

Revised June 2016

AMENDED AND RESTATED BY-LAWS
OF
PITTSBURGH COMMUNITY BROADCASTING CORPORATION

ARTICLE I

General

Section 1. Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as amended from time to time.

Section 2. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The principal office of the Corporation as of the effective date of these By-Laws, as amended and restated, shall be 67 Bedford Square, Pittsburgh, PA 15203.

Section 3. Seal.

The Corporation shall have a seal which shall be circular in form and which shall contain an outer circle in the upper part of which shall appear the words "Pittsburgh Community Broadcasting Corporation" and in the lower part of which shall appear the word "Pennsylvania", within which outer circle there shall be an inner circle in which there shall appear the words "Nonprofit Corporation" and below those words the date "1974".

Section 4. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on the 30th day of June of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II

Members

Section 1. Members of the Corporation.

The Corporation shall have no members as such. Such persons from time to time constituting the Board of Directors of the Corporation shall, for all intents and purposes, be taken to be the members of the Corporation. No other person shall at any time be admitted as or taken

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to be a member of the Corporation. Whenever any person shall, for any reason, cease to be a member of the Board of Directors of the Corporation, such person shall automatically and at the same time cease to be a member of the Corporation. No certificates of membership shall be issued at any time.

ARTICLE III

Directors

Section 1. Number: Qualifications.

The property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have at least seven (7) members and no more than nineteen (19) members. Members of the Board of Directors shall be natural persons, 21 years of age or older, and be residents of the listening area of the noncommercial radio broadcast station(s) operated by the Corporation.

Section 2. Terms.

A term for a director shall be three (3) years. Each director shall be subject to a term limit, which term limit shall consist of two consecutive three-year terms. A director who desires to be re-elected to the Board thereafter shall be required to take one (1) mandatory year off, after which such former director may then be re-elected by due procedure and majority vote to serve one (1) additional three-year term. Notwithstanding the foregoing, any director who is serving as an officer of the Board of Directors at the time of the expiration of his or her term limit may serve one (1) additional term of up to three (3) years immediately following the expiration of his or her term limit without being required to take a mandatory year off, such term and the length thereof being subject to approval of 2/3 vote of all active members of the Board of Directors.

Section 3. Directors Elected By Board of Directors.

The current Board of Directors shall nominate and elect members and such elections may take place at any regular or special meeting. For purposes of these By-Laws, and except as may be otherwise determined by a majority vote of the Board of Directors, the terms of office of the Board of Directors shall be effective as of the date of their election by the Board of Directors. These directors shall be replaced or re-elected, if eligible, by due procedure and simple majority vote at regular board meetings as their terms expire.

Section 4. Removal of a Director.

The Board of Directors shall have the power to remove any director, with or without cause, by a 2/3 majority vote of all active members of the Board of Directors.

Section 5. Vacancies.

Vacancies on the Board of Directors, caused by a director's resignation, death or removal, may be filled by following the election procedure described in Article III, Section 3. However, if at any time a vacancy, or vacancies, on the Board of Directors, caused by a director's resignation, death or removal, leaves the total number of directors on the board below the minimum number of directors mandated in Article III, Section 1, of these By-laws, the Board of Directors shall, at minimum, fill the vacancy, or vacancies, necessary to comply with the mandates for a minimum number of directors set forth in Article III, Section 1, of these By-laws.

Section 6. Regular Meetings.

The Board of Directors shall hold its regular meetings on at least a quarterly basis. The schedule of regular meetings for each calendar year shall be established by the Board of Directors on or before January 1 of that calendar year. Meetings shall be scheduled, publicized and conducted pursuant to the applicable requirements of the regulations of the Corporation for Public Broadcasting.

Section 7. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the President of the Board of Directors, or the Vice President, or upon the written request of a majority of all members of the Board of Directors.

Section 8. Location and Notice of Meetings.

All meetings of the Board of Directors shall be held at a place in the City of Pittsburgh as the person(s) calling the meeting shall specify, or telephonically. Each director must be informed of the time, location and purpose of the meetings not less than five (5) days before it is to take place.

Section 9. Quorum.

A quorum of the Board of Directors shall consist of a majority of the members of the Board of Directors. Except as otherwise specifically provided by these By-Laws, the act of a majority of the members of the Board of Directors at a meeting at which a quorum of the Board of Directors is present, either in person or by teleconference, shall be an act of the Board of Directors.

Section 10. Presiding Officer.

The President of the Board of Directors, or in his or her absence, the Vice President, or in his or her absence, another person whom the Board of Directors may designate, shall preside at meetings of the Board of Directors.

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Section 11. Committees of Directors.

The following committees of the Board of Directors shall be standing committees: (1) Executive Committee; (2) Finance Committee; (3) Governance and Nominating Committee; and (4) Resource Development Committee.

In addition to the foregoing standing committees, the Board of Directors may, by majority vote of all members of the Board of Directors, designate one or more ad hoc committees to act in an advisory capacity to the Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The ad hoc committees shall keep regular minutes of their proceedings and report the same to the Board when required. Any ad hoc committee may be dissolved by a majority vote of all members of the Board of Directors. Ad hoc committee members shall be appointed by the President of the Board of Directors.

Section 12. Voting by Proxy.

A director may designate another member of the Board of Directors to vote on his or her behalf, by proxy, on any particular matter before the Board of Directors, by making such a declaration in a writing, dated by the director, which declares that (1) the director is unable to personally attend the scheduled meeting of the Board of Directors; (2) the director designated as his or her proxy; (3) the matter(s) he/she wants to vote on; and, (4) the nature of his or her vote on a particular matter, i.e., "for" or "against." Further, the "proxy" must present the writing at the time of the vote which will be attached to the minutes of that meeting of the Board of Directors. The declaration in writing required herein may also include a text message or e-mail message, which may be printed and thereafter attached to the minutes of the meeting.

Section 13. Executive Committee.

The President, Vice President, Treasurer, Secretary and up to one (1) member at large, as may be appointed by the President at any time, shall serve as the Executive Committee of the Board of Directors.

Section 14. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or shall forward such dissent in writing within one (1) business day of the adjournment of the meeting to the Secretary of the Corporation. This right to dissent shall not apply to a Director who voted in favor of such action.

Section 15. Fiduciary Responsibility.

A Director shall have a fiduciary responsibility to perform his or her duties as a Director of the Corporation in good faith and in a manner which such director reasonably believes is in the best interests of the Corporation, using such care, reasonable inquiry, skill, and diligence as a person of ordinary prudence would use under similar circumstances. Except as to knowledge of a Director causing such reliance to be unwarranted, a Director shall be entitled to rely in good faith upon information prepared by the following:

(a) Officers or employees of the Corporation whom the Director reasonably believes are reliable and competent in the matters presented.

(b) Counsel, accountants, or other professionals as to matters which the Director reasonably believes to be within the professional or expert competence of such professional.

(c) Committees formed pursuant to these Bylaws upon which such Director does not serve as to matters within the designated authority of such committee and as to which the Director reasonably believes the committee merits reliance by the Director as to such matters.

Section 16. Presumed Best Interests.

Absent breach of fiduciary duty, lack of good faith, or acts of self-dealing, actions of a Director or failure to act shall be presumed to be in the best interests of the Corporation. In discharging his or her duties, a Director may consider the effect of any action upon the employees, suppliers and customers of the Corporation, the community in which offices of the Corporation are located, and other pertinent factors.

ARTICLE IV
Officers

Section 1. Designation of Officers.

The Board of Directors shall choose the following officers of the Corporation: a President of the Board of Directors, a Vice President, a Secretary and a Treasurer. All officers shall be chosen from among the members of the Board of Directors. Officers shall be elected annually at the fourth quarter Board of Director's meeting.

Section 2. President of the Board.

The President of the Board shall preside at all meetings of the Board of Directors. The President of the Board shall be a member ex officio of all committees of the Board of Directors.

Section 3. Vice President.

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The Vice President shall, in general, perform all duties incident to the office of Vice President. The Vice President shall be a member ex officio of all committees of the Board of Directors. In the absence of the President of the Board, the Vice President shall preside at meetings of the Board of Directors. However, in the case of the resignation, death, lengthy disability or removal of the President of the Board, the Board of Directors may by a majority vote declare the office of President of the Board vacant and elect a successor.

Section 4. Secretary.

The Secretary shall attend meetings of the Board of Directors, shall keep minutes thereof in suitable books, and shall send out and post all meeting notices and agenda as required by law or these By-Laws. The Secretary shall, in general, perform all duties incident to the office of Secretary. The Secretary shall oversee the mailing and counting of ballots in all elections and shall perform those other functions specifically assigned in these By-Laws or by the Board of Directors.

Section 5. Treasurer.

The Treasurer shall direct that all monies paid to the Corporation and all disbursements made by the Corporation shall be kept accurately in books, designated for those purposes. The Treasurer shall report to the Board of Directors the financial condition of the Corporation. The Treasurer shall direct the preparation of annual financial reports and shall submit these reports to the Board of Directors in writing. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, or such other functions specifically assigned in these By-Laws, or by the Board of Directors.

Section 6. Removal of an Officer.

The Board of Directors shall have the power to remove any officer, with or without cause, by a simple majority vote of all members of the Board of Directors.

ARTICLE V
Execution of Documents

Section 1. Checks, Notes, Etc.

The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have the power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

Section 2. Other documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the Corporation shall be executed by the President of the Board or the Vice President, and the corporate seal shall be affixed by such person at his or her discretion, all of which shall be attested by the Secretary.

Section 3. Conflicts of Interest.

(a) Adoption of Policy. The Board of Directors shall adopt a policy on conflicts of interest to provide for appropriate disclosure by interested persons who may have a financial interest in a proposed transaction or arrangement involving the Corporation and to provide an objective means for identifying and resolving any conflicts of interest which may result.

(b) Periodic Review. The Board of Directors shall provide for a system of periodic reviews to ensure compliance with the conflicts of interest policy and that the Corporation's operations do not result in any impermissible private benefit.

(c) Annual Statements. Each Director and Officer of the Corporation shall annually sign a statement to the effect that he or she has received, read, understands and agrees to comply with the provisions of the conflicts of interest policy.

Section 4. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by a Corporation to its Directors or Officers. The Directors of a Corporation who vote for or assent to the making of a loan to a Director or Officers of the Corporation, and any Officers or Officers participating in the making of such a loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment hereof.

Section 5. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Voting of Securities Owned by this Corporation.

Subject always to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation or by proxy appointed by the President, or in the absence of the President and his or her proxy, by the Treasurer of this Corporation or by proxy appointed by the Treasurer. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation shall be executed in the name of this Corporation by the President, or the Secretary-Treasurer of this Corporation without necessity of any authorization by the Board

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of Directors, affixation of corporate seal or countersignature or attestation by another Officers. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

ARTICLE VI

Approval of Certain Expenditures

Section 1. Approval of Expenditures Exceeding \$10,000.00.

Any expenditure incurred by the Corporation that exceeds \$10,000.00 and was not previously approved as part of the Corporation's annual budget, must be approved by a majority vote of the Members of the Board of Directors.

Section 2. Signature Required for Checks Exceeding \$15,000.00

Any payment issued by the Corporation that exceeds \$15,000.00, with the exception of payments issued in payment for health-related or other business insurance, must be signed or otherwise approved in writing by an Officer of the Board of Directors.

ARTICLE VII

Indemnification

Section 1. Actions by Third Parties.

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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer or paid employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or paid employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not

act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Actions Brought on Behalf of the Corporation.

The Corporation shall indemnify a person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer or paid employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, or paid employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 3. Expenses.

To the extent that a director, officer or paid employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Procedure.

Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or paid employee is proper in the circumstances because he or she has met the applicable standard of conduct provided for herein. Such determination shall be made:

1. By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or
2. If such a quorum is not obtainable, or even if obtainable a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Advancement of Expense.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in that manner provided by Section 4 hereof upon receipt of an undertaking by or on behalf of the director, officer or paid employee to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Non-exclusivity of Article VII.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, or paid employee of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Directors' and Officers' Liability/Indemnification Insurance.

The Corporation shall procure and maintain liability/indemnification insurance on behalf of its officers and directors in an amount, cost and terms, as directed by the vote of the majority of the members of the Board of Directors.

ARTICLE VIII
Amendments

Section 1. Amendments to By-Laws.

These By-Laws may be amended by a two-thirds (2/3) majority vote of members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

Section 2. Other Measures Requiring Amendment Procedure.

In addition to the amendment of these By-Laws or adoption of new By-Laws, the following measures may only be adopted by a two-thirds (2/3) majority vote of all members of the Board of Directors: alteration of, amendments to or repeal of the articles of incorporation or adoption of new articles of incorporation, adoption of plans of merger or consolidation, the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the assets and property of the Corporation, the question of dissolution of the Corporation and the adoption of any plan of distribution of dissolution and revocation of voluntary dissolution proceedings.