

Adopted : March 27, 2008

**CLASSICAL SOUTH FLORIDA INC  
BYLAWS**

**ARTICLE 1.**

Purposes

Section 1.1 Purposes. This Corporation will have the purposes stated in its Articles of Incorporation, as they now exist or are hereafter amended.

**ARTICLE 2.**

Not for Profit

Section 2.1 Members. This Corporation shall not have members.

Section 2.2 Stock. This Corporation shall not issue shares of stock.

Section 2.3 Nonprofit Operations. This Corporation is a Florida not for profit corporation. No part of the income or assets of this Corporation will be distributed to its Trustees or Officers. However, this Corporation may contract in due course of business with its Trustees or Officers for services rendered, to the extent permissible under the Articles of Incorporation, under these Bylaws, under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"), and under other applicable laws. This Corporation may, from time to time, distribute to its nonprofit parent support organization, American Public Media Group, such portion of its retained earnings as may, in the judgment of its Trustees, be appropriate to serve the general purposes of this Corporation.

Section 2.4 No Loans to Trustees or Officers. This Corporation will not loan money to any of its Trustees or Officers.

Section 2.5 No Vested Rights. No Trustee or Officer of this Corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of this Corporation.

**ARTICLE 3.**

Board of Trustees

Section 3.1 Membership and Election. The Board of Trustees shall be composed of no fewer than three (3) individuals, each appointed by the Board of Trustees

of American Public Media Group. The exact number of members shall be set from time to time by the Board of Trustees of American Public Media Group.

Section 3.2 Duties. The business and affairs of this Corporation and the general policies to be followed by this Corporation shall be the responsibility of the Board of Trustees.

Section 3.3 Terms of Office of Trustees. The members of the Board of Trustees shall be elected by and shall hold office at the pleasure of the Board of Trustees of American Public Media Group.

Section 3.4 Meetings of the Board of Trustees.

- 3.4.1 The annual meeting of the Board of Trustees will be held at a time and place selected by the Board of Trustees.
- 3.4.2 One or more regular meetings shall be held during the year as set by the Board of Trustees.
- 3.4.3 Special meetings may be called at any time
- (a) by the Chair,
  - (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.
- 3.4.4 Action by Trustees without a Meeting. Any action that could be taken at a meeting of the Trustees of this Corporation may be taken without a meeting when authorized in 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, that all Trustees shall be notified of the text of the written action prior to the signing by any of the Trustees. Such consent shall be filed in the minutes of the Board of Trustees. Action taken under this Section is effective when the last necessary Trustee signs the consent, unless the consent specifies an effective date. All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.
- 3.4.5 Participation of Trustees by Means of Communications Equipment. Members of the Board of Trustees shall be deemed present at a meeting of the Board of Trustees if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

Section 3.5 Notices.

- 3.5.1 Written notice of any annual meeting shall be provided to all members of the Board of Trustees at least seven (7) days prior to such meeting, at their address as listed on the books of the Board of Trustees.
- 3.5.2 Written notice of any regular meeting or special meeting shall be provided to all members of the Board of Trustees at least three (3) days prior to such meeting, at their address as listed on the books of the Board of Trustees.
- 3.5.3 Notice may be made by facsimile, electronic mail or US mail. The date of the notice shall be the date sent if via facsimile or electronic mail, or the third day following deposit in US mail with adequate postage.
- 3.5.4 Any Trustee may make a 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.

Section 3.6 Quorum. A majority of the Board of Trustees then serving shall constitute a quorum of the Board of Trustees. However, should the number of members be three, then all members of the Board of Trustees shall constitute a quorum.

Section 3.7 Vacancies. Vacancies on the Board of Trustees shall be filled by the Board of Trustees of American Public Media Group.

Section 3.8 Resignation. Any member of the Board of Trustees may resign at any time by giving written notice to the Board of Trustees or to the President. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its receipt by the Board of Trustees.

Section 3.9 Voting. Every member of the Board of Trustees in good standing shall have the right and be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the Board of Trustees. A majority vote of the Trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business not requiring a greater-than-majority vote. A Trustee shall not appoint a proxy for himself or herself, or vote by proxy at a meeting of the Board of Trustees.

Section 3.10 Compensation. Members of the Board of Trustees shall not receive any compensation for their services, but the Board of Trustees may, in its discretion, allow expenses for attendance at any Board of Trustees meeting. Nothing contained herein shall preclude any member of the Board of Trustees from serving this Corporation in any other capacity and receiving compensation therefore.

Section 3.11 Trustees Conflict of Interest. This Corporation shall not enter into any contract or transaction with (a) one or more of its Trustees, (b) a director or Trustee of a related organization, 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 3.12 shall not invalidate any contract or transaction to which this Corporation is a party. Contracts or transactions between this Corporation and any other nonprofit corporation in the American Public Media Group of companies, of which this Corporation is a part, shall not be considered a conflict of interest.

## ARTICLE 4.

### Officers

#### Section 4.1 Elective officers; tenure.

- 4.1.1 The elective officers of this Corporation shall be a Chair, a Vice Chair, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may from time to time designate.
- 4.1.2 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.
- 4.1.3 Any elective officer may at any time be removed by the Board of Trustees with or without cause.
- 4.1.4 The same person may hold more than one elective office at the same time, except the offices of (a) Chair and Vice Chair and (b) President and Secretary.
- 4.1.5 Each elective officer shall be a member of the Board of Trustees.

Section 4.2      Chair.

- 4.2.1 The Chair of this Corporation shall preside at all meetings of the Board of Trustees and of the Executive Committee.
- 4.2.2 The Chair shall supervise the carrying out of the policies adopted or approved by the Board.
- 4.2.3 The Chair shall have general executive powers, as well as the specific powers conferred by these Bylaws.
- 4.2.4 During the absence or disability of the President, the Chair shall perform the duties of the President.
- 4.2.5 The Chair 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.

Section 4.3      Vice Chair.

- 4.3.1 During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.
- 4.3.2 The Vice Chair shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

Section 4.4      President.

- 4.4.1 The President shall be the chief executive officer of this Corporation.
- 4.4.2 In the absence of the Chair and the Vice Chair, the President shall preside at all meetings of the Board of Trustees.
- 4.4.3 The President shall have general supervision, direction, and active management of the affairs of this Corporation.
- 4.4.4 The President shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

Section 4.5      Secretary.

- 4.5.1 The Secretary shall keep or shall oversee the keeping of accurate minutes of all meetings and shall be the custodian or oversee the custodianship of the records, documents, and papers of this corporation.
- 4.5.2 The Secretary shall provide for the keeping of proper records of all transactions of this corporation.
- 4.5.3 The Secretary 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.
- 4.5.4 The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

Section 4.6      Treasurer.

- 4.6.1 The Treasurer shall keep or shall oversee the keeping of the financial records of this Corporation.
- 4.6.2 The Treasurer 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.
- 4.6.3 The Treasurer shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

Section 4.7      Appointed Officers.

- 4.7.1 Unless otherwise provided by the Board of Trustees, 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.
- 4.7.2 Any officer so appointed may at any time be removed by the President or the Board of Trustees with or without cause.
- 4.7.3 No officer appointed by the President need be a member of the Board of Trustees.

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

Section 4.8 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 the Board of Trustees.

Section 4.9 Signature Authority. 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 such person or persons as may be designated from time to time by the Board of Trustees.

## ARTICLE 5.

### Committees

#### Section 5.1 Authority.

5.1.1 The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by the Board of Trustees.

5.1.2 Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees.

5.1.3 Each such committee shall at all times be subject to the control and direction of the Board of Trustees.

#### Section 5.2 Executive Committee.

5.2.1 The Board of Trustees may establish an Executive Committee composed of at least three (3) Trustees designated by the Board of Trustees.

5.2.2 The Executive Committee, if one is appointed, 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. The Executive Committee shall at all times be subject to the control and direction of the Board of Trustees.

#### Section 5.3 Finance Committee.

- 5.3.1 The Board of Trustees may establish a Finance Committee.
- 5.3.2 To the extent determined by the Board of Trustees, the Finance Committee shall have the authority of the Board of Trustees in the management of the budget and finances of the Corporation.
- 5.3.3 The Finance Committee, if one is appointed, shall consist of the Chair, the Treasurer, and the President. The Chair may designate, subject to the approval of the Board of Trustees, up to an additional five of their number to also serve on the Finance Committee.
- 5.3.4 The Chair of the Finance Committee shall be the Treasurer.

Section 5.4      Meetings and Voting.

- 5.4.1 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.
- 5.4.2 Special meetings of any committee of this Corporation may be called by the chair 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.
- 5.4.3 The presence of a majority of the members 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.
- 5.4.4 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. 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. A Trustee shall not appoint a proxy for himself or herself, or vote by proxy at a meeting of the Board of Trustees.

Section 5.5      Written Action.

- 5.5.1 Any action that could be taken at a meeting of any committee designated by the Board of Trustees may be taken without a meeting when authorized in written action signed by the number

of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present; provided, that all committee members shall be notified of the text of the written action prior to the signing by any of the committee members.

5.5.2 All committee members shall be notified immediately of the effective date of any such written action that is duly taken.

Section 5.6 Participation of Trustees by Means of Communications Equipment. A Trustee shall be deemed present at a meeting of any committee designated by the Board of Trustees if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

## ARTICLE 6.

### Fiscal Year

Section 6 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 7.

### Miscellaneous

Section 7.1 Corporate seal. This Corporation shall have no seal.

Section 7.2 Amendments. Subject to the provisions of Section 8.6, this Corporation's Articles of Incorporation and these Bylaws may be amended from time to time in the manner prescribed by law; provided, however, that the provisions of Section 8.6 of these Bylaws shall not be amended except upon the approval of two-thirds of all of the members of the Board of Trustees of this Corporation.

Section 7.3 Indemnification.

7.3.1 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, officer, employee, or member of a committee of this Corporation, or

(b) a director, trustee, officer, partner, employee, or agent of another organization or employee benefit plan, who, while a director, trustee, officer, or employee of this corporation, is or was serving the other organization at the request of this Corporation or whose duties as a director, trustee, officer, or employee of this Corporation involve or involved such service to the other organization, 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.

7.3.2 Indemnification provided by this Section shall continue as to a person who has ceased to be a director, trustee, 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.

7.3.3 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 director, trustee, 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.

Section 7.4 Authority to borrow, encumber assets.

7.4.1 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.

7.4.2 Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

Section 7.5      Deposit of funds.

- 7.5.1 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 or the Finance Committee acting on behalf of the Board of Trustees may approve or designate.
- 7.5.2 All such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees or by the Finance Committee from time to time.

Section 7.6      American Public Media Group.

- 7.6.1 This Corporation is affiliated with American Public Media Group, a Minnesota not for profit corporation.
- 7.6.2 None of the following actions shall be finally taken by this Corporation without the prior approval of the Board of Trustees of American Public Media Group:
  - (a) amendment of Articles of Incorporation;
  - (b) amendment of Bylaws;
  - (c) any capital expenditure in excess of \$100,000;
  - (d) designation of this Corporation's fiscal year, adoption of accounting policies, selection and appointment of this Corporation's independent auditors, and selection and appointment of this Corporation's legal counsel;
  - (e) approval of capital and operating budgets, strategic plans, and capital and operating plans;
  - (f) creation or acquisition of any subsidiary, whether for-profit or nonprofit, and participation in any joint venture;
  - (g) merger or consolidation with any domestic or foreign corporation;
  - (h) sale, lease, encumbrance, or other disposition of any property having a fair market value of more than \$100,000; and
  - (i) voluntary dissolution.
- 7.6.4 Although it is affiliated with American Public Media Group, this Corporation is an independent entity and the business of this Corporation shall be managed by its Board of Trustees. American Public Media Group shall not directly, or through indirect actions of its Board of Trustees, take any action that would interfere with the free exercise by this Corporation's Board of Trustees and officers of the

powers and duties granted to and imposed upon them by law, this Corporation's Articles of Incorporation, or this Corporation's Bylaws.

I certify that these Bylaws were approved by written action dated March 27, 2008 of the Board of Trustees of Classical South Florida Inc.

Thomas J Kigin  
Thomas J Kigin, Secretary

2008.03.27  
Date