

BY-LAWS

OF THE

CORPORATION FOR PUBLIC BROADCASTING

As amended October 29, 2007

ARTICLE I

Offices

Section 1.01. **Registered Office.** The Corporation shall maintain a registered office in the City of Washington, District of Columbia.

Section 1.02. **Other Offices.** The Corporation may also have offices at such other places, either within or without the District of Columbia, as the business of the Corporation may require.

ARTICLE II

Board of Directors

Section 2.01. **General Powers.** The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 2.02. **Number, Terms of Office and Qualifications.** The Board of Directors shall consist of the number of Directors required by the Public Broadcasting Act of 1967 and any amendments thereto. The method of appointment of Directors and their terms of office shall be as set forth in the Public Broadcasting Act of 1967 and any amendments thereto.

Section 2.03. **The Chairman of the Board.** At each annual meeting of the Board, or at such other time as there may be a vacancy in this office, and, if, as a result of the vacancy, the Board, by majority vote calls for an election, the Board of Directors shall elect, by majority vote, from among its members who are not employees of the Corporation who have completed a minimum of one full year of service as of the date of such election, a Chairman of the Board. The Chairman shall not serve in such a capacity for more than two consecutive full one-year terms during a single term of office. The Chairman shall serve at the pleasure of the Board, or until his successor has been duly elected and qualified, or until he shall resign or otherwise vacate his office or Board membership. The Chairman shall preside at all meetings of the Board, shall carry out all functions required of him by these By-

Laws, and shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 2.04. **The Vice Chairman of the Board.** At each Annual Meeting of the Board, or at such other time as there may be a vacancy in this office, the Board of Directors shall elect, by majority vote, from among its members who are not employees of the Corporation, a Vice Chairman of the Board. The Vice Chairman shall not serve in such capacity for more than two consecutive full one-year terms during a single term of office. The Vice Chairman shall serve at the pleasure of the Board, or until his successor has been duly elected and qualified, or until he shall resign or otherwise vacate his office or Board membership. In the absence of the Chairman of the Board, the Vice Chairman of the Board shall act in all respects in the stead of the Chairman during such absence. In the case of a vacancy in the office of the Chairman of the Board, the Vice Chairman of the Board shall act in all respects in the stead of the Chairman, for the remainder of the unexpired term of the Chairman, or until the Board of Directors, by majority vote, calls for an election to fill the vacancy. In addition, the Vice Chairman shall carry out all functions required of him by these By-Laws and shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 2.05. **Organization of Directors' Meetings.** At all meetings of the Board of Directors, the Chairman of the Board, or, in his absence, the Vice Chairman of the Board, or in the absence of the Chairman of the Board and the Vice Chairman of the Board, a temporary Chairman chosen by a majority of the Directors present, shall act as Chairman of such meeting and preside thereat. The Secretary shall act as Secretary at all meetings of the Board of Directors. In the absence from any such meeting of the Secretary, the Chairman may appoint any person to act as Secretary of the meeting. A copy of the minutes of all meetings shall be supplied to each member of the Board.

Section 2.06. **Place of Meeting.** Meetings of the Board of Directors, including the Annual Meeting, will be held at Washington, D.C., or at such other place or places as may be determined by the Board.

Section 2.07. **Annual Meeting of the Board.** The Annual Meeting of the Board of Directors for the purpose of organization, the election of Chairman and Vice Chairman for the ensuing year, and the transaction of other business shall be held during September of each year on such date and at such hour and at such place as shall be fixed by the Chairman of the Board. However, the Board may vote, by a two-thirds majority, to hold the Annual Meeting during a month other than September, so long as the Annual Meeting occurs no less than 12 months and no more than 15 months from the previous Annual Meeting. Unless the Board has voted to schedule it otherwise, if no Annual Meeting has been scheduled and called by the Chairman of the Board by a date one year from the date of the previous Annual Meeting, then the Vice Chairman of the Board shall call such a meeting. If the Annual Meeting is not called by either the Chairman of the Board or the Vice Chairman of the Board, the Annual Meeting shall be called by the Secretary. Notice of such Annual Meeting shall be given or waived as in the case of special meetings of the Board.

Section 2.08. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such intervals as may be fixed by resolution adopted by the Board. Notice of such meetings shall be given or waived as in the case of special meetings of the Board.

Section 2.09. **Special Meetings.** Special meetings of the Board of Directors may be actual or telephonic, and shall be held whenever called by the Chairman of the Board (or in his absence, or in the case of a vacancy in the office of the Chairman, by the Vice Chairman of the Board), or by a number of Directors representing not less than one-third of the current Directors serving on the Board, but in no event fewer than three (3) Directors. Notice of each such meeting shall be mailed to each Director at his address appearing on the books of the Corporation for the purpose of notice, at least five (5) days before the day on which the meeting is to be held, or shall be sent to him at such place by overnight express

service, charges prepaid, or delivered to him personally not later than the third (3rd) day before the day on which the meeting is to be held. Every such notice shall specify the time of the meeting, place, day, and hour of the meeting and the general nature of the business to be transacted. A waiver of notice of any meeting in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Participation of a Director in any meeting shall constitute a waiver by him of notice of such meeting, except where a Director participates for the express purpose of objecting to the transaction of any business, because the meeting was not lawfully called or convened. Whenever a meeting of the Board of Directors shall be adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, otherwise then by announcement at the meeting at which such adjournment is taken.

Section 2.10. **Quorum, Manner of Acting and Adjournment.** At each regular meeting or special actual meeting of the Board of Directors, the presence of a simple majority of the Directors then serving pursuant to law shall be necessary to constitute a quorum for the transaction of business. At each special telephonic meeting of the Board of Directors, the participation of a simple majority of the Directors then serving pursuant to law shall be necessary to constitute a quorum for the transaction of business. Except as otherwise specifically provided by statute, the Articles of Incorporation, or these By-Laws, the acts of a majority of the Directors present at a regular meeting or a special actual meeting, at which a quorum is present, or participating in a special telephonic meeting, in which a quorum is participating, shall be the acts of the Board of Directors. A Director who is present at a regular or special actual meeting of the Board or participating in a special telephonic meeting, but who is required to abstain from participation in the vote upon any matter whether he remains in the meeting or withdraws there from during the vote, may be counted for purposes of determining whether or not a quorum is present or participating, and if a quorum is present or participating, the acts with respect to any such matter of a majority of the Directors present or participating who are not required to abstain shall be the acts of the Board. A majority of

the Directors present at any regular or special actual meeting, whether or not they shall comprise a quorum, may adjourn the meeting from time to time. Each Director shall be entitled to one vote. Voting rights of Directors may not be exercised by proxy, nor by telephone except during a special telephonic meeting of the Board. Notwithstanding the foregoing, during an emergency period following a national, regional or local catastrophe, a majority of the surviving members of the Board of Directors who have not been rendered incapable of attending or participating shall constitute a quorum. Any action which can be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, in the form of a resolution setting forth the action so taken, shall be signed by all of the Directors. Each such resolution shall be reported at the next meeting of the Board and set forth in the minutes of that meeting. The Board may assign and delegate to the Chairman, Vice Chairman, President and other officers of the Corporation additional duties and authority not conferred pursuant to these By-Laws only by resolution of the Board, which resolution shall be set forth in the minutes of the meeting at which it was adopted.

ARTICLE III

Standing Committees

Section 3.01. **Audit Committee.** After each Annual Meeting of the Board of Directors, the Chairman shall appoint, subject to the approval of the Board, no more than five (5) Directors to serve on the Audit Committee, including one to serve as chairman. The Audit Committee shall be responsible for meeting with and receiving the reports of the outside auditors of the Corporation, shall review internal audits of the Corporation and shall assume such additional duties as may be assigned to it by the Board. The Committee shall report annually to the Board and at such other times as it deems appropriate or when requested to do so by the Board.

Section 3.02. **Other Committees.** The Board of Directors may establish such other regular, standing, or temporary committees as it may deem appropriate to perform such

functions as it may designate. The Chairman of the Board shall appoint, with the approval of the Board, an appropriate number of Directors to serve on such committees, including one to serve as chairman.

Section 3.03. **Committee Procedure.** Each member of any regular or standing committee shall continue to serve as a member of that committee at the pleasure of the Board of Directors. The Chairman of the Board shall serve as an *ex officio* member of all Committees of the Board to which he is not specifically appointed, with the same rights and obligations as all duly appointed members except that he shall not be counted to establish a quorum. Except as otherwise provided in these By-Laws, a majority of a committee shall constitute a quorum thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Meetings of each committee shall be called by the chairman of the committee or any two members of the committee. Each committee shall render such reports at such time as the Board shall require.

ARTICLE IV

Officers

Section 4.01. **Officers.** The officers shall be the President and Chief Executive Officer, the Executive Vice Presidents, the Secretary, the General Counsel, and the Treasurer. Officers in the areas of government relations, corporate communications, education, programming and system and station development, and such other officers as the Board or President and Chief Executive Officer deem necessary may be elected or appointed pursuant to Section 4.03 of these By-Laws. A complete list of current officers of the Corporation shall be kept on file in the Office of the Corporate Secretary and posted on the CPB web site.

Section 4.02. **Election, Term of Office, and Qualifications.** At such time as there may be a vacancy in the office of the President and Chief Executive Officer, the Board shall elect an individual to serve in that position under such terms of employment as the Board shall determine. The President and Chief Executive Officer shall serve at the pleasure of the

Board, and the Board shall conduct an annual review of the President's performance and his compensation at the November meeting of the Board each year. In addition, at such meeting in any year in which the employment agreement of the President and Chief Executive Officer is subject to renewal, the Chairman shall so inform the Board, and the Board shall decide whether to conduct an additional review of the performance and compensation of the President and Chief Executive Officer in connection with such renewal. All other corporate officers shall serve at the pleasure of the Board, but the Board may expressly delegate to the President and Chief Executive Officer the authority to review, hire, and dismiss officers and establish the level of their compensation. No individual other than a citizen of the United States may serve as an officer of the Corporation. Any two or more offices may be held by the same person, except the offices of Secretary and President.

Section 4.03. **Additional Officers.** The Board of Directors may elect such officers as it may deem necessary or may expressly delegate to the President and Chief Executive Officer the authority to appoint such other officers as the President shall deem necessary. Each such officer shall have such authority and shall perform such duties as may be determined, from time to time, by the Board, or by the President, acting under the expressed delegated authority of the Board.

Section 4.04. **Removal.** Any officer elected by the Board of Directors may be removed by the Board of Directors and any officer appointed by the President and Chief Executive Officer under expressed delegated authority from the Board, may be removed by the President, whenever, in the judgment of the Board or the President, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. **Resignation.** Any officer of the Corporation may resign at any time by giving written notice of his resignation to the Board of Directors, or to the Chairman of the Board, or to the President, or to the Secretary. Any such resignation shall take effect at

the time specified therein, and, unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective.

Section 4.06. **Vacancies**. Any vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board of Directors at any regular or special meeting thereof, or may be filled by the President and Chief Executive Officer, under expressed authority delegated by the Board.

Section 4.07. **The President**. The President of the Corporation shall be its Chief Executive Officer and shall have the responsibility and authority for the day-to-day administration of the affairs of the Corporation under the general supervision of the Board of Directors and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. If he is not a member of the Board he may attend and participate in meetings of the Board *ex officio* but may not vote.

Section 4.08. **The Vice Presidents**. Each Vice President shall have such powers and perform such duties as the Board of Directors or the President and Chief Executive Officer, under expressed authority delegated by the Board, may from time to time prescribe.

Section 4.09. **The Secretary**. The Secretary shall (a) see that all notices are duly given in accordance with law and these By-Laws; (b) be custodian of the seal of the Corporation and affix such seal to all documents the execution of which, on behalf of the Corporation under its seal, is authorized by the Board of Directors or by any officer or agent of the Corporation to whom power to authorize the affixing of such seal shall have been delegated; (c) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board of Directors, and of each committee of the Board; (d) see that the books, reports, statements and all other documents and records required by law are properly kept and filed; (e) sign such instruments as require the signature of the Secretary; and (f) in general, perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him.

Section 4.10. **The Treasurer.** The Treasurer shall (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; (b) receive, and give receipts for, monies due and payable to the Corporation from any source whatsoever; (c) sign such documents as shall require the signature of the Treasurer; (d) be responsible for the accounting functions of the Corporation including full and accurate accounts of all assets, liabilities, commitments, receipts, disbursements and other financial transactions; (e) see that all expenditures are made in accordance with procedures established from time to time by the Corporation; and (f) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.

Section 4.11. **General Counsel.** The General Counsel is the chief legal officer of the Corporation and provides advice and counsel to the Board of Directors and the Management of the Corporation on legal, public policy, legislative, and regulatory matters affecting public broadcasting and the operation of the Corporation. The General Counsel is responsible for, and generally oversees, the conduct of the Corporation's legal affairs, including the retention of outside counsel where appropriate and necessary, and provides representation and legal support services required for day-to-day corporate operations. The General Counsel is authorized to appoint and make changes in the Corporation's registered agent in accordance with the laws of the District of Columbia.

Section 4.12. **Compensation.** The compensation of the officers, the duration for which it will be applicable, and such other terms of employment, shall be fixed from time to time by the Board of Directors, or by the President and Chief Executive Officer, under expressed authority delegated by the Board. No officer of the Corporation may receive any salary or other compensation (except for compensation for services on boards of directors of

other organizations that do not receive funds from the Corporation, on committees of such boards, and in similar activities for such organizations) from any sources other than the Corporation for services rendered during the period of his or her employment by the Corporation. Service by any officer on such boards of directors of other organizations, on committees of such boards, and in similar activities for such organizations, shall be subject to annual advance approval by the Board, or by the President under expressed authority delegated by the Board, and shall be subject to the provisions of the Corporation's Statement of Ethical Conduct.

Section 4.13. **Outside Interests of Officers and Employees.** The Board of Directors from time to time may adopt rules and regulations governing the conduct of officers or key employees with respect to matters in which they have any interest adverse to the interests of the Corporation. Such rules and regulations may forbid officers or key employees from participating personally and substantially in corporate action with respect to any contract, grant, transaction or other matter in which, to the knowledge of any such officers or employee, he or any member of his immediate family has any interest, financial or otherwise, unless (a) such officer or employee makes full disclosure of the circumstances to the Board or its delegate and the Board or its delegate determines that the interest is not so substantial as to affect the integrity of the services of such officer or employee, or (b) on the basis of standards to be established in such rules or regulations, the interest is too remote or too inconsequential to affect the integrity of such services. Such rules and regulations may also prohibit, or establish appropriate limits upon, the ownership by such officer or employee, or member of his immediate family, of securities of any firm or corporation doing a substantial volume of business with the Corporation.

ARTICLE V

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 5.01. **Contracts and Appointments of Agents in Connection Therewith.** To the extent the Board of Directors may specifically authorize the President, or any other officer, may, in the name of the Corporation and on its behalf, execute and deliver, or appoint agents with power to execute and deliver, in full compliance with the Corporation for Public Broadcasting's Contract Policy, bids and proposals for contracts with any person or entity, corporate or otherwise, contracts between the Corporation and any such person or entity, bonds and undertakings required for the faithful performance of such contracts, and vouchers and receipts in connection therewith.

Section 5.02. **Loans.** To the extent the Board of Directors may specifically authorize, any two of the following, to wit, the President or any other officer, acting together, may effect loans and advances at any time for the Corporation from any bank, trust company or other institution or from any firm or individual and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation, but no officer or officers shall, for purposes of giving security for any such loan or advance, mortgage, pledge, hypothecate or transfer any property whatsoever owned or held by the Corporation, except when specifically authorized by resolution of the Board of Directors.

Section 5.03. **Checks, Drafts, Etc.** All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed 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.

ARTICLE VI

Seal

Section 6.01. The Corporation shall have a corporate seal, which shall be in the form adopted by the Board.

ARTICLE VII

Fiscal Year

Section 7.01. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE VIII

Indemnification

Section 8.01. The Corporation shall indemnify an officer, director or employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the Corporation or otherwise, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of his being or having been an officer, director, or employee of the Corporation; provided, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, cost and disbursements, and judgments, fines and penalties against and amounts paid in settlement by such officer, director, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any officer, director, or employee; provided, however, that

such officer, director or employee shall undertake to repay or to reimburse such expense, if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption thereof.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such officer, director, or employee may be entitled, under any law, by-law, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an officer, director, or employee.

If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE IX

Amendments

Section 9.01. Any of these By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted, by an affirmative two-thirds majority vote of the Board; provided that (a) such action may be taken only at a meeting of the Board where such action has been identified, in advance, as one of the purposes of the meeting; (b) the notice of such an action at a meeting shall state the substance of the By-Law to be made or repealed, or of the alteration or amendment; and (c) the notice of such an action at a meeting shall be mailed, sent by overnight express service, or delivered personally to each Director at least five (5) days before the date on which the meeting is to be held.

ARTICLE X

Miscellaneous

Section 10.1. Feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular number, in any place or places herein in which the context may require such substitution.

Amended October 29, 2007