

BY-LAWS

OF THE

CORPORATION FOR PUBLIC BROADCASTING

As amended June 24, 2014

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 (the "Board") 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 Chair 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 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 Chair of the Board. The Chair shall not serve in such a capacity for more than two consecutive full one-year terms during a single term of office. The Chair shall serve at the pleasure of the Board, or until his or her successor has been duly elected and qualified, or until the Chair shall resign or otherwise vacate his or her office or Board membership. The Chair shall preside at all meetings of the Board, shall carry out all functions required by these By-Laws, and shall perform such other duties as from time to time may be assigned by the Board.

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

Section 2.05. **Organization of Directors' Meetings.** At all meetings of the Board of Directors, the Chair of the Board, or, in his or her absence, the Vice Chair of the Board, or in the absence of the Chair of the Board and the Vice Chair of the Board, a temporary Chair chosen by a majority of the Directors present, shall act as Chair 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 Chair 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 and Manner of Meetings.** 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. Meetings of the Board and its committees may be actual or telephonic. The Annual Meeting and at least two Regular Meetings each year shall be actual meetings of the Board unless the Board otherwise determines. Directors who are unable to attend actual meetings in person may participate by telephonic means. Telephonic meetings and telephonic participation in actual meetings may use any form of electronic communications which permits all persons attending or participating in the meeting to speak to and be heard by all others attending or participating.

Section 2.07. **Annual Meeting of the Board**. The Annual Meeting of the Board of Directors for the purpose of organization, the election of Chair and Vice Chair 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 Chair 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 before the end of the calendar year. Unless the Board has voted to schedule it otherwise, if no Annual Meeting has been scheduled and called by the Chair of the Board by a date one year from the date of the previous Annual Meeting, then the Vice Chair of the Board shall call such a meeting. If the Annual Meeting is not called by either the Chair of the Board or the Vice Chair 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 shall be held whenever called by the Chair of the Board (or in the case of the Chair's absence or a vacancy in the office of the Chair, by the Vice Chair 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 two (2) Directors. Notice of each such meeting shall be mailed or sent by electronic mail to each Director at the mailing or electronic mail address appearing on the books of the Corporation for the purpose of notice to Directors, at least five (5) days before the day on which the meeting is to be held, or shall be sent to such mailing address by overnight express service, charges prepaid, or delivered 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 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 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 than 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 meeting of the Board, the presence or 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 or participating in a regular meeting or special meeting, at which a quorum is present, shall be the acts of the Board. A Director who is present at or participating in a regular or special meeting of the Board, but who abstains from participation in the vote upon any matter whether he or she remains in the meeting or withdraws therefrom 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 do not abstain shall be the acts of the Board. A majority of the Directors present at or participating in any regular or special 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, and voting rights of Directors may not be exercised by proxy. 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 Chair, Vice Chair, 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, the Chair 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 chair. 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 standing or temporary committees as it may deem appropriate to perform such functions as it may designate. The Chair 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 chair.

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 . The Chair of the Board shall serve as an *ex officio*, non-voting member of all Committees of the Board to which he or she is not specifically appointed, with the same rights and obligations as all duly appointed members except that the Chair 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 or participating in a meeting at which a quorum is present shall be the act of the committee. Meetings of each committee shall be called by the chair 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

Appointed Officers

Section 4.01. **Officers.** In addition to the elected officers of the Board (the Chair and Vice Chair) the Corporation shall have appointed officers employed by the Corporation. The

appointed 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 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 website.

Section 4.02. **Appointment, 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 appoint 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 or her compensation at or before the last meeting of the Board in each calendar 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 Treasurer and President.

Section 4.03. **Additional Officers.** The Board may appoint 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 appointed by the Board may be removed by the Board, 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, or to the Chair 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 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 and shall have such other powers and perform such other duties as the Board may from time to time prescribe. If the President is not a member of the Board he or she 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 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 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, 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.

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. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board 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, 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 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 she or any member of his or her 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 or her immediate family, of securities of any firm or corporation doing business with the Corporation.

ARTICLE V

Designated Body

Section 5.01. **Application.** This Article shall apply only in the instance that the Corporation's Board fails to meet the statutory minimum number of directors required under the D.C. Nonprofit Corporation Act. All references to rights and responsibilities of the Board, in these By-Laws, the Articles of Incorporation, or applicable statutes, shall apply to a Designated Body which shall be authorized to perform the functions of the Board in that

instance, with the exception of the authority to remove Directors under the D.C. Nonprofit Corporation Act.

Section 5.02. **Responsibilities and Membership.** If less than the statutory minimum number of presidentially appointed Directors of the Corporation remain in office, a Designated Body, consisting of three (3) members, shall exercise the rights and responsibilities of the Board until such time as there are three (3) presidentially appointed Directors. Members of the Designated Body shall include the remaining presidentially appointed Directors plus the number of former Directors, appointed as provided in Section 5.03, as are required for a total of three (3) members. The Designated Body shall be authorized to perform the functions of the Board for the period of time only until at least the statutory minimum number of Directors are in office.

Section 5.03. **Appointed Members.** The President and Chief Executive Officer of the Corporation shall select and appoint to the Designated Body the required number of individuals who most recently served as Directors of the Corporation who were nominated by the President and confirmed by the Senate, whose service on the Board ended by operation of law and not by earlier vacating office, and who agree to serve. Such former Directors shall be selected in the order in which they most recently served as Directors, and shall be removed in the order in which they were most recently appointed to serve on the Designated Body. The President and Chief executive Officer shall ensure the continued presence of three (3) members by appointing former Directors to fill any vacancies that occur, and by removing them from service when new presidentially appointed Directors take office. The Designated Body shall cease to function as soon as three (3) presidentially appointed Directors are in office.

ARTICLE VI

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 6.01. **Contracts and Appointments of Agents in Connection Therewith.** To the extent the Board 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's procurement and contracting policies, 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 6.02. **Loans**. To the extent the Board 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.

Section 6.03. **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 VII

Seal

Section 7.01. The Corporation shall have a corporate seal, which shall be in the form adopted by the Board.

ARTICLE VIII

Fiscal Year

Section 8.01. The fiscal year of the Corporation shall be fixed by resolution of the Board.

ARTICLE IX

Indemnification

Section 9.01. The Corporation shall indemnify an employee, officer, Director or other volunteer, to the fullest extent mandated or permitted by District of Columbia law, against any and all expenses and liabilities incurred by or imposed on him or her 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 or she may be or is made a party by reason of being or having been an employee, officer, Director, or other volunteer of 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 employee, officer, Director, or other volunteer. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any employee, officer, Director, or other volunteer; provided, however, that such employee, officer, Director or other volunteer shall undertake to repay or to reimburse such expense, if it should be ultimately determined that he or she is not entitled to indemnification.

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. Indemnification as provided for in this Section shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an employee, officer, director, or other volunteer.

If any part of this Section 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 X

Amendments

Section 10.01. 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 electronic mail, 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.

Amended June 24, 2014