



KEXP Board of Directors Resolution 2(14)

Amend Article 3.1 of the Articles of Incorporation

Whereas, Article 3.1 of the Articles of Incorporation currently states "The purposes of the corporation are to operate exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, supporting the tax-exempt mission, purposes, goals and objectives of the University of Washington, a a public institution of higher education in the State of Washington (the "University") in its operation of the University's broadcast license for a radio station with the current call letters "KEXP" (the "Radio Station "), which is a key component of the University's public outreach, education and arts missions. The corporation is organized principally for the further expansion of the Radio Station, bringing in new communities of listeners, exploring and disseminating free of charge to the general public various forms and styles of music and experimenting with various platforms and technologies to disseminate such music," and

Whereas, the University of Washington has expressed its intent to assign the FCC broadcast license for the Radio Station to Friends of KEXP,

Therefore, we, the Board of Directors of Friends of KEXP resolve, subject to and effective upon closing of the assignment of the FCC broadcast license to Friends of KEXP, to amend Article 3.1 of the Articles of Incorporation to read in its entirety as follows:

"The purposes of the corporation are to operate exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), its broadcast license for a radio station with the current call letters "KEXP" (the "Radio Station"), and its other media assets.–The corporation is organized principally for the further expansion of the Radio Station and other media assets, bringing in new communities of listeners, exploring and disseminating free of charge to the general public various forms and styles of music and experimenting with various platforms and technologies to disseminate such music."



KEXP Board of Directors Resolution 3(14)

Amend Friends of KEXP Bylaws

Article 8. Whereas, Article 8 of the Bylaws currently states: "These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of all Directors," and

Whereas, Section 3.15.2 of the Bylaws currently states: "The following actions shall require the approval of at least two-thirds of the Directors then serving in office: (a) the sale, lease or exchange of all or substantially all the property and assets of the corporation; (b) adoption of a plan of merger or consolidation with another corporation; (c) authorization of the voluntary dissolution of the corporation or revoke proceedings therefore; (d) amendment of, alter or repeal the Articles of Incorporation or Bylaws of the corporation; or (e) adoption of a plan for the distribution of the assets of the corporation," and

Whereas, these two sections conflict,

Therefore, we the Board of Directors of Friends of KEXP resolve to amend Article 8 of the Bylaws to read in its entirety as follows: "These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of two-thirds of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of all Directors."

Section 3.3(a). Whereas, Section 3.3(a) of the Bylaws currently states: "The University of Washington (the "*University*") shall appoint two Directors to the Board. In the event that the composition of the Board is ten or more Directors, the University may appoint one more Director for a total of three Directors. The University President, or his or her designee, shall appoint University Directors," and

Whereas, the University of Washington and KEXP are negotiating an agreement for cooperation, affiliation, and mutual support that is intended to reflect a renewed relationship between the parties, and

Whereas, the agreement for cooperation, affiliation and mutual support is expected to redefine the number of University Board appointees and the process by which they shall be appointed,

Therefore, we, the Friends of KEXP Board of Directors resolve, subject to consummation of the agreement for cooperation, affiliation and mutual support substantially in the form approved by the Board on this date, to amend section 3.3(a) of the Bylaws to read in its entirety as follows:

"The corporation grants to the University of Washington (the "*University*") the right to appoint, and remove at will, one Director to the Board. To fill such appointment, the University will solicit from the corporation a University-affiliated candidate for appointment to the Board of Directors. If the University finds that candidate acceptable, he or she will be appointed to the Board; if not, the corporation shall submit another candidate. This process will continue until a mutually acceptable candidate is identified. Upon resignation or removal of any University-appointed Director, this process shall be repeated."

Article 6. Whereas, Article 6 of the Bylaws currently states: "The Board may appoint one or more Advisory Committees of two or more persons to provide advice and assistance to the Board. Members of any Advisory Committee may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the corporation; provided, however, to the extent permitted by law, members of any Advisory Committee shall be entitled to the same limitations on liability and rights to indemnification as Directors of the corporation. Advisory Committees shall be comprised of at least two Directors, and remaining committee seats may be filled by individuals who do not serve on the Board. The Chair of an Advisory Committee need not be a Director of the corporation," and

Whereas, to comply with the Corporation for Public Broadcasting Community Service Grant requirements, Friends of KEXP must seat a Community Advisory Board that is a separate entity from the Board of Directors, and that does not include Directors except in an ex-officio capacity,

Therefore, we the Board of Directors of Friends of KEXP resolve to amend Article 6 of the current Bylaws to read in its entirety as follows:

"The Board may appoint one or more Advisory Committees of two or more persons to provide advice and assistance to the Board. Members of any Advisory Committee may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the corporation; provided, however, to the extent permitted by law, members of any Advisory Committee shall be entitled to the same limitations on liability and rights to indemnification as Directors of the corporation."

**AMENDED AND RESTATED
BYLAWS
OF
FRIENDS OF KEXP**

Originally adopted on: May 15, 2012

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**AMENDED AND RESTATED BYLAWS
OF
FRIENDS OF KEXP**

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (the "**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

The corporation shall have no members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by the Board.

3.2 Number

The Board shall consist of not less than 9 nor more than 25 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws; provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Appointment and Election of Directors

The Directors shall be appointed or elected as follows:

(a) The University of Washington (the "**University**") shall appoint two Directors to the Board. In the event that the composition of the Board is ten or more Directors, the University may appoint one more Director for a total of three Directors. The University President, or his or her designee, shall appoint University Directors.

(b) The remaining Directors with expiring terms shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of Directors then in office. The Executive Committee or another committee designated by the Board shall bring to the full Board a slate of candidates each year at the annual meeting of the Board.

3.3.1 Initial Classification

At a meeting of the corporation called for the purpose of classifying the members of the Board, the Directors shall classify themselves into three groups to serve staggered terms of office as follows: approximately one-third of the Directors shall serve for a term ending three years from the date of the first annual meeting of the Board after initial classification ("***Class 3***"); approximately one-third of the Directors shall serve for a term ending two years after the first annual meeting of the Board after initial classification ("***Class 2***"); and approximately one-third of the Directors shall serve for a term ending one year after the first annual meeting of the Board after initial classification ("***Class 1***").

3.3.2 Successor Directors

After the initial classification, approximately one-third of the number of Directors fixed by or in the manner provided by these Bylaws shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office (including those Directors whose terms expire on the date of the meeting) to replace that group of Directors whose terms expire each year.

3.4 Term of Office

With the exception of the Directors initially classified, each group of Directors shall be elected for terms expiring on the date of the annual meeting of the Board three years subsequent to their election and until their successors are elected and qualified. Any Director may serve two consecutive terms, after which time he or she must wait one year before serving another term.

3.5 Resignation

Any Director may resign at any time by delivering written notice to the Chair of the Board, the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of Directors. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.6 Removal

One or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws. Notwithstanding failing to meet minimum attendance requirements, Directors appointed by the University may only be removed by the University.

3.7 Annual Meeting

The annual meeting of the Board shall be held on a date chosen by the Chair or the Board for the purposes of transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.8 Regular Meetings

The Board Chair shall specify the date, time and place for the holding of regular meetings. Meetings shall be held not less than quarterly with frequency determined by the Chair as needed to conduct the business of the Board.

3.9 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.10 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

3.11 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting.

3.12 Notice of Regular and Special Meetings

Notice for regular meetings shall be given to each Director as soon as possible after the regular meeting has been called, but no less than 14 days prior to the meeting.

Notice for special meetings shall be given to each Director as soon as possible after the meeting has been called, but no less than one day prior to the meeting.

3.12.1 In Writing

Notices in writing may be delivered via email or another appropriate method of record to the Director at his or her email address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

3.12.2 Personal Communication

Notice may be by personal communication with the Director.

3.12.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose. For purposes of these Bylaws, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.12.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.12.4.

3.13 Waiver of Notice

3.13.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.13.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.14 Quorum

A majority of Directors installed in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

3.15 Manner of Acting

3.15.1 General Decisions

The act of the majority of Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15.2 Major Decisions

The following actions shall require the approval of at least two-thirds of the Directors then serving in office: (a) the sale, lease or exchange of all or substantially all the property and assets of the corporation; (b) adoption of a plan of merger or consolidation with another corporation; (c) authorization of the voluntary dissolution of the corporation or revoke proceedings therefore; (d) amendment of, alter or repeal the Articles of Incorporation or Bylaws of the corporation; or (e) adoption of a plan for the distribution of the assets of the corporation.

3.16 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.17 Action by Board without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is signed by all Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all which, taken together, shall constitute one and the same document. When a Director has consented to electronic notification, written consent may be given in the form of email. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.18 Board Committees

3.18.1 Standing and Temporary Committees

The Board may designate and appoint one or more Standing or Temporary Committees, and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board, except that no committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all the property and assets of the corporation not in the ordinary course of

business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. Each Director shall serve on at least one Standing Committee. The designation and appointment of a committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law. Standing and Temporary Committees shall consist of three or more Directors and be comprised solely of Directors.

3.18.2 Executive Committee

The Board may designate and appoint an executive committee (the "***Executive Committee***"). The Executive Committee, if any, shall have and exercise such authority of the Board in the management of the corporation subject to such limitations as may be prescribed by the Board and by applicable Washington law.

3.18.3 Finance Committee

The Board may designate and appoint a finance committee (the "***Finance Committee***"). The Finance Committee, if any, shall recommend financial policies, review the annual budget and recommend it to the full board for approval, and monitor financial reports prepared by staff. The Treasurer of the corporation shall serve as the chair of the Finance Committee.

3.18.4 Audit Committee

The Board may designate and appoint an audit committee (the "***Audit Committee***"). The Audit Committee shall provide oversight and guidance to staff in the management of the organization's annual audit. The Treasurer of the corporation shall not serve as the chair of the Audit Committee.

3.18.5 Governance and Nominating Committee

The board may designate and appoint a governance and nominating committee (the "***Governance and Nominating Committee***"). The Governance and Nominating Committee shall (1) identify and consider persons for election or appointment to the Board and the committees of the Board, in collaboration with the Chair and the President, and to submit its recommended candidates to the Board at the Annual Meeting each year; (2) formulate and provide to the Board a description of the skills and attributes desired of Directors; and (3) work with the Chair and the President to implement annual orientation and training activities for Directors.

3.18.6 Quorum; Manner of Acting

The majority of Directors composing any Standing or Temporary Committee shall constitute a quorum. The act of a majority of the members of a Standing or Temporary Committee present at a meeting at which a quorum is present shall be the act of the committee.

3.18.7 Resignation

Any member of any committee including the Executive Committee, if any, may resign at any time by delivering oral or written notice thereof to the Chair of the Board or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18.8 Removal of Committee Member

The Board may remove from office any member of any committee including the Executive Committee, if any, elected or appointed by it.

3.19 Compensation

Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a Chair, a President, a Vice Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any officer may be assigned by the Board any additional title that the Board deems appropriate. All officers, other than the President, shall be elected from among the Directors of the corporation.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns or is removed from office, he or she shall hold office for two years or until his or her successor is elected. When necessary, a Director's term shall be extended to the full length of his or her term as an officer.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the President, or the Secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of a majority of the Board. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Chair

The Chair of the Board shall preside over meetings of the Board and shall perform such other duties as shall be assigned to him or her by the Board from time to time.

4.7 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all the assets, business and affairs of the corporation. The President shall work with any Advisory Committees established by the corporation and shall be responsible for monitoring any Advisory Committees and assisting the Advisory Committee in fulfilling their charters. The President shall be responsible for managing the staff of the corporation. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board. The President shall be a non-voting ex officio member of the Board.

4.8 Vice Chair

In the event of the death of the Chair or his or her inability to act, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or the Board.

4.9 Secretary

The Secretary shall ensure that accurate minutes are kept during meetings of the Board and any other committee that maintains minutes. The Secretary shall perform such other duties as may be assigned by the Board.

4.10 Treasurer

The Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as may be assigned by the Board. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine.

4.11 Compensation

The officers shall not receive compensation for their service as officers, but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation, including but not limited to expenses incurred for travel on behalf of the corporation. The Board shall set the compensation of the President. The President shall set the compensation of staff, subject to any guidelines established by the Board and subject to applicable state and federal compensation laws.

ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Director believes to be in the best interests of the corporation, and which adheres to the corporation's conflict of interest policies.

ARTICLE 6. ADVISORY COMMITTEES

The Board may appoint one or more Advisory Committees of two or more persons to provide advice and assistance to the Board. Members of any Advisory Committee may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the corporation; provided, however, to the extent permitted by law, members of any Advisory Committee shall be entitled to the same limitations on liability and rights to indemnification as Directors of the corporation. Advisory Committees shall be comprised of at least two Directors, and remaining committee seats may be filled by individuals who do not serve on the Board. The Chair of an Advisory Committee need not be a Director of the corporation.

The Board may determine by separate resolution the operational rules which shall govern an Advisory Committee. An Advisory Committee's members may be removed at any time, with or without cause, by the Board.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

7.1 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.2 Loans

No loans shall be contracted on behalf of the 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.

7.3 Loans or Extensions of Credit to Officers and Directors

No loans shall be made by and no credit shall be extended by the corporation to its officers or Directors.

7.4 Checks, Drafts, Etc.

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, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

7.5 Deposits

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.

7.6 Minutes of Meetings; Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and these Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of the Board and any minutes maintained by committees of the Board, records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

7.7 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the 12 months ending the last day of December.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of all Directors.

ARTICLES OF AMENDMENT OF FRIENDS OF KEXP

The following Articles of Amendment are executed by the undersigned, a Washington nonprofit corporation:

1. The name of this corporation is Friends of KEXP.
2. The Articles of Incorporation are amended in their entirety as follows:

ARTICLE 1. NAME

The name of this corporation is Friends of KEXP.

ARTICLE 2. DURATION

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The purposes of the corporation are to operate exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), including, without limitation, supporting the tax-exempt mission, purposes, goals and objectives of the University of Washington, a public institution of higher education in the State of Washington (the "**University**") in its operation of the University's broadcast license for a radio station with the current call letters "KEXP" (the "**Radio Station**"), which is a key component of the University's public outreach, education and arts missions. The corporation is organized principally for the further expansion of the Radio Station, bringin in new communities of listeners, exploring and disseminating free of charge to the general public various forms and styles of music and experimenting with various platforms and technologies to disseminate such music.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and

to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Incorporation.

3.2.2 Distributions; Dissolution

No Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Directors of the corporation (the "**Board of Directors**") to the University of Washington provided the University of Washington qualifies for exemption under the provisions of Code Section 501(c)(3) at the time of such distribution and provided, further, that if the University of Washington has provided the corporation with written notice of its intent to sell the FCC License pursuant to Section 13.3 of the Agreement for Radio Station Management entered into between the University of Washington and the corporation, the Board of Directors may instead distribute the remaining assets for a purpose or purposes similar to those set forth in Section 3.1 of these Articles of Incorporation, to any other organization that then qualifies for exemption under the provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Section 3.1 of these amended Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes. Notwithstanding anything to the contrary, the corporation shall not amend this Section 3.2.2 without the written consent of the University of Washington.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these amended Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(d) The corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the corporation to tax under Code Section 4943, from making any investments that would subject the corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Code Section 4942.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these amended Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these amended Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. DIRECTORS

4.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 5. NO MEMBERS

The corporation shall have no members.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Washington Nonprofit Corporation Act (the "*Act*") (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members; if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 6 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by the Act, as so amended, without any requirement of further action by the corporation.

ARTICLE 7. INDEMNIFICATION

7.1 Right to Indemnification

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity, "*Another Enterprise*") (such person, an "*Indemnified Person*"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.4 of this Article 7, the corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Directors.

7.2 Restrictions on Indemnification

The corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on indemnification set forth in this Section 7.2 shall be as set forth in such amended statutory provision.

7.3 Expenses Payable in Advance

The corporation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "*Advanced Expenses*"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 7 or otherwise. Notwithstanding any of the foregoing in this Section 7.3, the corporation shall not be required to pay any Advanced

Expenses to a person against whom the corporation directly brings a claim alleging that the corporation is not required to indemnify such person under Section 7.2 of this Article 7.

7.4 Written Statement Required and Right of Indemnified Person to Bring Suit

An Indemnified Person seeking indemnification pursuant to Section 7.1 or Advanced Expenses pursuant to Section 7.3 must first submit to the Board a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "**Claim**"). If (a) a Claim pursuant to Section 7.1 above is not paid in full by the corporation within 60 days after such Claim has been received by the corporation, or (b) a Claim pursuant to Section 7.3 above is not paid in full by the corporation within 30 days after such Claim has been received by the corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 7 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

7.5 Procedures Exclusive

Pursuant to Section 24.03.043 of the Act in reference to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and Advanced Expenses set forth in this Article 7 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

7.6 Non-exclusivity of Rights

The right to indemnification and Advanced Expenses conferred by this Article 7 shall not be exclusive of any other right that any person may have or hereafter acquire under (a) any statute, (b) provision of these Articles of incorporation, (c) the Bylaws of the corporation, (d) by general or specific action of the Board of Directors, (e) by contractor (f) otherwise.

7.7 Insurance, Contracts and Funding

The corporation may maintain insurance, at its expense, to protect itself and any Director, officer, partner, trustee, employee or agent of the corporation or Another Enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any Director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Article 7 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit)

to ensure the payment of such amounts as may be necessary to effect indemnification and Advanced Expenses as provided in this Article 7.

7.8 Indemnification of Employees and Agents of the Corporation

The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 7 with respect to the indemnification and Advanced Expenses of Directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

7.9 Persons Serving Other Entities

Any person who, while a Director or officer of the corporation, is or was serving (a) as a Director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its Directors is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be (i) so serving at the request of the corporation and (ii) entitled to indemnification and Advanced Expenses under this Section 7.

3. The amendments were adopted by a consent in writing signed by all members entitled to vote with respect thereto on _____, 2011.

The effective date of these Articles of Amendment shall be the date of filing by the Secretary of State of the State of Washington.

Dated: _____, 2011.

By
Its