

AMENDED AND RESTATED BYLAWS
OF
PUBLIC MEDIA GROUP OF SOUTHERN CALIFORNIA
A California Nonprofit Public Benefit Corporation

ARTICLE I. EXEMPT PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (the “Law”) for educational and charitable purposes.

This corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within Los Angeles County as the Board of Directors (the “Board”) shall determine. By resolution of a majority of the directors then in office, the Board is granted full power and authority to change such principal office from one location to another.

Section 2. Orange County. The corporation shall maintain at least one office in Orange County, California.

Section 3. Other Offices. Branch or subordinate offices may be established by the Board at any time within or without the State of California.

ARTICLE III. NO MEMBERS

The corporation shall have no members within the meaning of Section 5056 of the Law. Any action which otherwise would require approval of the members shall require approval only of the Board. Nothing in this Article III shall limit the right of the corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Law.

ARTICLE IV. DIRECTORS

Section 1. Powers. Subject to the limitations of the corporation's Articles of Incorporation, as amended (the "Articles"), these Bylaws, and the Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Subject to the same limitations, the Board shall have all powers permitted to or conferred by Law on the board of directors of a nonprofit public benefit corporation.

Section 2. Number of Directors. The number of directors shall consist of not less than three (3) nor more than forty (40) directors, with the exact number of directors to be fixed within such limits by resolution of the Board as enacted from time to time.

Section 3. Election; Term of Office; Term Limits. Directors shall be elected at each annual meeting of the Board by the affirmative vote of a majority of the directors then in office, but directors may be elected (by the affirmative vote of a majority of the directors then in office) at any special meeting of the Board held for that purpose. Each director shall hold office for a term of three (3) years and until a successor has been elected and qualified. By resolution, the Board may arrange for terms to be staggered, including by establishing one or two year terms for certain directors at the time of their initial election to the Board, or otherwise, such that approximately one-third of the directors' terms will expire each year. No director shall serve more than three (3) consecutive terms without being off of the Board for at least one (1) year following such service, at which time eligibility for election to the Board is restored.

Section 4. Resignation. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that a director may not resign without permission of the Attorney General in a case where the corporation would be left without a duly elected director in charge of its affairs. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 5. Removal. Any director may be removed for cause as provided for by Law. Any director may be removed without cause by the affirmative vote of a majority of the directors then in office.

Section 6. Vacancies. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining directors then in office, or by a sole remaining director. Each director so elected to fill a vacancy shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a

final order of court, is convicted of a felony, or is found by a final order of judgment of any court to have breached a duty to the corporation arising under Chapter 2, Article 3, of the Law.

Section 7. Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An “interested person” is (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director in accordance with Section 21 of this Article; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section 7 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 8. Place of Meeting. Annual, regular and special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by (i) the Board or (ii) the President with the prior approval of the Chair of the Board. In the absence of such designation, annual and regular meetings shall be held at the principal office of the corporation.

Section 9. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board. Such regular meetings shall include an annual meeting to elect directors then up for election, to review and select officers, and to conduct all other business as may properly come before the Board.

The annual meeting shall take place at such time and place as determined by resolution of the Board. Notice of the annual and other regular meetings of the Board shall be given not less than five (5) nor more than thirty (30) days prior to the date of the meeting.

Section 10. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the President, the Secretary, or at least one-sixth (1/6) of the directors then in office.

Special meetings of the Board shall be held upon four (4) days’ written notice by first-class mail or forty-eight (48) hours’ notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by “electronic transmission by the corporation” (as defined below). Written notice shall be addressed or delivered to each director at his or her physical or email address, as applicable, as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. “Electronic transmission by the corporation” means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the

Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum: Required Voting Thresholds. A majority of the directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 14 of this Article IV. All matters shall be decided by the affirmative vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by Law, the Articles or these Bylaws. Without limiting the foregoing, the actions listed in Section 17(a) through Section 17(h) shall require the affirmative vote of a majority of all directors then in office in order to be effective. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Participation in Meetings by Conference Telephone. Directors may participate in any meeting through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all the directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

Section 14. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors then in office shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Directors may consent, vote, or otherwise take action under this Section 15 by a signed

document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair of the Board (if any) or the President.

Section 16. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 17. Board Committees. The Board may designate and appoint one or more committees of the Board (a "Board Committee"), each consisting of at least two (2) directors and no non-directors, and delegate to such Board Committee(s) any of the authority of the Board except with respect to:

- (a) The appointment of Board Committees or the members thereof;
- (b) The filling of vacancies on the Board or any Board Committee;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The approval of any self-dealing transaction, as defined in Section 5233(a) of the Law, except as provided in Section 5233(d)(3) of the Law;
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) The hiring or removal of the President, or a material alteration, change or modification to the terms and conditions of his or her employment; and
- (h) Any actions that terminate or substantially alter or diminish the corporation's relationship with the Public Broadcasting Service.

Any Board Committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, and such Board Committee may be designated by any name the Board shall specify. The Board may appoint, in the same manner, alternate members of any Board Committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meeting and actions of the Board; provided that the President, although not a member of any Board Committee, shall be provided with notice of all Board Committee meetings. Minutes shall be kept of each meeting of each Board Committee. Each Board Committee and Advisory Committee may invite non-members to attend and/or report to the committee (e.g., the President and the Chief Financial Officer shall be expected to attend, respectively, meetings of the Executive Committee and the Finance Committee).

For the two (2) year period following the date of the consummation of the merger of KOCE-TV Foundation, a California nonprofit public benefit corporation (“KOCE”), and KCETLink, a California nonprofit public benefit corporation (“KCET”), any Board Committee established by these Bylaws (i.e., the Standing Committees established pursuant to Article IV, Section 18, below) or pursuant to this Section 17 shall include equal representation by directors affiliated with KOCE and KCET, respectively, prior to the merger. Any Board Committee other than the Executive Committee may, during such period, include any number of directors with no prior affiliation with either KOCE or KCET, including any one or more of the four independent directors elected to the Board concurrently with the consummation of the merger. Thereafter, the members of any Board Committee may be determined by the Board without reference to prior affiliation with either KOCE or KCET.

Section 18. Standing Board Committees.

(a) Executive Committee. The Executive Committee shall consist of ten (10) members, inclusive of the Chair of the Board, who shall serve as chair of the Executive Committee. The Executive Committee shall, to the extent not inconsistent with the Law, these Bylaws or resolutions adopted by the Board, exercise all the powers and authority of the Board in the management of the business and affairs of the corporation in the intervals between the meetings of the Board. Any and all matters to be acted on by the Executive Committee shall be decided by the affirmative vote of a majority of all of its members in order to be effective. The Executive Committee shall meet at least three (3) times a year. The Chair of the Board, the President, or a majority of its members may call special meetings of the Executive Committee at such locations and at such times that are approved by the vote of a majority of its members. As a Board Committee, no non-directors may serve on the Executive Committee.

(b) Nominating and Governance Committee. The Nominating and Governance Committee shall review the qualifications of potential candidates for the Board, report its findings to the Board and propose to the Board nominations for board memberships for approval by the Board. The Nominating and Governance Committee shall also (i) recommend to the Board, for its adoption, governance policies applicable to the corporation, (ii) lead the Board in the annual review of its performance, (iii) lead the Board’s annual conflict of interest disclosure process, and (iv) recommend to the Board nominees for service on each committee. As a Board Committee, no non-directors may serve on the Nominating and Governance Committee.

(c) Investment Committee. The Investment Committee shall perform such duties in the management of the corporation investments as the Board shall designate from time to time, including but not limited to the following: (i) establishing and modifying policies and procedures for the investment and reinvestment of the funds of the corporation; (ii) selecting investments or authorizing others to select investments; (iii) determining the allocation of assets among various categories of investments; (iv) recommending to the Board the selection and compensation of outside investment advisors; (v) evaluating the performance of investment advisors; and (vi) recommending to the Board the approval of agreements and arrangements for the purchase and sale of investments and the ownership and custody of investment assets. As a Board Committee, no non-directors may serve on the Investment Committee.

(d) Compensation Committee. The Compensation Committee shall be responsible for presenting recommendations to the Board with respect to the salaries and other compensation arrangements for the President and such other officers of the corporation as it deems appropriate, and shall perform such other duties as the Board shall designate from time to time. As a Board Committee, no non-directors may serve on the Compensation Committee.

(e) Finance Committee. The Finance Committee shall assist the Board with respect to policies, practices, and strategies that relate to the management of the financial affairs of the corporation. Its principal responsibilities are to: (i) review and evaluate an annual operating budget developed and presented by senior management; (ii) recommend approval of the annual operating budget to the Board; (iii) monitor adherence to the approved budget and report to the Board; (iv) review, evaluate and recommend approval of long-range financial goals along with funding strategies to achieve them as may be developed in collaboration with management and the Advancement Committee; (v) develop multi-year operating budgets that integrate strategic plan objectives; and (vi) review with management and develop a list of desired financial and related reports, including the level of detail, frequency, deadlines and recipients of such reports. As a Board Committee, no non-directors may serve on the Finance Committee.

(f) Audit Committee.

1. The corporation shall prepare or cause to be prepared annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any non-audit services performed by the firm conducting the audit, the firm, and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). If the corporation is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements shall be made available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. The corporation shall make such annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by Code Section 6104(d) and associated regulations.

2. As a Board Committee, no non-directors may serve on the Executive Committee. The Audit Committee shall not include any members of the staff, including the President and the Chief Financial Officer (whether or not such persons are unpaid volunteers). The Audit Committee may have as few as one member. Members of the Finance Committee may serve on the Audit Committee. The chairperson of the Audit Committee may not be a member of the Finance Committee. Members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, then received by directors for service on the Board. Members of the Audit Committee shall not have a material financial interest in any entity doing business with the corporation, as determined by the Board of Directors or the Executive Committee. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the

financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence referred to in Section 18(f)(1), and shall approve performance of non-audit services by the auditing firm, if any.

(g) Advancement Committee. The Advancement Committee's principal responsibilities are to: (i) set the short and long-term fundraising goals and strategy of the corporation for annual operating expenses as well as sustainable long-term financial stability in collaboration with management and the Finance Committee; (ii) establish priorities for fundraising efforts; (iii) evaluate plans, strategies and realization of fundraising goals; (iv) report periodically to the Board on plans and strategies for each fiscal year and the outcomes of such plans and strategies; (v) identify and solicit funds from external sources of support, including foundations, individuals, and corporations in collaboration with senior and other Advancement staff members; (vi) identify and develop plans for the development of internally generated revenue, such as licensing of original content; and (vii) evaluate the performance and value of external fundraising and Advancement service providers.[NB: Corbett] As a Board Committee, no nondirectors may serve on the Advancement Committee.

(h) Content Committee. The Content Committee's principal responsibilities are to: (i) encourage and support the creation of compelling original content inspired by Southern California communities for national distribution on multiple-platforms through the Public Broadcasting System, commercial distribution, and otherwise; (ii) seek to ensure the editorial and creative independence of the producers of such content; (iii) in collaboration with the Advancement Committee, support the financing and public promotion of such content in an effort to secure broad distribution; (iv) participate in screenings or other launch activities or events related to such content; and (v) monitor content, both original and as acquired from third party producers by license or otherwise, to seek to ensure compatibility with the corporation's mission and compliance with applicable law, FCC regulation for non-commercial broadcast licenses, and applicable policies and guidelines related to content of national distributors and content providers. As a Board Committee, no non-directors may serve on the Content Committee.

Section 19. Advisory Committees. The Board may, by resolution adopted by a majority of the directors then in office, create one or more advisory committees to serve at the pleasure of the Board. Each advisory committee shall have at least one (1) director as a member at all times. Other appointments to such advisory committees need not, but may, be directors. The Board shall appoint and discharge advisory committee members at will. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 20. Compensation. The corporation shall not pay any compensation to directors for services rendered to the corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the Board. Nothing shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation for such services, provided such services are not prohibited under Section 5233(a) of the Law.

Section 21. Community Advisory Board. The corporation shall maintain one or more Community Advisory Boards ("CABs") pursuant to Section 396(k)(7) of the Communications

Act, and any such CAB(s) shall in totality be composed of individuals who are reasonably representative of the diverse needs and interests of the communities served by the corporation.

ARTICLE V. OFFICERS

Section 1. Required Officers. The officers of the corporation to be elected only by the Board shall be a President, a Secretary, a Chief Financial Officer, and a Chair of the Board, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary and Chief Financial Officer may not serve concurrently as President or Chair of the Board (if any).

Section 2. Permitted Officers. The Board may appoint one or more Vice Chairs of the Board and such other officers or agents as the business of the corporation may require. The Board may appoint, or by resolution may delegate authority to the President to appoint, such other officers or agents (including without limitation one or more Vice Presidents, Controllers, and Assistant Secretaries) as may be necessary or desirable for the conduct of the business of the corporation. Such other officers or agents shall have such powers and duties and shall hold their offices for such terms as may be provided in these Bylaws or as may be prescribed by the Board or, if such officer has been appointed by the President, as may be prescribed by the President.

Section 3. Election of Required Officers; Term of Office. The Required Officers and the Vice Chair of the Board shall be elected by the Board at the annual meeting, or at any regular or special meeting of the Board, and may succeed themselves in office. Each person elected as a Required Officer or as a Vice Chair of the Board shall continue in office until the next annual election of officers or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal in accordance with these Bylaws. Any vacancy occurring in any elected office of the Corporation may be filled by the Board. Any vacancy occurring in any office appointed by the President may be filled by the President, unless the Board then determines that such office shall thereupon be elected by the Board, in which case the Board shall elect such officer. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board, subject to the rights, if any, under any contract of employment. Any officer appointed by the President may also be removed, with or without cause, by the President, unless the Board otherwise provides, subject to the rights, if any, under any contract of employment.

Section 5. President. Subject to the discretion and control of the Board, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the corporation has no Chair of the Board, then the President shall preside at all meetings of the Board. The President shall not be a director. The office of President may be referred to as "President & CEO" or other comparable moniker.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the corporation (if any is adopted) and of the books and records and files thereof. The Secretary shall keep or cause

to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its Board Committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any Board Committee required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board. No Assistant Secretary, if any, shall be a director.

Section 7. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board. The Chief Financial Officer shall not be a director.

Section 8. Compensation. The Board shall have ultimate authority over all matters relating to the compensation of any officer. No salaried officer serving on the Board shall be permitted to vote on his or her own compensation as an officer. The Board, or an authorized Board Committee, shall review and approve the compensation, including benefits, of the President and the Chief Financial Officer to assure that it is just and reasonable. This review and approval shall occur initially upon the hiring of such officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees. If the corporation is affiliated with other charitable corporations, the requirements of this Section 8 shall be satisfied if review and approval is obtained from the board of directors, or an authorized committee of the board of directors, of the charitable corporation that makes retention and compensation decisions regarding a particular individual.

Section 9. Primary Location of Designated Management. The nucleus of the senior management team, including without limitation the President, Chief Creative Officer, and Head of Scheduling/Acquisitions, will be primarily based in the principal office of the corporation.

ARTICLE VI. INDEMNIFICATION OF AGENTS OF THE CORPORATION: LIABILITY INSURANCE

Section 1. Actions Brought by Persons Other than the Corporation. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that such person is or was an Agent, against

Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the corporation, or that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 2. Actions Brought By or On Behalf of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent, against Expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 2: (i) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duties to the corporation, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duties to the corporation, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 3. Successful Defense by Agent. To the extent that an Agent of the corporation has been successful on the merits in defense of any Proceeding referred to in Section 1 or Section 2 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection therewith.

Section 4. Determinations of Agent's Good Faith Conduct. Except as provided in Section 3 hereof any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof by: (i) a majority vote of a quorum consisting of directors who are not parties to such Proceeding; or (ii) the court in which such Proceeding is or was pending upon application made by the corporation, the Agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the corporation.

Section 5. Advances of Expenses. Expenses incurred in defending any Proceeding may be advanced by the corporation prior to the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay such amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VI.

Section 6. Limitations. No indemnification or advance shall be made under this Article VI except as provided in Section 3 or clause (ii) of Section 4, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles of the corporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the corporation would have the power to indemnify the Agent against such liability under the provisions of this Article VI; provided, however that the corporation shall have no power to purchase and maintain such insurance to indemnify any Agent for a violation of Section 5233 of the Law.

Section 8. Definitions. For the purposes of this Article VI, (i) "Agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, fees and related expenses of attorneys, consultants, accountants, expert witnesses, and any other person providing services in connection with defending an Agent in any Proceeding or establishing a right to indemnification under Section 3 or clause (ii) of Section 4; and (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE VII. REPORTS

No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall furnish to all of the directors a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the preceding fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.

4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the preceding fiscal year.

5. With respect to the preceding fiscal year, (a) any transaction(s) involving both (i) the corporation and either a director or officer of the corporation (or its parent or subsidiary) and (ii) more than \$50,000; or (b) any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

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

ARTICLE VIII. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original copy of its Articles and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by any one of the Chair of the Board, the President, or any Vice President and by any one of the Secretary, any Assistant Secretary, the Chief Financial Officer or any assistant treasurer of the corporation, is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 4. Loans to Directors and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary. The provisions of this Section 4 do not

apply to (1) the payment of premiums in whole or in part by the corporation on a life insurance policy of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state of California.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

Section 6. Amendment of Bylaws. These Bylaws may be amended, restated or repealed by the affirmative vote of a majority of the directors then in office.

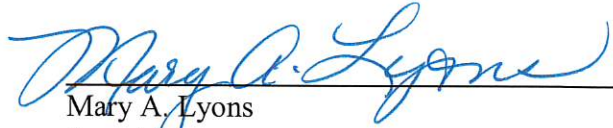
Section 7. Amendment of Articles. The Articles of the corporation may be amended, restated or repealed by the affirmative vote of a majority of the directors then in office.

(signature page follows)

CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY: That I am the duly elected, qualified, and acting Secretary of Public Media Group of Southern California and that the foregoing Amended and Restated Bylaws were duly adopted as of the Bylaws of such corporation by the Board of Directors thereof as of June 11, 2019

Dated: 12/10/19, 2019



Mary A. Lyons
Secretary

Public Media Group of Southern California