

# Rural California Broadcasting Corporation

## By-Laws

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By-Laws

ARTICLE 1 OFFICES

Section 1 Principal Office

The Principal office of the corporation for the transaction of its business is located at 5850 Labath Avenue, Rohnert Park, California 94928, in Sonoma County.

Section 2 Change of Address

The county of the corporation's principal office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these By-laws.

\_\_\_\_\_  
\_\_\_\_\_, California \_\_\_\_\_

provided that the principle office of the corporation will remain within 25 miles of the following geographic coordinates:

North Latitude 38° 24' 27"; West Latitude 122° 56' 49"

which are reference coordinates employed by the Federal Communications Commission (the FCC) for the community of Occidental, California (the *Reference Coordinates*). The geographical restriction set forth in the immediately preceding sentence will remain in effect from the date of adoption of this resolution until at least the fourth anniversary of the commencement of program tests by any facility authorized to serve the community of Occidental, California by a noncommercial educational broadcast construction permit issued to the corporation by the FCC in response to an application for such a construction permit (the *Applicable Period*).

Section 3 Other Offices

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

## ARTICLE 2 PURPOSES

### Section 1 Objectives and Purposes

The primary objective and purpose of this corporation shall be the operation of noncommercial educational television and radio stations serving all or parts of Sonoma, Marin, Napa, Lake, Solano and Mendocino Counties in the State of California. The corporation may also be involved in research, development, and exploration of uses of telecommunications for educational, cultural, and any other purpose.

## ARTICLE 3 MEMBERS

### SECTION 1 DETERMINATION OF MEMBERS

This corporation shall make no provisions for members, however, pursuant to SECTION 5310 (b) (1) of the Non-profit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or By-laws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval to the Board of Directors. Furthermore, all rights, which would otherwise vest in the members under law, the Articles of Incorporation or the By-laws of this corporation, shall vest in the Directors of this corporation.

## ARTICLE 4 DIRECTORS

### Section 1 Number and Qualifications

The corporation shall have a maximum of twenty-five (25) Directors and collectively they shall be known as the Board of Directors. There shall be three (3) ex-officio members – the station's President & CEO, the Chair Emeritus, and a representative of the North Bay Community Advisory Panel. The number may be changed by an amendment of the By-law or repeal of this By-law and adoption of a new By-law, as provided by these By-laws. Directors shall be subscribers to the station. At least 80% of the Directors will be United States Citizens. All Directors will satisfy the character requirements of the Federal Communications Commission. No Director will hold an attributable interest in any radio station whose principal community contour (70-dB $\mu$  for FM; 5-mV/m daytime ground wave and nighttime interference-free contour for AM) overlaps the principal community contour of any facility proposed by the corporation in any FCC application for construction permit. The restriction set forth in the immediately preceding sentence will remain in effect for the Applicable Period.

### Section 2 Powers

Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and By-laws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the directions of the Board of Directors.

### Section 3 Duties

It shall be the duty of the Directors to: (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the corporation, or by these By-laws; (b) appoint and remove, employ or discharge, and, except as otherwise provided by these By-laws, prescribe the duties and fix compensation, if any, of all officers, agents, and employees of the corporation; (c) supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; (d) meet at such time and places as required by these By-laws; (e) register their address with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### Section 4 Terms of Office

Members of the Board of Directors shall be elected in the month of September of each year for a term of two (2) years. The terms of the Directors shall be staggered in such a manner that they will terminate no more than one-half of the members in each year.

### Section 5 Compensation

Directors shall serve without compensation. In addition, they shall be allowed reasonable compensation for extraordinary services and reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. As used herein, "extraordinary duties" refers to the performance of duties not specified in said section, which are performed in furtherance of the primary purposes and powers of this corporation.

### Section 6 Restriction regarding interested directors

Notwithstanding any other provisions of these By-laws, not more than forty-nine percent (49%) of the persons serving on the may be interested persons. For purposes of this Section, "interested persons" means either" (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (b) any brother sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### Section 7 Place of meeting

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the state of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation, provided that any such meeting held elsewhere shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation.

## Section 8 Regular and annual meetings

Regular meetings of the Directors shall be held once a quarter at a regularly scheduled time, to be determined by the Directors. At the annual regular meeting of Directors, for the month of September, Directors shall be elected by the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Each director shall cast one vote, with voting being by ballot only.

## Section 9 Special meetings

Special meetings of the Board of Directors may be called by the Chair, or if he/she is absent, unable to or refuses to act, by the Vice-Chair, or by any two Directors. Such meeting shall be held at the place, within or without the state of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## Section 10 Notice of meetings

The Secretary of the corporation, or other person designated by the Chair, shall deliver notice of the time and place of meetings of the Board of Directors personally, by telegram within three (3) days or by United States mail at least seven (7) days prior to the day of the meeting, except that notice of all regular meetings of Directors, except for the annual regular meeting of Directors held for the election of Directors, is hereby dispensed with and except as otherwise provided in these By-laws. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the United States mail or on its delivery to the telegraph company. Such notice shall be addressed to each Director at his or her address shown on the books of the corporation. If the address of a Director is not shown and is not readily ascertainable, the notice shall be addressed to him or her at the city or place in which the meeting of Directors is regularly held. Notice of the time and place of holding of an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

## Section 11 Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.

## Section 12 Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the Minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

### Section 13 Quorum for Meetings

A quorum shall consist of a majority of the Directors. Except as otherwise provided in these By-laws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting.

### Section 14 Directors Attendance at Board Meetings

Attendance at regular and annual meetings shall be a requirement for Directors. Absences shall be excused or unexcused. The Board shall make the determination by a majority vote. Criteria for an excused absence shall include, but not be limited to, health (personal or family), legal compulsion to be elsewhere, station business, unavoidable work-related responsibilities. Either two unexcused absences or a total of three absences by a Director within any twelve (12) month period shall create a presumed vacancy on the Board, absent extraordinary extenuating circumstances, as determined by the Board.

Regular attendance at assigned committees is a requirement. Many of the Board's responsibilities are carried out within the committee structure. It is therefore expected that only conditions of healthy, legal compulsion to be elsewhere, station business or unavoidable work-related responsibilities would interfere with attendance.

### Section 15 Majority Action as Board Action

Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation or these By-laws require a greater number.

### Section 16 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair of the corporation or, in his or her absence, by the Vice-Chair of the corporation or, in the absence of both, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-laws, with the Articles of Incorporation of the corporation, or with law.

### Section 17 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors without a meeting and that the Articles of Incorporation and By-laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

### Section 18 Vacancies

Vacancies of the Board of Directors shall exist (1) on the death or resignation of any Director; (2) whenever the number of authorized Directors is increased; and (3) by virtue of absences as specified in Section 14 of this Article.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty under Section 5230 and following of the California Non-profit Public Benefit Corporation Law.

Any Director may resign effective upon giving written notice to the Chair of the Board, the Vice-Chair, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies caused by the death or resignation of a Director, or by amendment of the Articles of Incorporation of this corporation or of these By-laws increasing the number of authorized Directors shall be filled by a majority of the remaining Directors.

A person elected to fill a vacancy as provided in this section shall hold office until the next annual election of the Board of Directors or until his or her death or resignation from office.

### Section 19 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### Section 20 Indemnification by Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-profit Public Benefit Corporation Law.

## ARTICLE 5 OFFICERS

### Section 1 Numbers of Officers

The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, one or more additional Vice-Chairs, Assistant Secretaries, Assistant Treasurers, or other such officers. One person may hold two or more offices, except those of Chair and Secretary.

### Section 2 Qualification, Election, and Term of Office

Officers shall be elected by the Board of Directors at their first regular meeting in the month of September. Officers so elected shall take office effective October 1 and shall serve until their successors are installed. The tenure of office for elected officers shall be one year. Officers may be elected and serve for two (2) consecutive terms, and are then ineligible for re-election to that office until after an interval of two (2) years. All Officers will satisfy the character requirements of the Federal Communications Commission. No Officer will hold an attributable interest in any radio station whose principal community contour (70-dB $\mu$  for FM; 5-mV/m daytime ground wave and nighttime interference-free contour for AM) overlaps the principal community contour of any facility proposed by the corporation in any FCC application for construction permit. The restriction set forth in the immediately preceding sentence will remain in effect for the Applicable Period.

### Section 3 Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### Section 4 Removal and Resignation

Any officer may be removed, with or with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the corporation. Any such resignation shall take effect at the date specified therein, and, unless otherwise specified therein, the provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.



## Section 5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## Section 6 Duties of Chair

The Chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-laws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors and, if applicable, of the members of the corporation. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, he or she shall, in the name of this corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## Section 7 Duties of Vice-Chair

In the absence of the Chair, or in event of his or her inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, subject to all the restrictions on, the Chair. The Vice-Chair shall have other such powers and perform such other duties as may be prescribed by law by the Articles of Incorporation, or by these By-laws or as may be prescribed by the Board of Directors.

## Section 8 Duties of Secretary

The Secretary shall: Certify and keep at the principal office of the corporation the original, or copy, of these By-laws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of Minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, and, if special, how called, how notice thereof was given the names of those present at the meeting, and the proceedings thereof

See that all notices are duly given in accordance with the provisions of these By-laws or as required by law

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these By-laws. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case

where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, or request therefore, the By-laws, the membership book, the Minutes of the proceedings of the Directors of the corporation. In general, perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors

#### Section 9 Duties of Treasurer

Subject to the provisions of ARTICLE 6 of these By-laws, the Treasurer shall: have charge and custody of, and be responsible for, all funds and securities the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable time the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 10 Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, in this case, that any salaries received by officers of the corporation shall be reasonable and be given in return for services actually rendered the corporation which relate to the performance of the specific and primary purposes of the corporation as specified in ARTICLE II (A) of the Articles of Incorporation.

## ARTICLE 6 COMMITTEES

### Section 1 Executive Committee

The Executive Committee shall consist of officers of the Board of Directors and shall be presided over by the Chair. It has the power to act on behalf of the Board of Directors whenever an emergency exists that cannot be acted upon in time by a regular meeting of the Board except with respect to:

- (a) The filling of vacancies on the Board of on any Committee which has the authority of the Board.
- (b) The amendment or repeal of By-laws or the adoption of new By-laws.
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal able.
- (d) The expenditure of corporate funds to support a nominee for director after there are more people nominated for Director than can be elected.
- (e) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d)(3) of the California Non-profit Public Benefit Corporation Law.

The Executive Committee shall meet on the call of the Chair or request of any two members of the Committee. Three members shall constitute a quorum. All meetings of the Executive Committee shall be noticed to all Board members either by mail or by telephone.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number if its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular Minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### Section 2 Other Committees

The corporation shall have such other committees as may from time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. The additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees. Committee members will be appointed by the Chair with ratification by the Board.

### Section 3 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-laws concerning meetings of the Board of Directors, with such

changes in the context of such By-laws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

## ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSIT AND FUNDS

### Section 1 Execution of Instruments

The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by a contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and counter-signed by the Chair of the corporation.

### Section 3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### Section 4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

### Section 1 Minutes of Meetings

The corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of Minutes of all meetings of Directors and of all meetings of the members, if any, with the time and place of holding, whether regular or special, and, if special, how called, the notice given, the names of those present and the proceedings thereof.

- (a) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (c) A copy of the corporation's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### Section 2 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### Section 3 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and, if this corporation has members, to any member who request it in writing, which report shall contain the following information in appropriate detail.

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes on assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by SECTION 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation has more an one hundred (100) members or more than TEN THOUSAND DOLLARS (\$10,000) in assets at any time during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including any accompanying report from

independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report

## ARTICLE 9 FISCAL YEAR

### Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September.

## ARTICLE 10 BY-LAWS

### Section 1 Amendment

Subject to any provision of law applicable to the amendment of By-laws of non-profit corporations, these By-laws, or any of them, may be altered, amended, or repealed and new By-laws adopted as follows: Subject to the power of the members, if any, to change or repeal them, by the vote of a majority of Directors present at any regular or special meeting of Directors at which a quorum is present, provided that notice of such meeting and of the intention to change the By-laws thereat is given each Director as provided in ARTICLE 4, Section 9 of these By-laws, or by written consent of all Directors without a meeting as provided in ARTICLE 4, Section 15 of these By-laws, provided, however, that a By-law fixing or changing the number of Directors of the corporation may not be adopted, amended, or repealed.

### Section 2 Certain Amendments

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-profit Corporation" pursuant to Section 6210 of the California Non-profit Corporation Law.

## ARTICLE 11 AMENDMENT OF ARTICLES

### Amendment of Articles before Admission of Members

Before any members, other than the incorporators, have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by a writing signed by two-thirds (2/3) of the incorporators of the corporation.

## ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

### Prohibition against Sharing Corporate Profits and Assets

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its purposes as shall be fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets or dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, the remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## ARTICLE 13 AFFILIATED AGENCIES

### Section 1 Eligibility for Affiliation

Any agency of the State of California, any local government agency, and any agency incorporated as a non-profit corporation under the laws of the State of California is eligible to become affiliated with the corporation.

### Section 2 According of Affiliated Status

The Board of Directors may, at its discretion, accord affiliated status to an eligible agency upon submission by that agency of an application in a form approved by the Board of Directors.

### Section 3 Certificates of Affiliation

The Board of Directors may provide for the issuance of certificates evidencing affiliation with the corporation. Each certificate shall have printed on its face in clear type that the corporation is non-profit and that the affiliated agency is a government agency or a non-profit corporation. The form, size, and contents of the certificate shall be determined by a resolution of the Board of Directors. Each certificate shall be signed by the Chair and by the Secretary.

### Section 4 Number of Affiliated Agencies

The Board of Directors may establish from time to time, at its discretion, a limit on the number of affiliated agencies.

### Section 5 Roster of Affiliated Agencies

The corporation shall keep a roster containing the corporate name and address of each affiliated agency, the date upon which affiliated status was accorded and, if an agency has received a certificate of affiliation, the date of issuance of such certificate. Termination of affiliation of any agency shall be recorded in the roster, together with the date of termination of such affiliation. Such roster shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours.

### Section 6 Nonliability of Affiliated Agencies

No affiliated agency, not its officers or employees, shall be liable for the debts, liabilities, or obligations of the corporation.

### Section 7 Privileges of Affiliated Agencies

Each affiliated agency shall be granted such privileges as the Board of Directors, at its discretion, may deem appropriate and beneficial to the corporation. Any such privileges granted by the Board of Directors may be terminated by the same.

### Section 8 Obligation of Affiliated Agencies

An affiliated agency shall have no obligations to the corporation or the membership thereof. In consideration of such privileges as the Board of Directors of the corporation may grant to it, an affiliated agency may, at its sole discretion, provide from time to time to the corporation access to such of its resources and services as it may deem appropriate.

### Section 9 Termination of Affiliation

Affiliation of any agency with the corporation shall automatically terminate (1) upon the agency's written request for termination delivered to the Chair or Secretary of the corporation, such termination to be effective upon the date specified in said request; (2) upon the Board of Director's determination that any agency's continued affiliation is in any way detrimental to the corporation, such determination to be made by the vote of a majority of Directors present, provided that written notice of such meeting and of the intention to terminate its affiliate status is delivered to an agency at least thirty days in advance of the date of said meeting.

### WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all persons named as the Directors in the Articles of Incorporation of Rural California Broadcasting Corporation, a California non-profit corporation, and pursuant to the authority granted to the Directors by these By-laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-laws, consisting of fifteen (15) pages, as the By-laws of this corporation.

Dated: October 8, 2007

### CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the corporation named in the title thereto and that such By-laws were duly adopted by the Board of Directors of said corporation on the date set forth above.

Date: October 8, 2007