

**The Bylaws of  
The Foundation for Public Broadcasting in  
Georgia, Inc.**

**Revised and Effective  
May 18, 2005**

**The Foundation for Public Broadcasting in Georgia, Inc.  
Bylaws**

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**Bylaws  
of  
The Foundation for Public Broadcasting in Georgia, Incorporated**

ARTICLE I. Purpose.

The purpose of The Foundation for Public Broadcasting in Georgia, Incorporated, (the Corporation) is to further the advancement of public and educational broadcasting in Georgia as set forth in the Articles of Incorporation of the Corporation.

The objectives of The Foundation for Public Broadcasting in Georgia, Incorporated, are to acquire and administer funds and property that after repayment of necessary expenses shall be devoted exclusively to educational and charitable purposes that promote, aid, and advance educational and public broadcasting, as well as public telecommunications in general and the aims and objectives of the Georgia Public Telecommunications Commission in providing educational and public broadcasting to all the citizens of the State of Georgia.

ARTICLE II. Principal Office Location.

The principal office of the Corporation for the transaction of business shall be 260 14<sup>th</sup> Street, NW, Atlanta, Georgia 30318-5360, and at any other location that shall be named from time-to-time by the Board of Directors.

ARTICLE III. Board of Directors.

Section 1.       Composition.

The affairs of the Corporation shall be controlled and administered by a Board of Directors (the Board). The Board shall consist of seven (7) directors, composed of the Chairperson and Vice Chairperson of the Georgia Public Telecommunications Commission and two (2) directors elected by the Board of the Georgia Public Telecommunications Commission. The Executive Director of the Georgia Public Telecommunications Commission shall serve as an ex-officio member of The Foundation Board. The remaining two (2) directors shall be elected by The Foundation Board. All members shall be voting members, including the Executive Director of the Georgia Public Telecommunications Commission.

Section 2.       Election and Terms.

Two (2) members of The Foundation Board shall be elected by The Foundation Board and confirmed by the Georgia Public Telecommunications Commission at the next official Commission Board meeting. All members of The Foundation Board shall be citizens of the State of Georgia. Each Foundation member shall serve for a term of four (4) years or until a successor is elected.

Section 3.       Vacancies.

If a director position becomes vacant, The Foundation Board may appoint a director to fill the

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unexpired term. The appointed director shall be confirmed by the Georgia Public Telecommunications Commission.

ARTICLE IV. Meetings and Quorum.

Section 1. Meetings.

The Board of Directors shall meet annually immediately following the May meeting of the Board of the Georgia Public Telecommunications Commission. The Chairperson may call for other meetings as is determined necessary. A call for a meeting by the Chairperson shall specify the place, time and date of the meeting. In addition to the annual meeting, the Board may also meet and conduct matters of business by any means that would expedite the affairs of The Foundation. This could include circulation of printed materials, telephonic meetings and/or electronic mail communications, as well as other means determined appropriate by the Chairperson.

Section 2. Quorum.

A quorum for the transaction of any business shall be a majority of the Board members.

Section 3. Agenda.

A prepared agenda with appropriate information shall be distributed to each member of The Foundation by the President at least five days in advance of any regular meeting of the Board. This agenda, unless amended at the beginning of each meeting, shall govern the order of business for the meeting. Additions or deletions to the approved agenda shall be by majority vote of the members voting, a quorum being present.

Section 4. Public Meetings and Executive Sessions.

All meetings of The Foundation shall be open to the public provided; however, upon approval by a majority vote of the members of The Foundation present at any meeting, The Foundation may hold executive sessions at any time as provided and specified by Georgia law. The results of any actions shall be reported as provided and specified by law.

ARTICLE V. Officers.

Section 1. Enumeration, Election and Term.

The officers of the Corporation shall consist of a Chairperson and Vice Chairperson elected by the Directors. The Chairperson shall preside over any meetings and accept reports from the President from time-to-time as needed. The Vice Chairperson shall serve in the absence of the Chairperson and in any other capacity as directed by the Chairperson. The terms of the Chairperson and the Vice Chairperson shall be continuous until successors are elected by a majority of the members of The Foundation Board. There shall also be a President of The Foundation.

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Section 2. The President.

The Executive Director of the Georgia Public Telecommunications Commission shall serve as the President of The Foundation. The President shall be the Chief Operating Officer and General Secretary of the Corporation. It shall be the function of the President to carry out the day-to-day operations of the Corporation and to recommend policy matters to the Board of Directors for consideration. The President shall have the authority to execute on behalf of the Corporation all contracts, deeds, mortgages, pledges, promissory notes, transfers, licenses and other written instruments that are binding upon the Corporation. The President shall also function as General Secretary and as such be the custodian of the minutes book of the Corporation and shall ensure that accurate minutes of the proceedings be recorded. Any instrument required to be given under the seal of the Corporation must be attested to by the President acting as General Secretary. The President shall have the authority to contract on behalf of the Corporation and carry on normal business activities as is necessary to achieve the aims and objectives of the Corporation as set forth in the Articles of Incorporation and elsewhere in these Bylaws subject to the following limitations:

- a. Contracts. The President shall have the authority to enter into contracts on behalf of the Corporation, provided, however, that any contract exceeding two hundred and fifty thousand dollars (\$250,000) shall be approved by a majority of the Board.
- b. Loans. Any loan or evidence of indebtedness in excess of two hundred and fifty thousand dollars (\$250,000) issued in the name of the Corporation shall be approved by a majority of the Board.
- c. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, or other documents necessary to carry out the business affairs of the Corporation, shall be signed by either the President or the Fiscal Agent, provided however, that any such instrument in excess of two hundred fifty thousand dollars (\$250,000) shall be signed by the President and one other officer of the Corporation.
- d. Transfers. The President or the Fiscal Agent is authorized to approve the transfer of funds received by the Corporation to the Georgia Public Telecommunications Commission as needed for funding operations as approved in the annual operating budget of the Georgia Public Telecommunications Commission provided that such transfers shall not include any funds received and held as endowments under Article X. of these bylaws.

Section 3. Fiscal Agent.

The Chief Financial Officer of the Georgia Public Telecommunications Commission shall serve as Fiscal Agent for The Foundation. As Fiscal Agent, this officer shall function as the registered agent and coordinate any legal activities on behalf of the Corporation.

ARTICLE VI. The Executive Committee.

The Executive Committee shall be comprised of the Chairperson, Vice Chairperson and the President. The Executive Committee shall perform all duties and functions of the Corporation Board of Directors at all times when it is impractical or impossible for the Board of Directors to convene. The Executive Committee shall have the full powers of the Board of Directors and its actions shall stand as

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actions of the Board of Directors. All directors may attend Executive Committee meetings and shall be notified of the time and place for such meetings by the Secretary as much in advance as is feasible.

ARTICLE VII. Committees.

The Foundation Chairperson shall appoint advisory committees and special committees as deemed necessary to support the mission and goals of The Foundation. Committees shall meet at the direction of the Chairperson of The Foundation or on call of the committee chairperson.

ARTICLE VIII. Compensation.

Directors and officers as such shall be entitled to receive for attendance at each regular or special meeting of the Board and any adjournments thereof, the same per diem and expense allowances authorized for members of other state boards and commissions, as provided by the Official Code of Georgia Annotated 45-7-21. Members of either advisory or special committees may be allowed such compensation as may be designated by the Board Chairperson for attending committee meetings. Any director, officer or employee of the Corporation shall be entitled to reimbursement of necessary expenses incurred on behalf of the Corporation in a manner provided by a resolution of the Board of Directors. The Board of Directors may or may not, at their discretion, require bonds from either or all of the officers and employees of the Corporation for the faithful performance of their duties and good conduct while in office. The President shall not be entitled to receive the reimbursements as authorized in this section for other members of the Board.

ARTICLE IX. Sale of Property.

Any sale or transfer of any stock, bond, security of any other property standing in the name of the Corporation, shall be valid only if approved by a majority of the Board through a corporate resolution or by unanimous vote of the Executive Committee and confirmed by a majority of the Board. Any person, firm or corporation to whom a copy of this Article IX. shall have been certified, shall be entitled to rely thereon until notified of its repeal.

ARTICLE X. Endowments.

Section 1. Establishment.

The Board of Directors may by resolution establish an endowment or endowments for the benefit of the Georgia Public Telecommunications Commission. The amount of any endowment shall be fixed by resolution. Any adjustments to the amount of an endowment must be approved by a majority of the Board but only after advertising the proposed change for a period of thirty (30) days.

Section 2. Financing.

All endowments shall be invested in a manner approved by a majority of the Board and shall comply with the investment policy adopted by the Board. The principal amount of an endowment shall be reserved unless otherwise specified by the donor. Use of the income generated by investing funds to finance projects or productions recommended by the Georgia Public Telecommunications Commission that

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reflect Georgia history, culture or issues must be specifically authorized by the Board.

ARTICLE XI. Designation of Funds.

The President may designate portions of The Foundation's financial assets for transfer to the Georgia Public Telecommunications Commission in support of its educational and public broadcasting efforts. Such designations shall be retained by The Foundation and transferred to the Georgia Public Telecommunications Commission on a periodic basis. The President shall provide the Board with an annual report that describes the uses and benefits of such designated funds.

ARTICLE XII. Indemnification.

Section 1. Indemnification.

The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer or legal counsel made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in their capacity as director, officer, employee representative, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which they served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of their duties to the Corporation.

Section 2. Authorization.

Any indemnification under Article XII., Section 1 shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director, officer, or representative seeks indemnification were properly incurred and that such director, officer, or representative acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, they had no reasonable ground for belief that such action was unlawful. Such action shall be made by the Board of Directors by a majority vote.

Section 3. Assumption of Defense.

The Corporation shall be entitled to assume the defense of any person seeking indemnification

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pursuant to the provisions of Article XII., Section 1 above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Article XII., Section 1 above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, and representation by counsel retained by the Corporation is objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

Section 4.      Limitations.

The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

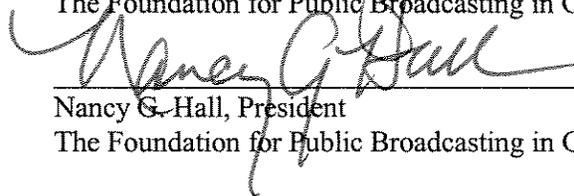
ARTICLE XIII. Amendments to Bylaws.

The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall contain any provision inconsistent with the law or the Articles of Incorporation. Proposed Bylaws shall be presented to the Board thirty (30) days in advance of official action, or presented and carried by a two-thirds majority vote of the members present at any meeting.

I hereby certify that these Bylaws are true and exact as amended by the Board of Directors of The Foundation for Public Broadcasting in Georgia, Incorporated, May 18, 2005.



Michael H. McDougald, Chairperson  
The Foundation for Public Broadcasting in Georgia, Inc.



Nancy G. Hall, President  
The Foundation for Public Broadcasting in Georgia, Inc.



Valerie Miller Nichols, Notary Public  
Notary Public, Henry County, Georgia  
My Commission Expires September 3, 2007

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Date Commission Expires