

RESTATED BYLAWS

OF

AMERICAN PUBLIC MEDIA GROUP

ADOPTED JUNE 26, 2008

(represents Bylaws of February 9, 1987 as amended April 7, 1993, January 25, 1995, November 6, 2003, and June 26, 2008)

ARTICLE 1

1.1 Location The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

1.2 Until otherwise fixed by the Board of Trustees, the principal office shall be at 480 Cedar Street, St. Paul, Minnesota 55101.

ARTICLE 2

2.1 Meetings of Members The Articles of Incorporation of this corporation provide that this corporation has no members with voting rights. Accordingly, there shall be no meetings of the members of this corporation.

ARTICLE 3

Trustees

3.1 Number and method of election.

3.1.1 The Board of Trustees of this corporation shall consist of no fewer than three (3) and no more than fifteen (15) persons and, subject to such limitation, the number of members of the Board of Trustees shall be such as may be designated from time to time by the Board of Trustees.

3.1.2 Trustees of this corporation, other than the ex officio Trustees, shall be elected by the Board of Trustees from time to time by affirmative vote of a majority of Trustees, as may be determined appropriate to add Trustees pursuant to Section 3.1.1 or to replace Trustees pursuant to Section 3.2.4.

3.1.3 Each person who is elected as a Trustee of this corporation shall become a member of the Board of Trustees of Minnesota Public Radio.

### 3.2 Ex officio Trustees; terms of elected Trustees.

3.2.1 The Chairman of Minnesota Public Radio shall be an ex officio Trustee of the corporation and shall have the same rights, privileges, duties, liability and authority granted to or imposed upon other members of the Board of Trustees.

3.2.2 Each Trustee, other than an ex officio Trustee and a retired staff officer trustee, shall be elected to serve for an initial term of no more than three years. At the time of election, the Board of Trustees shall fix the initial terms of each Trustee so that the terms of approximately one-third of all of the elected Trustees shall expire each year. Subsequent terms shall always be three years. This Section 3.2.2 shall be subject to the requirements of Section 3.2.3.

3.2.3 The term of office and term limits of any Trustee who, at the time of election, is a Trustee of Minnesota Public Radio, shall correspond to the term of office and term limits that such Trustee would have if such Trustee had continued to serve only as a Trustee of Minnesota Public Radio.

3.2.4 A person may be elected as a Trustee for one year terms without regard to prior service on the Board of Trustees if they are retired from service as a staff officer to the corporation.

3.2.5 The year-end for the purpose of calculating the term of any Trustee shall be the end of the first regularly scheduled meeting of the Board of Trustees held after June 1 of each year.

3.2.6 Except for a person who remains or is elected as an Elective Officer of this corporation, or who remains or is elected by this corporation as a Trustee of Southern California Public Radio, or who is a retired staff officer of this corporation, no elected Trustee who has served for four (4) consecutive terms of three (3) years may again be elected as a Trustee of this corporation except after an interval of one year from the expiration of his or her previous term.

## ARTICLE 4

### Meetings of the Board of Trustees

4.1 Annual meeting. The annual meeting of the Board of Trustees shall be held at such time and place, within or without the State of Minnesota, as may be designated from time to time by the Board of Trustees.

4.2 Regular meetings. Regular meetings of the Board of Trustees may be established by the Board of Trustees. Such meetings may be held without notice at the registered office of this corporation or at such other place or places, within or without the State of Minnesota, as the Board of Trustees may from time to time designate.

4.3 Special meetings. Special meetings of the Board of Trustees may be called at any time (a) by the Chairman, (b) by the President, (c) by the Board of Trustees, or (d) upon the written request of two (2) or more members of the Board of Trustees. Anyone entitled to call a special meeting of the Board of Trustees may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

#### 4.4 Notice of meetings.

4.4.1 Written notice of each annual meeting of the Board of Trustees stating the time and place thereof shall be mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Trustee at his or her address according to the last available records of this corporation.

4.4.2 Written notice of each special meeting of the Board of Trustees stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Trustee at his or her address according to the last available records of this corporation. No business shall be transacted at any special meeting other than the business specified in such notice.

4.4.3 Any Trustee may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

4.5 Quorum and voting. At all meetings of the Board of Trustees, each Trustee shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Trustees shall constitute a quorum at any meeting thereof, but the Trustees present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the Trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business. A Trustee shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Trustees.

4.6 Adjourned meetings. When a meeting of the Board of Trustees is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

4.7 Written action. Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized by written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at

which all Trustees were present; provided, however, that all Trustees shall be notified of the text of the written action prior to the signing by any of the Trustees. All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

4.8 Telecommunications. A Trustee may participate in a meeting of the Board of Trustees by any means of communication through which the Trustee, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting. A conference among Trustees by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board of Trustees if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

4.9 Conflict of Interest. This corporation shall not enter into any contract or transaction with (a) one or more of its Trustees, (b) a Trustee or director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subdivision 18), or (c) an organization in or of which a Trustee is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the Trustee's interest are fully disclosed or known to the Board of Trustees, and the Board of Trustees authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Trustees (without counting the interested Trustee), at a meeting at which there is a quorum without counting the interested Trustee. Failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which this corporation is a party.

## ARTICLE 5

### Officers

#### 5.1 Elective officers; tenure.

5.1.1 The elective officers of this corporation shall be a Chairman, one or more Vice Chairmen, a Secretary, a Treasurer and such other officers as the Board of Trustees may from time to time designate.

5.1.2 Elective officers shall be elected by the Board of Trustees to serve for terms of one (1) year and until their respective successors are chosen and have qualified.

5.1.3 Any elective officer may at any time be removed by the Board of Trustees with or without cause.

5.1.4 The same person may hold more than one elective office at the same time, except the offices of (a) Chairman and Vice Chairman and (b) President and Secretary.

5.1.5 Each elective officer shall be a member of the Board of Trustees.

5.2 Chairman. The Chairman of this corporation shall preside at all meetings of the Board of Trustees and the Executive Committee. The Chairman shall supervise the carrying out of the policies adopted or approved by the Board. He or she shall have general executive powers, as well as the specific powers conferred by these Bylaws. During the absence or disability of the President, the Chairman shall perform the duties of the President, and the Chairman shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned to, him or her by the Board of Trustees.

5.3 Vice Chairmen. Any one or more of the Vice Chairmen may be designated by the Board of Trustees as Executive Vice Chairmen or Senior Vice Chairmen. During the absence or disability of the Chairman, it shall be the duty of the highest ranking Executive Vice Chairman, and, in the absence of any such Vice Chairman, it shall be the duty of the highest ranking Senior Vice Chairman or other Vice Chairman who shall be present at the time and able to act, to perform the duties of the Chairman. The determination of who is the highest ranking of two or more persons holding the same office shall, in the absence of specific designation or order of rank by the Board of Trustees, be made on the basis of the earliest date of election.

5.4 President. The President shall be the chief executive officer of this corporation. In the absence of the Chairman and the Vice Chairman or Vice Chairmen, he or she shall preside at all meetings of the Board of Trustees. He or she shall have general supervision, direction and active management of the affairs of this corporation. In the absence of a President, an Executive Director shall be appointed by the Chairman with the consent of the Board.

5.5 Secretary. The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

5.6 Treasurer. The Treasurer shall have and may exercise such duties as may be assigned to him or her from time to time by the Board of Trustees. He or she shall present to the Board of Trustees at its annual meeting his or her report as Treasurer of this corporation, and shall from time to time make such other reports to the Board of Trustees as it may require.

5.7 Appointed officers.

5.7.1 Unless otherwise provided by the Board of Trustees, the Chairman or the President may appoint such other officers, including, but not limited to, Vice Presidents, Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, upon such terms and conditions as he or she deems appropriate. Any officer so appointed may at any time be removed by the Chairman or the President or the Board of Trustees with or without cause.

5.7.2 No officer appointed by the Chairman or the President need be a member of the Board of Trustees.

5.7.3 Each officer appointed by the Chairman or the President shall have such powers and perform such duties as may be specified from time to time by the Chairman or the President or the Board of Trustees.

5.8 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by said Board.

5.9 Execution of documents. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President or by such other person or persons as may be designated from time to time by the Board of Trustees.

## ARTICLE 6

### Committees

6.1 Authority. The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by a majority of all of the members of the Board of Trustees. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees. Each such committee shall at all times be subject to the control and direction of the Board of Trustees.

6.2 Executive Committee. The Board of Trustees may designate an Executive Committee composed of at least three (3) Trustees designated by the Board of Trustees. The Executive Committee shall have the authority of the Board of Trustees in the management of the business of this corporation in the interval between meetings of the Board of Trustees, and the Executive Committee shall at all times be subject to the control and direction of the Board of Trustees.

6.3 Meetings and voting. Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chairman of that committee, or by the President. Two days' notice by mail, telephone or telegraph shall be given of any special meeting of a committee. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

6.4 Telecommunications. A Trustee may participate in a meeting of any committee designated by the Board of Trustees not described above by any means of communication through which the Trustee, other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means also constitutes presence in person at the meeting. A conference among members of any committee designated by the Board of Trustees by any means of communication through which the members of the committee may simultaneously hear each other during the conference constitutes a meeting of the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

## ARTICLE 7

### Fiscal Year

7.1 Unless otherwise fixed by the Board of Trustees, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

## ARTICLE 8

### Miscellaneous

8.1 Corporate seal. This corporation shall have no seal.

8.2 Amendments. These Bylaws may be amended from time to time in the manner prescribed by law.

8.3 Indemnification.

8.3.1 To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

(a) a Trustee, director, officer, employee or member of a committee of this corporation or,

(b) a Trustee, director, officer, partner, employee or agent of another organization or employee benefit plan, who while a Trustee, director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a Trustee, director, officer or employee of this corporation

involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

8.3.2 Indemnification provided by this section shall continue as to a person who has ceased to be a Trustee, director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

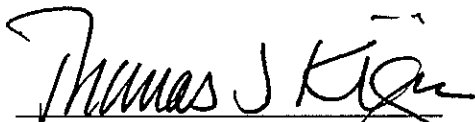
8.3.3 This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Trustee, director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

8.4 Authority to borrow, encumber assets. No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees. Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

8.5 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees from time to time.

#### **Certification**

I certify that these Restated Bylaws were approved by the Board of Trustees of American Public Media Group at its meeting on June 26, 2008

  
Thomas J Kigin, Assistant Secretary