

THE PUBLIC BROADCASTING FOUNDATION OF NORTHWEST OHIO

AMENDED AND RESTATED CODE OF REGULATIONS

Effective 21 June 2007



Articles of Incorporation

ARTICLE I

The name of the corporation shall be The Public Broadcasting Foundation of Northwest Ohio.

ARTICLE II

The principal office of the corporation shall be located in Toledo, Ohio.

ARTICLE III

The purpose and object of this corporation shall be to furnish non-profit and noncommercial educational telecommunications services to the Greater Toledo area, its environs and other areas desiring to utilize such services, such services to include origination, creation, production, broadcasting, transmission, communication, emission, distribution, reception, retention, use or display of signs, intelligence of any nature, by wire, radio, television, film, optical or other electric or electromagnetic systems (hereinafter referred to as "telecommunications") to disseminate scientific and technological knowledge and information for the public; and to conduct research, studies and surveys of community needs for noncommercial educational telecommunications.

The corporation shall be empowered to obtain and to hold appropriate licenses and authorizations from the Federal Communications Commission and other regulatory bodies; to construct, lease, operate and maintain noncommercial educational telecommunications facilities; and to acquire and hold money, real and personal property, and other rights and franchises necessary or appropriate to carry out its purposes. The corporation may receive gifts or grants upon such terms and conditions not inconsistent with law and these articles as the Board of Directors may deem appropriate. The corporation will not conduct business for profit. No part of the net earnings of this corporation will inure to the benefit of any private member or individual, and not part of the activities will be to carry on propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office. In the event of dissolution or termination, the remaining assets of the corporation will be distributed pursuant to Section 1702.49, Ohio Revised Code, exclusively for the educational or exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954. The corporation shall have the power to do anything to implement the foregoing purposes not prohibited by law or required to be stated in these articles.

Code of Regulations

ARTICLE I MEMBERSHIP

1.1 **Foundation Members.** The members of the Board of Directors shall, for purposes of any statute, or rule of law relating to corporations, be taken to be the members of the Foundation, and they shall have all rights and privileges of members.

1.2 **Annual Meeting.** The annual meeting of the members of the Foundation, for the election of Directors and the consideration of reports, shall be held during the second quarter of each calendar year at such time, date and place as may be determined by the Board of Directors.

1.3 **Special Meeting.** A special meeting of the members of the Foundation may be called by the Chairperson; the President; not less than three (3) members; and such others who may be authorized by law.

1.4 **Notice.** Written notice stating the time, date and place of a meeting of the members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in the manner described in Section 1702.02 of the Ohio Revised Code not less than ten (10) nor more than sixty (60) days before the date of the meeting.

1.5 **Quorum and Adjournment.** A majority of the members of the Foundation, present in person or by teleconference, shall constitute a quorum for such meeting. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members, except that no action required by law to be authorized or taken by a specified proportion or number of members may be authorized or taken by a lesser proportion or number. A majority of the members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

ARTICLE II THE BOARD OF DIRECTORS

2.1 **Number.** As used in these Regulations, the terms "Board of Directors" and "members of the Board of Directors", or words to that effect, shall have the same meaning as the terms "Board of Directors" and "Directors" have, respectively, under Chapter 1702 of the Ohio Revised Code. The number of members of the Board of Directors of the Foundation shall be equivalent to the number selected by the members of the Foundation, plus one (1) who shall be the President of the Foundation; provided, however, that in no event shall the number of the members of the Board of Directors be less than seven (7) nor more than thirty (30). The President of the Foundation shall be a member of the Board of Directors by virtue of his or her office.

2.2 **Terms and Classifications.** With the exception of the President, and except as otherwise provided in these Regulations, each member of the Board of Directors shall hold office until the adjournment of the third annual meeting of members of the Foundation held after the election of such Director, and until the Director's successor is elected, or until the Director's earlier resignation, removal from office or death. New Directors, other than the President, who are elected on or after the date of the 2007 Annual Meeting, may not serve for more than three (3) consecutive three (3) year terms, except as provided herein. Directors who are currently serving as of the 2007 Annual Meeting are eligible to serve one (1) additional three (3) term beyond their current class end date. The Board of Directors reserves the right, however, to elect a Director up to three (3) additional one (1) year terms beyond the end of three (3) consecutive three (3) year terms, if

the Board of Directors determines it is in the best interests of the Foundation to do so. Any Director who has been elected to three (3) consecutive three (3) year terms shall again be eligible to be elected as a Director if he or she has not served as a Director for at least twelve (12) months. The Directors shall be divided into classes, such that the terms of approximately one-third (1/3) of the Directors shall expire each year. Any expansion of the Board of Directors shall provide for the division of new Directors, to the extent possible, into similar classes of one, two, and three years. The term of the President as a member of the Board of Directors shall be for as long as he or she is President.

2.3 **Election.** Except as otherwise provided in these Regulations, Directors shall be elected by members of the Foundation at the annual meeting of the members. The Nominating Committee established pursuant to Article IV of these Regulations shall nominate at least one (1) candidate for each office of Director for which a vacancy exists, or as to which the incumbent Director's term will expire on the adjournment of the next annual meeting of members. From time to time, the Board of Directors may provide the Nominating Committee with general instructions or recommendations concerning qualifications or attributes to be considered in nominating candidates for the Board of Directors, or the length of time which incumbent Directors should serve. The Nominating Committee shall provide its report regarding nominations at each annual meeting and at any special meeting called for such purpose. Additional nominations may be made by any member of the Foundation. All candidates shall be voted on at one time. Each member of the Foundation may cast as many votes as the number of Directors to be elected, but shall not cast more than one vote per candidate. The candidates receiving the greatest number of votes shall be elected.

2.4 **Removal.** If any Director is convicted of a felony, or a court of competent jurisdiction declares a Director incompetent or appoints a guardian for the Director's assets, that Director shall automatically be removed as a Director. Any Director may be otherwise removed as a Director with or without cause by the affirmative vote of at least two-thirds (2/3) of the Directors of the Foundation then in office at any meeting called for that purpose.

2.5 **Resignation.** A Director may resign at any time by delivering a written resignation to the Chairperson, the Vice Chairperson, the Secretary, or the President.

2.6 **Vacancies.** The office of a Director becomes vacant if the Director dies, resigns, or is removed from office as provided in these Regulations, or if the members of the Foundation increase the size of the Board but fail at that time to elect the additional Directors. If any vacancy on the Board of Directors reduces the members on the Board of Directors to less than fifteen (15), then the Board of Directors may fill such vacancy for the unexpired term as follows. The Executive Committee of the Board may, but shall not be required to, direct the Nominating Committee to recruit one or more nominees for such unexpired term. Upon presentation of the report of the Nominating Committee, the Board of Directors may elect such candidate to the Board for the unexpired term. If the number of members of the Board is equal to or greater than fifteen (15) notwithstanding any vacancies, then such vacancies shall be filled in the manner set forth in Section 2.3 of these Regulations.

2.7 **Annual Meeting.** Immediately after each annual meeting of members of the Foundation at which members of the Board of Directors are elected, the Board of Directors shall hold an organizational meeting at the same place for the purpose of electing officers and transacting any other business.

2.8 **Regular and Special Meetings.** Regular meetings of the Board of

Directors shall be held at least quarterly on such dates and at such times and places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon call by the Chairperson or the call of any three (3) Directors.

2.9 Notice of Meetings. Except as otherwise provided in these Regulations, notice of each annual, regular and special meeting of the Board of Directors shall be given by the Secretary to each Director by any manner permitted by Section 1702.02 of the Ohio Revised Code, except in the case of an emergency requiring immediate action, not less than seven (7) nor more than thirty (30) days prior to such meeting. Notice of an emergency requiring immediate action shall be given at least twenty-four (24) hours prior to such meeting.

2.10 Quorum and Adjournments. The presence of a majority of the Directors, in person or by teleconference, then in office shall constitute a quorum. At any meeting at which a quorum is not present, the meeting may be adjourned by less than a quorum. The act by a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Regulations. The Board of Directors may, from time to time, establish rules for attendance of Directors at the annual and regular meetings of the Board.

2.11 Conflicts of Interest. A member of the Board of Directors having a conflict of interest or conflict of responsibility on any matter involving the Foundation shall disclose the same and shall refrain from participating in the consideration of and voting on such matter. The Board of Directors shall, from time to time, adopt and enforce a conflicts-of-interest policy for the members, Directors, officers and employees of the Foundation.

2.12 Authority. Except where Ohio law, the Articles of Incorporation or these Regulations require that action be authorized or taken, all the authority of the Foundation shall be exercised by or under the direction of the Board of Directors. For their own government, the Board of Directors may adopt bylaws that are not inconsistent with the Articles of Incorporation or these Regulations.

ARTICLE III COMMITTEES

3.1 Organization. There shall be an Executive Committee, Audit Committee, Finance Committee, Marketing Committee, Membership Committee and Nominating Committee (collectively, "Standing Committees") and such other special committees as the Board of Directors may create from time to time. The Executive Committee shall consist of the Chairperson, the Vice Chairperson, the President, the Secretary, the Treasurer, and the chairpersons of the other Standing Committees. Each other Standing Committee shall consist of such members of the Board of Directors as have been appointed by the Chairperson of the Board and approved by the Board of Directors. The Chairperson of the Board shall serve as the Chairperson of the Executive Committee. The Chairperson and President shall each be ex-officio members of all standing and ad-hoc committees. The Chairperson of the Board shall appoint the Chairpersons of the other Standing Committees with the approval of the Board of Directors.

3.2 Powers and Duties. Except as specifically limited by action of the Board of Directors, during the intervals between the meetings of the Board of Directors, the Executive Committee shall have and may exercise, to the extent permitted by law, all of the authority and powers of the Board of Directors. Every other Standing Committee shall have and may exercise such authority and powers as are delegated to it by the Board of Directors. All actions of the Standing Committees shall be reported to the Board of Directors at their next meeting following such action and shall be subject to revision or alterations by the Directors, provided that no rights of any third person shall be affected thereby. Each of the Standing Committees shall be subject to the control and direction of the Board of Directors.

3.3 Meetings. Meetings of any Standing Committee shall be held at the time, date, and place at the call of the Chairperson of such Standing Committee or any two members of such Standing Committee. Notice of each meeting shall be given to the other members in the same manner as notice is given for meetings of the Board of Directors. A majority of the members of a Standing Committee shall constitute a quorum for the transaction of business, and at any meeting such committee may exercise any or all of its powers by the affirmative vote of at least a majority of the committee members present for such meeting.

ARTICLE IV OFFICERS

4.1 General Provisions. The Foundation shall have the following elected officers: a Chairperson; a Vice Chairperson; a Secretary and a Treasurer (collectively, the "Board Officers"). In addition to the Board Officers, the Directors may, in their discretion, appoint one (1) or more Assistant Secretaries and Assistant Treasurers. The Board Officers shall be chosen from among the Directors, and shall be elected by the Directors at each annual meeting of the Board. The Board of Directors shall fill any vacancy existing in the Board Officers. Resignation or removal of a Board Officer from the Board of Directors shall also be resignation or removal as a Board Officer.

4.2 Term of Board Officers. The Board Officers shall hold office until the next annual meeting of the Board of Directors and until their successors are elected, except in the case of resignation, death, or removal. Any Assistant Secretary or Assistant Treasurer shall hold office at the pleasure of the Board. The Board of Directors may remove any Board Officer, Assistant Secretary, or Assistant Treasurer at any time with or without cause.

4.3 Duties of Board Officers. The Board of Directors shall have the power and authority to determine, and to change from time to time, the powers and duties of the Board Officers, and in the absence or disability of any Board Officer, to delegate any or all of the duties and powers of such officer to any other officer or person at such time as the Board of Directors may deem proper.

4.4 President. The President shall be the chief executive officer of the Foundation, shall be employed by resolution of the Board of Directors, and shall have general supervision over the properties, activities, and affairs of the Foundation. The President shall (1) have the primary responsibility to carry out the Foundation's plans as well as advising the Board of Directors with respect to same; (2) decide and guide operational activities by the employees of the Foundation; (3) oversee operations and implement plans of the Foundation; (4) manage human, financial and physical resources of the Foundation. The President shall report to and be subject to the direction of the Board of Directors and the Executive Committee. In case of the absence or disability of the President or when circumstances prevent the President from acting, an employee of the Foundation designated by the President, or if no such designation is made, by the Chairperson or Vice Chairperson, shall perform the duties of the President, and in such case, the power of such employee to act in the name of the Foundation shall be the same as the like powers of the President. The Board of Directors is authorized to delegate the duties of the President or any employee of the Foundation to any other employee of the Foundation and generally to control the action of the President and other employees of the Foundation and to require the performance of duties in addition to those mentioned herein.

ARTICLE V INDEMNIFICATION OF FOUNDATION OFFICIALS

5.1. Definitions. As used in this Article V:

a. "Foundation" is The Public Broadcasting Foundation of Northwest Ohio;

b. "Action" means any threatened, pending, or completed legal action, suit, or proceeding, whether civil, criminal, administrative, or investigative;

c. "Expenses" means court costs, attorneys' fees incurred in connection with, judgments and fines awarded or assessed, and amounts paid in settlement of; an Action;

d. "Independent Legal, Counsel" means an attorney or law firm not currently retained by the Foundation, and that has not performed services for the Foundation or any person to be indemnified within five (5) years prior to a proposed indemnification decision;

e. "Official" means any director, trustee, officer, member, manager, employee, agent or volunteer of the Foundation, or any officer, member, manager, employee, agent or volunteer of a Related Company; and

f. "Related Company" means another foundation, corporation, limited liability company, partnership, joint venture, trust or other entity, profit or non-profit, in which the Foundation has an ownership or membership interest giving it substantial rights of management or control.

5.2. Governing Provisions. Indemnification of Officials of the Foundation shall be governed by this Article V, by statutory provisions here specifically referenced and otherwise by applicable law. But the provisions of Ohio Revised Code Section 1702.12(E)(5)(a)(i) relating to mandatory indemnification of Officials for expenses incurred in defending an action, suit or proceeding shall not apply to the Foundation.

5.3. Actions not Brought in the Right of the Foundation. In Actions not brought by or in the right of the Foundation, upon and subject to the determination provided for in Section 5.5 below, the Foundation shall indemnify any person who was or is a party or is threatened to be a party to such Action by reason of the fact that he or she is or was an Official of the Foundation or was serving at the request of the Foundation as an Official of a Related Company, against any Expenses actually and reasonably incurred by him or her in connection with such Action, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal Action, if he or she had no reasonable cause to believe that his or her conduct was unlawful.

5.4. Actions Brought by or in the Right of the Foundation. In Actions brought by or in the right of the Foundation, upon and subject to the determination provided for in Section 5.5 below, the Foundation shall indemnify any person who was or is a party or is threatened to be a party to such Action by reason of the fact that he or she is or was an Official of the Foundation or was serving at the request of the Foundation as an Official of a Related Company against any Expenses actually and reasonably incurred by him or her in connection with defense or settlement of such Action if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Foundation; except that no indemnification shall be made with respect to: (i) any claim, issue or matter as to which such Official shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless and to the extent that the court of common pleas or the court in which such Action was brought determines, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such Official is fairly entitled to indemnity for such expenses as the court of common pleas or such other court considers proper; or (ii) any action or suit in which liability is asserted against an Official who is a trustee, and that liability is asserted only pursuant to Ohio Revised Code Section 1702.55.

5.5. Determination of Right to Indemnification. The determination that a particular Official shall be indemnified by the Foundation shall be made only upon a finding that he or she has met the applicable standard or conduct under Section 3.5 or 4.5 above. Such finding shall be made in any of the following manners:

a. By majority vote of a quorum of Foundation Directors who were not and are not parties to or threatened with the Action;

b. If such a quorum is not obtainable, or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel;

c. By the court of common pleas or the court in which the action, suit, or proceeding was brought.

5.6. Indemnification in Successful Defenses. To the extent that an Official has been successful on the merits or otherwise in any defense of any Action referred to in Sections 3.5 or 4.5 hereof, or in the defense of any claim, issue or matter therein, the Foundation shall indemnify such Official against Expenses reasonably incurred by him or her in connection therewith.

5.7. Indemnification Prior to Final Determination. The Directors of the Foundation may, in a particular case, advance payment of all or any part of an Official's Expenses in any Action referred to in Sections 3.5 or 4.5 hereof prior to final determination of such Action, upon receipt of an undertaking by or on behalf of such Official to repay the amount of such advance(s) if and when it is subsequently determined that the Official is not entitled to such indemnification.

5.8. Indemnification Rights not Exclusive. The indemnification provided for in this Article V:

a. is not exclusive of; and shall be in addition to; any other rights granted by the Foundation's governing instruments, any agreement, a vote of its disinterested Directors, or otherwise, both as to actions in an Official's capacity as such and as to his or her actions in another capacity while holding his or her office or position; and

b. shall continue as to a person who has ceased to be an Official, and shall inure to the benefit of such person's heirs, executors, and administrators.

5.9. Insurance. The Foundation may purchase and maintain insurance on behalf of any official against any liability asserted against or incurred by him or her in any capacity arising out of his or her status as such Official, whether or not the Foundation would have the right or obligation to indemnify him or her against such liability under the provisions of this Article V.

ARTICLE VI AMENDMENTS

6.1 The Foundation's Articles of Incorporation and these Regulations may be amended by resolution adopted at any Annual or Special Meeting of members, by affirmative vote of a majority of the members present. The subject and purpose of the proposed amendment shall be described briefly in the notice of such meeting.

ARTICLE VII CHANGE OF LAW

7.1 Each reference in these Regulations to a provision of the Ohio Revised Code shall include the corresponding provision of any future Ohio law.