

EXHIBIT 2

BYLAWS OF PACIFICA FOUNDATION AS AMENDED IN 1997 AND 1999

PACIFICA FOUNDATION BY-LAWS

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

Last revision voted on 2/28/99

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 GOVERNING BOARD:

A. Defined: Members of the Governing Board shall be individuals who have been elected to the Board of Directors as hereinafter provided and are serving as such. (1/31/84)(6/15/97)

B. Eligibility: Any person with an interest in the mission and goals of The Foundation and an ability to aid in its development and in the conduct of its affairs, except for employees of the Foundation or station personnel as that term is defined in Pacifica policy documents, is eligible to be a member and director of The Foundation. (9/30/61) (9/30/95) (6/15/97)

C. Number: There shall be such number of directors as the Governing Board shall from time to time decide. (9/30/61)(6/15/97)

D. Duties and Powers: The Governing Board shall have the duties and powers conferred upon it by the non-profit corporation law of the State of California. (9/30/61)(6/15/97)

SECTION 2 NOMINATION OF DIRECTORS:

Candidates for Directors may be nominated by the Foundation's Board Governance and Structure Committee.(2/28/99)

(*) see footnote

SECTION 3 ELECTION OF DIRECTORS:

In order to be elected as a director, a nominee must receive the majority vote of those seated in a quorum. (9/28/97)

SECTION 4 LIMITATION OF TERMS:

Directors may serve for two consecutive three year terms. Such persons shall not be eligible for further service until one year has elapsed after the termination of the second consecutive three year term, or unless elected to serve in a different capacity or category. No Director shall serve more than four consecutive three year terms.

(6/15/97)

SECTION 5 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. See also Article 4, Section 5. (7/1/77)(6/15/97)

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 Governing Board. The annual meeting will take place in September or October. (1/31/84) (6/15/97)

SECTION 2 SPECIAL MEETINGS:

Special meetings of the Governing Board 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)(6/15/97)

SECTION 3 NOTICE:

Written notice of every regular and special meeting of the Governing Board, 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 prior to said meeting. (9/30/61)(6/15/97)

SECTION 4 QUORUM:

A quorum at any meeting of the Governing Board shall consist of one-third of the duly elected Directors. (1/31/84)(6/15/97)

SECTION 5 ATTENDANCE:

Any Director who shall have been absent from three consecutive meetings of the Governing Board shall be automatically dropped from the Board unless such absences are excused by a majority vote of the Governing Board. (7/31/76)(6/15/97)

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 actions of the Governing Board shall be taken by the elected Directors or their seated alternate; the powers of members of the Board may not be exercised, by proxy or the like. (7/31/76) (6/15/97)

**ARTICLE FIVE
OFFICERS OF THE FOUNDATION**

SECTION 1 DESIGNATION OF OFFICERS:

The officers of Pacifica Foundation shall be a Chair of the Governing Board, 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 Governing Board. (1/31/84) (6/15/97)

SECTION 2 ELECTION AND REMOVAL OF OFFICERS:

A. ELECTION AND TERM OF OFFICES: The officers of the Foundation shall be elected every three years by the Governing Board, or until the election of their successors. (1/9/88)(6/15/97)

B. REMOVAL: Any officers may be removed from the Governing Board at any regular or special meeting by a majority vote of all of the members of the Governing Board, 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 to address the board. (9/31/61)(6/15/97)

**ARTICLE SIX
EXECUTIVE DIRECTOR**

SECTION 1 DEFINED: The Board shall employ an Executive Director, whose duties will be as outlined in personnel documents. (1/31/84)(6/15/97)

**SECTION 2 OVERSIGHT AND SUPERVISION OF THE
EXECUTIVE DIRECTOR:**

Oversight and supervision of the Executive Director shall be according to the structure provided in personnel documents. (1/31/84) (6/15/97)

**ARTICLE SEVEN
EXECUTIVE COMMITTEE**

SECTION 1 ELECTION AND MEMBERSHIP:

The Executive Committee shall be comprised of the officers of the Governing Board and include such other members to ensure that each signal area has representation on the Executive Committee. Election of Executive Committee shall occur at the same meeting as the election of Officers of the Governing Board. The Executive Committee shall have only such powers as the Board of Directors delegates to it. Minutes of all Executive Committee meetings shall be furnished to all members of the Governing Board after each of its meetings. (6/15/97)

SECTION 2 OTHER COMMITTEES:

There shall be three standing committees of the Foundation - Finance Committee, Program Committee and Board Development Committee. The Governing Board may from time to time designate other committees of its members for such purposes as needed and are authorized by the corporate law of the State of California. (9/30/61)(6/15/97)

**ARTICLE EIGHT
GENERAL PROVISIONS**

SECTION 1 RESIGNATION:

A Director may resign his or her position by written resignation filed with the secretary of the Foundation. (1/31/84)(6/15/97)

SECTION 2 MEMBERSHIP NOT TRANSFERABLE:

Membership on the Board of Directors, or on the Executive Committee, or any position as Officer of the Foundation, is not transferable by assignment, inheritance, or by execution, bankruptcy, or other process of law. (9/30/61)

SECTION 3 EFFECT OF TERMINATION OF MEMBERSHIP ON BOARD OF DIRECTORS, OR EXECUTIVE COMMITTEE, OR POSITION AS OFFICER OF THE FOUNDATION:

Membership on the Governing Board or the holding of any office in the Foundation, shall cease and terminate upon the death of the member, upon her/his withdrawal as provided in these by-laws, upon the termination of membership, or office-holding position, and, thereafter, neither the heirs nor personal representative of the deceased members, or withdrawing or terminated members, or office-holders, shall have any claim whatsoever upon the assets of the Foundation, or any claim whatsoever arising out of said membership or the holding of said membership or the holding of any office in the Foundation. No member of the Governing Board, or officer of the Foundation, either while such a member or officer, or upon termination of membership or office, for any reason whatsoever, shall be entitled to the return of any moneys theretofore paid by her/him or advanced to the Foundation as a contribution to the Foundation, or any station owned and operated by the Foundation. (1/9/88)(6/15/97)

SECTION 4 NON-LIABILITY OF DIRECTORS: Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. (5/30/87)

SECTION 5 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS:

To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporation Law. (5/30/87)

**ARTICLE NINE
AMENDMENT OF BY-LAWS**

These by-laws may be amended, altered or repealed in whole or in part at any meeting of the Governing Board, provided that the proposed changes have been submitted to each member of the Governing Board with the notice of the meeting and provided further that the right of waiver of notice of meeting shall not apply. In order to be adopted, any proposal

must receive the vote of two-thirds of all the members of the Board of Directors present and voting or voting by signed ballot received before the meeting at which the proposal is voted upon convenes. The Directors voting by mail ballot must attach an exact copy of the proposal being voted upon to their ballots. (9/30/61) (6/15/97)

ARTICLE TEN

As to any matter not herein specified, Robert's Rules of Order (revised edition) shall apply. (9/30/61)

FOOTNOTE

(*) The Board Governance and Structure Committee reports the following regarding the the Nomination of Directors.(2/28/99)

The Committee is committed to maintaining a National Governing Board composed of a majority of persons of color, keeping in mind that this is a goal and not a quota.

The Committee recognizes that Local Advisory Boards will still have put in to the Governing Board through the Council of Chairs, and the right to nominate, as a body or individually, directors to the Governing Board through the Board Governance and Structure Committee. The only limitation is that the nominee may not be a LAB member and a Governing Board member concurrently.

The Committee will insure representation from the signal area of each Pacifica station.

The Executive Committee must have representation from each signal area.

PACIFICA FOUNDATION BY-LAWS

Most recent revision 9/28/97

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

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B. Eligibility: Any person with an interest in the mission and goals of The Foundation and an ability to aid in its development and in the conduct of its affairs, except for employees of the Foundation or station personnel as that term is defined in Pacifica policy documents, is eligible to be a member and director of The Foundation. (9/30/61) (Amended 9/30/95) (6/15/97)

C. Number: There shall be such number of directors as the Governing Board shall from time to time decide. (9/30/61)(6/15/97)

D. Duties and Powers: The Governing Board shall have the duties and powers conferred upon it by the non-profit corporation law of the State of California. (9/30/61)(6/15/97)

SECTION 2 NOMINATION OF DIRECTORS

Candidates for Directors may be nominated by: 1. receiving a majority vote of a local advisory board. Of two nominees from the local advisory board, at least one must be a person of color; 2. the Foundation's Board Development Committee. (9/28/97)

SECTION 3 ELECTION OF DIRECTORS

In order to be elected as a director, a nominee must receive the majority vote of those seated in a quorum. (9/28/97)

SECTION 4 LIMITATION OF TERMS:

Directors may serve for two consecutive three year terms. Such persons shall not be eligible for further service until one year has elapsed after the termination of the second consecutive three year term, or unless elected to serve in a different capacity or category. No Director shall serve more than four consecutive three year terms. (6/15/97)

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