

BYLAWS OF
CHICAGO PUBLIC MEDIA, INC.

ARTICLE I - NAME AND PURPOSES

Section 1. *Name.* The name of the corporation shall be CHICAGO PUBLIC MEDIA, INC.

Section 2. *Offices.* The corporation shall maintain a registered office in the state of Illinois and a registered agent at such office and may have other offices within or without the state.

Section 3. *Purposes.* The purposes for which the corporation is organized are exclusively charitable, educational, literary, and scientific, including, without limitation, encouraging the distribution and broadcast of music, literary productions, news reports, lectures, and discussions on subjects of interest to the community on non-commercial FM broadcasting stations which are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Revenue Law).

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine which are organized exclusively for such purpose.

ARTICLE II - NO MEMBERS

The corporation shall not have any members as described in Article 7 of the Illinois General Not for Profit Corporation Act of 1986, as amended.

ARTICLE III - BOARD OF DIRECTORS

Section 1. *General Powers.* The affairs of the corporation shall be managed by its board of directors.

Section 2. *Number, Tenure and Qualifications.* The number of directors entitled to vote shall be fixed by the board of directors, provided that the number shall be not less than twenty-five and not more than thirty. That range may be changed from time to time by amendment of this Section;

Subject to the provisions of Section 11 of this Article, directors may be elected by the board of directors at any meeting of the board of directors. Each director, elected at such meeting, shall be elected for a term as follows: (a) a director who has not served as a director of the corporation and, (i) who is elected at the annual meeting shall serve a term of one-year; or (ii) who is elected at a regular meeting of the board of directors shall serve an initial term of no more than two-years (the "Initial Term"); (b) a director who has served as a director of the corporation for an Initial Term shall be elected for a new term ending at the third annual meeting of the board of directors following that election (a "Three-Year Term"); provided in each case, such director shall serve until his or her successor shall have been elected and qualified or until his or her death, earlier resignation or removal; and *provided further* that a director elected by the board of directors to fill a vacancy may be elected at the next regular meeting of the board of directors for the unexpired term of his or her predecessor in office. Each director of the corporation shall be eligible to serve as a director for not more than one Initial Term and three consecutive Three-Year Terms; *provided, however*, that any partial term served by a director upon election by the board of directors to fill a vacancy shall not be included in the four terms of board service; and *provided further*, that the board may approve additional terms when it is judged to be in the best interest of the organization. Subject to the preceding sentence, no person who has previously served four consecutive terms shall be eligible for election for at least one year.

Any director who has completed four terms of consecutive board service and is re-elected to the board following a one year absence or who has resigned from the board before his/her term has expired and is subsequently re-elected to the board shall be eligible to serve a maximum of two additional three-year terms. With the consent of the board chair, a director may take up to a one-year leave of absence from the board of directors. When on a leave of absence, the director's board seat shall remain vacant and at the conclusion of that leave, the director shall either return to fill the remainder of their term or resign from the board. A board seat open by reason of a leave of absence shall not count toward quorum.

Any director who shall hold the office of chair of the board shall, at the expiration of his or her term of office as a director, shall become an Honorary Director of the corporation for life.

Honorary Directors shall receive notice of the annual meeting of the board of directors and may attend such meetings with the privilege of voice; provided, however, that Honorary Directors shall not be entitled to vote, shall not be counted towards the total number of directors set forth in this section, and shall not be counted for purposes of determining whether a quorum is present.

Section 3. *Annual Meeting.* An annual meeting of the board of directors shall be held in September of each year, at such place, date and time as shall be determined by the chair of the board. The term of service for officers, directors, committee chairs and committee members shall be consistent with the periods specified in these bylaws.

Section 4. *Other Regular Meetings.* The chair of the board of directors shall call such other regular meetings at such date, time and place as shall be contained in the notice of the meeting.

Section 5. *Special Meetings.* Special meetings of the board of directors may be called by or at the request of the chair of the board or any five (5) directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 6. *Notice.* Notice of any meeting of the board of directors or any committees shall be given at least four (4) days prior thereto by written notice to each director at the address shown for such director on the records of the corporation if mailed and two (2) days if delivered by facsimile, email or courier service. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice shall be given by facsimile or email, such notice shall be deemed to be delivered when the facsimile or email is sent. If notice shall be given by courier service, such notice shall be deemed delivered when delivery is confirmed by the courier service, signature of the recipient shall not be required. Notice of any meeting of the board of directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. *Quorum.* At all meetings of the board of directors, one-third of the total number of directors entitled to vote there shall constitute a quorum for the transaction of business at that meeting, provided that at least one officer who is a board member is present.

Section 8. *Manner of Acting.* The act of majority of the directors present and entitled to vote at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, the articles of incorporation or these bylaws.

Section 9. *Action Without Meeting.* Any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all the directors entitled to vote with respect to the subject matter

thereof.

The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different date.

Any such consent approved in writing by all the directors shall have the same effect as a unanimous vote.

Section 10. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or video conference by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 11. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor. A director elected by reason of an increase in the number of directors shall serve for the period specified in Article III, Section 2 of these bylaws.

Section 12. Removal. Any director may be removed, with or without cause, by the affirmative vote of a majority of all directors then in office whenever, in their judgment, the best interests of the corporation would be served thereby. Such action shall be taken at a regular meeting or a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any special meeting, given at least twenty (20) days prior to the special meeting.

Section 13. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum for expenses of attendance, if any, may be paid for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV – COMMITTEES

Section 1. Standing Committees. (a) There shall be the following standing committees of the board of directors: the Executive Committee, the Finance Committee, the Governance and Nominating Committee, the Audit Committee and Compensation Committee. The duties of each committee will be more specifically set forth in a charter prepared and updated from time to time by the Governance and Nominating Committee and approved by the board of directors.

(b) The Executive Committee shall consist of the officers who are members of the board of directors, the chairs of all committees of the board of directors from time to time existing, the immediate past chair of the board, unless removed by the board of directors, and at the discretion of the chair of the board, one or more additional directors selected by the chair of the board, provided that such committee's membership shall be limited to directors of the board. The chair of the board shall be the chair of the Executive Committee. The Executive Committee shall, except as limited by law or the articles of incorporation, have and exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation between meetings of the board of directors; provided, however, that

the Executive Committee shall not have the power or authority of the board of directors in reference to (i) amending or repealing these bylaws or the articles of incorporation of the corporation; (ii) electing, appointing, or removing any officer, director, or board committee member, or fixing the compensation of any board committee member; (iii) adopting a plan of merger or adopting a plan of consolidation with another corporation; (iv) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the corporation; (v) filling vacancies on the board of directors or any of its board committees; (vi) adopting a plan for the distribution of the assets of the corporation or for dissolution; or (vii) amending, altering, repealing, or taking any action inconsistent with any resolution or action of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by any such committee. The delegation to such committee of such authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him or her by law. The Executive Committee shall report to the board of directors on all actions taken by the Executive Committee at the following board of directors' meeting.

(c) The Finance Committee shall consist of at least five (5) members. Members of the Finance Committee may, but need not be, directors, provided that a majority of the members of the committee shall be directors. The Finance Committee shall review the financial affairs of the corporation, review financial performance as compared to budget, and review and make recommendations for the board's consideration as to the annual and capital budgets and shall manage the corporation's investments, investment strategy and performance. It shall have such other responsibilities as delegated by the board and, as provided in its committee charter, which may be amended from time to time.

(d) The Governance and Nominating Committee shall consist of at least five (5) members. The Governance and Nominating Committee shall (i) nominate candidates for election to the board of directors; (ii) annually nominate officers of the board of directors after consultation with the Board Chair; (iii) from time to time, review the bylaws, committee charters and other governing documents of the corporation and recommend changes to the board of directors and; (iv) have such other responsibilities as delegated by the board and, as provided in its committee charter, which may be amended from time to time

(e) The Audit Committee shall consist of at least three (3) members. Only board members who are "independent directors" as defined in applicable regulations under the Code ("independent directors") shall serve on the committee. Members of the Audit Committee may serve on the Finance Committee as long as a majority of Audit Committee members do not also serve on the Finance Committee. The Audit Committee shall review the quality and integrity of the accounting, auditing, internal control and financial reporting practices of the corporation. It shall retain, review and receive reports from the independent auditors and shall accept the audit on behalf of the board. In addition, it shall have such other responsibilities as delegated by the board and, as provided in its committee charter, which may be amended from time to time.

(f) The Compensation Committee shall consist of the members of the Executive Committee who are "independent directors" and the chair of the committee shall be the chair of the Executive Committee. The Compensation Committee shall, utilizing such procedures and relying on such data as it deems prudent, review the performance and approve all forms of compensation provided to the president and CEO of the corporation. The Committee shall also review the adequacy and reasonableness of the compensation of senior executives who report to the president and CEO. It shall have such other responsibilities as delegated by the board and, as

provided in its committee charter, which may be amended from time to time.

Section 2. *Creation of Other Committees.* The board of directors, by resolution adopted, may designate one (1) or more committees, each of which shall consist of at least two (2) directors and such other persons as the board shall appoint, provided that a majority of the members of each committee shall be directors.

Section 3. *Manner of Acting.* Unless otherwise provided in the resolution creating a committee, the chair of the board, after consultation with the Governance and Nominating Committee, may select the chair and members of each committee, subject to the approval of the board of directors, and such committee or its chair may fix the time and place of its meetings. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. *Term of Office.* Each member of a committee shall have a one-year term and shall continue as such until his or her successor is elected, or his or her earlier resignation or removal, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. A committee chair shall serve no more than three consecutive one-year terms as chair; provided however, that the board may approve additional terms when it is judged to be in the best interests of the corporation.

Section 5. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. *Quorum.* Unless a larger number is required or otherwise provided in these bylaws or in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. *Acting Without Meeting.* Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the members of the committee entitled to vote with respect to the subject matter thereof.

The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. The action taken shall be effective when all the committee members have approved the consent unless the consent specifies a different date.

Any such consent approved in writing by all the committee members shall have the same effect as a unanimous vote.

Section 8. *Attendance by Telephone.* Members of a committee may participate in any meeting of that committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE V- OFFICERS

Section 1. Enumeration. The officers of the corporation shall consist of a chair of the board, a vice-chair of the board, a president and chief executive officer, a secretary and a treasurer. The board of directors may also elect one or more additional assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the office of president and secretary.

Section 2. Term of Office. The officers of the corporation (except for the chair, who shall be elected for a two year term) shall be elected for one year terms at the annual meeting of the board of directors and shall hold office until their successors are elected and qualified or until their earlier death, resignation or removal, except as otherwise provided by contract. The chair may be elected for an additional one or two year term, whenever in its judgment the board of directors deems it in the best interests of the corporation. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Election of an officer shall not of itself create contract rights. Any officer elected by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 3. Chair of the Board. The chair of the board shall be nominated by the Governance and Nominating Committee and elected by the board of directors. The chair shall preside at all meetings of the board of directors, the Executive Committee and the Compensation Committee. The chair of the board, after consultation with the Governance and Nominating Committee, may select the chair and members of each committee, subject to the approval of the board. The chair of the board shall perform such other duties as may from time to time be prescribed by these bylaws or by the board of directors.

Section 4. Vice-Chair of the Board. The vice-chair of the board shall be nominated by the Governance and Nominating Committee and elected by the board of directors. The vice-chair shall preside at meetings of the board of directors and the Executive Committee in the absence of the chair of the board and shall perform such other duties as may from time to time be prescribed by the board of directors. The vice-chair will generally succeed the chair of the Board, upon recommendation of the Governance and Nominating Committee.

Section 5. President and Chief Executive Officer. The board of directors shall employ a president and chief executive officer ("CEO") upon recommendation of the Executive Committee or such other committee as designated by the board of directors. The president and CEO shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, the president and CEO shall have general supervision, direction and control of the business and affairs of the corporation and shall perform all duties incident to the office of president and CEO and such other duties as may be assigned to him or her by the board of directors.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, and subject to a more specific resolution of the board of directors, the president and CEO may authorize, execute and deliver, in the name of and on behalf of the corporation, any

contracts, or other instruments and any, checks, drafts or other orders for the payment of money, in the ordinary or usual course of the business and affairs of the corporation, so long as said authority and action is contemplated within the corporation's annual budget as approved by the board of directors. Provided however that the president and CEO shall not, without the prior, express written authorization of the board of directors: (i) execute any agreement or document or enter into any negotiations regarding any agreement or document pursuant to which the corporation would merge or consolidate with any entity; (ii) execute any agreement or document or enter into any negotiations regarding any agreement or document pursuant to which the corporation would sell, lease, exchange or mortgage all or substantially all of its assets; (iii) take any action that would cause the voluntary dissolution of the corporation; (iv) execute any multiyear agreement or lease with a three year term or longer. The president and CEO may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer or agent thereunto authorized by the board of directors, according to the requirements of the form of the instrument. Further the president and CEO may from time to time delegate the authority provided to him or her in these bylaws to other officers, employees or agents of the corporation as he or she deems appropriate or necessary. The president and CEO may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

Section 6. *Secretary.* The secretary shall be nominated by the Governance and Nominating Committee and elected by the board of directors. The secretary shall perform, or caused to be performed, and oversee the performance of the following: the preservation of all documents, books and communications, including the official correspondence, and the maintenance of an accurate record of the proceedings of the corporation and the board of directors.

Section 7. *Treasurer.* The treasurer shall be nominated by the Governance and Nominating Committee and elected by the board of directors. The treasurer shall perform or cause to be performed and oversee the performance of the following: the maintenance of adequate books of account for the corporation; the custody, receipt and disbursement of all funds and securities of the corporation; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president and CEO or the board of directors. The treasurer shall be a member of the Finance Committee. With the approval of the board of directors, the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the corporation.

Section 8. *Removal of Officers.* Any officer may be removed by the board of directors, after recommendation by the Executive Committee. The removal of any officer shall not prejudice the contract rights, if any, of any officer.

Section 9. *Compensation.* Unless otherwise determined by the board of directors, none of the chair of the board, the vice-chair of the board, the secretary, or the treasurer shall receive compensation for his or her services as such officer; provided, however, that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving reasonable compensation for personal services rendered to the corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the corporation, so long as the officers comply with any policies adopted by the board of directors; and provided further, that nothing herein contained shall be construed to preclude any other officer, including without limitation the president and CEO and any vice presidents, from receiving reasonable compensation for their services rendered as such officers. Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the board of directors.

ARTICLE VI – GENERAL PROVISIONS

Section 1. *Contracts.* In addition to the authorizations otherwise provided in these bylaws, the board of directors may authorize any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, etc.* All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors or as otherwise provided in these bylaws. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or secretary and countersigned by the president and CEO of the corporation.

Section 3. *Investments.* The board of directors by delegation to the Finance Committee shall manage, invest, operate, deal in and with, and conserve the property of the corporation, and may retain any or all of the assets transferred to the corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the corporation as stated in the articles of incorporation of the corporation, and such powers shall not be exercised so as to cause the corporation to lose its qualification as an organization exempt from federal income taxation under section 501(c)(3) of the Code

Section 4. *Fiscal Year.* The fiscal year of the corporation shall be established by resolution of the board of directors.

Section 5. *Waiver of Notice.* Whenever any notice is required to be given under law, the articles of incorporation or these 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.

Section 6. *Amendments.* The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any

provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. *Actions Other Than Actions by or in the Right of the Corporation.* The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any 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 or she is or was a director or 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 another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. *Actions by or in the Right of the Corporation.* The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person 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 another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful or wanton misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. *Expenses.* To the extent that a present or former director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of the Article VII, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith if he or she acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 4. *Authorization of Indemnification.* Any indemnification under Sections 1 and 2 of this Article VII (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2), if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. *Payment of Expenses in Advance.* Expenses, including attorneys' fees incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or in behalf of the director or officer, to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article VII.

Section 6. *Right Not Exclusive.* The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VIII – DEFINITIONS

Section 1. *Writings.* Any action required in these bylaws to be "written," to be "in writing," to have "written consent," to have "written approval," and the like by or of the directors or any committee members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.

Section 2. *Electronic Signature.* Any action required in these bylaws to be "signed," or to have a "signature," by or of a director or committee member shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.