

# PACIFICA FOUNDATION

## BY-LAWS \*

### 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)

\*Adopted 9/30/61, incorporating subsequent Amendments as indicated.

- (d) Duties and Powers: The Board of Directors shall have the duties and powers conferred upon it by the nonprofit 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 he represents, unless such member is classified as an "at large" member, in which event 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 counsel or FCC. (1/31/84)

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

MEETINGS 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 actions 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 the 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 Officers: The officers of the Foundation shall be elected annually by the Board of Directors, and shall serve for a term of one year, or until the election of their successors. (9/30/61)
- (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 officer 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, there may be elected by the Board of Directors from among its members, an Executive Committee composed of seven persons, including the Chair of the Board, the Treasurer of the Foundation and five other directors who shall be members-at-large; one at-large member shall be from each signal area. 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. (1/31/84)
- (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 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 Board of Directors or the holding of any office in the Foundation, shall cease and terminate upon the death of the member, upon his withdrawal as provided in these By-Laws, upon the termination of membership, or office-holding position, and, thereafter, neither the heirs nor personal representatives 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 Board of Directors, 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 monies theretofore paid by him or advanced to the Foundation as a contribution to the Foundation, or any station owned and operated by the Foundation. (9/30/61)

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 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 Nonprofit 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 Board of Directors, provided that the proposed changes have been submitted to each member of the Board of Directors 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 of the members of the Board of Directors present and voting or voting by a signed mail 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)

ARTICLE TEN

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