

BYLAWS

**GREATER WASHINGTON EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.**

ADOPTED MAY 18, 1976

**AS AMENDED BY ACTION OF
THE BOARD OF TRUSTEES:**

**MAY 16, 1979
SEPTEMBER 19, 1979
MAY 20, 1980
MAY 18, 1982
JANUARY 18, 1983
JANUARY 28, 1986
JANUARY 31, 1989
DECEMBER 5, 1989
FEBRUARY 17, 1993
FEBRUARY 1, 1999
DECEMBER 11, 2003
DECEMBER 16, 2004
FEBRUARY 28, 2013**

AND

FEBRUARY 14, 2017

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**GREATER WASHINGTON EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.
BYLAWS**

ARTICLE I

- Names and Purposes -

The name of the Corporation is Greater Washington Educational Telecommunications Association, Inc., referred to herein as the "Corporation."

The Corporation is organized as a private, non-governmental corporation under the laws of the District of Columbia to furnish non-profit and non-commercial educational radio and television services through various means of distribution to the Washington, D.C. metropolitan area; to furnish educational online services; and to produce high quality cultural, educational, news, and public affairs programs for national as well as local distribution. In addition, the Corporation may exercise any powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4 of the District of Columbia Code (the "DC Nonprofit Corporation Act") as may be necessary or convenient in order to accomplish the above-described purposes, including but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

ARTICLE II

- Offices -

2.1 Offices. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board of Trustees (the "Board"). .

2.2 Agent. The Corporation shall maintain continuously within the District of Columbia a registered agent.

2.3 Changes. Any change in the name or address of the registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act.

ARTICLE III

- Board of Trustees -

3.1 Powers and Duties. The affairs of the Corporation shall be governed by its Board of Trustees. The Board of Trustees shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act of 2010 which are necessary or convenient to carry out the purposes of the Corporation. The Trustees shall oversee the management of the business property; provide for the operation of radio and television stations; make all decisions of policy; employ and appoint the President and other agents and representatives to carry out the purposes of the Corporation; and shall do all other things in the affairs of this Corporation necessary to carry out its purposes.

3.2 Election, Duties and Removal of Chairperson and Vice Chairperson(s). The Board of Trustees shall elect a Chairperson and, if deemed appropriate, one or more Vice Chairpersons from among its membership.

3.2.1 Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and of the Executive Committee, except as otherwise provided in Section 3.1.2, below. The Chairperson shall give an annual stewardship report at the Annual Meeting of the Board of Trustees. The Chairperson shall perform such other duties as may be assigned by the Board of Trustees.

3.2.2 Vice Chairperson(s) of the Board of Trustees. The Vice Chairperson shall perform the duties of the Chairperson in the case of the Chairperson's absence or inability to act. If the Board elects two (2) or more Vice Chairpersons, one shall be designated as the "First" Vice Chairperson and shall perform the duties herein stated. The Board of Trustees may specify additional duties for one or more Vice Chairperson(s) as the Board of Trustees in its sole discretion may deem appropriate.

3.2.3 Removal. The Chairperson and the Vice Chairperson(s) may be removed from their positions by the Board of Trustees whenever, in the judgment of the Board, the interests of the Corporation will be served thereby.

3.3 Election of the Corporate Officers. The Board of Trustees shall elect the Corporate Officers described in Section 8.1 to conduct the business of the Corporation.

3.4 Executive Committee. The Board of Trustees shall have power to elect an Executive Committee as provided in Section 7.1 hereunder, which shall have and may exercise the authority of the Board of Trustees in the oversight of the business of the Corporation between meetings of the Board of Trustees subject to the restrictions set forth in Section 7.1.5.

3.5 Composition of the Board of Trustees. The Board of Trustees shall be composed of no fewer than twenty (20) and no more than thirty-five (35) individuals ("Trustees"). The President of the Corporation and the Chairperson of the Community Advisory Council shall

serve as ex-officio members. The former Chairpersons of the Board of Trustees also may serve as ex-officio Trustees emeriti. The composition of the Board of Trustees, either in number and/or kind, may be modified, from time to time, by amendment to these Bylaws in accordance with the terms and conditions set forth in Article XV herein.

3.6 Term. The term of office of each Trustee shall be three (3) years, beginning with his/her seating at the Annual Meeting of the Board of Trustees as provided in Article VI, or as otherwise provided in Section 4.5, and ending three (3) years thereafter (“Term”); or at such earlier time as is specified in Sections 4.7 and 4.8 as applicable; or at the expiration of any Terms of re-election or a Term created by a vacancy filled mid-term as is specified in Section 4.3 and Section 4.6. For purposes of this section, the seating of each Trustee shall be the first order of business at the Annual Meeting preceding determination of a quorum.

ARTICLE IV

- Nomination and Election of Trustees -

4.1 Nomination. Except as provided in Section 4.5, below, the Nominating and Governance Committee shall report to the Board its recommendations with respect to nominations for membership on the Board at its final regular meeting of the year, having previously sent each Trustee the names of the recommended nominees at least ten (10) days prior to the meeting.

4.2 Election. To be elected, a Trustee must receive a majority of the votes, at the final regular meeting of the calendar year, or as otherwise provided in Section 4.5. In order to vote, a Trustee must be present (including as defined in Section 6.7) at the meeting. If requested by any Trustee, the votes shall be cast by secret ballot.

4.3 Eligibility for Re-election. A Trustee is eligible for re-election to two successive Terms of office. . A Trustee who serves three consecutive full Terms of office shall not be eligible for re-election until a year has elapsed after the expiration of the third full Term. This provision may be waived by vote of the Board of Trustees. A Trustee serving as Chairman will be exempt from term limits while serving in such position.

4.4 Vacancy. If a vacancy occurs on the Board of Trustees by reason of (i) the resignation, death, incapacity or removal of a Trustee before the expiration of his/her term, or (ii) a decision by the Board to increase the number of Trustees comprising the Board of Trustees, the Nominating and Governance Committee shall recommend to the Board of Trustees a replacement Trustee to fill out the remainder of the Term. The Board of Trustees shall take action with respect to said recommendation at its next meeting.

4.5 Election at Other Times. In the event that circumstances warrant, and if vacancies on the Board exist, the President and Chairperson, or the Nominating and Governance Committee, may present a candidate or candidates for the Board outside of the election process described in Sections 4.1 and 4.2. Such candidates may be elected to the Board (i) by vote of a

majority of the Trustees then in office at any meeting of the Board, or (ii) by unanimous consent in writing, pursuant to the procedures described in Section 6.5, in response to an email ballot delivered to all of the Trustees. The Term for any Trustee elected under this Section 4.5 shall begin at the first meeting of the Board following the election.

4.6 Vacancy Filled Mid-Term. A vacancy that is filled as provided in Section 4.4 and 4.5 shall not count as a full term of office. A Trustee elected to fill a vacancy with an initial term of less than three years will be permitted to serve three (3) additional Terms after serving his or her initial partial term.

4.7 Resignation. An elected Trustee or Trustee emeriti may resign at any time by giving written notice to the Chairperson of the Board of Trustees, the President, or the Secretary. The resignation shall take effect on the date the notice is mailed or otherwise transmitted, or at the time specified in such notice. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective.

4.8 Removal. An elected Trustee may be removed by the vote of two-thirds (2/3) of the Trustees present and voting at a meeting of the Board of Trustees, due notice having been given that removal of a specified Trustee shall be an order of business at such meeting.

ARTICLE V

- Community Advisory Council -

5.1 Members. The Community Advisory Council shall be composed of individuals chosen for their professional and personal qualities who, in the aggregate, are broadly representative of private and public educational, charitable, and cultural institutions; local governments; consumer and environmental organizations; minority, ethnic, women's, youth, elderly and religious institutions and organizations, which representatives reflect the diverse needs and interests of the geographical area served by the licenses of the Corporation.

5.2 Composition of the Council. The Council shall be composed of no fewer than fifteen (15) nor more than thirty (30) persons, including its officers.

5.3 Selection Guidelines and Process. In addition to the general categories of community interests as set forth in Section 5.1, the selection of Council Members shall be based on the best available demographic information for the Greater Washington Metropolitan Area in order to achieve the best possible balance at any one time and/or over time. In order to achieve this desired balance, the Council members shall be appointed by the Chairperson of the Community Advisory Council in consultation with the Corporation's staff.

5.4 Purpose. The responsibilities of the Council shall include the right to review the programming goals established by the Corporation for its television and radio stations, the service provided by those stations, and the significant policy decisions rendered by those stations, and also to undertake other responsibilities as may be determined by the Board from time to time. The Council shall advise the Board with respect to whether programming and other

policies of the Corporation impacting its stations are meeting the specialized educational and cultural needs of the communities served by those stations, and make such recommendations to the Board as it considers appropriate to meet such needs. Any other activities that the Council wishes to pursue on behalf of the Corporation shall be coordinated with the Board and/or the Corporation.

5.5 Term. The term of a Council Member is three (3) years. A Council Member is eligible for re-appointment to two subsequent terms. A Council Member who serves three consecutive full terms shall not be eligible for re-appointment until a year has elapsed after the expiration of his or her third full term. This provision may be waived by the Chairperson in consultation with the Corporation's staff; the Chairperson shall report such waiver at the next meeting of the Council, and the action will be reflected in the minutes of that meeting.

5.6 Chairperson and Vice Chairperson(s). The Chairperson of the Board of Trustees shall recommend to the full Board of Trustees a candidate to serve as the Chairperson of the Community Advisory Council, and, if the Chairperson of the Board deems appropriate, additional candidates for one or more Vice Chairpersons or other positions. The Board of Trustees shall ratify the candidate(s) by a majority of votes cast at a meeting in which a quorum is present. In addition to presiding over Council meetings, the Chairperson of the Community Advisory Council shall be an ex-officio member of the Board of Trustees. The first Vice Chairperson shall preside over meetings in the absence of the Chairperson. The Chairperson of the Community Advisory Council shall have the responsibility to organize the Council and to call meetings in addition to the annual meeting described in Section 5.7, provided, however, that such additional meetings must be called upon the written request of five (5) Council Members. The Chairperson, Vice Chairperson(s), and such other positions recommended by the Chairperson of the Board shall serve for a term of two years, and may be reappointed by the Chairperson of the Board of Trustees for successive terms, such re-appointments to be ratified by the Board of Trustees.

5.7 Meetings. The Council shall have a meeting at least one time each year, at such time as the Chairperson of the Council shall designate. The number of other meetings of the Council and the manner and timing thereof shall be determined by the Council on any basis it deems appropriate and consistent with its purposes.

5.8 Resignation. The Chairperson of the Council, any Vice Chairperson, and any other person holding an elected position on the Council may resign at any time by giving written notice to the Chairperson or Secretary of the Board of Trustees, or the President of the Corporation. Any resignation shall take effect on the date the notice is mailed or otherwise transmitted, or at the time specified in such notice. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective.

5.9 Removal. The Chairperson of the Council, Vice Chairperson(s), and/or other persons holding an elected position on the Council may be removed by affirmative vote of two-thirds (2/3) of the Trustees present and voting at a meeting of the Board of Trustees, due notice having been given that removal of the Chairperson of the Council and/or any other positions shall be an order of business at such meeting.

ARTICLE VI

- Meetings -

6.1 Meetings. Regular meetings of the Board of Trustees shall be scheduled at least four (4) times per year. The first meeting of the calendar year shall be designated the Annual Meeting and the order of business shall include, but not be limited to (a) recognition and seating of newly elected Trustees; (b) determination of quorum; (c) election of the Chairperson and Vice Chairperson(s) (if any); (d) election of the Corporate Officers; (e) election of the Executive Committee and the Audit Committee; (f) announcement by the Chairperson of the appointment of all other Committees (except the Nominating and Governance Committee) and designation of a Chairperson for each Committee; (g) Annual Reports from the Chairperson and the President; and (h) proposal of a calendar of Board of Trustee meeting dates for the year by the Chairperson.

6.2 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson of the Board, and shall be called at the request of the President of the Corporation, or eight (8) or more other Trustees. A special meeting shall be held at such time and place as shall be designated in the notice of such special meeting.

6.3 Notice of Meetings. Notice of all meetings shall be transmitted either electronically, by post, or by facsimile, to each Trustee at least five (5) days in advance thereof, or delivered personally to each Trustee at least three (3) days in advance thereof. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by facsimile or email, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notices of special meetings must be provided at least two (2) days in advance of the meeting, and shall state the general nature of the business for which the meeting is called. Notwithstanding the foregoing, a Trustee may waive notice of any regular or special meeting of the Board of Trustees by written statement filed with the Assistant Secretary, or by oral statement at any such meeting. Attendance at a meeting shall be deemed a waiver of notice except where a Trustee attends solely for the purpose of objecting to the lack of proper notice.

6.4 Quorum. At each meeting of the Board of Trustees the presence of not less than one-third (1/3) of the Trustees then holding office, disregarding any unfilled vacancies that may then exist, shall be necessary to constitute a quorum for the transaction of business. A majority of Trustees present at any meeting, whether or not they comprise a quorum, may adjourn the meeting from time to time. Except as otherwise required by law or these By-Laws, the acts of the majority of the Trustees present shall be the acts of the Board of Trustees. Each Trustee shall be entitled to one (1) vote in person, and may not exercise voting rights by proxy. Former Chairpersons of the Board of Trustees shall be Trustees emeriti and shall not be entitled to vote nor shall they be counted in determining if a quorum is present at a meeting of the Board of Trustees.

6.5 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees or any Committee thereof may be taken without a meeting if the written text of the resolution or matter agreed upon is sent to all the Trustees in office, and all such

Trustees consent to such action in writing. Such written consent shall be filed with the minutes of proceedings of the Board of Trustees or of such Committee, and shall have the same force and effect as a vote of the Board of Trustees at a meeting.

6.6 Rules of Order. All meetings of the Board of Trustees or any of its Committees shall be conducted in accordance with Robert's Rules of Order, as revised, except as provided to the contrary herein.

6.7 Telephonic Meetings. The Board of Trustees may permit, from time to time, any or all Trustees to participate in meetings of the Board of Trustees or any of its Committees by, or conduct the meeting through the use of, any means of communication by which all Trustees participating in such meeting may simultaneously hear and understand each other during the duration of the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII

- Committees -

7.1 Executive Committee. The Executive Committee shall consist of no fewer than seven (7), nor more than twelve (12), Trustees. It shall include the Chairperson, any Vice Chairperson(s), Chairperson of the Finance Committee, Chairperson of the Audit Committee, and the President of the Corporation.

7.1.1 Term. Membership on the Executive Committee shall be for one (1) year, beginning with the first meeting of the calendar year and continuing to the first meeting of the next calendar year, provided, however, that members shall continue to serve until their successors shall have been elected.

7.1.2 Meetings. The Executive Committee will meet at the call of the Chairperson of the Board of Trustees, the President of the Corporation, or two (2) other members of the Committee.

7.1.3 Election. The Nominating and Governance Committee shall cause to be distributed with the notice of the first meeting of each calendar year its recommended slate of nominees for membership on the Executive Committee for the coming year. Additional nominations may be made by presentation of a petition signed by ten (10) Trustees, together with a written agreement to serve by the person so nominated. Members of the Executive Committee shall be elected by a resolution adopted by a majority of Trustees in office.

7.1.4 Vacancies. If a vacancy occurs on the Executive Committee by reason of the resignation, death or incapacity of a member before the expiration of his/her term, the members of the Board of Trustees shall be so notified and the Nominating and

Governance Committee charged with the responsibility of recommending to the Board of Trustees at its next meeting a replacement member to fill out the remainder of the term.

7.1.5 Plenary Powers. The Executive Committee shall, during the intervals between meetings of the Board of Trustees, possess and exercise all of the authority and powers of the Board of Trustees in the oversight of the business and affairs of the Corporation, except as to such matters which the Board of Trustees has by resolution expressly reserved to itself, and except that the filling of any vacancies of the Board of Trustees shall be in accordance with Article IV. The Executive Committee shall keep regular minutes of its proceedings, and shall report on those proceedings at the next meeting of the Board.

7.2 Nominating and Governance Committee. The Nominating and Governance Committee shall consist of no fewer than five (5) persons. The members shall be elected each year at the second Board of Trustees meeting of the year and shall serve until the second meeting of the next year.

7.2.1 Responsibilities. The Nominating and Governance Committee shall be responsible for seeking out candidates for service on the Board of Trustees. The Committee shall review names of people submitted and prepare a recommended slate of candidates, having first determined that such people are prepared to serve, for submission to the Board of Trustees at the final meeting of the calendar year or as otherwise provided in Sections 4.4 and 4.5. The Committee shall, at the Annual Meeting, recommend a Chairperson, and, if applicable, Vice Chairperson(s) for the Board of Trustees, the elected members of the Executive Committee, and the elected members of the Audit Committee for the coming year. Notice of this recommended slate of membership on the Executive Committee and the Audit Committee shall be provided to the Trustees with the notice of the Annual Meeting. The Nominating and Governance Committee also shall propose nominees to fill vacancies among Trustees, Executive Committee Members, and the Chairperson and, if necessary, Vice Chairperson(s). In addition, the Nominating and Governance Committee shall advise the Board of Trustees and the Corporation on matters pertaining to governance and oversight of the Board of Trustees' activities.

7.3 Audit Committee. The Audit Committee shall consist of no fewer than three (3) Trustees, and shall be elected by resolution of the Board of Trustees at the Annual Meeting.

7.3.1 Responsibilities. The Audit Committee shall be responsible for recommending to the Board the audit firm, and for the general supervision of the audit. The Audit Committee also may advise the Corporation on other financial matters. The Audit Committee shall consult with the auditor each year, as soon as practicable after the meeting at which it is elected, regarding the scope of the audit, the procedures to be followed, and the form of the report to be made by the auditor. After the audit has been completed, the Audit Committee shall review the report, and meet with the auditor to discuss the report, any additional comments or suggestions the auditor may wish to make, and the possible scope of future audits. The Audit Committee shall submit the auditor's

report, with the appropriate recommendations, at the next meeting of the Board of Trustees.

7.4 Other Committees. Other Committees may be created or dissolved by action of the Board at any time as may be deemed in the best interest of the Corporation.

7.5 Committee Procedures. All Committees shall be advisory to the Board of Trustees. The members of all Committees and the Chairperson for each such Committee shall be elected by resolution of the Board. All members and Chairpersons shall be current Trustees. One-third (1/3) of the members of a Committee shall constitute a quorum at any in person or telephone meeting of such Committee, provided, however, that with respect to the Executive Committee, the Audit Committee, and the Nominating and Governance Committee, one-half (1/2) of the members of those Committees shall constitute a quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the acts of a majority of the members of a Committee present at a meeting shall be the acts of such Committee. Minutes of proceedings or written accounts of each Committee shall be kept, and copies thereof shall be filed with the Assistant Secretary and made available upon request to all Trustees. Each Committee may make such other rules and procedures as it may deem appropriate for the discharge of its business and report its findings and recommendations to the Board.

7.6 Attendance by the President. The President shall be entitled to participate in meetings of all of the Committees of the Board, and may vote in his or her capacity as a member of such Committee, but shall not be entitled to vote in his or her capacity as President. A Committee may ask the President to recuse himself or herself from a meeting by majority vote of such Committee members present.

7.7 Committee Action Without a Meeting. Any action required or permitted to be taken at any meeting of a Committee may be taken without a meeting; the procedures to be followed in such case are described in Section 6.5.

7.8 Meetings by Telephone. Any or all Trustees may participate in a meeting of a Committee by telephone call or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE VIII

- Officers of the Corporation -

8.1 General. The Officers of the Corporation shall be a President, a Treasurer, a Secretary, and such other Officers as the Board of Trustees may determine. Any two or more offices may be held by the same individual, except for the offices of President and Treasurer. All of the Officers of the Corporation shall be elected annually at the Annual Meeting. The Secretary may, but need not, be a member of the Board of Trustees.

8.2 Removal. Any Officer elected by the Board of Trustees may be removed by a majority vote of the Board of Trustees holding office whenever in their judgment the interests of the Corporation may best be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

8.3 Resignation. Any Officer of the Corporation may resign at any time by giving notice of resignation to the Chairperson of the Board of Trustees, or to the President, or to the Secretary. Any such resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.4 Vacancies. If a vacancy should occur in any office by reason of the death, resignation, incapacity or removal of such Officer, the Nominating and Governance Committee shall recommend to the next meeting of the Board of Trustees a replacement Officer for the remainder of the term.

ARTICLE IX

- Duties of the Officers -

9.1 The President. The President of the Corporation shall be the Chief Executive Officer and shall have the responsibility and authority for the day-to-day administration of the affairs of the Corporation under the general supervision of the Board of Trustees. The President shall prescribe the duties of all employees of the Corporation, and shall have overall responsibility for the administrative, financial, legal, and public relations concerns of the Corporation. The President shall be responsible for when and what programming is broadcast on the Corporation's stations and what material is included on its websites. In the event that such programming invokes issues with significant financial or business impact on the Corporation, the President shall consult in advance with the Board of Trustees or the Executive Committee. The President shall have power to hire and dismiss employees and agents of the Corporation other than the Officers. The President also shall sign on behalf of the Corporation contracts and other instruments necessary or desirable in the ordinary conduct of the business affairs of the Corporation and may delegate such authority to other employees of the Corporation in specific instances or areas as may be designated from time to time subject to the approval of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees from time to time. The President shall serve as an ex-officio member of the Board of Trustees and the Executive Committee. The President, or his or her designee, shall have the power to change the registered agent and registered office of the Corporation. In case of the absence or inability of the Chairperson and Vice Chairperson(s) of the Board of Trustees to act, the President shall perform the duties of the Chairperson of the Board of Trustees until an acting or new Chairperson is appointed and elected by the Board of Trustees.

9.2 Treasurer and Assistant Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall implement financial policies as set by the Finance Committee, shall report to that Committee on a regular basis, and shall promptly bring to the Committee's attention significant variations in major items in the budget. The Treasurer shall keep the financial books and records of the Corporation, deposit and invest corporate funds and make appropriate payments, maintain proper records of monies received and spent, submit to the Board of Trustees annual statements of accounts, and perform such other duties as may be assigned from time to time by the President or the Board of Trustees.

The Assistant Treasurer shall, in the case of the Treasurer's inability to act, perform all the duties and have all the powers of the Treasurer. The Treasurer may designate the Assistant Treasurer to carry out the day-to-day activities and ministerial functions. The Assistant Treasurer shall not be a member of the Board of Trustees.

9.3 Secretary and Assistant Secretary. The Secretary shall be custodian of the corporate seal, maintain the corporate records, prepare and serve the corporate notices, keep the minutes of all meetings of the Board of Trustees, sign such instruments as require the signature of the Secretary, and perform such other duties as from time to time may be assigned by the President of the Board of Trustees. The Secretary may be a member of the Board of Trustees.

The Assistant Secretary shall not be a member of the Board of Trustees, and shall, in the absence of the Secretary, or in the case of the Secretary's inability to act, perform all the duties and have all the powers of the Secretary.

ARTICLE X

- Members -

Individuals and associations who contribute to the Corporation's activities in any one year such amounts as the Board of Trustees may determine shall be entitled to become Members of the Corporation for that year. As members they shall be entitled to receive such literature and enjoy such privileges as the Board of Trustees may from time to time determine.

ARTICLE XI

- Contracts, Loans, Checks and Bank Accounts -

11.1 Contracts. The Board of Trustees may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.2 Loans. Any two (2) of the President of the Corporation, the Treasurer, and the Assistant Treasurer may obligate the Corporation on loans made in the ordinary course of business from any bank, trust company or other institution or from any person, firm or other

entity, and for such loans may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation. Loans other than those made in the ordinary course of business shall require the approval of the Board of Trustees. The Corporation shall not make loans to its Officers or Trustees.

11.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Trustees.

11.4 Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Trustees may select. Notwithstanding the foregoing, accounts established in the ordinary course of business may be set up by the President and Chief Financial Officer, acting together. The Chief Financial Officer shall report to the Board at least once a year on all accounts held by the Corporation. For the purpose of deposit and/or collection for the account of the Corporation, checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any Officer of the Corporation as shall be determined by resolution of the Board of Trustees.

ARTICLE XII

- Fiscal Year -

The fiscal year of the Corporation shall begin on the first day of July each year and shall end on the last day of June each year. It may be changed at any time by resolution of the Board of Trustees.

ARTICLE XIII

- Annual Audit -

The accounts of the Corporation shall be audited annually in accordance with generally accepted auditing standards by independent certified public accountants. The selection of the audit firm shall be by the Board of Trustees at the Annual Meeting upon recommendation of the Audit Committee and overall supervision and review of the audit shall be, in the first instance, by the Audit Committee. Copies of the report of such audit shall be furnished by the Audit Committee to all Trustees.

ARTICLE XIV

- Indemnification -

14.1 Liability and Indemnification.

14.1.1 The Corporation does hereby indemnify to the maximum extent legally permissible, and subject to the other provisions of this Article XIV, each Trustee and Officer and former Trustee and Officer of the Corporation, and each Trustee and Officer who served at the Corporation's request as a trustee, officer, partner, or trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity, against expenses (including attorneys' fees) and any liability to any person (i.e., any obligation to any person to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative) in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Trustee, Officer, trustee, officer, partner, trustee, employee or agent.

14.1.2 The Corporation shall not indemnify a Trustee or former Trustee unless he or she (i) acted in good faith, (ii) reasonably believed (A) in the case of conduct in an official capacity, that his or her conduct was in the best interests of the Corporation, and (B) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

14.1.3 Unless ordered by a court under Section 29-406.54(a)(3) of the District of Columbia Code, the Corporation shall not indemnify a Trustee or former Trustee (i) in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if the Trustee or former Trustee has met the requirements of Section 14.1.2 of this Article XIV, or (ii) in connection with any proceeding with respect to conduct for which the Trustee or former Trustee was adjudged liable on the basis of having received a financial benefit to which he or she was not entitled, whether or not involving action in an official capacity.

14.1.4 The Corporation shall not indemnify an Officer or former Officer who is not or was not also a Trustee, or who is a party to the proceedings because of an act or omission solely as an Officer, with respect to (i) liability in connection with a proceeding by or in the right of the Corporation, other than for reasonable expenses incurred in connection with the proceeding, or (ii) liability arising out of conduct that constitutes either (A) receipt by such Officer or former Officer of a financial benefit to which he or she is not entitled, (B) an intentional infliction of harm against the Corporation or (C) an intentional violation of criminal laws.

14.1.5 The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights which such Trustee, former Trustee, Officer, or former Officer may have under any agreement, vote of the Board of Trustees, or otherwise.

14.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Corporation against any liabilities asserted against or incurred by such person in any such capacity or arising out of status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or the laws of the District of Columbia.

ARTICLE XV

- Amendment of ByLaws and Articles of Incorporation -

These Bylaws and the Articles of Incorporation may be amended at a meeting of the Board of Trustees by vote of not less than a majority of the Trustees present, due notice of changes having been given not less than ten (10) days prior to the meeting.