors shall establish for the Local Advisory Boards.

Section 9.3 Nominating Members. There shall be one Local Advisory Board for the Foundation in each of its signal areas. Each Local Advisory Board shall, as an entity, be a "Nominating Member" and have all of the rights and duties described in section 396 of the Federal Communications Act, the regulations of the Corporation for Public Broadcasting, these Bylaws and the policies and procedures that the Executive Committee of the Board shall establish for Nominating Members and Local Advisory Boards. No person or persons or group or association or entity other than a Local Advisory Board for the Foundation shall be or have the rights of a Nominating Member.

Section 9.4 Number and Qualification. The number of persons on each Local Advisory Board for the Foundation in each signal area shall not be fewer than fifteen (15) nor more than thirty three (33), the exact number of which shall be established from time to time by the Executive Committee of the Board of Directors, but shall always be divisible by three (3). The persons on each Local Advisory Board shall elect two-thirds (2/3) of the persons to serve on that Local Advisory Board. The Board of Directors through the Executive Committee shall appoint one-third (1/3) of the persons to serve on the Local Advisory Board. Nominees for election to the Local Advisory Board by Local Advisory Board persons or appointed by the Board of Directors through the Executive Committee shall be selected with regard to their potential for active service and support

to the Foundation and demonstrated interest in the mission and purposes of the Foundation and commitment to the requirements and purposes of Local Advisory Boards under section 396 of the Federal Communications Act, the regulations of the Corporation for Public Broadcasting, these Bylaws, and the policies and procedures for Local Advisory Boards established by the Executive Committee of the Board of Directors. Each Director shall be at least eighteen (18) years of age and shall at the time of becoming a Local Advisory Board person be and have been residing for at least three (3) consecutive years in the signal area, as defined by the Federal Communication Commission, of the Foundation served by that Local Advisory Board. No person who is elected or appointed to a Local Advisory Board may concurrently serve on the Board of Directors of the Foundation or concurrently be an employee or volunteer of the Foundation or concurrently have a program on any Foundation station.

Section 9.5 Term. Local Advisory Board persons shall serve for terms of one (1) year and may serve not more than two (2) consecutive terms. Local Advisory Board persons who serve two (2) consecutive terms shall not be elected again or be re-appointed until two (2) years have elapsed from the end of their second consecutive term.

Section 9.6 Policies and Procedures. Local Advisory Boards and each person who serves on a Local Advisory Board shall comply with all policies and procedures established by the Board of Directors through the Executive Committee from time to time and shall comply with the duties and obligations in the Federal Communications Act, regulations of the Corporation for Public Broadcasting, and the By-laws of the Foundation as applicable to Local Advisory Boards.

ARTICLE X

AMENDMENTS

The Articles of Incorporation of the Foundation and these Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, by the affirmative vote of a majority of the entire Board of Directors at a duly constituted meeting thereof.