

**BYLAWS
OF
HAMPTON ROADS EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.**

**ARTICLE I
NAME**

1.1 Name and Purpose. The name of this corporation (the “Corporation”) shall be Hampton Roads Educational Telecommunications Association, Inc. The Corporation is organized exclusively for educational purposes, including cultural and informational purposes. The Corporation shall have the power to conduct all lawful affairs not required to be specifically stated in the Articles of Incorporation for which nonstock corporations may be incorporated under Chapter Ten of Title 13.1 of the Code of Virginia, 1950, as amended; provided, however, that it shall at all times be operated exclusively for charitable, religious, educational, literary and scientific purposes, and subject to the limitations of Section 9.5 below.

**ARTICLE II
PLACE OF BUSINESS**

2.1 Offices. The Corporation shall have its principal office in the City of Norfolk, Virginia and may have such other offices either within or outside the Commonwealth of Virginia as the Board of Directors may from time to time determine.

**ARTICLE III
FISCAL YEAR**

3.1 July 1 - June 30 Fiscal Year. The fiscal year of this Corporation shall be the period beginning on July 1 of each year and ending on June 30 of the following year.

**ARTICLE IV
MEMBERS (“HRETA MEMBERS”)**

4.1 HRETA Membership. The members of this Corporation (the “HRETA Members”) shall be as defined in the Articles of Incorporation.

4.2 Designation of HRETA Member Representatives. The Secretary of the Corporation shall compile a list of the persons designated by the HRETA Members to represent them and vote at the annual meeting and other meetings of the HRETA Members of the Corporation. Such persons shall either be a member of the school board from the HRETA Member jurisdiction or the superintendent of the HRETA Member’s school division. In the event a HRETA Member does not designate a person to represent the HRETA Member prior to August 31 for the succeeding year of service, the representative shall be deemed to be the superintendent of the HRETA Member’s school division. A superintendent of a HRETA Member’s school division who is not serving as the HRETA Member’s representative nevertheless may attend, and is encouraged to attend, all annual, regular and special meetings of the HRETA Members.

4.3 Annual and Regular Meetings. The annual meeting of the HRETA Members shall be held in June of each year, or on such date and at such time and place but no later than June 30, as may be determined by the President of the Corporation for the election of directors and the transaction of such other business as may be properly brought before such meeting. Other regular meetings of the HRETA Members may be held during the year on such dates and at such times and places as may be determined by the President for the transaction of such business as may be properly brought before such meetings. The then current chair of the Educational Advisory Committee, as elected in accordance with Section 4.14(b), shall chair the annual, regular and special meetings of the HRETA Members.

4.4 Special Meetings. Special meetings of the HRETA Members of the Corporation may be called by the President of the Corporation, or by a written request signed by at least twenty percent (20%) of the HRETA Members of the Corporation, filed with the President or the Secretary of the Corporation, which written request shall state the purpose for which such special meeting is called.

4.5 Notice of Meetings. Written notice of meetings shall be provided to the HRETA Members not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, which notice shall state the date, time and place of a meeting, and the purpose or purposes thereof, in the case of a special meeting. When a meeting of HRETA Members is called to consider a proposed amendment to the Articles of Incorporation or a proposed merger, consolidation, dissolution or disposition of all or substantially all of the assets of the Corporation, written notice of such action shall be provided to the HRETA Members not less than twenty-five (25) nor more than sixty (60) days prior to the date of the meeting, which notice shall state the date, time, and place of the meeting, shall describe the proposed action, and shall, in the case of a proposed amendment to the Articles of Incorporation, include a copy of the proposed amendment. Notice may be waived in writing by the HRETA Members, either before or after a meeting. Any such waivers shall be filed with the corporate records. Attendance of a HRETA Member at any meeting shall constitute a waiver of notice of that meeting except when the HRETA Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Reserved Rights of the HRETA Members. The HRETA Members shall have the right to approve the following actions by the Corporation:

- (a) To admit a new HRETA Member.
- (b) To dissolve or liquidate the Corporation.
- (c) To merge or consolidate the Corporation with another entity.
- (d) To amend the Articles of Incorporation.
- (e) To sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of the Corporation's assets.
- (f) To elect and remove directors.

- (g) To change the mission of the Corporation.
- (h) To create one or more subsidiaries.
- (i) To amend the Bylaws.

4.7 Voting By HRETA Members. Each HRETA Member of the Corporation shall have one (1) vote for each seven thousand (7,000) pupils as shown on the HRETA Member's average daily attendance for the previous year. Fractional votes shall not be cast, and HRETA Members with less than seven thousand (7,000) pupils as shown on the HRETA Member's average daily attendance for the previous year shall have one (1) vote. HRETA Members shall be entitled to vote by proxy on matters presented to the HRETA Members for its consideration.

4.8 Quorum. The presence, in person or by proxy, of HRETA Members having a majority of the votes shall constitute a quorum for the transaction of business at any meeting of the HRETA Members.

4.9 Action by HRETA Members. Except as otherwise required by the Articles of Incorporation or these Bylaws or by an applicable provision of law, the action of HRETA Members having a majority of the votes present in person or by proxy at a meeting of the HRETA Members for which notice has been duly given and at which a quorum of the HRETA Members is present shall constitute the action of the HRETA Members of this Corporation.

4.10 Written Consent. Any action required or permitted at any meeting of the HRETA Members may be taken without a meeting, without prior notice, and without a vote if all of the HRETA Members entitled to vote thereon consent in writing. Said written consent shall be signed by each HRETA Member either before or after the action taken and filed with the minutes of the proceedings. Such written consent shall have the same effect as a vote for all purposes. Any action taken pursuant to this Section 4.10 shall be effective when the last HRETA Member signs the consent unless the consent specifies a different effective date, in which event the action taken shall be effective as of the date specified therein provided the consent states the date of execution by each HRETA Member.

4.11 Applications for HRETA Membership. Applications for membership in the Corporation shall be made in writing and shall be in such form as may be provided by the HRETA Members of the Corporation from time to time. Upon receipt of an application for membership, the HRETA Members of the Corporation shall approve the application if the HRETA Members are satisfied that the applicant is eligible as determined by such standards as the HRETA Members may establish.

4.12 Finances. Each HRETA Member shall be prepared to cooperate with the Board of Directors and with other HRETA Members of the Corporation in planning for or soliciting contributions and otherwise raising funds, publicly or privately, to defray the capital costs and operating expenses of the Corporation. In addition, the HRETA Members may by resolution establish a voluntary assessment in amounts which will defray expenses attributable to the functioning of the Corporation.

4.13 Resignation. Any HRETA Member of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall be effective at the date specified therein, and unless otherwise specified therein, the acceptance of the resignation by the Corporation shall not be necessary to make it effective. Upon the effective date of resignation, a resigning HRETA Member shall relinquish any and all claims against the Corporation including any and all rights in the distribution of the assets of the Corporation in the event of the subsequent dissolution thereof.

4.14 Committees of the HRETA Members. The HRETA Members shall establish such standing and ad hoc committees of the HRETA Members as they shall determine. Such committees shall assist the President of the Corporation or his designee in carrying out the educational goals and mission of the Corporation. The standing committees shall include:

- (a) The Superintendents Advisory Council. The Superintendents Advisory Council shall consist of the Superintendents of the Member school divisions. The Superintendents Advisory Council shall serve as an advisory resource for the staff of the Corporation's public television and public radio stations with regard to all matters relating to policy and planning. The Superintendents Advisory Council shall elect a chair, and set its own meetings and agendas, and may, but shall not be obligated to report to the HRETA Members on the Council's activities. The Superintendents Advisory Council shall be an advisory body only, and is not a governing body of the Corporation or a committee or subcommittee of the Board of Directors.
- (b) The Educational Advisory Committee. Each HRETA Member, in its discretion, may designate at the annual meeting of the HRETA Members a member of its School Board to serve on the Educational Advisory Committee. The Educational Advisory Committee shall serve as an advisory resource for the staff of the Corporation's public television and public radio stations with regard to all matters relating to educational issues and priorities. The Educational Advisory Committee shall elect a chair and set its own meetings and agendas, and may, but shall not be obligated to report to the HRETA Members on the committee's activities. The chair of the Educational Advisory Committee as of the date of a meeting of the HRETA Members shall chair such meeting of the HRETA Members. The Educational Advisory Committee shall be an advisory body only, and is not a governing body of the Corporation or a committee or subcommittee of the Board of Directors.
- (c) The Technology Advisory Committee. Each HRETA Member may participate on the Technology Advisory Committee by designating its school division Chief Information Officer or other representative. The Technology Advisory Committee shall serve as an advisory resource for the staff of the Corporation's public television and public radio stations with regard to emerging technologies and their educational implications. The Technology Advisory Committee shall elect a chair and set its own

meetings and agendas, and may but shall not be obligated to report to the HRETA Members on the committee's activities. The Technology Advisory Committee shall be an advisory body only, and is not a governing body of the Corporation or a committee or subcommittee of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

5.1 Management. The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors, who shall be the governing body of the Corporation.

5.2 Duties of Board of Directors. The Board of Directors shall manage all of the affairs, property and funds of the Corporation and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation and the laws of the Commonwealth of Virginia. The Board of Directors shall have such other duties as may be prescribed by law.

5.3 Numbers and Length of Service. The number of directors shall be the number of persons the HRETA Members have elected to be directors from time to time, which shall be no fewer than ten (10) directors nor more than thirty-five (35) directors, excluding the ex-officio directors of the Corporation. The President of the Corporation and the chair of the Educational Advisory Committee elected pursuant to Section 4.14(b) shall serve as ex-officio directors with vote. Elected directors shall be eligible for re-election except that a director who has served two full consecutive three-year terms beginning as of or after October 1, 2003, shall not be eligible for re-election until at least one year after the expiration of his or her most recent term of office; provided, however, that any director who serves as an officer during the final year of his or her second full consecutive term, or who is elected to serve as an officer for the year immediately following the end of his or her second full consecutive term, shall be eligible for re-election to the Board of Directors for one additional term before being subject to the one-year period of ineligibility; and provided further that in no case shall a director serve more than three consecutive full three-year terms.

5.4 Terms of Office. Elected directors shall serve for three-year terms beginning on the July 1 next following the annual meeting of the HRETA Members at which the director is elected and ending on the June 30 next following the third annual meeting of the HRETA members after the director's election, except that the terms of directors elected pursuant to Section 5.5 are as specified in that Article. If an elected director is elected at a time other than an annual meeting of the HRETA Members, the director's term shall begin on such date as may be specified by the HRETA Members at the time of the director's election or, if no such date is specified by the HRETA Members at that time, the director's term shall begin immediately upon his or her election. An elected director shall continue in office, unless he or she shall sooner resign or be removed, until the end of his or her term and until his or her successor is elected and qualifies. The ex-officio directors shall retain their offices as directors only during their tenure as President or chair of the Educational Advisory Committee, as the case may be.

5.5 Vacancies on the Board of Directors. All vacancies on the Board of Directors not attributable to an increase in the number of directors may be filled by vote of the remaining directors of the Corporation. A director elected to fill a vacancy or to occupy a position resulting from an increase in the number of directors shall initially have a term ending at the next meeting of the HRETA Members at which directors are elected and shall serve, unless he or she sooner resigns or is removed, until the end of his or her term and until his or her successor is elected by the HRETA Members and qualifies.

5.6 Resignation of Directors. Any director may resign from office, with or without cause, by delivering a written statement of resignation to the Secretary of the Corporation. Any such resignation shall take effect immediately upon its receipt by the Secretary of the Corporation, unless a later effective time or date for the resignation is specified in the notice of resignation. A director who fails to attend two (2) regular meetings of the Board of Directors in the annual corporate year, unless excused either before or after the meeting(s) not attended by the Chair of the Board of Directors or by the Secretary, shall be deemed to have resigned.

5.7 Annual Meetings of the Board of Directors. The annual meeting of the Board of Directors of the Corporation shall be held in June of each year within a reasonable time after the annual meeting of the HRETA Members, on such date and at such time and place as the Chair of the Board of Directors or, in the absence of a Chair, the President, shall determine for the purpose of election of officers and the transaction of such other business as may properly be brought before the meeting. If less than a quorum of directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

5.8 Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at a specified time and place designated by the Board of Directors. Special meetings of the Board of Directors may be called by the Chair, the President, or may be called at the request of not less than three (3) directors. The Board of Directors shall meet as often as necessary to transact the business of the Corporation. Notice of meetings shall be mailed, sent by facsimile, e-mail or delivered to each director not less than seventy-two (72) hours before the date of such meeting, except that in case of emergency, the Chair, the President, or directors calling the meeting shall specify shorter periods for notice to be provided personally, or by telephone, e-mail, or facsimile. Notice of special meetings shall state the purpose or purposes for the special meeting, and at such meeting no other business than that stated in the notice shall be transacted as official business, except that notice of a meeting called to reschedule what would have been a regular meeting of the Board need not identify all matters to be considered at the meeting.

5.9 Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that director except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

5.10 Actions by Unanimous Signed Consents. Any action required or permitted at any meeting of the directors may be taken without a meeting, without prior notice and without a vote if each director signs a consent describing the action to be taken and delivers it to the Corporation. Such consents may be accomplished by one or more electronic transmissions and shall have the same effect as a vote for all purposes. Any action taken pursuant to this Section 5.10 shall be effective when the last director signs the consent unless the consent specifies a different effective date, in which event the action taken shall be effective as of the date specified therein provided the consent states the date of execution by each director.

5.11 Voting and Quorum of Directors for Transacting Business. A majority of directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board of Directors, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. Each director shall have one vote on each matter submitted to the Board of Directors for their vote, consent, waiver, release or other action. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation.

5.12 Remote Participation in Meeting. The Board of Directors may permit any or all directors to participate in a meeting by, or may conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. Participation in a meeting in this manner constitutes presence in person at the meeting.

5.13 Compensation. A director shall not be entitled to any compensation for his or her services as a director, unless such compensation is authorized in a resolution approved by a majority of the other directors of the Corporation then in office. The foregoing shall not prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director or from entering into a contract, directly or indirectly, with a director for the providing of goods or services to the Corporation if such contract is in accordance with Virginia Code § 13.1-871.

5.14 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors when any action is taken is deemed to have assented to the action taken unless he votes against or abstains from the action taken, or he has objected at the beginning of the meeting, or promptly upon his arrival, to the holding of the meeting or transacting specified business at the meeting. Any such dissenting votes, abstentions or objections shall be entered in the minutes of the meeting.

ARTICLE VI **OFFICERS**

6.1 Officers. The officers of the Corporation shall be a Chair of the Board of Directors, one or more Vice Chairs, a President, a Secretary, a Treasurer, and such other officers

deemed necessary for the operation of the Corporation. The offices of Secretary and Treasurer may be combined and held by one person.

6.2 Election and Term of Office. The Chair of the Board of Directors, the Vice Chairs, the President, the Secretary, the Treasurer, and such other officers deemed necessary for the operation of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors, and unless earlier removed from office by vote of a majority of the Board of Directors, shall serve for a term of one (1) year. For purposes of serving on the Executive Committee provided for by Section 8.1, the election of officers shall require the affirmative vote of a majority of the directors in office. At the expiration of their terms of office, all officers shall be eligible for re-election by the Board of Directors. Each officer so elected shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation, removal, or disability.

6.3 Chair of the Board of Directors. The Chair of the Board of Directors must be a director of the Corporation. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair of the Board of Directors shall not be required or expected to devote full-time service to the activities of the Corporation, nor to perform the duties assigned to the President, provided, however, the Chair shall have all the powers of the President in the event of the President's absence, inability or refusal to act.

6.4 Vice Chairs of the Board of Directors. The Vice Chair (or Vice Chairs) of the Board of Directors must be a director of the Corporation. In the absence of the Chair of the Board of Directors or in the event of the inability or refusal of the Chair to act, one of the Vice Chairs of the Board of Directors shall have all the powers and perform all the duties of the Chair of the Board of Directors.

6.5 President. The President shall be the principal executive officer of the Corporation and, as such, shall supervise all of the operations of the Corporation. Among other duties as may be prescribed by the Board of Directors from time to time, the President shall:

- (a) sign all contracts or other instruments on behalf of the Corporation;
- (b) supervise the performance of all employees of the Corporation;
- (c) prepare budgets for approval by the Board of Directors;
- (d) attend all meetings of the Board of Directors and Executive Committee unless otherwise directed by the Board of Directors or the Executive Committee;
- (e) make reports from time to time of the work and affairs of the Corporation to the Chair of the Board of Directors, the Board of Directors, the Executive Committee and to the HRETA Members of the Corporation at their annual and special meetings; and
- (f) perform such other duties as may be prescribed by the Board of Directors from time to time.

In the absence of Vice Chairs of the Board of Directors or in the event of all Vice Chairs' inability or refusal to act, the President shall have all the powers and perform all the duties of the Vice Chair of the Board of Directors.

6.6 Secretary. The Secretary shall be a director of the Corporation. The Secretary shall keep or cause to be kept the minutes of the Board of Directors in one or more books provided for that purpose, shall be custodian of the Corporate records and the Seal of the Corporation, shall give or cause to be given all notices in accordance with the provisions of these Bylaws or as required by law, and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair of the Board of Directors. The Secretary shall also maintain a roster of HRETA Members as required by these Bylaws.

6.7 Treasurer. The Treasurer shall be a director of the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation which the Corporation may hold in a fiduciary capacity, shall deposit or cause to be deposited all such funds in the name of the Corporation at such banks, trust companies, or other depositories that shall be selected in accordance with the provisions of these Bylaws, shall disburse corporate funds only as approved by the Board of Directors either through adoption of an annual budget or by special resolution, and in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Chair of the Board of Directors. The Treasurer shall keep or cause to be kept full account of all deeds, securities, notes and financial papers of the Corporation and shall make or cause to be made such reports thereof to the Chair of the Board of Directors, the President and the Board of Directors as they may require. The Treasurer shall cause the books of account of the Corporation to be audited annually by an independent accountant selected by the Board of Directors.

6.8 Assistant Secretaries and Treasurers. The Board of Directors may appoint one or more persons who need not be directors to serve as Assistant Secretaries and/or Assistant Treasurers and to assist the Secretary and/or Treasurer in the performance of their duties. An Assistant Secretary or Assistant Treasurer shall carry out those responsibilities which are delegated by the Board of Directors, or by the Secretary or Treasurer, respectively, and shall report to the Secretary or Treasurer and shall act in the place of the Secretary or Treasurer, respectively, in such officer's absence, disability, or in the event of a vacancy in the office.

6.9 Other Officers. Other officers of the Corporation appointed in accordance with these Bylaws shall have such authority and duties as may be prescribed by the Board of Directors or by the officer appointing them or as may generally pertain to their respective offices.

6.10 Fidelity Bond. The Board of Directors may from time to time require any one or more officers of the Corporation to give bond for the faithful performance of the duties of such office in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VII
CONFLICT OF INTEREST

7.1 Duties. Directors, officers and employees should exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation they are held to a strict code of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual.

7.2 Favors. No director, officer or employee shall accept any favor which might influence his actions affecting the Corporation or its HRETA Members.

7.3 Avoidance of Conflict. After becoming subject to this policy on conflicts of interest, directors, officers and selected employees shall avoid any new employment, activity, investment or other interest which might involve obligations which may compete with or be in conflict with the interest of the Corporation or its HRETA Members and shall promptly disclose the same as they may exist upon becoming subject to this policy.

7.4 Questionnaire. Annually the President shall send to all directors, officers and selected employees a questionnaire on this matter which shall be completed and returned to the President.

7.5 Report. The President shall submit a confidential report to the Board of Directors concerning any disclosed interests of directors and officers, and he shall report to the Executive Committee concerning any interest of selected employees so disclosed, together with his actions concerning the same.

7.6 Assumption. New directors, officers and employees shall participate in a similar procedure immediately upon assumption of their responsibilities.

ARTICLE VIII
COMMITTEES

8.1 Executive Committee. The Executive Committee shall consist of no fewer than five (5) directors, as shall be determined from time to time by the Board of Directors, and shall include the officers of the Corporation. The Executive Committee may also include the chairs of some or all standing committees who are elected or designated to serve on the Executive Committee by affirmative vote of a majority of the directors in office. A majority of the directors serving on the Executive Committee shall constitute a quorum. Each director serving on the Executive Committee shall be entitled to one vote, and a majority of those present shall determine the action of the Executive Committee. The Executive Committee shall oversee strategic planning and personnel policies, and shall annually set goals for and evaluate the performance of the President. The Executive Committee, when the Board of Directors is not in session, shall possess and exercise all the powers vested in the Board of Directors except the power to elect officers, fill vacancies on the Board of Directors or any of its committees, adopt an annual budget or take any actions concerning merger, consolidation, liquidation, dissolution, an amendment to these Bylaws or the Articles of Incorporation, or any other matter on which

Section 13.1-869 D of the Code of Virginia, or any successor provision, prohibits a committee from taking action in place of the Board of Directors. The Executive Committee shall promptly report its action to the Board of Directors.

8.2 Finance Committee. The Finance Committee shall consist of not less than three (3) directors of the Corporation (other than the Chair of the Board of Directors and the President) chosen by the Board of Directors. The Finance Committee shall oversee the financial management of the Corporation, including the budget process, and shall make recommendations to the Board of Directors as required. It shall also have responsibility for oversight of investments of the Corporation and the retirement plan maintained on behalf of its employees. If approved by the Board, the Finance Committee may delegate oversight of the investments to a subcommittee which may include members who are not directors of the Corporation.

8.3 Audit Committee. The Audit Committee shall consist of not less than three (3) directors of the Corporation (other than the Chair of the Board of Directors and the President) and such other individuals as may be chosen by the Board of Directors. A majority of the members of the Audit Committee shall not be members of the Finance Committee. The Audit Committee shall (i) recommend selection of independent auditors to the Board of Directors on a regular basis and make a determination of the auditors' independence from management, (ii) shall oversee the Corporation's audit procedures and work directly with the selected independent auditors in reviewing the audit, (iii) shall consult with the auditors independent of management to review the non-audit activities of the auditors; and (iv) shall establish procedures for and monitor compliance with best financial practices.

8.4 Governance/Nominating Committee. The Governance/Nominating Committee shall consist of not less than five (5) directors of the Corporation chosen by the Board of Directors, including the Chair and the immediate past Chair of the Board, if a director. The Governance/Nominating Committee shall be responsible for (i) nominating directors and officers for election by the Board of Directors, (ii) establishing procedures for and administering compliance with the bylaws and applicable law, and (iii) providing methodology for board education and oversight of the conduct of corporate business by the Board, including recommendations for corporate policy and amendments to the bylaws as required to promote best governance practices.

8.5 Business Planning Committee. The Business Planning and Operations Committee shall consist of not less than five (5) members chosen by the Board. At least a majority of the members of the Committee shall be directors of the Corporation. The Business Planning and Operations Committee shall: (i) review major new business opportunities with staff and provide guidance in acquiring any new business; and (ii) review technical developments in the broadcasting/narrowcasting industry and the Corporation's needs with regard to new technology, working with staff to provide recommendations for acquisitions/transitions of technology.

8.6 Government Relations Committee. The Government Relations Committee shall consist of not less than three (3) members appointed by the Chair of the Board of Directors. This Committee shall provide advice on and assistance with representation of the Corporation at all levels of government, the local, state and federal.

8.7 Development Committee. The Development Committee shall consist of not less than five (5) directors of the Corporation (other than the Chair of the Board of Directors and the President) and such other individuals as may be appointed by the Chair of the Board of Directors and the President. The Development Committee shall undertake projects and initiatives that result in increased resources for the station. These might include raising charitable funds, building relationships with donors by making visits and phone calls and strengthening relationships with companies that can result in earned revenue.

8.8 Board Engagement Committee. The Board Engagement Committee shall consist of not less than three (3) directors of the Corporation (other than Chair of the Board of Directors and the President) and such other individuals as may be appointed by the Chair of the Board of Directors and the President. The Board Engagement Committee shall work to enrich the experience of WHRO board directors and help ensure that they feel connected to one another and to WHRO.

8.9 Committee Procedures. A majority of the voting members of any committee of the Board of Directors shall constitute a quorum for the transaction of business by that committee. Whenever less than a quorum is present at any duly noticed meeting of any committee of the Board of Directors, a majority of those present may adjourn the meeting of the committee without notice, other than by announcement at the meeting, until a quorum of the committee members is present. The vote of a majority of the voting committee members present at any meeting at which there is a quorum shall be the act of the committee except as a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation. A committee of the Board of Directors may permit any or all of its members to participate in, or may conduct, any meeting by any means of communication by which all persons participating in the meeting may simultaneously hear one another during the meeting. Participation in a committee meeting in this manner constitutes presence in person at the meeting.

ARTICLE IX

CONTRACTS, CHECKS AND DEPOSITS

9.1 Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

9.2 Checks. All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors.

9.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 Loans. Loans may be contracted on behalf of the Corporation and evidences of obligation shall be issued in its name when expressly authorized by the Board of Directors.

9.5 No Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, but the

Corporation shall be authorized to pay the expenses of the Board of Directors and to pay employees reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE X

INDEMNIFICATION AND LIMITATION OF LIABILITY

10.1 Limitation of Liability. To the fullest extent that the Code of Virginia, 1950, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers of the Corporation for breach of fiduciary duty, and provided that a director or officer shall not have engaged in (i) any breach of his or her duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve willful misconduct or a knowing violation of law, or (iii) any transactions from which the director or officer derived an improper or personal benefit, then such a director or officer shall not be liable to the Corporation for monetary damages. Any amendment to or repeal of this Article X shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

10.2 Indemnification. To the fullest extent permitted and in the manner prescribed by the Code of Virginia, 1950, and any other applicable law, the Corporation shall indemnify, against all liability incurred in a proceeding (and advance reasonable expenses to), any director or officer of the Corporation, who is, was, or is threatened to be made a party to any such threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, arbitral, or investigative), including an action by or in the right of the Corporation, by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Board of Directors is empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

10.3 Other Persons. The Board of Directors is empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify, or contract in advance to indemnify, and advance reasonable expenses to, any person not specified in Section 10.2 above who was or is a party to any proceeding by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, employee benefit plan, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 10.2 above.

10.4 Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of another corporation,

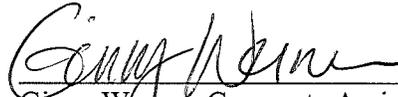
partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

10.5 Continuous Coverage. Reference herein to directors, officers, employees, or agents, shall include former directors, officers, employees, and agents, and their respective heirs, executors, and administrators.

ARTICLE XI
AMENDMENTS TO BYLAWS

The Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by the HRETA Members.

Amended and Restated as of the 23 day of March, 2016.



Ginny Werner, Corporate Assistant Secretary
Hampton Roads Educational Telecommunications
Association, Inc.