

**BY-LAWS**  
**OF**  
**DELAWARE FIRST MEDIA CORPORATION**  
(A Delaware Not-for-Profit Corporation)

**ARTICLE 1: OFFICES**

Section 1.01. Registered Office. As stated in the Certificate Of Change Of Registered Agent And/Or Registered Office on file with the Division of Corporations of the Delaware Department of State, the address of the Corporation's registered office is 1200 N. Dupont Hwy., Dover, DE 19901.

Section 1.02. Other Offices. The Corporation may have other offices at such places, in Delaware or elsewhere, as the Board of Directors may from time to time determine or the activities of the Corporation may require.

**ARTICLE 2: MEMBERS**

Section 2.01. Membership. The Directors of the Corporation shall be the Members of the Corporation for all purposes. All actions, consents and approvals taken by the Directors shall be and be deemed to be taken by them as the Members and as the Directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as Members at the time. All meetings of the Board of Directors shall be and be deemed to be meetings of the Directors acting both as the Directors and as the Members of the Corporation. The Corporation shall have no shareholders.

### **ARTICLE 3: DIRECTORS**

Section 3.01. Power of Board and Qualification of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Each director shall be at least eighteen years of age.

Section 3.02. Number. The number of directors constituting the entire Board shall not be less than one (1) nor more than fifteen (15). The number of directors may be increased or decreased (but not to less than one (1) nor to more than fifteen (15)) at any time and from time to time by amendment of the Bylaws or by action of a majority vote of the entire Board, except that in no case may any decrease in the number of directors shorten the term of any incumbent director. Directors need not be residents of the State of Delaware.

Section 3.03. Election and Term of Office. The Directors shall be elected at the annual meeting of the Board of Directors, except as provided in Section 3.04 hereof or from time-to-time upon advance notice. Directors shall be divided into three classes with staggered three-year terms, beginning with the election of directors at the 2015 annual meeting. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than three (3) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit. [Effective September 1, 2015]

Section 3.04. Newly-Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors elected may be filled by vote of a majority of the Board of Directors then in office. Vacancies may be filled by a vote of the majority of the Directors, though less than a quorum, or by a sole remaining Director. The Directors so chosen

shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

Section 3.05. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary. Such resignation shall take effect at the time of receipt or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.07. Annual Meeting. The annual meeting of the Corporation shall be held on the third Friday of June, unless some other date be set by the Board of Directors, for the purpose of organization, election of Directors, election of officers, and the transaction of other business. Written notice of the Annual Meeting shall be provided to the members of the Board of Directors not less than ten (10) nor more than sixty (60) days prior to the meeting.

Section 3.08. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board. Notice of regular meetings shall be provided to the members of the Board of Directors not less than fourteen (14) days prior to the meeting.

Section 3.09. Special Meetings. Special meetings of the Board of Directors may be called by the Chair on at least three (3) days' notice to each Director, either personally (including by telephone), or in the manner specified in Section 4.01. Upon the written request of any two Directors, Special meetings shall be called by the Chair or the Secretary in like manner and on like notice.

Section 3.10. Quorum; Voting. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business; and at all meetings of any committee of the Board, a majority of the members of such committee shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting of the Board of Directors or any committee thereof at which there is a quorum present shall be the act of the Board of Directors or such committee, as the case may be, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors or committee thereof, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.11. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and such writings are filed with the minutes of proceedings of the Board or committee.

Section 3.12. Participation in Meetings. One or more Directors may participate in any meeting of the Board or committee thereof by means of conference telephone or similar means by which all persons participating can hear one another.

Section 3.13. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, establish one or more committees of the Board, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee shall have and may exercise such powers and

duties and such term of existence as shall be prescribed in the resolution. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when requested.

Section 3.14 Compensation of Directors. Directors shall not receive any stated salaries for their services, providing that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefor. At all times, such compensation shall not exceed what is ordinarily considered to be reasonable compensation for services rendered. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Section 3.15 Records. Minutes shall be kept of each meeting of the Board of Directors. Copies of the minutes of each meeting shall be filed with the corporate records of the Corporation.

Section 3.16 Non-Voting Affiliates. The Directors may identify affiliated individuals to serve as honorary directors, associate directors, junior directors, board advisors, and the like, for such terms and on such conditions as the directors determine, and may assign to such persons such responsibilities, duties, and privileges as the directors determine. Such affiliated individuals shall not be directors of the Corporation for the purposes of these bylaws or for any other purpose and shall have no votes at any meetings of the directors.

## **ARTICLE 4: NOTICES AND PROCEDURE**

Section 4.01. Notices. Whenever, under the provisions of law or of the Certificate of Incorporation or of these By-Laws, notice is required to be given to any Member or Director, such requirement shall not be construed to necessitate personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, cable, telecopy or telex or by delivering a writing in a sealed wrapper prepaid to a courier service guaranteeing delivery within two (2) business days, in each case addressed to such Member or Director, at his or her address as it appears on the records of the Corporation in the case of a Member and at his or her business address (unless he or she shall have filed a written request with the Secretary that notices be directed to a different address) in the case of a Director. Such notice shall be deemed to be given at the time it is so dispatched. Notice may also be given by electronic mail when directed to an electronic mail address at which the Member or Director has consented to receive notice, except as otherwise provided by the Delaware General Corporation Law.

Section 4.02. Waiver of Notice. Whenever, under the provisions of law or of the Certificate of Incorporation or of these By-Laws, notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent thereto. Neither the business nor the purpose of any meeting need be specified in such a waiver.

Section 4.03. Parliamentary Procedures. Except as otherwise provided by the Delaware General Corporation Law or these By-Laws, all questions of order or procedure with respect to

any meeting or action of the Members or of the Board of Directors, or any committee thereof, shall be determined in accordance with the latest edition of Robert's Rules of Order.

## **ARTICLE 5: OFFICERS**

Section 5.01. Number. The officers of the Corporation shall include a Chair, a Vice Chair, a President, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person.

Section 5.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors. Officers shall hold office at the pleasure of the Board. The terms of office shall be year to year, provided however, that no officer, except the President, shall serve for more than six consecutive years in that office.

Section 5.03. Removal. Any officer may be removed at any time by the Board of Directors. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 5.04. Chair. The Chair shall, together with the Board of Directors, set policy, approve capital and operating budgets, establish goals and objectives of the organization, see that all orders and resolutions of the Board are carried into effect, and shall preside over meetings of the Board of Directors.

Section 5.05. Vice Chair. The Vice Chair shall perform such duties and have such authority as may be specified by the Board of Directors or the Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair.

Section 5.06. President. The President of the Corporation shall be the chief executive officer in charge of operations and shall have such general executive powers and duties of supervision and

management as are usually vested in the office of the chief executive officer of a corporation, including carrying into effect all directions and resolutions of the Board of Directors. The President may execute all bonds, notes, and other contracts requiring a seal, under the seal of the Corporation, and may execute all other contracts and instruments for and in the name of the Corporation. The President shall direct the day-to-day affairs of the Corporation, including the supervision of all employees. The President shall have the power to employ, remove, and suspend all agents and employees not appointed or elected by the Board of Directors. The President shall be accountable to the Board of Directors and Chair.

Section 5.07. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Members and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors; shall perform such other duties as may be prescribed by the Board of Directors or the Chair; and shall have custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument, and when so affixed it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 5.08. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the

Board of Directors or the President, taking proper vouchers for such disbursements, and shall render to the Board of Directors when the Board so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall file such documents as may be required by the Internal Revenue Service or the State of Delaware, including the Annual Franchise Tax Report to be filed by March 1 of each year.

#### **ARTICLE 6: INDEMNIFICATION**

Section 6.01. Indemnification. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving while a Director or officer of the Corporation at the request of the Corporation as a member, director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent not prohibited by Delaware law or the Internal Revenue Code.

Section 6.02. Advances. Any person claiming indemnification within the scope of Section 6.01 shall be entitled to advances from the Corporation for payment of the expenses of defending actions against such person in the manner and to the full extent not prohibited under Delaware law.

Section 6.03. Procedure. On the request of any person requesting indemnification under Section 6.01, the Board of Directors or a committee thereof shall determine whether such

indemnification is permissible; provided, however, that such determination shall be made by independent legal counsel if the Board or such committee so directs or if the Board or such committee is not empowered by statute to make such determination.

Section 6.04. Other Rights. The indemnification and advancement of expenses provided by this Article 6 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any insurance or other agreement, vote of disinterested Members or disinterested Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Member, Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6.05. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a member, director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

Section 6.06. Modification. The duties of the Corporation to indemnify and to advance expenses to a Director or officer provided in this Article 6 shall be in the nature of a contract between the Corporation and each such Director or officer, and no amendment or repeal of any provision of this Article 6 shall alter, to the detriment of such Director or officer, the right of

such person to the advancement of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

#### **ARTICLE 7: AMENDMENTS**

Section 7.01. Amendments. These By-Laws may be altered, amended or repealed, and new ByLaws may be adopted, by the Members or the Board of Directors at any regular meeting of such Members or of the Board of Directors or at any special meeting of such Members or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such special meeting.

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These By-Laws were adopted on August 10, 2012, and amended on September 1, 2015 and January 30, 2019.