Texas Educational Community Broadcasting Corporation, Inc.
KOOP Radio (91.7 FM, Austin)
Bylaws – Amended September 13, 2010

Preamble

1) Members elect a sixteen member Community Council which advises the corporation.
2) Community Organization Members elect 8 members to Community Council. Business Supporter Members, Individual Supporter Members, and Volunteer Members jointly elect 8 members to the Community Council.
3) The Membership elects Board of Directors to operate and manage the community station and its resources.
4) Board of Directors hold the license and are entrusted to operate for the communities.
5) The bylaws are protected and changeable solely through the voting membership.
6) Solicitations and resolutions from individual members of the organization will be taken into consideration by the Board and Council taking into account the input of community organizations and the needs of the diverse Austin communities in fulfilling the mission of the organization.
7) The participation of diverse community organizations is the foundation of long-term maintenance of KOOP Radio as a community resource.

ARTICLE ONE: NAME, PURPOSE, MISSION AND OFFICES

Section 1. Name.
The name of this corporation is Texas Educational Community Broadcasting Corporation, Inc., (herein called the Corporation). The call letters of the station are KOOP (NCE-FM) 91.7 FM. The station may be known as KOOP Community Radio or KOOP Radio.

Section 2. Purposes.
The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law.

Section 3. Mission.
The mission of the Corporation is to provide high quality, innovative, and diverse community-oriented programming to Austin with an emphasis on those communities that are ignored or underserved by mainstream media; including serving and promoting specific communities of African-Americans, Asian-Americans, Chicanas/os, elders, gays, lesbians, homeless, immigrants, Indigenous peoples, Latinos/as, peoples with disabilities, women, working and poor people, youth, and other underserved communities. KOOP Community Radio supports the struggle for social justice and peace. KOOP Community Radio will operate with a high level of participation and accountability to the communities being served.

Section 4. Offices.
The Corporation may have, in addition to its registered office, offices at such places within the State of Texas or elsewhere, as determined by the Board of Directors based upon the requirements of the activities of the Corporation.
ARTICLE TWO: MEMBERSHIP

Section 1. General Rights.
Responsibilities and Terms of Membership. KOOP Radio shall have five classes of members. Each member shall have the right to attend all meetings and activities of the Corporation. Members shall be allowed to vote for members of the Community Council, members of the Board of Directors, and other matters as specified by the Corporation; Each member shall have one (1) vote unless otherwise specified by these Bylaws. The members of the Corporation will not be personally liable for the debts, liabilities or obligations of the Corporation.

Section 2. Community Organization Members.
A Community Organization member shall be any organization that meets regularly, at least once a year, whose membership acts through authorized representatives, and provides a community service and supports the mission of KOOP Community Radio. The organization may be formally or informally organized. Each Community Organization member may cast one (1) vote.

Section 3. Business Supporter Members.
A Business supporter member shall be any business, professional practice, corporation, or other organization providing fiscal support to the Corporation in an amount specified by the Board of Directors. Each Business member may cast one (1) vote.

Section 4. Volunteer Members.
A Volunteer Member shall be any individual who has contributed unpaid time or talent that has benefited the corporation in an amount specified by the Board of Directors. Each Volunteer Member may cast one (1) vote.

Section 5. Individual Supporter Members.
An Individual Supporter Member shall be any individual who contributes fiscal support in an amount specified by the Board of Directors. Each Individual Supporter Member may cast one (1) vote.

Section 6. Honorary Members.
An honorary member shall be any individual or community organization determined to have provided exceptional service or support to the Corporation. The term for Honorary Membership may be for a number of years up to lifetime membership. Honorary membership excludes voting privileges. Honorary membership does not exclude other kinds of membership.

Section 7. Membership Lists.
The Board shall maintain, or cause to be maintained, accurate lists of members eligible to vote.

Section 8. Admission to and Removal from Membership.
Members are admitted into a class of membership upon meeting the definition of that class. Organizations or individuals cease to be members by resignation, death, or removal by a two-thirds (2/3) vote of the Board of Directors with or without cause.
Removal from the organization may be appealed to the Board of Directors and subsequently to the membership by presenting written notice to the Corporation and provided such statement is received by the Corporation at least seven (7) days prior to the Station-Wide Meeting at which the decision shall take place. The member shall be reinstated by a two-thirds (2/3) vote of the membership present and voting at such Station-Wide Meeting. Appealing individual(s) retain their voting privileges pending the appeal decision.

Section 9. Term of Membership.

The term of membership shall be one year from the date of joining. New memberships will not have voting privileges for forty-five (45) days. Renewals within forty-five (45) days of anniversary date shall continue voting privileges without lapse. Members shall be in good standing on or before July 31st of the election year in order to be eligible to vote in annual elections.

ARTICLE THREE: MEETINGS OF MEMBERS

Section 1. Annual Meetings.

There shall be an annual meeting of the Members, which shall take place each February at such a time and place as is fixed by the Board of Directors. At the annual meeting, the voting Members of the Corporation shall transact any and all business that may come before the membership subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 2. Special Meetings.

Special meetings of the Members of the Corporation shall be held upon presentation of a written petition to the Corporation signed by not less than fifty (50) voting members of the Corporation who are in good standing. The petition shall also specify the purpose, or purposes, of the special meeting.

Section 3. Voting and Proxy.

At membership meetings, members shall be present in person to vote. Proxy voting shall not be allowed except in the event of mid-term filling of vacancies for the Board of Directors and Community Council members at which point eligible voters may select a directed proxy if they are unable to attend the election. The eligible voter must have an official proxy agreement form which outlines their votes and designates the eligible voter chosen as their proxy. The proxy agreement form shall be made available through the office and by other means the Station Manager deems appropriate and must be signed by both the eligible voter and the designated proxy. The proxy may not change the votes of the voting member the proxy represents. An eligible voter may be the proxy for no more than one voting member. Should the eligible voter who chose a proxy attend the meeting, the proxy agreement is automatically void. Proxy voting is not allowed in run-off balloting.

Section 4. Station-Wide Meetings.

Station-wide meetings of the members shall be held monthly at such times and places as may be fixed from time to time by resolution adopted by the Corporation and communicated to all members.
ARTICLE FOUR: COMMUNITY COUNCIL

Section 1. Community Council.
There is hereby created a Community Council, which shall consist of sixteen (16) members in good standing elected through the Annual Election. Candidates for the Community Council will run either as candidates for the eight (8) Community Council seats reserved for community organizations or as candidates for the eight (8) Community Council seats reserved for Business Supporter Members, Volunteer Members, and Individual Supporter Members. Community organizations may cast one vote each for eight (8) candidates running for the eight (8) Community Council seats reserved for community organizations. Business Supporter Members, Volunteer Members, and Individual Supporter Members may cast one vote each for eight (8) candidates running for the eight (8) Community Council seats reserved for Business Supporter Members, Volunteer Members, and Individual Supporter Members.

Section 2. Nomination.
Any individual or organizational member may nominate an individual, including herself or himself, for service on the Community Council, on such forms, and in such a manner, as is specified by the Corporation. The Board shall verify that the individual nominated meets the eligibility criteria and if eligible, the individual shall be listed on the ballot. Any number of individuals may be nominated and all names shall be listed on the ballot. The Corporation shall adopt reasonable nomination policies and procedures, but in no case shall the period for nominations be less than thirty (30) days.

Section 3. Duties of the Community Council.
The Community Council advises the Board of Directors and supports the corporation's development, policies, and community outreach.

Section 4. Quorum.
A quorum of the Community Council consists of a majority of its current (not including those absent because of death, resignation, retirement, disqualification or removal from office) membership. Every act or decision done or made by a majority of the members of the Community Council present at a meeting duly held, at which a quorum is present, is the act of the Community Council, unless these bylaws require a greater percentage for approval of a matter by the Community Council.

Section 5. Filling of Vacancies.
Any vacancy occurring on the Community Council resulting from the death, resignation, retirement, disqualification, removal from office or as the result of an increase in the number of Community Council members shall be filled by a majority vote of members present and voting at the next Station-Wide Meeting provided at least thirty (30) days notice is provided. Any Community Council member elected to fill a vacancy shall hold office for the remainder of the seat’s term.

Section 6. Removal.
A Community Council member may be removed, either for or without cause by the affirmative vote of two thirds (2/3) of the current eligible members present and voting at a Station-Wide Meeting, provided said meeting is called due to a petition presented to the Corporation signed by no less than fifty (50) eligible voting members, and if notice
of the intention to act upon such matter shall have been given in the notice of such meeting at least thirty (30) days in advance.

Section 7. Terms of Office.
Community Council members hold office for a term of two (2) years elected on a rotating basis with four (4) Community Organization Members seats and four (4) Business, Individual Supporter, and Volunteer Members seats elected each year, or until their resignation, retirement, disqualification or removal from office. Community Council members shall sit November following the Annual Election through October two years later.

Section 8. Regular Meetings.
Regular meetings of the Community Council shall be held at such times and places as may be fixed from time to time by resolution adopted by the Council.

Section 9. Special Meetings.
Special meetings of the Community Council may be called upon request by three or more Community Council members, provided notice is given seven (7) days in advance of such meeting. The purpose of any special meeting of the Council shall be specified in the notice of such meeting.

ARTICLE FIVE: BOARD OF DIRECTORS

Section 1. General Powers: Delegation.
The activities, property and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by and under the direction of its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are required or permitted by statute, or by the Articles of Incorporation, or by these Bylaws, and the laws of this state.

Section 2. Number and Qualifications.
The number of positions on the Board of Directors may be adjusted from time to time by a duly adopted board motion provided that at no time shall the number of directors be less than 7 nor greater than 15 and that no decrease in number shall have the effect of shortening the term of any incumbent director. Vacancies created from an increase in board positions shall be filled as temporary vacancies under the provisions of Section 4 of these bylaws until the next annual election. Newly created board positions terms will be set in a staggered manner as per Section 3 of these bylaws. The number of possible director positions provided by these bylaws may be increased or decreased from time to time by amendment to these bylaws; provided, that at no time shall the number of directors be less than three and no decrease in number shall have the effect of shortening the term of any incumbent director.

Section 3. Term of Office.
The directors of the Corporation shall be those persons elected through the Annual Election, and they shall hold office for a term of two (2) years elected on a rotating basis with at least half minus one of the directors elected each year, or until their resignation,
retirement, disqualification or removal from office. Board directors shall sit from
November following the Annual Election through October two years later.

Section 4. Filling of Vacancies.
Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office of any directors or as the result of an increase in the number of directors shall be filled by an election at the next Station-Wide Meeting provided notice is given at least thirty (30) days in advance. In filling the vacancy the members should consider the need to have a diversified Board in their selection from the qualified membership. Any director elected or appointed to fill a vacancy shall hold office for the remainder of the seat’s term or until his resignation, retirement, disqualification or removal from office.

Section 5. Removal.
Any director may be removed, either for or without cause, at any Station-Wide Meeting by the affirmative vote of two-thirds (2/3) of the current eligible members present and voting at a Station-Wide Meeting, provided said meeting is called due to a petition signed by no less than fifty (50) members presented to the Corporation, and if notice of the intention to act upon such matter shall have been given in the notice of such meeting at least thirty (30) days in advance.

Section 6. Place of Meeting.
Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof, but in no case shall any meeting of the Board of Directors be held further than fifty (50) miles from the location of the Corporation’s offices.

Section 7. Annual Meetings.
An annual meeting of the Board of Directors shall be held each February to transact any and all other business as may properly come before the meeting. Written, printed or electronic notice stating the place, day and hour of each annual meeting of the Board of Directors shall be delivered not less than thirty (30) or more than sixty (60) days before the date of such meeting, either personally, by mail, or transmitted electronically with receipt of transmission required, by or at the direction of the President or Secretary, to each director entitled to vote at such meeting.

Section 8. Regular Meetings.
Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, any and all business may be transacted at any regular meeting. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
Section 9. Special Meetings.

Special meetings of the Board of Directors may be called by the President on one-week notice, either personally or by mail or electronically transmitted with receipt of transmission required. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of three or more directors. The purpose of any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Notification of a Special Meeting of the Board of Directors shall be made by personal notice if possible.

Section 10. Quorum and Manner of Acting.

At all meetings of the Board of Directors the presence of a majority of the current (not including those absent because of death, resignation, retirement, disqualification or removal from office) number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members of the Board of Directors present at a meeting duly held, at which a quorum is present, is the act of the Board of Directors, unless these bylaws require a greater percentage for approval of a matter by the Board of Directors.

Section 11. Director's Compensation.

No director shall receive compensation for his or her services as a director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any director from receiving reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or any such committee or from serving the Corporation in any other capacity and receiving compensation therefore.

Section 12. Consent of Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting in a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

ARTICLE SIX: NOTICES

Section 1. Manner of Giving Notice.

Whenever, under the provisions of the statute or of the Articles of Incorporation or by these Bylaws, notice is required to be given to any director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice. Any such notice may be provided by posting to the KOOP email lists and at the station. Any such notice may be given in writing by mail, postage prepaid, addressed to such director or member at his address as it appears on the records of the corporation or transmitted electronically, with verified receipt required. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails; and any notice required or permitted to be transmitted electronically shall be deemed to be delivered when a confirmation of receipt is indicated.
Section 2. Waiver or Notice.

Whenever any notice is required to be given to any director or committee of the corporation under the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SEVEN: COMMITTEES OF THE BOARD

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, designate one or more directors (with such alternates, if any, as may be deemed desirable) to constitute a committee or committees for any purpose; provided that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and carrying out and implementing any instructions or any policies, plans and programs heretofore approved, authorized and adopted by the Board of Directors.

ARTICLE EIGHT: OFFICERS, EMPLOYEES AND AGENTS; DUTIES

Section 1. It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
(d) Meet at such times and places as required by these Bylaws;
(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 2. Elected Officers.

The elected officers of the Board of Directors of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 3. Election.

All elected officers shall be elected by the Board of Directors.

Section 4. Two or More Offices.

Any two or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 5. Term of Office.

Each elected officer of the Corporation shall hold office for one (1) year or until his death, resignation, retirement, disqualification or removal from office.
Section 6. Removal.

Any officer or agent may be removed at any time by the Board of Directors, by 2/3 vote, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. Filling of Vacancies.

If the office of any officer becomes vacant for any reason including death, resignation, retirement, disqualification, or removal from office, the vacancy shall be filled by a majority vote of the eligible members present and voting at the next Station-Wide Meeting provided notices is given at least thirty (30) days in advance.

Section 8. President.

The President shall be the chief executive of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. He/she shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, his/her duties shall be performed and his powers may be exercised by the Vice-President, unless otherwise determined by the Corporation.

Section 9. Vice-President.

The Vice-President shall, in the absence of the President, perform the duties of President of the Corporation, and shall have such other powers and duties as may from time to time be determined by the Corporation.

Section 10. Secretary.

The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. He/she shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. He/she shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, his/her duties shall be performed and his/her powers may be exercised by the Treasurer, unless otherwise determined by the Corporation.

Section 11. Treasurer.

The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various
departments; shall have supervision of the books of accounts of the Corporation, their
arrangements and classification; shall supervise the account and auditing practices of the
Corporation and shall have charge of all matters relating to taxation. The Treasurer shall
have the care and custody of all monies, funds and securities of the Corporation; shall
deposit or cause to be deposited all such funds in and with such depositories as the
Board of Directors shall from time to time direct or as shall be selected in accordance
with procedures established by the Board; shall advise upon all terms of credit granted
by the Corporation; shall be responsible for the collection of all its accounts and shall
cause to be kept full and accurate accounts of all receipts, disbursements and
contributions of the Corporation. He/she shall have the power to endorse for deposit or
collection or otherwise all checks, drafts, notes, bills of exchange or other commercial
papers payable to the Corporation, and to give proper receipts or discharges for all
payments to the Corporation. The Treasurer shall generally perform all duties usually
appertaining to the office of treasurer of a corporation. In the absence or disability of the
Treasurer, his/her duties shall be performed and his/her powers may be exercised by the
Secretary, unless otherwise determined by the Corporation.

Section 12. Additional Powers and Duties.

In addition to the foregoing especially enumerated duties, services and powers, the
several elected and appointed officers of the Corporation shall perform other duties and
services and exercise such further powers as may be provided by statute, the Articles of
Incorporation or these Bylaws, or as the Board of Directors may from time to time
determine or as may be assigned to him/her by any competent superior officer.

ARTICLE NINE: MISCELLANEOUS

Section 1. Dividends Prohibited.

No part of the net income of the Corporation shall inure to the benefit of any private
individual and no dividend shall be paid and no part of the income of the Corporation
shall be distributed to its directors or officers. The Corporation may pay compensation in
a reasonable amount to its officers for services rendered and may reimburse its directors
as provided in Section 11 of Article Five.

Section 2. Loans to Officers and Directors Prohibited.

No loans shall be made by the Corporation to its officers and directors, and any directors
voting for or assenting to the making of any such loan, and any officer participating in
the making thereof, shall be jointly and severally liable to the Corporation for the
amount of such loan until repayment thereof.

Section 3. Signature of Negotiable Instruments.

All bills, notes, checks or other instruments for the payment of money shall be signed or
countersigned by such officer, officers, agent or agents, and in such manner, as are
permitted by these Bylaws and as from time to time may be prescribed by resolution
(whether general or special) of the Board of Directors.

Section 4. Fiscal Year.

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.
ARTICLE TEN: ANNUAL ELECTION

An Annual Election shall be held each year for the purposes of electing new Board and Community Council members and other such elections as may be required by the Corporation. The Corporation shall nominate an Election Oversight Committee at a duly called Station-Wide Meeting to oversee the Annual Election per the policies and procedures duly adopted by the Corporation. All elections of the Corporation shall be decided by majority vote. If seats remain open, then a runoff election shall occur until all seats are filled by majority vote. The seats elected at the Annual Election shall sit starting the first day of November. In no case shall the final collection of ballots be later than October 31st.

For the Annual Election in 2006, all members of the Board of Directors and Community Council shall be subject to elections. For each body, half of the members shall be elected to two-year terms and the remaining elected to one-year terms. The half elected to two-year terms shall be those first elected and with the largest amount of votes. For those bodies with an uneven number of members, the number of members with two-year terms shall be one larger than the number of members with one-year terms.

ARTICLE ELEVEN: CORPORATE RECORDS

Corporate records include the books, records, or minutes of the proceedings of the Board of Directors, Articles of Incorporation, and Bylaws as amended to date. The Secretary of the corporation will protect and secure corporate records. To inspect any records, at reasonable times, members will have to provide written request to the Secretary of the corporation stating the purpose for which the inspections rights are requested, and stating the purpose reasonably related to such person's interests as a member, and payment of reasonable charges for the reproduction of the documents.

ARTICLE TWELVE: INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify a director of the Corporation against reasonable expenses incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was a director, as the case may be, if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding, and was unable to receive reimbursement in full or in part of his or her expenses from the court, unless such indemnification is limited by the Articles of Incorporation. The Corporation shall also indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding if it is determined, in the manner described below, that the person (i) conducted himself in good faith, (ii) reasonably believed, in the case of conduct in his official capacity as a director of the Corporation, that this conduct was in the Corporation's best interests and in all other cases, that his conduct was at least not opposed to the Corporation's best interests and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Corporation, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection
with the proceeding; and provided further that a director may not be indemnified for obligations resulting from (i) the director operating a motor vehicle, vessel, aircraft, or other vehicle for which the state requires the operator or the owner of the vehicle, craft, or vessel, to - (A) possess an operators license or (B) maintain insurance, a proceeding (ii) in which such director is found liable on the basis that he improperly received personal benefit, whether or not the benefit resulted from an action taken in such director's official capacity, or (iii) in which the director is found liable to the Corporation. Determinations that a person has satisfied the prescribed conduct and belief standards must be made (i) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding, (ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all directors and consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding, or (iii) by special legal counsel selected by the Board of Directors or a committee of the Board vote as set forth in clause (i) or (ii) of this sentence, or if the quorum described in clause (i) cannot be established, by a majority vote of all directors. A determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed conduct and belief standards is made by special legal counsel, the determination as to reasonableness of expenses shall be made by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of the immediately preceding sentence or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements for indemnification set forth above. Notwithstanding any other provision of these Bylaws, the Corporation shall pay or reimburse expenses incurred by a director in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

ARTICLE THIRTEEN: AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a two-thirds (2/3) vote of the current eligible members present and voting at a Station-Wide Meeting, provided thirty (30) days advance notice of the proposed alteration, amendment or repeal or adoption be contained in the notice of such meeting.