

PACIFICA FOUNDATION

BY-LAWS

(Adopted 9/30/61, incorporating subsequent amendments as indicated)

ARTICLE ONE

IDENTITY

NAME: The name of this corporation shall be PACIFICA FOUNDATION, and it shall be referred to in these By-Laws as "The Foundation". (9/31/61)

ARTICLE TWO

OFFICES OF THE FOUNDATION

SECTION 1 PRINCIPAL OFFICE: The principal office and place of business of the Foundation shall be located in the County of Los Angeles, State of California, or at such other place as the Board of Directors may designate. (1/31/84)

SECTION 2 OTHER OFFICES: The Foundation shall also have offices at such other places within or without the State of California as the Board of Directors may from time to time designate. (9/30/61)

ARTICLE THREE

BOARD OF DIRECTORS OF THE FOUNDATION

SECTION 1 MEMBERSHIP ON BOARD OF DIRECTORS:

A. Defined: Members of the Board of Directors shall be individuals who have been elected to the Board of Directors as hereinafter provided and are serving as such. (1/31/84)

B. Eligibility: Any person with an interest in the purpose and activities of The Foundation and an ability to aid in its development and in the conduct of its affairs is eligible to be a member and director of The Foundation. (9/30/61)

C. Number: There shall be such number of directors as the Board of Directors shall from time to time decide. (9/30/61)

D. Duties and Powers: The Board of Directors shall have the duties and powers conferred upon it by the non-profit corporation law of the State of California. (9/30/61)

SECTION 2 ELECTION OF DIRECTORS: In order to be elected, a member must receive the nomination and vote of a majority of the station board which s/he represents, unless such member is classified as an "at large" member, in which event s/he must be elected by a 2/3 vote of the Board of Directors of the Foundation, voting by secret ballot, subject to approval of FCC council or FCC. (1/9/88)

SECTION 3 LIMITATION OF TERMS: After any person has served as a Director for two consecutive three year terms, such person shall not be eligible for further service as a Director until one year has elapsed after the termination of such second consecutive three year term. (2/19/66)

SECTION 4 REMOVAL OF A DIRECTOR: Any Director may be removed by the Board of Directors at any regular or special meeting by a two-thirds vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with the notice of said meeting and provided further that the said Director shall have a reasonable opportunity at said meeting to protest his/her removal. (7/1/77)

ARTICLE FOUR

MEETING OF THE BOARD OF DIRECTORS

SECTION 1 TIME AND PLACE OF MEETINGS: Meetings of the Board of Directors shall take place three (3) or more times per year, at such times, dates and places as designated by a majority vote of the Board of Directors at the previous meeting. The meeting nearest to September shall be referred to as the annual meeting. (1/31/84)

SECTION 2 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the Chair or by a majority vote of the Executive Committee or by a majority vote of the full Board. (1/31/84)

SECTION 3 NOTICE: Written notice of every regular and special meeting of the Board of Directors, stating the time and place of said meeting, and the purposes thereof, shall be mailed or delivered to each member of the Board of Directors at least seven days before any such meeting. (9/30/61)

SECTION 4 QUORUM: A quorum at any meeting of the Board of Directors shall consist of one-third of the duly elected Directors. (1/31/84)

SECTION 5 ATTENDANCE: Any Director who shall have been absent from three consecutive meetings of the Board of Directors shall be automatically dropped from the Board unless such absences are excused by a majority vote of the Board of Directors. (7/31/76)

SECTION 6 ACTION BY UNANIMOUS WRITTEN CONSENT: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as a unanimous vote of such Directors. (2/19/66)

SECTION 7 PROXIES: All action taken by Directors shall be taken by the elected Director personally; the powers of members of the Board may not be exercised by alternates, by proxy or the like. (7/31/76)

ARTICLE FIVE

OFFICERS OF THE FOUNDATION

SECTION 1 DESIGNATION OF OFFICERS: The officers of Pacifica Foundation shall be a Chair of the Board of Directors, a Vice-Chair, a Secretary, a Treasurer, and such Vice-Chairs, Assistant Secretaries and Assistant Treasurers as may be authorized from time to time by the Board of Directors. (1/31/84)

SECTION 2 ELECTION AND REMOVAL OF OFFICERS:

A. ELECTION AND TERM OF OFFICES: The officers of the Foundation shall be elected bi-annually in even numbered years by the Board of Directors, and shall serve for a term of two years, or until the election of their successors. (1/9/88)

B. REMOVAL: Any officers may be removed by the Board of Directors at any regular or special meeting by a majority vote of all of the members of the Board of Directors, provided that the grounds for such removal are submitted with notice of said meeting, and provided further that said officer shall have a reasonable opportunity at said meeting to protest his/her removal. (9/31/61)

ARTICLE SIX

EXECUTIVE DIRECTOR

SECTION 1 DEFINED: The Board shall employ a person designated as the Executive Director, whose duties will be as outlined in that document known as Organization and Procedures, and who shall serve as the chief executive of the Foundation. (1/31/84)

SECTION 2 OVERSIGHT AND SUPERVISION OF THE EXECUTIVE DIRECTOR: Oversight and supervision of the Executive Director shall be according to the structure provided in that document known as Organization and Procedures. (1/31/84)

ARTICLE SEVEN

EXECUTIVE COMMITTEE

SECTION 1 ELECTION AND MEMBERSHIP:

A. At the annual meeting of even numbered years, there may be elected by the Board of Directors from among its members, an Executive Committee composed of the Chair of the Board, the Treasurer of the Foundation, the Secretary and the Vice-Chair of the Board and such other members as to make certain that each of the five signal areas has representation on the Executive Committee. The Executive Committee shall have only such powers as the Board shall delegate to it. Minutes of its meetings shall be furnished to each member of the Board of Directors before the following meeting of the Board of Directors. (1/8/88)

B. Vacancies of the Executive Committee may be filled by the Board of Directors at any meeting of the Board. (7/1/77)

SECTION 2 OTHER COMMITTEES: The Board of Directors may from time to time select other committees of its members for such purposes as are authorized by the corporate law of the State of California. (9/30/61)

ARTICLE EIGHT

GENERAL PROVISIONS

SECTION 1 RESIGNATION: Any person may resign his or her position by written resignation filed with the secretary of the Foundation. (1/31/84)

SECTION 2 MEMBERSHIP NOT TRANSFERABLE: Membership on the Board of

