

**FIRST AMENDMENT TO
SECOND AMENDED AND RESTATED
BYLAWS OF
IOWA PUBLIC RADIO, INC.**

WHEREAS, effective February 1, 2006 Iowa Public Radio, Inc. (the "Corporation") was formed as an Iowa Nonprofit Corporation;

WHEREAS, the Corporation has no members;

WHEREAS, the Directors of the Corporation duly approved original Bylaws of the Corporation effective May 23, 2007, First Amended and Restated Bylaws of the Corporation effective December 15, 2010 and Second Amended and Restated Bylaws of the Corporation effective August 16, 2012;

WHEREAS, Article 15 of the Bylaws of the Corporation provide that the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of all members of the Board of Directors at any regular or special meeting of the Board of Directors provided that a minimum of fourteen (14) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to all members of the Board of Directors;

WHEREAS, Section 4(k) of the Bylaws of the Corporation provide that no change to the number or voting power of the directors shall be approved except with the unanimous affirmative vote of the three Licensee Directors; and

WHEREAS, at a meeting of the Board of Directors of the Corporation on July 7, 2015 where a quorum was present and with the unanimous approval of the Directors then-present, including all three Licensee Directors, amendments to the Bylaws were adopted.

NOW THEREFORE, the following First Amendment to the Second Amended and Restated Bylaws of the Corporation incorporates each of the July 7, 2015 Bylaw changes into a single consolidated document amendment to Section 4(c), as follows:

Section 4(c) is hereby stricken in its entirety and replaced with the following new Section 4(c):

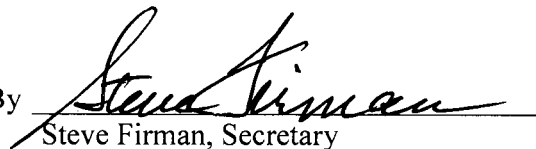
4(c) Community Directors.

The number of Community Directors shall be between four (4) and eight (8) as determined by the Board of Directors. Community Directors shall be appointed by the President of the Board of Regents, State of Iowa. Each Community Director shall serve a term of three (3) years and may be appointed to two (2) consecutive full terms, at the conclusion of which such person shall be ineligible for service as a Community Director for a period of no less than three (3) years thereafter. No Community Director's term commencing prior to July 2015 and no Community Director's appointment to a partial term as a result of a vacancy shall count against such Director's consecutive two term limit. Any Community Director may at any time resign by serving written notice thereof on the remaining directors, or may be removed with the consent of the President of the Board of Regents, State of Iowa by resolution of the Board of Directors either (i) after missing more than three (3) consecutive meetings of the Board of Directors, or (ii) when, in the judgment of such Board, the best interests of the Corporation would be served by such director's removal. Community Director vacancies may be filled for the duration of the unexpired term by appointment of the President of the Board of Regents, State of Iowa.

CERTIFICATION

The amendments to the Second Amended and Restated Bylaws of the Corporation presented herein as a consolidated First Amendment thereto were duly approved and adopted by the Board of Directors of the Corporation at a meeting on July 7, 2015, to be effective immediately.

IOWA PUBLIC RADIO, INC.

By 
Steve Firman, Secretary

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