

CONNECTICUT PUBLIC BROADCASTING, INC.
AMENDED AND RESTATED BYLAWS

(As adopted by the Board of Trustees on May 27, 2014)

ARTICLE I

BOARD OF TRUSTEES

Section 1.1. Corporate Powers. The corporate powers of Connecticut Public Broadcasting, Inc. ("Corporation") shall be vested in the Board of Trustees (the "Board").

Section 1.2. Trustees. The Board shall consist of not less than twenty-one (21) nor more than thirty-two (32) Trustees. The number of Trustees at any time within such maximum and minimum shall be the number fixed by resolution of the Board. Two (2) of such Trustees shall be Ex Officio Trustees as provided in Section 3 below ("Ex Officio Trustees"). The remainder of such Trustees shall be Trustees elected by the Board of Trustees as provided hereinafter ("Elected Trustees"). Notwithstanding the foregoing, in the event that the number of Trustees shall fall below twenty-one (21) at any time after an Annual Meeting because of the resignation, removal, death or other unavailability of elected Trustees and the Board shall elect not to fill such vacancies prior to the next Annual Meeting of the Board, the Board shall remain duly constituted and empowered to act on behalf of the Corporation.

Section 1.3. Ex Officio Trustees. Ex Officio Trustees shall be those individuals

holding the following offices from time to time:

- (a) President of the Corporation; and
- (b) Such person as may be appointed by the Governor of the State of Connecticut; provided, however, that such person shall serve only for long as the Governor appointing such person shall continue to hold office.

Ex Officio Trustees shall have all of the rights, duties, privileges and obligations of Elected Trustees.

Section 1.4. Elected Trustees. The terms of the Trustees shall be staggered. The Board of Trustees shall be divided into four (4) classes as nearly as equal in number as possible. The members of each class shall hold office until their successors shall be elected and qualified. At each annual meeting of Trustees, the successors of the class of Trustees whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of Trustees held in the fourth year following the year of their election. Elected Trustees shall be nominated and elected in accordance with the provisions of Article VI below. The Board shall ensure that an appropriate number of persons are elected as Trustees at each Annual Meeting to ensure that the total number of Trustees meets the requirements of Section 1.2 hereof.

Section 1.5. Vacancies. If an Elected Trustee does not complete the term for which elected, for whatever reason, the Board, at any meeting, may elect a new Trustee to fill the unexpired term. In like manner the Board may elect persons to fill any unfilled positions within a class of Elected Trustees with less than its full complement. In all such cases, service for less than a full term shall be included as a “term” for purposes of the limitation on Trustees terms set forth in Section 1.5.

Section 1.6. Trustees Emeriti. The Board may elect as Trustees Emeriti, without voting power, Trustees who are retired from the Board and who have distinguished themselves during their service on the Board. Trustees Emeriti shall be invited to all Board meetings.

Section 1.7. Removal of Trustees. Any Elected Trustee may be removed with or without cause, at any time, by resolution adopted by the affirmation vote of two-thirds of the Trustees present at a meeting at which a quorum is present at the time of such adoption, provided, that written notice of such intended action shall have been given in the notice of such meeting.

ARTICLE II

MEETINGS OF THE BOARD

Section 2.1. Regular Meetings. The Board shall hold at least three regular meetings each year, including the Annual Meeting, at such times and places as the Board may determine.

Section 2.2. Special Meetings. Special meetings of the Board may be held at any time at the request of at least five Trustees or upon the call of the Chairperson of the Board. Notice of the time, place and purpose of any special meeting shall be given to all Trustees at least seven days in advance of any such meeting.

Section 2.3. Quorum. One Third (1/3rd) of the number of voting members of the Board prescribed by Section 1.2 hereof shall constitute a quorum for the transaction of business at any meeting of the Board, and the action of a majority of such Trustees present and voting at such meeting shall be the act of the Board.

Section 2.4. Public Attendance. To the extent required by the Public Telecommunications Financing Act of 1978, as amended, all meetings of the Board shall

be open to the public. Reasonable notice of Board meetings shall be given to the public, pursuant to said Act.

Section 2.5 Telephonic Meetings. Any or all members of the Board or of any committee thereof may participate in a meeting of the Board or any committee thereof, as the case may be, by means of conference telephone or similar communications device by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting, provided, however, that the public attendance requirement described in Section 2.4 hereof shall be observed.

ARTICLE III

COMMITTEES OF THE BOARD

Section 3.1. Executive Committee. There shall be an Executive Committee of the Board, which shall consist of the Chairperson of the Board, who shall serve as chairperson of said Committee, the Vice Chairperson(s), the President, the Secretary, and at least one other Member of the Board, as may be recommended by the Chairperson of the Board and appointed by the Board.

The Executive Committee shall meet, at the call of the Chairperson, the President, or any two members of the committee, and may exercise all corporate powers and authority with respect to the conduct and management of the Corporation's affairs except as may be limited by the Corporation's certificate of incorporation or by law. The Secretary shall serve as Secretary of the Executive Committee. Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the action of two-thirds of such members present and voting shall be the act of the Committee.

Section 3.2 Audit and Finance Committee. There shall be an Audit and Finance Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a Chairperson of the Committee, who shall be appointed by the Chairperson of the Board. The Audit and Finance Committee shall review the Corporation's annual audit as approved by an outside independent auditor and will work with the Corporation's President and Chief Financial Officer to insure adequate financial procedures. The Committee shall review all compliance issues, both federal and state, which affect the organization. The Committee also shall review the Corporation's annual operating budget, capital budget,

investment strategies and other financial needs as they may arise. The Audit and Finance Committee Chairperson shall be appointed annually.

Section 3.3. Strategic Development Committee. There shall be a Strategic Development Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a chairperson of the Committee, who shall be appointed by the Chairperson of the Board. The chairperson of the Committee may invite other Board members and non-Board members to serve on said Committee. The Strategic Development Committee shall work with management to establish and review policies that support the Corporation's mission and main lines of business, as well as the support services required to execute the corporation's strategic plan.

Section 3.4. Nominating Committee. Annually, the Board shall appoint a Nominating Committee, one of whom shall be designated as Chairperson of said Committee, for the purpose of nominating persons to be elected as Trustees and Officers of the Corporation. Neither the Chairperson of the Board nor the President shall be a member of the Nominating Committee.

Section 3.5. Compensation Committee. There shall be a Compensation Committee, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. The Compensation Committee shall from time to time review the compensation arrangements for the Corporation's senior executive officers and make recommendations in respect thereof to the Executive Committee.

Section 3.6. Additional Committees. Upon recommendation of the Chairperson of the Board, the Board may, from time to time, appoint additional committees with such powers and duties as the Board may prescribe, and the Board may delegate to any such committee or committees any or all of the powers of the Board which lawfully may be delegated. The Chairperson of the Board shall be ex officio a member of all such committees. Except as otherwise provided in these Bylaws, members of a Committee need not be Trustees.

Section 3.7. Public Meetings; Quorum. Meetings of Board committees shall be open to the public to the extent required by the Public Telecommunications Financing Act of 1978, as amended, and reasonable notice of such meetings shall be given to the

public, pursuant to said Act. One Third (1/3rd) of the members of all Committees, except the Executive Committee, shall constitute a quorum for the transaction of business. Except in the case of the Executive Committee, the action of a majority of Committee members present and voting shall be the act of the Committee.

Section 3.8. Community Advisory Board. The Board shall establish a Community Advisory Board as required by the Public Telecommunications Financing Act of 1978, as amended, to advise it with respect to whether the programming and other policies of the Corporation are meeting the specialized educational and cultural needs of the communities served, and to make such recommendations as the Community Advisory Board considers appropriate to meet such needs.

Section 3.9. Auxiliary Bodies. The Board may establish from time to time such auxiliary bodies as it deems important to the general welfare of the Corporation, but may not delegate to any such body any of the powers of the Board.

Section 3.10. Review of Committees. The Board shall annually review (i) the continued need for each Committee; (ii) the need for additional Committees, and (iii)

the provisions of these Bylaws pertaining to such Committees. The Board shall adopt such amendments to these Bylaws as it may deem necessary or advisable as a result of such review.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 4.1. Designations. The officers of the Corporation shall be a Chairperson of the Board, one or more Vice Chairpersons of the Board who shall be designated First, Second, and successively as necessary, a President, a Secretary, a Treasurer and an Assistant Secretary. The Chairperson, the Vice Chairpersons and the Secretary shall be elected by the Board at its Annual Meeting and shall hold office for a term of one year or until their successors are elected and qualified. All officers, except the President, the Treasurer and Assistant Secretary, shall be elected from among the members of the Board. The office of the President shall be filled as provided below in Section 4.4. The Treasurer and the Assistant Secretary shall be appointed by the President.

Section 4.2. Chairperson. The Chairperson of the Board shall preside at all meetings of the Board and shall perform such other duties and have such other powers as may be prescribed by the Board or these Bylaws.

Section 4.3. Vice Chairpersons. In the absence or disability of the Chairperson of the Board, Vice Chairpersons in successive order shall perform the duties of the Chairperson. Vice Chairpersons shall perform any other duties assigned by the Chairperson of the Board.

Section 4.4. President. The Board shall engage a President who shall serve at the pleasure of the Board upon such terms and conditions as may be agreed upon by the Board. The President shall be the chief executive officer of the Corporation and shall exercise general supervision of the execution of the policies and objectives of the Corporation as determined by the Board. The President shall have the responsibility for the operation and management of the Corporation's facilities and activities, shall engage and supervise all personnel employed by the Corporation, and shall report directly to the Board. The President shall attend all meetings of the Board and the Executive Committee except when excused therefrom by the Chairperson. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 4.5. Secretary. The Secretary, or any Assistant Secretary in the absence of

the Secretary, shall act as Secretary of and keep the minutes of all meetings of the Board and Executive Committee and shall promptly submit copies to all Board members, shall cause notice of all such meetings to be given, shall have charge of the books, records and papers of the Corporation relative to its organization, shall affix the seal of the Corporation or cause it to be affixed to documents executed in behalf of the Corporation and shall attest to the same, and in general shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Chairperson or the Board.

Section 4.6. Treasurer. The Treasurer shall be appointed by the President, shall have charge of the finances of the Corporation under the direction of the President, shall approve the procedures for receiving and disbursing funds, and shall be responsible for the investment of funds in accordance with policies established by the Board. The Treasurer shall make reports to the Board and the Executive Committee at each meeting regarding the financial condition of the Corporation.

Section 4.7. Other Duties and Powers. Officers of the Corporation shall perform such other duties and have such other powers as the Board from time to time may prescribe.

Section 4.8. Vacancies. A vacancy in the office of Chairperson of the Board or Vice Chairperson of the Board may be filled by the Board for the balance of the term of such office, and the President shall fill any vacancy in offices of and Treasurer and Assistant Secretary.

Section 4.9. Compensation. The officers of the Corporation appointed by the Board shall receive such salary or compensation, if any, as may be fixed and determined by the Board from time to time, provided that such salary or compensation shall be limited to reasonable compensation for services actually performed for the Corporation.

Section 4.10. Additional Positions. The President may grant additional titles to employees, including, without limitation, the title "Vice President"; provided, however, that the persons to whom such titles shall be granted shall not be deemed officers of the Corporation and shall have only such authority as may be conferred in writing by the

President.

ARTICLE V

MEMBERS

Section 5.1. Definition. Members of the Corporation shall be those persons, including individuals and families (as the latter shall be defined by the Board), partnerships, associations, corporations and other legal entities, who are active subscribers to the programming service of the Corporation.

Section 5.2. Voting Rights. Members shall have no voting rights.

ARTICLE VI

ELECTION OF TRUSTEES

Section 6.1. Elected Trustees. The Nominating Committee shall submit a list of nominees for Elected Trustees to the Secretary prior to each Annual Meeting of the Board and any regular Board meeting at which election is proposed, and the notice of the meeting shall contain such list. A majority vote of Trustees present and voting shall be necessary for election. To be eligible for nomination and election, a person must be a Member of the Corporation.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July and shall end on the thirtieth day of the following June.

Section 7.2. Authority for Disbursements. All checks, drafts, notes and orders for the payment of money shall be signed by such officers, employees or agents as the Board may designate from time to time.

Section 7.3. Audit. An annual audit of the Corporation's financial affairs shall be conducted by a certified public accountant to be designated annually by the Board.

Section 7.4. Seal. The seal of the Corporation shall be in such form as may be adopted by the Board.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by law; provided, however, that the Board shall retain discretion to advance funds for the payment of legal expenses to a director or officer in the defense of any claim for which indemnification may be available.

ARTICLE IX

AMENDMENT OF BYLAWS

Section 9.1. Amendment. These Bylaws may be altered, amended or repealed by the Board at any regular or special meeting of the Board at which a quorum is present by the affirmative vote of Trustees constituting a majority of those then holding office, provided that notice of such purpose has been given and such notice sets forth the substance or text of the proposed alteration, amendment or repeal.
