

RESTATED BYLAWS
OF
SOUTHERN CALIFORNIA PUBLIC RADIO

October 17, 1999
as Amended December 5, 2000
and September 16, 2003

ARTICLE 1

Location

SECTION 1.1 The principal office of this corporation at which the general business of this corporation shall be transacted shall be at such place in the State of California as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

SECTION 1.2 Until otherwise fixed by the Board of Trustees, the principal office of this corporation shall be located at the Campus of Pasadena City College, 1570 East Colorado Boulevard, Pasadena, CA 91106.

SECTION 1.3 The registered office of this corporation, at which 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.

SECTION 1.4 Until otherwise fixed by the Board of Trustees, the registered office of this corporation shall be at 45 East Seventh Street, Saint Paul, Minnesota 55101.

ARTICLE 2

Meetings of Members

SECTION 2.1 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

SECTION 3.1 Number and method of selection. The Board of Trustees of this corporation shall consist of up to twenty-five (25) persons appointed by the Board of Trustees of

American Public Radio Group, of whom no more than three may reside outside of the Southern California Public Radio service area.

SECTION 3.2 Terms of elected trustees.

- 3.2.1 Subject to the provisions of Sections 3.1, 3.2.2, and 3.2.3, the first term of each trustee shall be for up to three years and shall begin at the end of the meeting at which he or she is elected, and subsequent terms shall be for three years.
- 3.2.2 Trustees shall be assigned to year groups in such a manner that the term of office of one-third of the trustees will expire each year.
- 3.2.3 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.
- 3.2.4 No person shall be eligible for reelection by the Board of Trustees of this Corporation as a trustee for more than three consecutive complete terms of three years, provided, however, that an officer of this corporation may continue to serve as a Trustee so long as he or she remains an officer.
- 3.3.5 Except for a person who remains an officer, no elected Trustee who has served for three consecutive three-year terms may be elected again as Trustee of the 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

SECTION 4.1 Annual meeting. The annual meeting of the Board of Trustees shall be held at such time and place, within the State of California, as may be designated from time to time by the Board of Trustees.

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

SECTION 4.3 Special meetings. Special meetings of the Board of Trustees 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.

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.

SECTION 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.

SECTION 4.5 Quorum and voting.

4.5.1 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.

4.5.2 At all meetings of the Board of Trustees, each Trustee shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the Trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business.

4.5.3 A Trustee shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Trustees.

SECTION 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.

SECTION 4.7 Written action.

4.7.1 Any action that could be taken at a meeting of the Board of Trustees 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.

4.7.2 All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

SECTION 4.8 Telecommunications.

4.8.1 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.

4.8.2 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.

SECTION 4.9 Trustee Conflict of Interest.

4.9.1 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 (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).

4.9.2 Failure to comply with the provisions of this Section 4.9 shall not invalidate any contract or transaction to which this corporation is a party.

ARTICLE 5

Officers

SECTION 5.1 Elective officers; tenure.

5.1.1 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.

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) Chair and Vice Chair and (b) President and Secretary.

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

SECTION 5.2 Chair.

5.2.1 The Chair of this corporation shall preside at all meetings of the Board of Trustees and the Executive Committee.

5.2.2 The Chair shall supervise the carrying out of the policies adopted or approved by the Board.

5.2.3 The Chair shall have general executive powers, as well as the specific powers conferred by these Bylaws.

5.2.4 During the absence or disability of the President, the Chair shall perform the duties of the President.

5.2.5 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 5.3 Vice Chair.

5.3.1 During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.

SECTION 5.4 President.

5.4.1 The President shall be the chief executive officer of this corporation.

5.4.2 In the absence of the Chair and the Vice Chair, the President shall preside at all meetings of the Board of Trustees.

5.4.3 The President shall have general supervision, direction and active management of the affairs of this corporation.

SECTION 5.5 Secretary.

5.5.1 The Secretary shall keep or shall oversee the keeping of accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation.

5.5.2 The Secretary shall provide for the keeping of proper records of all transactions of this corporation.

5.5.3 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.

5.5.4 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 5.6 Treasurer.

5.6.1 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.

5.6.2 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.

SECTION 5.7 Appointed officers.

5.7.1 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.

5.7.2 Any officer so appointed may at any time be removed by the President or the Board of Trustees with or without cause.

5.7.3 No officer appointed by the President need be a member of the Board of Trustees.

5.7.4 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 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.

SECTION 5.9 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 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

SECTION 6.1 Authority.

6.1.1 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.

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

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

SECTION 6.2 Executive Committee.

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

6.2.2 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 6.3 Finance Committee.

6.3.1 The Board of Trustees may establish a Finance Committee.

6.3.2 To the extent determined by the Board of Trustees, the Finance Committee shall have the authority of the Board in the management of the budget and finances of the Corporation.

6.3.3 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 said Finance Committee.

6.3.4 The Chair of the Finance Committee shall be the Treasurer.

SECTION 6.4 Meetings and voting.

6.4.1 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.

6.4.2 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.

6.4.3 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.

6.4.4 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.

SECTION 6.5 Written action.

6.5.1 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.

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

SECTION 6.6 Telecommunications.

6.6.1 A Trustee may participate in a meeting of any committee designated by 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 also constitutes presence in person at the meeting.

6.6.2 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

SECTION 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

SECTION 8.1 Corporate seal. This corporation shall have no seal.

SECTION 8.2 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 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 director, 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 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 corporation 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 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 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.

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 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 8.4 Authority to borrow, encumber assets.

8.4.1 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.

8.4.2 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 8.5 Deposit of funds.

8.5.1 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.

8.5.2 All such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees or the Finance Committee from time to time.

SECTION 8.6 American Public Media Group.

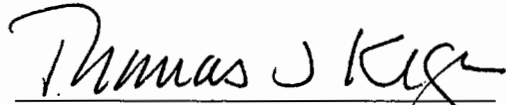
8.6.1 This corporation is affiliated with American Public Media Group, a Minnesota nonprofit corporation.

8.6.2 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.

8.6.3 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, and American Public Media Group shall not directly, or through indirect actions of its Board of Trustees, take any action which 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 Restated Bylaws were approved by a written action dated September 16, 2003 of the Board of Trustees of Southern California Public Radio.


Thomas J Kigin, Assistant Secretary

date 2004.02.17

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