

**RESTATED BYLAWS
OF
TWIN CITIES PUBLIC TELEVISION, INC.**

BOARD OF TRUSTEES

Section 1.1 - General Powers. The Board of Trustees (“Board”) will manage the property, affairs, and business of the corporation. The Board may delegate any of its functions as it sees fit.

Section 1.2 - Number and method of election. The Board of this corporation must consist of at least nine and no more than forty-two persons. Subject to those limitations, the Board may, from time to time, designate the total number of Trustees. The Board will elect Trustees at each annual meeting or at any Board meeting as necessary. Trustees who are elected between annual meetings will be re-elected at the annual meeting immediately following their initial election, and their first term of office will begin on the respective date of the annual meeting consistent with Section 1.3.

Section 1.3 - Terms. Subject to Section 1.2, each Trustee will serve for a term of three years and will be eligible for re-election for a second three-year term. The Board will be divided into four classes as nearly equal in number as possible, so that the terms of office of approximately one-fourth of the members of the Board will expire each year. Except for Officers of the Board or the immediate past Chairperson of the Board of Trustees, Trustees who have served two full consecutive terms of three years are ineligible for re-election until the lapse of one year after the end of their respective term of office.

Section 1.4 - Compensation. The Board of Trustees will serve without compensation.

Section 1.5 - Honorary Trustees. The Board may elect one or more non-voting honorary Trustees to serve as advisory members. The Board will designate the term for each honorary Trustee as it deems appropriate.

Section 1.6 - Officers of the Board, Term. The Officers of the Board will consist of a Chairperson of the Board, the immediate past Chairperson, one or more Vice Chairpersons, and such other officers as the Board may from time to time designate. The Officers will be elected by the Board to serve a one-year term which will begin as designated in the motion by which the Officers were elected. An Officer may hold more than one office simultaneously, except for the offices of the Chairperson and Vice Chairperson. The Chairperson and the Vice Chairperson(s) must be Trustees at the time of their officer elections. An Officer of the Board who is also an employee of the corporation will serve terms that are coterminous with his or her employment.

Section 1.7 - Chairperson. The Chairperson of the Board will preside at all meetings of the Board with the power to delegate his or her authority and responsibility as the Chairperson deems proper and in the best interest of the corporation. The Chairperson's duty includes remaining in contact with the President and Chief Executive Officer ("CEO") of the corporation and seeing that the policies and procedures adopted by the Board are implemented.

Section 1.8 - Vice Chairperson(s). In the event of the absence, inability, resignation or death of the Chairperson, the Vice Chairperson will exercise and perform all of the duties and the functions of the Chairperson. Each Vice Chairperson will have certain duties and powers as assigned from time to time by the Board. Unless the Board determines otherwise, the Vice Chairperson who was elected to his or her office the earliest, or, in the event of a simultaneous election, the Vice Chairperson with the longest continuous service as an Officer or Trustee, will be designated as the Senior Vice Chairperson.

Section 1.9 - Removal, resignation, vacancies. A Board Trustee or Board Officer may be removed with or without cause by a vote of the majority of the Board. The meeting notice for such action must state that removal of the named Trustee or Officer will be considered at the meeting. A Trustee or Officer may resign by giving notice to the Chairperson, any Officer of the Board, or the President and CEO. The resignation will be effective when the notice is received unless a later effective date is specified in the notice. Any vacancy occurring due to the death, resignation or removal of a Trustee may be filled by a person elected by the Board.

MEETINGS OF THE BOARD OF TRUSTEES

Section 2.1 - Annual meeting. The annual meeting of the Board will be held each year at a date, time, and place as designated by the Board to elect Trustees and Officers and transact other business.

Section 2.2 - Other regular meetings. In addition to the annual meeting, the Board will hold at least three other meetings each year.

Section 2.3 - Special Board meetings. Special Board meetings may be called at any time: a) by the Chairperson; b) by the President and CEO; or c) at the request of three or more Trustees. To call a special meeting, Trustees must submit a written request signed by at least three Trustees. The written request needs to include details of the matter to be presented at the Special Board meeting and submitted to either the Board Chair or the President and CEO. Either the Board Chair or the President and CEO shall give notice of the meeting, setting the time and place, at least two days before the meeting and hold the meeting within thirty days after receiving the request. If either the Board Chair or the President and CEO fails to give notice of the meeting within seven days from the day on which the request is made, the Trustees who requested the meeting

may give notice as required under these Bylaws. Depending on the subject of the Special Board meeting, the meeting will be designated as open or closed.

Section 2.4 - Open meetings. Pursuant to the laws applicable to this corporation, Board meetings will be open to the public when its meetings satisfy the following requirements: a) a quorum, for the purpose of taking action, is present; b) deliberations take place at the meeting; and c) deliberations determine or result in the joint conduct or disposition to the business of the Board, but only to the extent that such deliberations relate to public broadcasting. Whenever possible, open meetings require at least a one week (7-day) notice in advance of the scheduled date of the meeting.

Section 2.5 - Closed meetings. Board meetings may be closed from time to time to consider matters relating to individual employees, proprietary information, litigation, and other matters that require the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase of property or service would compromise the corporation's business interests. In addition, the Board may designate certain agenda items at a meeting closed to the public so long as the subject matter falls within one of the categories mentioned in this Section.

Section 2.6 - Notice of meetings. All Board meeting notices must state the date, time and place. The notices must be given to the Trustees at their latest available contact information as provided by the Trustees by any of the following methods: electronic communication or in person at least two days before the meeting, or by mail at least five days before the meeting. A Trustee may waive notice of a meeting before, during, or after the meeting, orally, in writing, by electronic communications or by attendance. Attendance at a meeting is deemed a waiver unless the Trustee objects at the beginning of the meeting to the transaction of the business because the meeting is not lawfully convened and the Trustee does not participate in the meeting.

Section 2.7 - Quorum and voting. The presence of at least 40 percent of the members of the Board constitutes a quorum at any meeting. If a quorum is present when a meeting is convened, the Trustees present may continue to transact business until adjournment even though the withdrawal of one or more Trustees leaves less than the number otherwise required for a quorum. A meeting may also be adjourned without a quorum. Each Trustee is entitled to cast one vote on any motion at the meeting. A majority vote of the Trustees present is sufficient to transact any business, unless a greater number of votes are required by law or these Bylaws. Proxy voting is not permitted. A Trustee who is present at a meeting of the Board when an action is approved by the Board is presumed to have assented to the action unless the Trustee votes against the action or is prohibited from voting on the action based on his or her conflict of interest.

Section 2.8 - Meetings held using remote communication. Any Board meeting may be held and votes may be taken by any means of remote communication as permitted by the Minnesota Nonprofit Corporation Act.

Section 2.9 - Action without a meeting. Any Board or Committee action that could be taken at a meeting may be taken by written action signed or approved by authenticated electronic communication. A written action is considered approved if a majority of all the Trustees of the Board or a majority of all the members of the respective Committee submitted their approvals of the written action. The Board or Committee will be notified immediately of the approved written action and the effective date of the approval.

Section 2.10 - Trustee conflict of interest. This corporation shall not enter into any contract or transaction with: a) its Trustee or a member of the family of a Trustee; b) a Trustee of a related organization (within the meaning of Minnesota Statutes 317A.011, subd. 18) or a member of the family of a Trustee of a related organization; or c) an organization in or of which this corporation's Trustee, or a member of the family of its Trustee, is a trustee, officer or legal representative or has a material financial interest. The provisions of Minnesota Statutes 317A.255, as amended from time to time, will apply in determining when such a contract or transaction is not void or not voidable as well as providing the definitions of key terms for this Section. In addition, Board Trustees and Officers are subject to TPT's Conflict of Interest Policy.

COMMITTEES

Section 3.1 - Authority. The Board of Trustees may, through resolutions adopted by a majority of the members of the Board, establish committees having the authority of the Board. A majority of the members of each committee and the Chairperson of all committees will be Trustees. With the exception of the Executive Committee which will consist of Officers identified in Section 3.2, the Board will elect each committee Chairperson, and the Chairperson of the Board will appoint the committee members. Each committee is subject to the control and direction of the Board.

Section 3.2 - Executive Committee. This corporation will have an Executive Committee consisting of: the Chairperson of the Board, the immediate past Chairperson of the Board, the President and CEO, the Vice Chairperson(s), and the Chair of the Finance, Investment and Audit Committee. The Chairperson of the Board will be the Chairperson of the Executive Committee. The Executive Committee will have the authority of the Board in the management of the business of this corporation in the interval between the meetings of the Board of Trustees. The Executive Committee will at all times be subject to the control and direction of the Board.

Section 3.3 - Finance, Investment and Audit Committee. This corporation will have a Finance, Investment and Audit Committee. The Committee will oversee the financial affairs of the corporation including the development of internal control policies and procedures. The Committee will recommend to the Board the retention of independent auditors and will oversee the independent auditors.

Section 3.4 - Governance Committee. This corporation will have a Governance Committee. The Committee will provide leadership to the Board regarding the organization and governance of the Board and guidance on how the Board should govern the corporation. The Committee's primary role is to recruit and nominate Trustees to the Board. The Committee will assist the Chair of the Board and President and CEO in reviewing committee organization and assignments. The Committee will periodically review the corporation's Bylaws and Articles of Incorporation.

Section 3.5 - Meetings and voting. Committees will meet as necessary. Meetings will be called and held in accordance with the provisions of Sections 2.3 through 2.10 of these Bylaws. Each committee will keep a record of all its acts and proceedings, and after each meeting, a written summary of the actions taken at such meeting will be delivered to the President and CEO and the Secretary for their approval, and after their approval, to the members of the Board.

OFFICERS OF THE CORPORATION

Section 4.1 - President and CEO. The President and CEO will be the Chief Executive Officer of this corporation. He or she will: a) have general active management of the business of this corporation; b) sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person, or is expressly delegated by the Articles of Incorporation, the Bylaws, or the Board to another person; and c) perform such other duties as are prescribed by the Board. The President will appoint an appropriate staff to administer the affairs of the corporation and have additional authority and duties as may be determined by the Board.

The President and CEO of this corporation will serve as an *ex officio* voting member of the Board. The President and CEO's term as a Trustee will be coterminous with his or her term as President and CEO.

Section 4.2 - Secretary. The Secretary will keep accurate minutes of all meetings of the Board and be responsible for the custody of the records, documents, and papers of this corporation. He or she will keep proper records of all transactions of this corporation. The Secretary will exercise any and all other powers and duties required by law, regulation or practice to the office of Secretary, or imposed by these Bylaws as necessary. He or she will perform such other duties as may be assigned from time to time by the Chairperson, President and CEO, or the Board.

Section 4.3 - Treasurer. The Treasurer will perform or ensure the performance of the following duties: a) keep accurate financial records of this corporation; b) deposit

money, drafts, checks in the name of and to the credit of this corporation in the bank and depositories designated by the Board; c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board, make proper vouchers for the deposit; d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; e) upon request, provide the Chairperson and the Board an account of transactions of this corporation and of the financial condition of this corporation; and f) perform such other duties as are prescribed by the Chairperson, President and CEO, or the Board.

Section 4.4 - Additional Corporate Officers. Additional corporate officers may be appointed for the corporation from time to time by the President and CEO upon approval by the Board.

Section 4.5 - Additional powers. In addition to the powers conferred upon him or her by these Bylaws, any Officer will have such powers and perform such additional duties as may be prescribed from time to time by the Board.

COMMUNITY ADVISORY COUNCIL

Section 5.1 - Community Advisory Council. The Board shall establish a Community Advisory Council (“CAC”) pursuant to the Communications Act. The role of CAC is solely advisory in nature to provide means for community input regarding station programming, community service and impact of the station’s major policy decisions on the community to the Board of Trustees.

INDEMNIFICATION

Section 6.1 - Indemnification. This corporation will indemnify its Trustees, Officers, committee members, and employees against such expenses and liabilities as required or permitted by Minnesota Statutes 317A.521, subd. 2, as amended from time to time, or as required by other provisions of the law. Section 6.1 is for the sole and exclusive benefit of the persons designated and no other person, corporation or entity will have any rights of indemnification by assignment, subrogation or otherwise, whether voluntarily, involuntarily, or by operation of law.

Section 6.2 - Advances. This corporation will advance expenses as required or permitted by Minnesota Statutes 317A.521, subd. 3, as amended from time to time, provided, however, that this corporation will not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

Section 6.3 - Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, committee member, or an employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

MISCELLANEOUS

Section 7.1 - Fiscal year. Unless otherwise fixed by the Board, the fiscal year of this corporation will begin on September 1 and end on the succeeding August 31.

Section 7.2 - Amendments. The Board may amend these Bylaws with the approval of at least two-thirds of the Trustees present at a meeting at which a quorum is present and the notice of which included a summary of the proposed amendment.

Section 7.3 - Authority to borrow, encumber assets. No Trustee, Officer, agent or employee of this corporation will have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

Section 7.4 - Execution of instruments. All checks, contracts and other instruments pertaining to the business and affairs of this corporation will be signed on behalf of this corporation by the President and CEO or such other person or persons as may be designated by the Board.

Section 7.5 - Deposit of funds. All funds of this corporation will be deposited to the credit of this corporation in banks, trust companies or other depositories as the Board may approve or designate, and all such funds will be withdrawn only in the manner authorized by the Board.

As amended on August 19, 2015.