

LEHIGH VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

BY-LAWS

ARTICLE I - IDENTIFICATION AND PURPOSES

SECTION 1. Name. The name of the Corporation shall be Lehigh Valley Public Telecommunications Corporation (the "Corporation").

SECTION 2. Place of Business. The Corporation shall have its principal office at 123 Sesame Street, Bethlehem, Pennsylvania.

SECTION 3. Purposes. The purposes of the Corporation are to educate, inspire, inform, entertain and stimulate the exchange of ideas for the enrichment of the public. The means and methods by which the corporation shall accomplish these purposes are:

- a. To provide in-school, college, post-graduate, community, adult and cultural educational television programming for the largest possible service area.
- b. To integrate with statewide and national programming.
- c. To provide such other educational and public telecommunications services as future technologies may allow.

The Corporation is formed under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988. The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and are more fully set forth in the Corporation's Articles of Incorporation.

ARTICLE II - MEMBERSHIP

The members of this Corporation are the current members of the Board of Directors.

ARTICLE III - ANNUAL MEETING OF MEMBERSHIP

SECTION 1. Annual Meeting. The annual meeting of the membership of the Corporation shall be held between March 1 and May 31 of each year. The date and time shall be fixed by the Board of Directors or the Executive Committee. Such designation shall be made at least one month prior to the date of the meeting.

SECTION 2. Quorum. Ten (10) members shall constitute a quorum for the transaction of business at the annual meeting.

SECTION 3. Notice. Notice of the annual meeting of the membership shall be given to each member at least thirty (30) days in advance of the meeting.

SECTION 4. Voting. Members must be present to vote. No proxies will be accepted.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. General Powers. The Board of Directors ("Board") shall exercise the rights, powers and privileges of directors of a corporation organized under the Law. The Board shall determine the mission and the strategic direction of the Corporation, elect the Officers of the Corporation and determine the policies of the Corporation.

SECTION 2. Number. The Board shall consist of at least fifteen (15), but no more than thirty (30) Directors.

SECTION 3. Deleted.

SECTION 4. Director Emeritus. A Director of the corporation who has provided extraordinary service to the Corporation during the individual's tenure in office may be elected as "Director Emeritus." The Nominating Committee of the Board shall make such nominations which shall be subject to the majority approval of the Board. Directors Emeriti shall be non-voting members of the Board. They shall be invited to all Board meetings, may participate fully in all deliberations of the Board, and may serve on any committee of the Board as appointed by the Chairman.

SECTION 5. Term of Office. The term of office for all Directors shall be three (3) years. They shall be elected annually by the Board of Directors for overlapping three-year terms, and shall hold their office until their successors are duly elected.

SECTION 6. Vacancies. Vacancies on the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum, and each Director elected shall serve for the unexpired term of the vacancy being filled. The Nomination Committee may nominate Directors for terms shorter than three years in order to approximate the continued rotation of Directors so that one-third of their terms expire each year.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Regular meetings. Regularly scheduled meetings of the Board shall be held at least four (4) times between annual meetings of the members of the Corporation. Regularly scheduled meetings shall be held on the call of the Chairman of the Board.

SECTION 2. Special Meetings. A special meeting of the Board may be called by the Chairman of the Board or upon written request of any five (5) Directors. Written notice of a special meeting of Directors stating the time, place and specific purpose of the meeting shall be given to

each Director not less than five (5) days before the meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

SECTION 3. Quorum. Ten (10) Directors shall constitute a quorum of all meetings of the Board. Upon approval of the Chairman of the Board, participation by electronic means is allowed by members not able to attend in person and will count towards the number of directors needed to constitute a quorum.

SECTION 4. Rules of Order. All meetings of the Board will be conducted in accordance with Robert's Rules of Order, except as otherwise specified by these By-Laws or existing Federal and State laws regulating such meetings.

SECTION 5. Attendance by Directors. A Director who fails to attend at least a majority of the total number of regular and special meetings of the Board without excused absences authorized by the Chairman of the Board during the 12 month period between annual meetings, excluding the annual meeting, may be removed by the Board by a majority vote of Directors in attendance at a regular or special meeting of the Board.

SECTION 6. Resignation or Removal. Any Director, whose removal has been recommended by the Board Affairs Committee, may be removed by a majority vote of the remaining Directors. Such Director, whose removal has been proposed, shall be given an opportunity to be heard by the Board before such vote. Resignation or removal of a Director shall also constitute his/her resignation or removal as a member of any committee of the Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1. Officers. The officers of the Corporation shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as may be elected by the Board.

SECTION 2. Election. The Board shall elect the officers annually in January or February of each year. The officers must be members of the Board.

SECTION 3. Term. The term of office of all officers shall be two (2) years. An officer shall not remain in the same office for more than one (1) term. In the event that the Chairman, Vice Chairman, Secretary or Treasurer's term shall exceed his/her term as a Director, the term of Director shall be extended to match the term of office.

SECTION 4. Resignation or Removal. An officer of the Corporation may resign at any time by tendering his/her resignation in writing to the Chairman of the Board to be effective either immediately upon receipt or upon the effective date stated therein. An Officer of the Corporation may be removed at any time, with or without cause, by a vote of a majority of the Directors of the Corporation.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation or removal shall be filled by the Board for the unexpired term of such office.

ARTICLE VII - RESPONSIBILITIES OF OFFICERS AND PRESIDENT & CEO

SECTION 1. General. The officers of the Corporation shall perform duties that follow, and such additional duties as may be assigned by the Board of Directors or by the Chairman.

SECTION 2. Chairman of the Board. The Chairman shall preside at all meetings of the members, Board of Directors and Executive Committee, and shall appoint the chairs of all standing and ad hoc committees. The Chairman shall be an ex-officio, non-voting member of all committees.

SECTION 3. Vice Chairman. The Vice Chairman shall perform the duties of Chairman when for any reason the Chairman is unable to perform these duties, and perform such other duties as are usual and customary to the office.

SECTION 4. Secretary. The Secretary or his/her designee shall, under the direction of the Chairman, keep the minutes of all meetings of the members of the Corporation, Executive Committee, and Board. The Secretary or his/her designee shall be responsible for official correspondence of the Board, and shall keep all legally necessary and prudent files.

SECTION 5. Treasurer. The Treasurer shall be responsible for and shall carry out the directions of the Board with respect to the following matters: (1) making a financial report at each Annual Meeting to the voting members of the Corporation; (2) maintaining the books and records of the Corporation so as to properly reflect the assets, liabilities, and transactions of the Corporation; and (3) preparing budgets and review of compliance therewith, including recommendations to the Board. The Treasurer shall have custody of the funds of the Corporation, and shall designate such person or persons who will have authority to deposit and disburse the same in the name of the Corporation from the depositories designated by the Board.

SECTION 6. PRESIDENT & CEO. The PRESIDENT & CEO shall be appointed by, and shall serve under contract with the Board of Directors on such terms, including compensation, as the Board shall prescribe. The PRESIDENT & CEO shall have general charge of the administration of the Corporation's operations and programs, and specifically, shall perform such duties as may from time to time be assigned to him/her by the Board, Executive Committee or the Chairman. The PRESIDENT & CEO shall be responsible to the Board of Directors and his/her performance shall be formally evaluated by the Board.

ARTICLE VIII - COMMITTEES

SECTION 1. Chairmen. Each standing or ad hoc committee of the Board shall be chaired by a member of the Board and shall consist of at least three (3) members. Each committee will be

staffed by a Vice President of LVPBS. The following shall be the standing committees of the Board:

- (1) Executive Committee
- (2) Development/Public Relations Committee
- (3) Finance Committee
- (4) Program Committee
- (5) Board Affairs Committee
- (6) Audit Committee

SECTION 2. Executive Committee. The Executive Committee shall consist of all the officers of the Corporation and three (3) other Directors to be named by the Chairman of the Corporation. The Executive Committee shall be chaired by the Chairman of the Board. This Committee may be convened by the Chairman of the Board on the Chairman's initiative or upon request of any officer of the Board. The Executive Committee may exercise all powers of the Board of Directors between meetings of the Board of Directors. The committee shall also annually evaluate the Chief Executive Officer, recommend salary schedules for management personnel for approval by the Board of Directors and recommend personnel policies for all employees for approval by the Board of Directors. This committee shall also be responsible for making recommendations regarding the mission statement of the Corporation, for developing a strategic plan for recommendation to the Board and for evaluating the Corporation's progress in implementing this strategic plan.

SECTION 3. Development/Public Relations Committee. The Development/Public Relations Committee shall be responsible for making recommendations to the Board regarding fund raising and public relations activities of the Corporation as well as government relations and shall serve as liaison with the development office of the Corporation.

SECTION 4. Finance Committee. The Finance Committee shall be responsible for devising adequate and sound fiscal policy required to provide finances for the present and future operations of the Corporation. The committee shall, at least annually, make a report on the financial condition of the Corporation at a meeting of the Board. The Committee shall also present an annual budget to the Board for the ensuing fiscal year. The Treasurer of the Corporation shall be included as a member of the Finance Committee.

SECTION 5. Program Committee. The Program Committee shall have oversight of all station programming. It will assure balance and appropriateness in programming, evaluate relevance to mission, suggest new programming opportunities, and ensure that the station's programming remains independent from commercial influence. The Committee's responsibilities include oversight of all educational programming (Pre-K to 12, higher education and continuing education).

SECTION 6. Board Affairs Committee. The Board Affairs Committee shall be responsible: (1) for proposing nominations to fill vacancies on the Board of Directors; (2) for presenting to the Board of Directors a proposed slate of officers which shall be submitted to the annual meeting of the Board of Directors; and (3) for assisting chairs of other committees of the Board in an ongoing search for, and identification and recruitment of candidates for appointment to the various committees. The Board Affairs Committee shall also be responsible for Board evaluation.

SECTION 7. Audit Committee. The Audit Committee shall be comprised of three (3) or more members of the Board of Directors who are not employees of the Corporation and who do not, in the opinion of the Chairman of the Board, have any relationship which would interfere with the exercise of their independent judgment in carrying out the responsibilities of the Committee. The Treasurer of the Corporation shall not serve as a member of the Audit Committee. The Committee Chairman shall have accounting or related financial management knowledge. The Committee shall be responsible for the appointment and oversight of the work of the independent auditors employed by the Corporation for the purpose of preparing or issuing an Audit Report or related work, and such independent auditors shall report to the Audit Committee. The Audit Committee shall review and approve the yearly audit of the Corporation and submit such audit to the Board for its approval. The Committee shall have such other duties and powers as are established from time to time and approved by the Chairman of the Board.

SECTION 8. Creation of Committees. The Board may create other standing or ad hoc committees with such terms and purpose as it determines.

SECTION 9. Appointment of Chairmen and Term. Chairmen of all committees shall be appointed by the Chairman of the Board. Term of office shall be two (2) years coinciding with the Executive Committee.

SECTION 10. Advisory Council on Education. The Advisory Council on Education reports to the Board committee on program and is chaired by a member of the Board. Committee members need not be members of the Board and will ordinarily be education professionals from the region. The committee meets at least four times per year on call of the Chairman and acts as a focus group to give opinions on proposed educational programs and services.

ARTICLE IX - COMMUNITY ADVISORY BOARD

SECTION 1. Organization. The Board shall establish a Community Advisory Board composed of persons broadly representative of the communities served by the Corporation. The Community Advisory Board shall provide a member to attend general Board meetings to act as a liaison between the two entities.

SECTION 2. Membership. The Community Advisory Board shall consist of no fewer than twelve (12) and no more than sixteen (16) members until such number is changed by an

amendment of these Bylaws. Members of the Community Advisory Board shall be invited by the Vice President for Development and Community Relations to serve three year staggered terms.

SECTION 3. Rights and Duties. The Community Advisory Board shall advise the Board with respect to whether the programming and services of the corporation are meeting the needs of the communities served by the Corporation and may make such recommendations as it considers appropriate to meet the needs. The Board shall consider such recommendations and, if approved, pass them on to the staff to develop and report back to the Board.

SECTION 4. Meeting. The Community Advisory Board shall meet at least four times per year.

ARTICLE X - INDEMNIFICATION

SECTION 1. Inclusion. The corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, a 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/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation for profit or not-for-profit, partnership, joint venture or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Corporation, unless the action or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self dealing, willful misconduct or recklessness, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

SECTION 2. Extent. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article X shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988 ("NPCL"), as amended, or any modification, or adoption of any law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of corporations.

SECTION 3. Limitations. The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article X in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation.

SECTION 4. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. Creation of Fund. The Corporation shall have the authority to create a fund to secure its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; or (ii) establish any form of self-insurance.

SECTION 6. Separate Agreement. The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

SECTION 7. Procedures. As soon as practicable after receipt by any person specified in this Article X of notice of the commencement of any action, suit or proceeding specified herein, such person shall, if a claim with respect thereto may be made against the Corporation hereunder, notify the Corporation in writing of the commencement or threat thereof, however, the omission to so notify the Corporation shall not relieve the Corporation from any liability under Article X of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article X of these Bylaws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under Article X of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his/her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) counsel for the Corporation shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in

connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.

SECTION 8. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation for profit or not-for-profit, partnership, joint venture or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article X.

SECTION 9. Determinations.

- a. Any indemnification under Article X (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the Indemnified Person is not proper in the circumstances because the person has not satisfied the terms set forth in Section X.1.
- b. All determinations under this subparagraph shall be made:
 - 1) By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or
 - 2) If such a quorum is not obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

ARTICLE XI - CONFLICTS OF INTEREST

SECTION 1. Employees. No paid employee of the Corporation, no spouse, child or parent of a paid employee of the Corporation is eligible to be a Director of the Corporation.

SECTION 2. Contracts and Transactions. All officers and directors of the Corporation shall disclose, in writing, a real or potential conflict of interest, if known, in any contracts or transactions being conducted by the Corporation and shall abstain from voting on any such contracts or transactions.

SECTION 3. Additional Policies. The Board may adopt additional policies regarding conflicts of interest, as it deems appropriate.

ARTICLE XII - NON-DISCRIMINATION

The members, officers, directors, committee members and employees of the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, disability, race, religion and national origin.

ARTICLE XIII - FISCAL

SECTION 1. Fiscal Year. The fiscal year shall be from July 1 through June 30 of each year.

SECTION 2. Authorization. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be authorized by budget or allocation resolutions of the Board and shall be signed or endorsed by persons and in such manner as from time to time shall be determined by resolution of the Board.

SECTION 3. Surety Bond. The Board shall require the Treasurer, and may in its discretion require others officers or employees of the Corporation, to give a surety bond for the faithful performance of their duties, in such form and in such amount, and by such surety company as the Board may determine. All such bonds shall be for the benefit of, and payable to, the Corporation, and the premiums therefore shall be paid by the Corporation.

ARTICLE XIV - CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Non Profit Corporation, Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Secretary of the Board shall designate the PRESIDENT & CEO to be responsible for the seal.

ARTICLE XV - DISSOLUTION

Upon dissolution and liquidation of the Corporation, the assets of the Corporation shall be distributed to one or more similar organizations that are exempt for Federal income tax purposes pursuant to section 501(c)(3) of the Code.

ARTICLE XVI - AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Corporation by a two-thirds vote of those present and voting at a meeting of the entire Board at any regular or special meeting thereof. Notice of such proposed action must be announced and a copy thereof mailed at least ten (10) days prior to the meeting.

ARTICLE XVII - EFFECTIVE DATE

These By-laws shall be effective as of November 28, 1994. They shall replace all prior By-laws.

Amended:

April 1, 1996 at the Regular Meeting of the Board of Directors.

June 21, 1999 at the Regular Meeting of the Board of Directors.

December 15, 2003 at the Regular Meeting of the Board of Directors.

June 16, 2008 at the Regular Meeting of the Board of Directors