AMENDED BYLAWS OF OREGON PUBLIC BROADCASTING

Adopted: October 18, 2007

ARTICLE I - MEMBERS

Section 1. <u>Members</u>. Oregon Public Broadcasting (the Corporation) shall have no members as defined in subsection 65.001(22) of the Oregon Nonprofit Corporation Act (the Act), and thus shall have no members entitled to vote.

Section 2. <u>Associates Referred to as Members</u>. Nothing in these Amended Bylaws limits the right of the Corporation to refer to persons associated with it as "members." The Corporation's Board of Directors (the Board) may establish categories of persons associated with the Corporation and characterize such persons as "Regular Members," "Sustaining Members," "Patrons" or any other title the Board approves. No such title shall confer upon any person the rights the Act confers upon a member as defined in subsection 65.001(22).

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number and Composition. The Board shall consist of twenty-four (24) members (excluding ex officio directors), except that there may be twenty-five (25) members during a period in which a director serves a tenth (10th) year to either complete such director's term as Chairperson or to serve an additional year after serving as Chairperson. Up to five (5) of the directors shall be nominated by the Governor of the State of Oregon (the Governor),as provided in and subject to Section 2 of this Article II, and the remaining directors shall be nominated by the Board Governance Committee. All directors, except nonvoting ex officio

directors, shall be elected by the Board from among the persons nominated by the Governor or Board Governance Committee, as applicable. Except as otherwise provided in these Amended Bylaws, all directors shall have the same rights and responsibilities.

Section 2. Nomination of Certain Directors by Governor. Subsequent to the effective date of these amended bylaws and subject to the Corporation receiving funding directly from the State of Oregon during the then-current fiscal year, when there are fewer than five (5) directors who have been either appointed or nominated by the Governor and there is a vacancy or vacancies on the Board, the Governor shall have the right to nominate a person to fill the vacancy or vacancies. All of the Governor's nominations shall be brought before the Governance Committee for the Governance Committee's review and, if the Governor's nominee is approved by the Governance Committee, the Board shall vote whether to elect such nominee. If the Governance Committee does not approve of the Governor's nominee, or if the nominee is not elected to the Board, the Governor shall have the right to put forward other nominees until the Board seat(s) is filled.

Section 3. Tenure. The terms of the directors in office on the effective date of these Amended Bylaws may vary in length, and shall be determined by the Board. Each director elected or appointed subsequent to the effective date of these Amended Bylaws shall serve for a term of three (3) years, or until such director's successor has been elected or appointed and accepted office (but not to exceed nine (9) continuous years, unless extended as set forth below). Each director elected or appointed subsequent to the effective date of these Amended Bylaws shall, solely for the purposes of calculating such director's term, be deemed to have been elected on July 1st of the fiscal year in which such director was elected. No director, other than ex officio directors, shall serve more than three (3) consecutive terms of three (3) years each. A

director who has served three consecutive terms may not be elected or re-elected or appointed or re-appointed to the Board within one (1) year of the end of such director's third term.

Notwithstanding the foregoing, a director elected Chairperson of the Board in his or her ninth consecutive year may serve one (1) additional year if elected as Chairperson of the Board pursuant to Section 2 of Article IV.

Section 4. Resignation. Except as otherwise provided, any director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice to the Chairperson of the Board or the Secretary-Treasurer. Such resignation shall take effect at the time specified in the notice, and its acceptance shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless the Board permits revocation.

Section 5. <u>Vacancies</u>. Any vacancy occurring on the Board because of the absence of a director appointed or nominated by the Governor shall, subject to Article II, Section 2, be filled by a candidate who has been nominated by the Governor, approved by the Governance Committee, and elected by a majority vote of all the remaining directors entitled to vote, even if less than a quorum. Any other vacancy occurring on the Board due to the absence of an elected director, or to an increase in the size of the Board, shall be filled by a candidate who has been nominated by the Governance Committee and elected by a majority vote of all the directors then entitled to vote, even if less than a quorum. During the existence of any vacancy, the remaining directors shall possess and may exercise all powers vested in the Board. If the Board accepts the resignation of an elected director tendered to take effect in the future, a successor may be elected to take office when the resignation becomes effective.

Section 6. <u>Removal</u>. Any elected director may be removed from office upon recommendation passed by a two-thirds vote of the directors then in office and entitled to vote.

Failure of any director to comply with the Corporation's Board policies may constitute cause for removal. The Governance Committee will review any such violation or special circumstance and may recommend dismissal to the Board. A reduction in the prescribed number of directors shall not have the effect of removing any director before that director's term of office expires.

Section 7. General Powers. The business and affairs of the Corporation shall be managed and controlled by the Board. Subject to the provisions of the Act, the Third Restated Articles of Incorporation and these Amended Bylaws of the Corporation, the Board shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of this Corporation.

Section 8. Regular Meetings. A minimum of four (4) regular meetings of the Board shall be held each year, or upon another regular schedule established by the Board and provided in writing to each director. Regular meetings may be held without additional notice of the date, time, place or purpose of the meeting, except directors will receive notice of any changes to the written schedule of regular meetings.

Section 9. <u>Special Meetings</u>. Special meetings of the Board may be called at any time and for any purpose by the Chairperson of the Board or by any two (2) directors.

Section 10. Notice of Special Meeting. The person or persons calling a special meeting shall give two (2) notices of the date, time and place of the meeting at least two (2) days prior to such meeting. One of the two notices shall be given by one of the two following methods: by telephone communication, either directly to the director or to a person at the director's office who may be reasonably expected to communicate such notice promptly to the director, or by a writing delivered personally or mailed to each director. The second notice may be given by the above listed method not otherwise used or by facsimile transmission, or by E-mail transmission.

If written notice is mailed, the notice shall be deemed to be delivered when deposited in the United States mail, properly addressed with postage prepaid. If notice is given by facsimile transmission or by E-mail transmission, such notice shall be deemed to be delivered when sent. The notice need not specify the purpose of the meeting.

Section 11. Waiver of Notice. Whenever any notice to any member or director of the Corporation is required by law, the Third Restated Articles of Incorporation or these Amended Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated in the notice, shall be equivalent to the giving of the notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the directors then in office and entitled to vote shall constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, a majority of the directors present may adjourn and reconvene the meeting. Notice of the time and place of the reconvened meeting shall be given pursuant to Article II, Section 10.

Section 13. Manner of Action. The act of a majority of the voting directors present and entitled to vote at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of the Act, the Third Restated Articles of Incorporation or these Amended Bylaws.

Section 14. <u>Invasion or Pledge of Restricted Principal</u>. The Corporation accepts certain donations on the condition that all or a portion of the principal (the Endowment Principal) of such donations be maintained as permanent endowments. The Board may not, for any reason, authorize the invasion of Endowment Principal or pledge, mortgage or encumber the

Endowment Principal as security for any indebtedness. The Board shall, from time to time, pass a resolution that governs other restrictions on the Endowment Principal.

Section 15. Meeting Procedures. Board meetings shall be governed by Robert's Rules of Order, as revised from time to time, except insofar as such rules are inconsistent with the Act, the Third Restated Articles of Incorporation or these Amended Bylaws.

Section 16. <u>Action by Unanimous Written Consent</u>. Any action which may be taken at a meeting of the Board or any Board committee may be taken without a meeting if all the voting directors of the Corporation (or the Board committee, as applicable) consent in writing or by email to such action. The consent shall have the same effect as a unanimous vote of such directors, and shall be filed in the records of minutes of the Corporation.

Section 17. <u>Telephonic Meetings</u>. Meetings of the Board or any Board committee may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at the meeting.

Section 18. Presumption of Assent. A director present at a Board meeting or Board committee meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting, or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting, or forwards such dissent by registered mail to the Secretary-Treasurer immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

Section 19. <u>Compensation and Expenses</u>. Directors shall not be compensated for their services as directors. Upon Board approval, directors may be reimbursed for expenses incurred in connection with performance of their official duties.

ARTICLE III - COMMITTEES

The following shall be the standing committees of the Corporation:

Section 1. Standing Committees.

- 1.1 Finance and Investment Committee. The Finance and Investment Committee shall be chaired by the Secretary-Treasurer, and shall have a minimum of five voting director members. It shall review and make nonbinding recommendations to the Board, including but not limited to, the Corporation's: (i) capital and operating budgets, (ii) monthly financial statements, (iii) agreements exceeding the maximum monetary amounts established by the Board pursuant to Article VII, Section 4, and (iv) policies for expenditure of the income from the Corporation's Endowment Principal.
- 1.2 Governance Committee. The Governance Committee shall have a minimum of five (5) voting director members. It shall annually review and make nonbinding recommendations, including but not limited to, (i) governance polices and practices of the Board of Directors, (ii) the Board officer succession plan, (iii) the composition and size of the Board, (iv) oversee the orientation of new directors, and, (v) unless otherwise decided by the Board, serve as the sole nominating body for persons to be elected or reelected as directors (other than those persons nominated by the Governor as set forth in Article II, Section 2, for whom it shall serve as the reviewing body) and persons to be elected or re-elected as officers. In nominating

persons to be elected or re-elected as directors, the Governance Committee shall seek to nominate persons representing the diverse needs and interests of the Corporation's service area.

- voting director members, and at least one member of the Audit Committee shall be a financial expert (as defined by the American Institute of Certified Public Accountants). The Audit Committee shall (i) appoint, retain, and terminate the independent auditors and negotiate their fees, (ii) confer with the auditors, review their reports, and determine whether to accept the audit, (iii) review significant accounting and reporting issues and the organization's financial statements, (iv) oversee the Corporation's financial control policies and financial reporting and accounting standards, (v) review the adequacy and effectiveness of the organization's internal controls and code of conduct/ethics, (vi) review the organization's whistleblower policies and any complaints received, and (vii) provide the Board with reports no less than annually.
- Section 2. Other Committees. The Board may create other committees for any permanent or ad hoc purpose the Board deems appropriate which shall consist of no fewer than two (2) voting directors.
 - Section 3. All Committees. All committees shall be subject to the following:
- 3.1 Appointment of Members. Except as otherwise provided, the Chairperson of the Board shall appoint voting directors to serve as committee chairpersons, and shall appoint all other committee members. Except as otherwise provided, voting directors, ex officio directors and non-directors may be committee members in any proportion the Chairperson of the Board deems appropriate.
- 3.2 Quorum. A majority of the voting members of a committee shall constitute a quorum. Except as otherwise provided, any transaction of committee business shall require a

majority vote of the committee members present and entitled to vote at a meeting at which a quorum is present. Each committee member, including the chairperson of the committee but excluding ex officio directors, shall be entitled to one vote.

- 3.3 Meetings. Members of committees shall meet at the place and time the committee chairperson designates with reasonable notice to each committee member. Each committee shall keep minutes of its proceedings and make a report to the Board of its action within a reasonable time after the meeting.
- 3.4 <u>Removal of Committee Members</u>. The Chairperson of the Board may remove a member or members of any committee (except the chair of the Finance and Investment Committee) at any time, with or without cause.
- the Board, make recommendations to the Board and perform such other functions as delegated by the Board; however, no committee shall have authority to (i) amend, alter or repeal the Third Restated Articles of Incorporation or these Amended Bylaws, (ii) elect, appoint or remove any director or officer of the Corporation, (iii) adopt a plan of merger or adopt a plan of consolidation with another corporation, (iv) authorize the sale, lease, exchange or mortgage of any property or assets of the Corporation (however, the Board may delegate to the Finance and Investment Committee the authority to oversee the allocation of securities and non-real property assets and the rebalancing of such assets among asset classes, all in accordance with the guidelines set by the Board), (v) authorize the voluntary dissolution of the Corporation or revoke proceedings to dissolve the Corporation, (vi) adopt a plan for the distribution of the assets of the Corporation, (vii) amend, alter or repeal any Board resolution, (viii) approve a director conflict of interest transaction pursuant to Section 65.361 of the Act, (ix) adopt the annual operating

budget or annual capital budget of the Corporation, or (x) authorize invasion of Restricted Principal of the Corporation's endowment funds.

3.6 <u>Additional Rules</u>. The Board may adopt additional rules for governing any committee not inconsistent with the provisions of these Amended Bylaws.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board, Vice Chairperson of the Board, President and Chief Executive Officer, Secretary-Treasurer and such subordinate officers as the Board shall from time to time elect.

Section 2. Election and Term of Office. The Board shall elect the officers of the Corporation annually, and each shall hold office until a successor shall have been duly elected and have accepted office. The Chairperson of the Board, Vice Chairperson of the Board and Secretary-Treasurer shall be voting directors, and the Chairperson of the Board and Vice Chairperson of the Board may not serve more than three (3) consecutive one-year terms in the same office. The President and Chief Executive Officer shall be a nonvoting ex officio director, and there shall be no limit on the number of consecutive terms an individual may hold that office.

Section 3. <u>Resignation</u>. Any officer of the Corporation may resign at any time by giving written notice to the Chairperson of the Board or Secretary-Treasurer. Such resignation shall take effect at the time specified in the notice, and its acceptance shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

Section 4. <u>Removal</u>. Any officer may be removed by a two-thirds vote of the directors then in office and entitled to vote whenever in their judgment the removal would be in the best interests of the Corporation.

Section 5. <u>Vacancies</u>. A vacancy in any office due to death, resignation, removal, disqualification or other cause shall be filled by the Board for the unexpired portion of the term. If a majority of the term has passed, a director filling such vacancy shall not be deemed to have served a term for purposes of the term limitation, so long as the total Board service does not exceed nine (9) years, unless extended by Article II, Section 3.

Section 6. <u>Chairperson</u>. The Chairperson shall have successfully completed a mandatory one-year term as the Vice Chairperson. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson of the Board shall (i) manage the Board and its activities, (ii) oversee the general supervision of the policies, business and affairs of the Corporation, (iii) represent the Corporation as needed in community and legislative matters, (iv) train the Vice Chairperson to become Chairperson, and (v) perform such other duties as the Board may prescribe from time to time.

Section 7. <u>Vice Chairperson</u>. The Vice Chairperson shall have successfully served a term as a chair of a committee or as chair of the Community Advisory Board. In the absence of the Chairperson of the Board or in the event of the Chairperson's death, inability or refusal to act, the Vice Chairperson of the Board shall perform the duties of the Chairperson of the Board, and when so acting shall have all powers of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson shall (i) support the Chairperson in managing the Board and its activities, (ii) represent the Corporation as delegated by the Chairperson, and ((iii) perform such other duties as the Chairperson may prescribe from time to time.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall (i) keep or cause to be kept at the principal office of the Corporation, or such other place as the Board directs, a book of minutes of all meetings of directors showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present and a description of the proceedings at the meeting; (ii) give or cause to be given such notice of the meetings of the Board as is required by these Amended Bylaws; (iii) chair the Finance and Investment Committee; (iv) provide advice and counsel on all financial matters to be reviewed by the Board; and (v) perform such other duties as the Board prescribes.

Section 9. President and Chief Executive Officer. The President and Chief Executive Officer shall be responsible for the Corporation's day-to-day operation within the structure of the policies established by the Third Restated Articles of Incorporation, these Amended Bylaws and the Board. The President and Chief Executive Officer shall be specifically responsible for (i) carrying out the mission and policies of the Corporation, (ii) administering the broadcast network, (iii) managing personnel, (iv) maintaining facilities and equipment, (v) fostering public and donor relations, and (vi) any other duties assigned by the Board.

Section 10. <u>Compensation and Expenses</u>. No officer other than the President and Chief Executive Officer shall be compensated for serving as an officer. The amount of compensation of the President and Chief Executive Officer shall be determined by the Board. Expenses incurred in connection with performance of their official duties may be reimbursed to any officer upon approval by the Board.

ARTICLE V - COMMUNITY ADVISORY BOARD

Section 1. Purpose. To qualify the Corporation to receive Community Service Grants

from the Public Broadcasting Fund of the Corporation for Public Broadcasting, the Corporation shall maintain a Community Advisory Board to be operated in accordance with the guidelines set forth in 47 USC Section 396(k)(8), as amended from time to time.

Section 2. Appointment of Members. The Corporation's Board shall appoint and have the power to remove the chairperson of the Community Advisory Board and all of its members. To the extent possible, the members shall represent the diverse needs and interests of the Corporation's service area. The Board shall appoint at least five (5), but no more than twenty (20), members to the Community Advisory Board. The Chairperson of the Board shall appoint a member of the Board to serve as liaison to the Community Advisory Board.

Section 3. Tenure. The terms of the members appointed to the first Community

Advisory Board established following the effective date of these Bylaws may vary in length, and shall be determined by the Chairperson of the Corporation's Board. Each member appointed subsequently shall serve for a term of two (2) years. No member shall serve more than three (3) consecutive terms of two (2) years each. A member may be reappointed after serving three two-year terms if two (2) years have elapsed from the expiration of the third term.

Section 4. <u>Chairperson</u>. The chair of the Community Advisory Board shall serve for one, three-year term which may be renewed for an additional three-year term, and shall be a nonvoting ex officio director of the Corporation.

Section 5. <u>Responsibilities</u>. The Community Advisory Board shall advise the Corporation's Board as to whether the Corporation's programming, service and other policies are meeting the specialized educational and cultural needs of the regions the Corporation serves, and make nonbinding recommendations to assist the Corporation in meeting such needs. The

Community Advisory Board's function is solely advisory, and in no event shall it have authority to exercise any control over any aspect of the daily management or operation of the Corporation.

Section 6. <u>Meetings</u>. The Community Advisory Board shall meet at least once each year within the Corporation's service area.

Section 7. Rules and Procedures. The Corporation's Board shall establish such rules for the operation of the Community Advisory Board as the Corporation's Board determines appropriate.

ARTICLE VI - INDEMNIFICATION

Section 1. <u>Directors and Officers</u>. The Corporation shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the Corporation) by reason of the fact that:

- the person is or was a director or officer of the Corporation or any of its subsidiaries;
- (ii) the person is or was serving as a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or any of its subsidiaries; or
- (iii) the person is or was serving, at the request of the Corporation or any of its subsidiaries, as a director or officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise.

Section 2. <u>Employees and Other Agents</u>. The Corporation may indemnify its employees and other agents to the fullest extent permitted by law.

Section 3. Advances of Expenses. The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the Corporation in advance upon written request of the director or officer, if the director or officer:

- (i) furnishes the Corporation a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the Corporation; and
- (ii) furnishes the Corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the Corporation. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

Section 4. Nonexclusivity of Rights. The rights conferred on any person by this Article VI shall be in addition to any rights to which a person may otherwise be entitled under any Articles of Incorporation, Bylaws, agreement, statute, policy of insurance, vote of shareholders or Board, or otherwise.

Section 5. <u>Survival of Rights</u>. The rights conferred on any person by this Article VI shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. <u>Amendments</u>. Any repeal of this Article VI shall be prospective only and no repeal or modification of this Article VI shall adversely affect any right or protection that is based upon this Article VI and pertains to an act or omission that occurred prior to the time of such repeal or modification.

ARTICLE VII - CONTRACTS AND BANKING

Section 1. <u>Deposits</u>. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 2. <u>Checks</u>. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. <u>Loans</u>. No loan shall be made by or to this Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers.

Section 4. Execution of Documents. The Board may, except as otherwise provided in these Amended Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances as the Board may determine from time to time. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for

any purpose or for any amount. The Board shall, from time to time, pass a resolution establishing a maximum monetary amount beyond which no officer, agent or employee may bind the Corporation without prior Board approval; such monetary amount shall be reviewed annually by the Board and shall be updated at such times as deemed necessary by the Board. The Board may, on a case by case basis, delegate the approval over an agreement exceeding the maximum monetary amount to the Finance and Investment Committee; however, in the event of an emergency, the Chairperson, Vice-Chairperson or Secretary Treasurer of the Board may delegate such approval right to any Board committee and such committee shall promptly notify the Board of is approval or disapproval and the reasons supporting such decision.

ARTICLE VIII - CORPORATE RECORDS AND REPORTS

Section 1. Records. The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business as fixed by the Board from time to time, except as otherwise provided by law.

Section 2. <u>Inspection of Articles and Bylaws</u>. The originals or copies of the Corporation's Third Restated Articles of Incorporation and these Amended Bylaws, and any amendments to or restatements of such documents, certified by the Secretary-Treasurer, shall be open to inspection by the directors at the Corporation's principal executive office at all reasonable times during office hours.

Section 3. <u>Inspection of Books and Records</u>. All books, records and accounts of the Corporation shall be open to inspection by the directors in the manner and to the extent required by law.

Section 4. <u>Fiscal Year</u>. The Corporation's fiscal year shall begin on the first day of July and end on the last day of June.

ARTICLE IX - AMENDMENTS

These Amended Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted by the vote of two-thirds of the directors then in office and entitled to vote at any meeting of the Board, except that a vote of 80 percent of the directors then in office and entitled to vote shall be required to alter, amend or repeal Section 13 of Article II.

ARTICLE X – ATTRIBUTABLE INTERESTS

In the event that the Corporation applies to the Federal Communications Commission (FCC) for authority to construct a new broadcast station and certifies in order to claim potential comparative credit that the principal community contour of the proposed station does not overlap the principal community contour of any other pertinent authorized station in which any party to its application has an attributable interest as defined by the applicable FCC rules, the Corporation shall, if it is awarded the construction permit, maintain such diversity by assuring that neither it or any party holding an attributable interest in it will acquire an attributable interest in any other pertinent station with an overlapping principal community contour.

ARTICLE XI - EFFECTIVE DATE

These Amended Bylaws shall be effective October 18, 2007.

Amended 6/13/95, (Art. IV/Sec. 2, terms served)

Amended 6/13/96, (Art. III/Sec. 2.2, rename committee)

Amended 9/12/96, (Art. II/Sec. 2; Art. IV/Sec. 6, chair emeritus)

Amended 3/27/98, (Art. V/Community Advisory Board regions eliminated)

Amended 3/16/99, (Art. II/Sec. 13/Quorum to 40%)

Amended 6/16/99, (Art. II.Sec. 4/three, three-year terms)

Amended September 19, 2001, (amendment of Art. II, III, IV, V and X) Amended September 13, 2005, (amendment of Art. IV, Section 7)

Amended September 13, 2005, (amendment of Art. IV, Section 7)

Amended June 13, 2006, (amendment of Art. II, III, IV, V, VIII and X)

Amended October 18, 2007, (correct references to Third Restated Articles; add Article X attributable interests)