

BYLAWS OF  
THE WORLD THEATER CORPORATION

ARTICLE I: Members

Section 1.1 In accordance with Article XI of the Articles of Incorporation of this Corporation, Minnesota Public Radio Inc shall be the sole Member.

Section 1.2 Meetings of the Board of Minnesota Public Radio Inc shall be considered meetings of the Member of this Corporation, and the annual meeting of the Board of Minnesota Public Radio Inc shall be considered the annual meeting of the Member of this Corporation.

Section 1.3 A meeting of the Member of this Corporation is held at any place and at any time at which an authorized meeting of the Board of Minnesota Public Radio Inc takes place.

ARTICLE II: Directors

Section 2.1 In accordance with Article VII of the Articles of Incorporation, there shall be no fewer than three and no more than twelve Directors.

Section 2.2 In accordance with Article VII of the Articles of Incorporation, the Member, from time to time, and by resolution, shall determine the total number of Directors, and shall appoint such number.

Section 2.3 The term of office of each Director shall be from the date of appointment until resignation or removal by the Member. The Member may remove any Director at any time, with or without cause.

Section 2.4 Except as otherwise stated herein, the rights and privileges of the Directors shall be equal.

Section 2.5 No Director may transfer, voluntarily or involuntarily, his or her Directorship, and any rights arising therefrom, and all such rights, shall cease upon termination of his or her Directorship.

ARTICLE III: Meetings of the Directors

Section 3.1 Meetings may be held at any place in the call of the meeting.

Section 3.2 The annual meeting of the Board, for the election of Officers and for the transaction of such other business as may properly come before the meeting, shall be held at such place and at such time as from time to time shall be designated by the Board.

Section 3.3 Special meetings of the Board may be called by the Chairman or by any two Directors, or in any manner prescribed by law.

Section 3.4 Written notice of each meeting of the Board, stating the time and place thereof, and, in the case of a special meeting, the purpose thereof, shall be given not less than five days in advance to each Director.

This requirement may be waived if done so in writing by all the Directors prior to the meeting. Appearance at a meeting is deemed a waiver of notice thereof, unless it is solely for the purpose of asserting the irregularity of the meeting.

Section 3.5 One-half of all the Directors shall constitute a quorum for all purposes unless the representation of a larger number is required by law or herein, in which case the representation of the number so required shall constitute a quorum.

Section 3.6 At all meetings, each Director shall have one vote. Proxies shall not be permitted. There shall be no cumulative voting. Unless otherwise provided by law or herein, a majority of the votes cast shall govern in every election and matter voted upon.

Section 3.7 Any action that could be taken at a meeting of the Board may be taken without a meeting when authorized in writing signed by all of the Directors.

Section 3.8 Meetings held by telephone or other electronic means, so long as all notice and other requirements are met, shall be as valid as meetings held in person.

#### ARTICLE IV: Officers

Section 4.1 The Board, from time to time, may determine by resolution the number and duties of its Officers. In any event, the Board shall have a Chairman, a Secretary, and a Treasurer, which Officers shall also be Directors.

Section 4.2 At the annual meeting, and at other times when vacancies occur, the Board shall elect its Officers. The terms of office of the Officers shall be for one year or until the next annual meeting. No person shall hold the offices of Chairman, Secretary and Treasurer simultaneously, but any person may hold any other two offices at the same time.

Section 4.3 The Chairman shall preside at all meetings of the Board, and shall have the powers and perform such additional duties as may be assigned to the Chairman by resolution of the Board.

Section 4.4 The Secretary shall be responsible for the keeping of the minutes of the meetings, and shall attest the same by signature. The Secretary shall attend to the giving and serving of all notices of this Corporation, and shall be responsible for the keeping of such other books and papers of this Corporation as the Board may direct, and in general shall perform all duties incident to the office of Secretary, subject to the control of the Board. The Secretary shall have the powers and perform the duties of the Chairman during the absence or inability of the Chairman to act, and shall have such additional powers and perform such additional duties as may be assigned by resolution of the Board.

Section 4.5 The Treasurer shall be responsible for the custody of the corporate funds and securities and ensure that full and accurate account of the receipts and disbursements in books belonging to this Corporation are kept, that all monies and other valuable effects are deposited in the name and to the credit of this Corporation in such depositories as may be designated by the Board, that all action necessary and proper for the collection and payment of obligations are taken on behalf of this Corporation, and in general shall perform all the duties, or ensure that all duties are performed, incident to the office of Treasurer, subject to the control of the Board. The Treasurer shall have the powers and perform the duties of the Chairman during the absence or inability of the Chairman and the Secretary to act, and shall have such additional duties as may be assigned by resolution of the Board.

Section 4.6 The Board, by resolution, may provide that title to any interest in property of this Corporation may be transferred by signature of any one or more designated Officers of this Corporation.

Section 4.7 All Officers shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of all the Directors. Vacancies occurring because of death, resignation, removal or other reasons may be filled by the Board at any meeting.

Section 4.8 Any Officer or agent may be vested by the Board with any power and charged with any duty not contrary to law or inconsistent with the Articles of Incorporation of this Corporation or these Bylaws.

#### ARTICLE V: Committees

Section 5.1 The Board may designate two or more of its members to constitute an Executive Committee. To the extent determined by the Board, subject, however, to the limitations of law, the Articles of Incorporation of this Corporation, and these Bylaws, the Executive Committee shall have the authority of the Board in the management of the business of this Corporation while the Board is not in session.

Section 5.2 From time to time, the Board may create such standing or special committees as may be seen fit, and may designate the duties and powers of such committees, subject, however, to the limitations of law, the Articles of Incorporation of this Corporation, and these Bylaws.

#### ARTICLE VI: Indemnification

Section 6.1 This Corporation shall indemnify each member of the Board, Officer, employee or agent of this Corporation, and any person serving at the request of this Corporation as a member of the board of directors, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement, or actually and reasonably incurred to the fullest extent to which such person may be indemnified under the terms and conditions of the Minnesota Nonprofit Corporation Act (Minnesota Statutes Chapter 317) or any amendments thereto or substitutions therefor.

Section 6.2 This Corporation shall have the power to purchase and maintain, to the full extent of the law, insurance on behalf of any person who is or was a member of the Board, Officer, employee, or agent of this Corporation, or is or was serving at the request of this Corporation as a member of the board of directors, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person or incurred by such person in any such capacity.

ARTICLE VII: Certificates

Section 7.1 This Corporation shall not issue membership certificates to its Member or to its Directors.

ARTICLE VIII: Corporate Seal

Section 8.1 This Corporation shall have no corporate seal.

ARTICLE IX: Amendment

Section 9.1 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds of the Directors, provided notice setting forth the terms of the proposed amendment, repeal or adoption has been given at least ten days in advance of the meeting at which the proposal will be considered, and provided that such alteration, repeal or adoption shall not be effective until approved by the Member.

ARTICLE X: Miscellaneous

Section 10.1 Any procedures not covered by the applicable provisions of the Minnesota Nonprofit Corporation Act (Minnesota Statutes Chapter 317), any other applicable law, the Articles of Incorporation, or these Bylaws, shall be governed by Robert's Rules of Order, Newly Revised, as amended from time to time.

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The World Theater Corporation

Adopted the 30 day of June, 1982.

Belone W. Young  
Secretary  
The World Theater Corporation

Approved the 14th day of April, 1982.

Thomas W. Van Blon  
Secretary  
Minnesota Public Radio, Inc.