

**AMENDED & RESTATED BYLAWS
OF
TWIN CITIES PUBLIC TELEVISION, INC.**

BOARD OF TRUSTEES

Section 1.1 - General Powers. The Board of Trustees (“Board”) will manage the property, affairs, and business of the corporation. The Board may delegate any of its functions as it sees fit.

Section 1.2 - Number and method of election. The Board of this corporation must consist of at least nine and no more than forty-two persons. Subject to those limitations, the Board will, from time to time, determine the total number of Trustees. Trustees will be elected by majority vote of the Board at each annual meeting, at any Board meeting or as otherwise specified in these Bylaws. Trustees who are elected between annual meetings will: (a) have all power, right, authority and responsibility of a Trustee hereunder, and (b) be eligible for re-election to their first full term at the annual meeting immediately following their initial election, with their first term of office beginning on the date of such annual meeting consistent with Section 1.3.

Section 1.3 – Terms & Classification. Subject to Section 1.2, the term of office of each Trustee will be three (3) years commencing on the date of the annual meeting at which such Trustee was elected to a full-term, and excluding any partial terms served immediately prior to election to such full term. Trustees will stand for election after each term and may serve up to a maximum of three (3) consecutive terms of three (3) years; provided that any Trustee serving the third and final of their consecutive three-year terms while holding the office of Board Chair, Vice-Chair, Secretary, Treasurer or Immediate Past Board Chair will not term off the board until the end of their final three-year term or the end of their elected term as an Officer, whichever occurs last. The Board will be divided into nine (9) classes as nearly equal in number as possible, so that the terms of office of approximately one-ninth of the members of the Board will expire each year. The Governance Committee shall be authorized by the Board to determine, by majority vote, the Composition of each class. Except for Officers and the immediate past Board Chair, Trustees who have served three full consecutive terms of three years are ineligible for re-election until the lapse of one year after the end of their respective term of office.

Section 1.4 - Compensation. The Board of Trustees will serve without compensation.

Section 1.5 - Honorary Trustees. In addition to the Trustees provided for above, the Trustees may at any meeting elect one or more persons as Honorary Trustees of the corporation, to serve for life or until resignation, upon a demonstration of significant commitment and substantial service to the corporation. Honorary Trustees will not be considered “directors” for purposes of the Minnesota Nonprofit Corporation Act and they shall not be counted for quorum purposes. They will receive notices of board meetings and will have the right to attend board meetings (with the exception of executive or closed sessions) but will not have the right to vote on matters submitted to the board.

Section 1.6 - Officers of the Board, Term. The Officers of the Board will consist of a Board Chair, the immediate past Board Chair, one or more Vice Chairs, Secretary and Treasurer, and such other officers as the Board may from time to time designate. The Officers will be elected by majority vote at the annual meeting of the Board. The term of office of each Officer

other than the Board Chair will be one (1) year and may be renewed for a second consecutive one- (1) year term. The term of office of the Board Chair will be two (2) years and may not be renewed except by a majority vote of the Board. Once elected, all officer terms will begin as designated in the motion by which the Officers were elected and will continue for the designated term and until his/her successor is elected and qualified. No Officer may hold more than one office simultaneously. All Officers must be Trustees at the time of their officer elections. If an employee of the corporation is also serving as an officer, then his/her term as an officer shall terminate upon the termination of his/her employment with the corporation.

Section 1.7 - Chair. The Board Chair will preside at all meetings of the Board with the power to delegate his or her authority and responsibility as the Chair deems proper and in the best interest of the corporation. The Chair's duty includes remaining in contact with the President and Chief Executive Officer (“CEO”) of the corporation and seeing that the policies and procedures adopted by the Board are implemented. The person elected as Board Chair must have previously held an Officer position on the Board for at least one year.

Section 1.8 - Vice Chair. In the event of the absence, inability, resignation or death of the Chair, the Vice Chair will exercise and perform all of the duties and the functions of the Chair. The Vice Chair will have certain duties and powers as assigned from time to time by the Board.

Section 1.9 - Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) assure that all board and committee materials have been prepared and delivered by the President & CEO and/or staff officers, in advance of all meetings; (b) provide for the keeping of accurate minutes of all meetings of the Board of Trustees; (c) be responsible for the custody of the records, documents and papers of this corporation; and (d) provide for the keeping of proper records of all transactions of this corporation. 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. The Secretary shall perform such other duties as may be assigned to the Secretary from time to time by the President & CEO or the Board of Trustees, and may delegate duties to the Assistant Secretary.

Section 1.10 - Treasurer. The Treasurer shall perform or properly delegate and oversee the performance of the following duties: (a) serve as chair of the finance committee and manage, with the finance committee, the board’s review of and action on its financial responsibilities; (b) lead discussion of the financial reports at board meetings and assist the President & CEO and the Chief Financial Officer in the development of the annual budget and its presentation to the board for approval; (c) keep accurate financial records of this corporation; (d) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Trustees; (e) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Trustees, making proper vouchers for the deposit; (f) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Trustees; and (g) upon request, provide the President & CEO and the Board of Trustees an account of transactions of this corporation and of the financial condition of this corporation. The Treasurer shall perform such other duties as may be assigned to the Treasurer from time to time by the President & CEO or the Board of Trustees, and may delegate duties to the Chief Financial Officer.

Section 1.11 - Removal, resignation, vacancies. A Board Trustee or Board Officer may be removed with or without cause by majority vote of the Board. The meeting notice for such

action must state that removal of the named Trustee or Officer will be considered at the meeting. A Trustee or Officer may resign by giving notice to the Chair, any Officer of the Board, or the President & CEO. The resignation will be effective when the notice is received unless a later effective date is specified in the notice. Any vacancy occurring due to the death, resignation or removal of a Trustee may be filled by a person elected by the Board.

Section 1.12 – Nondiscrimination. The selection of members of the Board of Trustees, officers, and members of the staff, both voluntary and professional, shall be made without discrimination in accordance with all applicable laws.

Section 1.13 - Delegation of Authority and Duties. The Board of Trustees is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein, including a delegation of authority due to the absence of, or when circumstances prevent, the Chair of the Board from acting.

MEETINGS OF THE BOARD OF TRUSTEES

Section 2.1 - Annual meeting. The annual meeting of the Board will be held each year at a date, time, and place as designated by the Board to elect Trustees and Officers and transact other business.

Section 2.2 - Other regular meetings. In addition to the annual meeting, the Board will hold at least three other meetings each year.

Section 2.3 - Special Board meetings. Special Board meetings may be called at any time: a) by the Board Chair; b) by the President & CEO; or c) at the request of three or more Trustees. To call a special meeting, Trustees must submit a written request signed by at least three Trustees to either the Board Chair or the President & CEO. The written request shall include details of the matter to be presented at the Special Board meeting. Either the Board Chair or the President & CEO shall give notice of the meeting, setting the time and place, at least two days before the meeting and hold the meeting within thirty days after receiving the request. If either the Board Chair or the President & CEO fails to give notice of the meeting within seven days from the day on which the request is made, the Trustees who requested the meeting may give notice as required under these Bylaws. Depending on the subject of the Special Board meeting, the meeting will be designated as open or closed.

Section 2.4 - Open meetings. Pursuant to the laws applicable to this corporation, Board meetings will be open to the public when its meetings satisfy the following requirements: a) a quorum, for the purpose of taking action, is present; b) deliberations take place at the meeting; and c) deliberations determine or result in the joint conduct or disposition to the business of the Board, but only to the extent that such deliberations relate to public broadcasting. Whenever possible, open meetings require at least a one-week (7-day) notice in advance of the scheduled date of the meeting.

Section 2.5 - Closed meetings. Board meetings may be closed from time to time to consider matters relating to individual employees, proprietary information, litigation, and other matters that require the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase of property or service would compromise the corporation's business interests. In addition, the Board may designate certain

agenda items at a meeting closed to the public so long as the subject matter falls within one of the categories mentioned in this Section.

Section 2.6 - Notice of meetings. All Board meeting notices must state the date, time and place. The notices must be given to the Trustees at their latest available contact information as provided by the Trustees by any of the following methods: electronic communication or in person at least two days before the meeting, or by mail at least five days before the meeting. A Trustee may waive notice of a meeting before, during, or after the meeting, orally, in writing, by electronic communications or by attendance. Attendance at a meeting is deemed a waiver unless the Trustee objects at the beginning of the meeting to the transaction of the business because the meeting is not lawfully convened and the Trustee does not participate in the meeting.

Section 2.7 - Quorum and voting. The presence of at least 40 percent of the members of the Board constitutes a quorum at any meeting. If a quorum is present when a meeting is convened, the Trustees present may continue to transact business until adjournment even though the withdrawal of one or more Trustees leaves less than the number otherwise required for a quorum. A meeting may also be adjourned without a quorum. Each Trustee is entitled to cast one vote on any motion at the meeting. A majority vote of the Trustees present is sufficient to transact any business, unless a greater number of votes are required by law or these Bylaws. Proxy voting is not permitted. A Trustee who is present at a meeting of the Board when an action is approved by the Board is presumed to have assented to the action unless the Trustee votes against the action or is prohibited from voting on the action based on his or her conflict of interest.

Section 2.8 - Meetings held using remote communication. Any Board meeting may be held and votes may be taken by any means of remote communication as permitted by the Minnesota Nonprofit Corporation Act.

Section 2.9 - Action without a meeting. Any Board or Committee action that could be taken at a meeting may be taken by written action signed or approved by authenticated electronic communication. A written action is considered approved if a majority of all the Trustees of the Board or a majority of all the members of the respective Committee submitted their approvals of the written action. The Board or Committee will be notified immediately of the approved written action and the effective date of the approval.

Section 2.10 - Trustee conflict of interest. Board Trustees and Officers are subject to TPT's Conflict of Interest Policy.

COMMITTEES

Section 3.1 - Authority. The Board of Trustees may, through resolutions adopted by a majority of the members of the Board, establish committees having the authority of the Board. A majority of the members of each committee and the Chair of all committees will be Trustees. With the exception of the Executive Committee which will consist of Officers identified in Section 3.2, the Board will elect each committee Chair and committee Vice Chair, and the Board Chair will appoint the committee members. Each committee is subject to the control and direction of the Board.

Section 3.2 - Executive Committee. This corporation will have a standing Executive Committee consisting of: the Board Chair, the immediate past Board Chair, the President & CEO, the Vice Chair, Secretary, Treasurer and the Chairs of each of the other Committees designated in

the Bylaws, and such additional Chairs of such other Committees or Task Forces and other Trustees as may be appointed to the Executive Committee by the Board. The Board Chair will Chair the Executive Committee. The Executive Committee will have the authority of the Board in the management of the business of this corporation in the interval between the meetings of the Board of Trustees. The Executive Committee will at all times be subject to the control and direction of the Board.

Section 3.3 – Finance and Investment Committee. This corporation will have a standing Finance and Investment Committee. The Committee will oversee the financial affairs, including fiscal stability and long-term economic health of the corporation procedures, and hires and fires investment managers. The committee must operate within the asset allocations included in the Investment Policy approved by the Board of Trustees.

Section 3.4 - Governance Committee. This corporation will have a standing Governance Committee. The Committee will provide leadership to the Board regarding the organization and governance of the Board and guidance on how the Board should govern the corporation. The Committee's primary role is to recruit and nominate Trustees to the Board. The Committee will assist the Chair of the Board and President & CEO in reviewing committee organization and assignments. The Committee will periodically review the corporation's Bylaws and Articles of Incorporation.

Section 3.5 – Audit and Risk Committee. This corporation will have a standing Audit and Risk Committee. The Audit and Risk Committee's duties shall be to oversee the adequacy of the corporation system of internal controls and financial reporting practices and the assessment of and recommendations concerning operational and regulatory risks. The Committee oversees the preparation and filing of the annual Form 990, and will be directly responsible for the appointment and oversight of the work of any registered public accounting firm and/or retention of independent auditors employed by the corporation and said firm(s) shall report directly to the Committee.

Section 3.6 – Development Committee. This corporation will have a standing Development Committee. The Committee will provide guidance related to major gifts fundraising and will lead the Board's participation in development and fundraising. The Committee will work with the corporation's staff to develop the corporation's strategic fundraising plans. The Committee will develop plans, procedures, and schedules for Board involvement in fundraising and shall educate Trustees about the Corporation's program plans and resources needed to realize such plans. The Committee will play a strong role in identifying, cultivating, and approaching major donors.

Section 3.7 – Inclusion Diversity Equity and Accessibility (IDEA) Committee. This corporation will have a standing IDEA Committee. This Committee shall support IDEA efforts by raising the visibility of IDEA work at the Board level, reviewing and providing feedback on IDEA strategic priorities, goals and metrics, and providing insight and recommendations on opportunities for education and training of Board and staff.

Section 3.8 - Meetings and voting. Committees will meet as necessary. Meetings will be called and held in accordance with the provisions of Sections 2.3 through 2.10 of these Bylaws. Each committee will keep a record of all its acts and proceedings, and after each meeting, a written summary of the actions taken at such meeting will be delivered to the President & CEO and the Secretary for their approval, and after their approval, to the members of the Board.

EXECUTIVE OFFICERS

Section 4.1 - President and CEO. The President & CEO will be the Chief Executive Officer of this corporation. He or she will (a) report to the Board of Trustees; (b) have general active management of the business of this corporation; (c) sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person, or is expressly delegated by the Articles of Incorporation, the Bylaws, or the Board to another person; and (d) perform such other duties as are prescribed by the Board. The President & CEO will appoint, oversee and manage an appropriate staff to administer the affairs of the corporation and have additional authority and duties as may be determined by the Board.

The President & CEO of this corporation is an *ex officio* voting member of the Board. The President & CEO's term as a Trustee will be coterminous with his or her term as President & CEO.

Section 4.2 – Assistant Secretary. The Assistant Secretary will support the Secretary and will exercise any and all other powers and duties as are assigned by the Secretary, Board, Chairperson or President & CEO

Section 4.3 - Chief Financial Officer. The Chief Financial Officer shall (a) report to the President & CEO; (b) support the Treasurer; (c) have the duty and authority to oversee the day-to-day financial operations and activities of the corporation; and (d) carry out such other duties as are delegated by the Board, the Board Chair or President & CEO.

Section 4.4 - Additional Corporate Officers. Additional corporate officers may be appointed for the corporation from time to time by the President & CEO.

Section 4.5 - Additional powers. In addition to the powers conferred upon him or her by these Bylaws, any Officer will have such powers and perform such additional duties as may be prescribed from time to time by the Board.

COMMUNITY ADVISORY COUNCIL

Section 5.1 - Community Advisory Council. The Board shall establish a Community Advisory Council ("CAC") pursuant to the Communications Act. The role of CAC is solely advisory in nature to provide means for community input regarding station programming, community service and impact of the station's major policy decisions on the community to the Board of Trustees.

INDEMNIFICATION

Section 6.1 - Indemnification. This corporation will indemnify its Trustees, Officers, committee members, and employees against such expenses and liabilities as required or permitted by Minnesota Statutes 317A.521, subd. 2, as amended from time to time, or as required by other provisions of the law. Section 6.1 is for the sole and exclusive benefit of the persons designated and no other person, corporation or entity will have any rights of indemnification by assignment, subrogation or otherwise, whether voluntarily, involuntarily, or by operation of law.

Section 6.2 - Advances. This corporation will advance expenses as required or permitted by Minnesota Statutes 317A.521, subd. 3, as amended from time to time, provided, however, that this corporation will not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

Section 6.3 - Insurance. This corporation must purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, committee member, or an employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

MISCELLANEOUS

Section 7.1 - Fiscal year. Unless otherwise fixed by the Board, the fiscal year of this corporation will begin on September 1 and end on the succeeding August 31.

Section 7.2 - Amendments. The Board may amend these Bylaws with the approval of at least two-thirds of the Trustees present at a meeting at which a quorum is present and the notice of which included a summary of the proposed amendment.

Section 7.3 - Authority to borrow, encumber assets. No Trustee, Officer, agent or employee of this corporation will 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 by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

Section 7.4 - Execution of instruments. All checks, contracts and other instruments pertaining to the business and affairs of this corporation will be signed on behalf of this corporation by the President & CEO or such other person or persons as may be designated by the Board.

Section 7.5 - Deposit of funds. All funds of this corporation will be deposited to the credit of this corporation in banks, trust companies or other depositories as the Board may approve or designate, and all such funds will be withdrawn only in the manner authorized by the Board.

As amended and restated on _____, 2022.