

**OPERATING AGREEMENT
BETWEEN CALIFORNIA STATE UNIVERSITY
AND CAPITAL PUBLIC RADIO, INC.**

This agreement is made and entered into by and between the Trustees of the California State University by their duly qualified Chancellor (CSU) and Capital Public Radio, Inc. (Auxiliary) serving California State University, Sacramento (University). The term of this Agreement shall commence upon the date of the last authorized signature and shall continue for a period of ten (10) years thereafter.

1. PURPOSE

The purpose of this agreement is to set forth the terms and conditions under which Auxiliary may operate as an auxiliary organization pursuant to California Education Code §89900 et seq. and California Code of Regulations (CCR) Title 5, § 42400 et seq. In entering this agreement, CSU finds that certain functions important to its mission are more effectively accomplished by the use of an auxiliary organization rather than by the University under the usual state procedures.

2. AUTHORIZED FUNCTIONS

Auxiliary is authorized to perform the following functions authorized by, CCR tit.5, §42500, which are activities essential and integral to the educational mission of the University:

1. Instructionally Related Programs and activities associated with the operation and management of a public radio station or stations.
2. Solicit gifts, bequests, devises, endowments, trusts and similar funds for the benefit of CPR
3. Public relations, fundraising, fund management, and similar development programs

Auxiliary agrees to receive and apply exclusively the funds and properties coming into its possession toward furthering these purposes for the benefit of CSU and the University. Auxiliary further agrees that it shall not perform any of the functions listed in CCR tit.5, §42500 unless the function has been specifically assigned in this operating agreement with the University. Prior to initiating any additional functions, Auxiliary understands and agrees that CSU and Auxiliary must amend this agreement in accordance with Section 21, Amendment.

3. UNIVERSITY OVERSIGHT AND OPERATIONAL REVIEW

The responsibility and authority of the University president regarding auxiliary organizations is set forth in CCR tit.5, §42402, which requires that auxiliary organizations operate in conformity with CSU and University policies. The University President has been delegated authority by the CSU Board of Trustees (Standing Orders

§VI) to carry out all necessary functions for the operation of the University. The operations and activities of Auxiliary under this agreement shall be integrated with University operations and policies and shall be overseen by the University Chief Financial Officer (CFO) or designee so as to assure compliance with objectives stated in CCR tit.5, §42401.

The University shall review Auxiliary to ensure that the written operating agreement is current and that the activities of Auxiliary are in compliance with this agreement every three (3) years from the date the operating agreement is executed. Confirmation that this review has been conducted will consist of either an updated operating agreement, or a letter from the University CFO or designee to the University President with a copy to the Chancellor's Office, certifying that the review has been conducted. As part of these periodic reviews, the University President should examine the need for each auxiliary and consider the efficiency of the auxiliary operation and administration.

Auxiliary agrees to assist the University CFO or designee in carrying out the compliance and operational reviews required by applicable CSU policies.

4. OPERATIONAL COMPLIANCE

Auxiliary agrees to maintain and operate in accordance with all applicable laws, regulations and CSU and University rules, regulations and policies. Failure of Auxiliary to comply with any term of this agreement may result in the removal, suspension or probation of Auxiliary as an auxiliary organization in good standing. Such action by CSU may result in the limitation or removal of Auxiliary's right to utilize the CSU or University name, resources and facilities (CCR tit.5, §42406), and termination of this agreement pursuant to this Agreement, section 23. *Termination.*

5. CONFLICT OF INTEREST

No officer or employee of the CSU shall be appointed or employed by Auxiliary if such appointment or employment would be incompatible, inconsistent or in conflict with his or her duties as a CSU officer or employee.

Auxiliary has established and will maintain a conflict of interest policy. The Auxiliary's Conflict of Interest Policy is attached as **Attachment 1**.

6. EXPENDITURES AUGMENTING CSU APPROPRIATIONS

With respect to expenditures for public relations or other purposes which would serve to augment appropriations for CSU operations, Auxiliary may expend funds in such amount and for such purposes as are approved by Auxiliary's governing body. Auxiliary shall file, as **Attachment 2** to this agreement, a statement of Auxiliary's policy on accumulation and use of public relations funds. The statement shall include the policy and procedures for solicitation of funds, the purposes for which the funds may be used, the allowable expenditures and procedures of control.

7. FINANCIAL AUDITS

Auxiliary agrees to comply with CSU policy and the provisions of CCR tit.5, §42408, regarding financial audits. All financial audits shall be conducted by auditors in accordance with standard systemwide procedures prescribed by the Chancellor's Office. See [Auxiliary Organization's External Audit Firm Qualifications](#).

On or before June 1st each year, the University CFO shall review, and submit a written evaluation to the Chancellor's Office in accordance with Section 20, Notices, of the external audit firm selected by the Auxiliary. This review by the University CFO must be conducted prior to the Auxiliary engaging an external audit firm and annually thereafter. If the Auxiliary has not changed audit firms, and the audit firm was previously reviewed and received a satisfactory evaluation, a more limited review may be conducted and submitted.

8. USE OF NAME

University agrees that Auxiliary may, in connection with its designated functions as a CSU auxiliary organization in good standing and this agreement, use the name of the University, the University logo, seal or other symbols and marks of the University, provided that Auxiliary clearly communicates that it is conducting business in its own name for the benefit of University. All correspondence, advertisements, and other communications by Auxiliary must clearly indicate that the communication is by and from Auxiliary and not by or from CSU or University.

Auxiliary shall use the name of University, logo, seal or other symbols or marks of University only in connection with services rendered for the benefit of University and in accordance with University guidance and direction furnished to Auxiliary by University and only if the nature and quality of the services with which the University name, logo, seal or other symbol or mark are used are satisfactory to the University or as specified by University.

University shall exercise control over and shall be the sole judge of whether Auxiliary has met or is meeting the standards of quality of the University for use of its name, logo, seal or other symbol or mark.

Auxiliary shall not delegate the authority to use the University name, logo, seal or other symbol or mark to any person or entity without the prior written approval of the University President or designee. Auxiliary shall cease using the University name, logo, seal or other symbol or mark upon expiration or termination of this agreement, or if Auxiliary ceases to be a CSU auxiliary organization in good standing, dissolves or disappears in a merger.

9. CHANGE OR MODIFICATION OF CORPORATE STATUS

Auxiliary shall provide notice to the CSU upon any change in Auxiliary's legal,

operational or tax status including but not limited to changes in its Articles of Incorporation, bylaws, tax status, bankruptcy, dissolution, merger, or change in name.

10. FAIR EMPLOYMENT PRACTICES

In the performance of this agreement, and in accordance with California Government Code §12900 et. seq., Auxiliary shall not deny employment opportunities to any person on the basis of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, sexual orientation, military and veteran status. Auxiliary shall adopt employment procedures consistent with the policy statement on nondiscrimination and affirmative action in employment adopted by the CSU.

11. BACKGROUND CHECK POLICY COMPLIANCE

In compliance with governing laws and CSU policy, Auxiliary shall confirm that background checks are completed for all new hires and for those independent contractors, consultants, outside entities, volunteers and existing employees in positions requiring background checks as set forth in CSU systemwide policy. Auxiliary will provide confirmation of completed and cleared background checks to the University President/Chancellor upon request, or as established by University policy. (See [Background Checks](#)).

12. DISPOSITION OF ASSETS

Attached hereto as **Attachment 3** is a copy of Auxiliary's Constitution or Articles of Incorporation (as applicable) which, in accordance with CCR tit.5, §42600, establishes that upon dissolution of Auxiliary, the net assets other than trust funds shall be distributed *to the CSU or to another affiliated entity subject to financial accounting and reporting standards issued by the Government Accounting Standards Board*. Auxiliary must maintain this provision as part of its Constitution or Articles of Incorporation.

13. USE OF UNIVERSITY FACILITIES

Auxiliary may use those facilities identified for its use in a lease agreement executed between University and Auxiliary. If this Operating Agreement terminates or expires and is not renewed within 30 days of the expiration, the lease automatically terminates, unless extended in writing by the parties.

Auxiliary and University may agree that Auxiliary may use specified University facilities and resources for research projects and for institutes, workshops, and conferences only when such use does not interfere with the instructional program of University and upon the written approval from appropriate University administrators with such specific delegated authority. Auxiliary shall reimburse University for costs of any such use.

14. CONTRACTS FOR UNIVERSITY SERVICES

Auxiliary may contract with University for services to be performed by state employees for the benefit of Auxiliary. Any agreement must be documented in a written memorandum of understanding between Auxiliary and University. The memorandum of understanding shall among other things, specify the following: (a) full reimbursement to University for services performed by a state employee in accord with CCR tit.5, §42502(f); (b) Auxiliary must clearly identify the specific services to be provided by state employee, (c) Auxiliary must specify any performance measures used by Auxiliary to measure or evaluate the level of service; (d) Auxiliary must explicitly acknowledge that Auxiliary does not retain the right to hire, supervise or otherwise determine how to fulfill the obligations of the University to provide the specified services to Auxiliary.

15. DISPOSITION OF NET EARNINGS

Auxiliary agrees to comply with CSU and University policy on expenditure of funds including, but not limited to, CSU guidelines for the disposition of revenues in excess of expenses and CSU policies on maintaining appropriate reserves. Cal. Educ. Code §89904; [University Auxiliary Organizations](#).

16. FINANCIAL CONTROLS

Recovery of allowable and allocable indirect costs and maintenance and payment of operating expenses must comply with [Placement and Control of Receipts for Campus Activities and Programs](#), CCR tit. 5, §42502(g) and (h).

17. ACCEPTANCE, ADMINISTRATION, AND USE OF GIFTS

Auxiliary agrees, if authorized to do so in Section 2 above, that it will accept and administer gifts, grants, contracts, scholarships, loan funds, fellowships, bequests, and devises in accordance with policies of CSU and University.

A. Authority to Accept Gifts

If authorized, Auxiliary may evaluate and accept gifts, bequests and personal property on behalf of CSU. In acting pursuant to this delegation, due diligence shall be performed to ensure that all gifts accepted will aid in carrying out the CSU mission as specified in Education Code §§89720 and 66010.4(b).

Auxiliary agrees, before accepting gifts of real estate or gifts with any restrictive terms or conditions that impose an obligation on CSU or the State of California to expend resources in addition to the gift, to obtain written approval from the appropriate University authority. Auxiliary agrees that it will not accept a gift that has any restriction that is unlawful.

B. Reporting Standards

Gifts shall be recorded in compliance with the Council for Advancement and Support of Education and California State University reporting standards and shall be reported to the Chancellor's Office as required by [Delegation of Authority for Gift Evaluation and Acceptance](#) and Education Code §89720.

18. INDEMNIFICATION

Auxiliary agrees to indemnify, defend and save harmless the CSU, its officers, agents, employees and constituent Universities and the State of California, collectively "CSU indemnified parties" from any and all loss, damage, or liability that may be suffered or incurred by CSU indemnified parties, caused by, arising out of, or in any way connected with the operation of Auxiliary as an auxiliary organization.

19. INSURANCE

Auxiliary shall maintain insurance protecting the CSU and University as provided in this section. CSU's Systemwide Office of Risk Management shall establish minimum insurance requirements for auxiliaries, based on the insurance requirements in the [California State University Insurance Requirements](#) policy. Auxiliary agrees to maintain at least these minimum insurance requirements.

Auxiliary's participation in a coverage program of the Auxiliary Organizations Risk Management Authority (AORMA) shall fully comply with the insurance requirement for each type of required coverage (which may include but not be limited to, general liability, auto liability, directors and officers liability, fiduciary liability, professional liability, employer's liability, pollution liability, workers' compensation, fidelity, property and any other coverage necessary based on Auxiliary's operations). Auxiliary shall ensure that CSU and University are named as additional insured or loss payee as its interests may appear.

20. NOTICES

All notices required to be given, or which may be given by either party to the other, shall be deemed to have been fully given when made in writing and deposited in the United States mail, certified and postage prepaid and addressed to all parties as provided below.

Notice to Auxiliary shall be addressed as follows:

Capital Public Radio
7055 Folsom Boulevard
Sacramento, CA 95826-2625
ATTENTION: General Manager

Notice to the University shall be addressed as follows:

California State University, Sacramento
7301 Folsom Blvd
Modoc Hall, Ste 3005
Sacramento, CA 95819
ATTENTION: Chief Financial Officer

Notice to the CSU shall be addressed to:

Trustees of the California State University
401 Golden Shore
Long Beach, California 90802
Attention: Executive Vice Chancellor, Business and Finance

21. AMENDMENT

This agreement may be amended only in writing signed by an authorized representative of all parties.

22. RECORDS

Auxiliary shall maintain adequate records and shall submit periodic reports as required by CSU showing the operation and financial status of Auxiliary. The records and reports shall cover all activities of Auxiliary whether pursuant to this agreement or otherwise.

23. TERMINATION

CSU may terminate this agreement upon Auxiliary's breach of or failure to comply with any term of this agreement by providing Auxiliary with a minimum of ninety (90) days advance written notice. Auxiliary may use the ninety-day advance notice period to cure the breach. If, in the judgment of CSU, the breach has been cured, the termination notice will be cancelled.

24. REMEDIES UPON TERMINATION

Termination by CSU of this agreement pursuant to Section 23, *Termination*, may result in Auxiliary's removal, suspension or probation as a CSU auxiliary in good standing, and loss of any right for Auxiliary to use the name, resources or facilities of CSU or any of its Universities.

Upon expiration of the term of this agreement, the parties shall have 30 days to enter into a new operating agreement which period may be extended by written mutual agreement.

25. SEVERABILITY

If any section or provision of this Agreement is held illegal, unenforceable or in conflict with any law by a court of competent jurisdiction, such section or provision shall be

deemed severed and the validity of the remainder of this Agreement shall not be affected thereby.

IN WITNESS WHEREOF, this agreement has been executed by the parties hereto.

California State University, Sacramento

By:

Mackenna Martin

Vice President/Chief Financial Officer
(Interim)

Executed on: 08/09/2024

Capital Public Radio

By:

Frank Maranzino

General Manager (Interim)

Executed on: 08/09/2024

Trustees of the California State University

By:

Bradley Wells

[Bradley Wells \(Aug 9, 2024 09:49 PDT\)](#)

Associate Vice Chancellor
Business and Finance

Executed on: Aug 9, 2024



**Attachment #1
Board of Directors
Annual Conflict of Interest Statement 2023**

[The term "conflict of interest" describes a situation in which an individual's own interest may influence the way that individual handles CAPITAL PUBLIC RADIO, INC.'s business.]

The following excerpts from the Bylaws of Capital Public Radio, Inc. constitute the Capital Public Radio Conflict of Interest policy:

Section 7.02. Limitations on Powers.

(a) Notwithstanding the powers conferred on the Board pursuant to sections 5.01 and 7.01, above, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said section 5233.

(c) Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other Corporation, association or entity in which one or more of the Corporation's Directors are Directors unless the material facts as to the transaction and the Director's common Directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common Director(s).

(d) This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the Director's or officer's duties.

In accordance with the Bylaws sections above, I acknowledge that I am not now involved in any conflict of interest relationships as described above. I agree to disclose to the Capital Public Radio President any conflict of interest relationship that may occur during the **2023** calendar year.

Date

Signature

Print Name

1663987

FILED

In the office of the Secretary of State of the State of California

NOV 30 2012

RESTATED ARTICLES OF INCORPORATION OF CAPITAL PUBLIC RADIO, INC.

Rick Eytcheson and Barbara O'Connor certify that:

- 1. They are the President and Secretary, respectively, of Capital Public Radio, Inc., a California corporation.
- 2. The articles of incorporation of this corporation are amended and restated to read as follows:

I.

The name of the corporation is Capital Public Radio, Inc.

II.

- 1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.
- 2. The specific purpose for which this corporation is exclusively organized is to function as an auxiliary organization of California State University, Sacramento (the "University") and shall be operated as an integral part of the University. As an auxiliary organization of the University, this corporation shall conduct its operations in conformity with California statutes governing such organizations (California Education Code §89900, et seq.), the regulations established by the Board of Trustees (CCR 42400, et seq.) and policies of the Board of Trustees of the California State University applicable to University auxiliary organizations.
- 3. The corporation has been organized to operate one or more FM radio stations offering news, classical and jazz music and other programming of the highest quality for the benefit of individuals within the corporation's service area. The stations currently operated by the corporation are operated under an FCC license issued to the Board of Trustees of the California State University.

III.

- 1. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c) of the Internal Revenue Code.
- 2. No substantial part of the activities of this corporation shall consist of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities nor permitted to be carried on:
 - (a) by a corporation exempt from federal income tax under section 501(c) of the Internal Revenue Code of 1988 (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 Internal Revenue Code of 1988 (or the corresponding provision of any future United State Internal Revenue Law).

IV.

The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has been approved by the President of California State University, Sacramento and by the Chancellor of the California State University, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code and section 23701(d) of the California Revenue and Taxation Code.

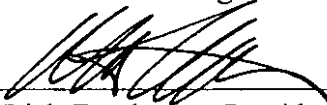
V.

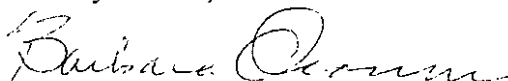
The number of directors, the method of their selection and the terms of their office shall be as specified by the bylaws of the corporation. The President of the University shall be a member of the Board of Directors of the corporation to ensure that this corporation operates in conformity with campus policies and the policies of the California State University.

1. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.
2. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certification are true and correct of our own knowledge.

Dated: 11/29, 2012


Rick Eytcheson, President


Barbara O'Connor, Secretary



Sacramento State
Agreement # MY230773

**BYLAWS
OF
CAPITAL PUBLIC RADIO, INC.**

(A California Nonprofit Public Benefit Corporation)

~ As Amended July 2022 ~

Originally Adopted
7/22/04
Amended June 2016 and July 2022

... As Amended July 28, 2022

**BYLAWS OF
CAPITAL PUBLIC RADIO, INC.**
(A California Nonprofit Public Benefit Corporation)

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BYLAWS OF CAPITAL PUBLIC RADIO, INC.
(A California Nonprofit Public Benefit Corporation)
~ As Amended July 28, 2022~

ARTICLE I
Name and Corporate Status of Corporation

The name of this Corporation is Capital Public Radio, Inc. The Corporation is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

ARTICLE II
Corporate Offices

Section 2.01. Principal Office. The principal office of the Corporation is currently located at 7055 Folsom Blvd., Sacramento, California. The Board of Directors may change the principal office from one location to another. Any change of the location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.02. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its business.

ARTICLE III
Specific Purpose

The specific and primary purpose of this Corporation is to operate one or more radio stations providing the communities served by the Corporation's stations with music, arts and information radio broadcasts of the highest quality, fulfilling its mission and consistent with the Corporation's status as a Public Benefit Corporation, exempt from tax under Internal Revenue Code §501(c)(3). As an auxiliary organization (as authorized under Education Code sections 89900 et. seq.) of, but legally separate from, the California State University, it is organized specifically for the purpose of operating the radio stations licensed to the Board of Trustees of the California State University, specifically its Sacramento, Chico and Humboldt campuses.

ARTICLE IV
Members

Section 4.01. Members. The Corporation shall have no members as that term is defined in section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise require approval by a majority of all members or approval by the members pursuant to the California Public Benefit Corporation Law shall require only approval by the Board of Directors. All rights which would otherwise vest in the members under said Law shall vest in the Board of Directors.

Section 4.02. Associates. Notwithstanding section 4.01, the Corporation may refer to persons associated with it as "members" even though such persons are not members within the meaning of that term under section 5056 of the California Nonprofit Corporation Law or any corresponding section of any future California nonprofit Corporation law. Such persons shall be deemed associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law and no such reference shall result in the creation of statutory members in this Corporation.

ARTICLE V Board of Directors

Section 5.01. General Corporate Powers. The business and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Subject to the limitations expressed in Article VIII, section 8.01, below (pertaining to limitations on the delegation of authority to committees), the Board may delegate the management of the activities of the Corporation to any person or persons, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.02 Number and Classification of Directors

(a) Total Number and Classes of Directors. Unless the total number of Directors is changed by an amendment of this section 5.02, the Board of Directors shall consist of at least fifteen (15), but no more than thirty-six (36) Directors, classified in three classes, namely: Public Directors, Ex-Officio Directors and Partner-Appointed Directors. Subject to the limitations imposed by this section on the total number of Public, Ex-Officio and Partner-Appointed Directors, vacant positions on the Board may be filled by action of the Board at any duly noticed meeting of the Board, or by a partner organization as to Partner-Appointed positions. No employee of the Corporation, other than its President, shall be eligible to serve on the Board.

(b) Number and Qualifications of Public Directors. There shall be at least ten (10), but no more than twenty-six (26), Public Directors unless and until the maximum and minimum number of Public Director positions specified herein are changed by amendment to these Bylaws.

(c) Number and Designation of Ex-Officio Directors. There shall be a maximum of two (2) Ex-Officio Directors, who shall be the persons described in this subparagraph (c):

(i) President of Capital Public Radio, Inc. The individual employed as the Corporation's President & General Manager shall be an Ex-Officio Director of the Corporation.

(ii) Vice President for Administration of California State University Sacramento or his or her designee.

Number and Designation of Partner-Appointed Directors. In addition to the Vice President of Administration who serves as an Ex-Officio Director, there shall be no more than eight (8) Partner-Appointed Directors who shall be selected as follows:

(A) One (1) Partner-Appointed Director shall be the President of California State University, Sacramento or his or her designee;

(B) One (1) Partner-Appointed Director shall be a faculty member of California State University, Sacramento appointed by the President of the University;

(C) One (1) Partner-Appointed Director shall be a student of California State University, Sacramento appointed by the President of the University; and

(D) One (1) additional Partner-Appointed Director as may, at the discretion of the President of California State University, Sacramento, be appointed to the Board.

(E) One (1) Partner-Appointed Director shall be the President of California State University, Chico or his or her designee.

(F) One (1) Partner-Appointed Director shall be the President of California State University (CalPoly) Humboldt or his or her designee.

Section 5.03 Terms of Office

(a) Directors. Directors shall serve for a term of three (3) years. With the exception of those individuals serving as an officer of the Board pursuant to Article IX herein, no person shall be eligible for election as a Director for more than two (2) consecutive complete terms of three (3) years each; provided, however, that upon a determination by the Board, a Director may serve one additional term commencing at least one year after the termination of a Director's service. Any officer, whose second and final term as a Director shall expire prior to the completion of their term as an officer, may continue to serve as a Public Director through their full term as an officer. Any Director who is elected to the position of Vice Chair may continue to serve as a Director, regardless of their length of service on the Board, through succession to and completion of their terms as Chair and Past Chair. For purposes of the limitation on consecutive terms of office imposed by this subparagraph (a), the relevant year shall be the calendar year, rather than the fiscal year of the Corporation. If an individual is elected or appointed for an initial term of less than two (2) years, that term shall not count for purposes of computing the limitation of two consecutive terms of office. Term limits shall not apply to Ex-Officio Directors or Director Barbara O'Connor.

Section 5.04 Nomination and Election of Public Directors

(a) Nomination of Public Directors.

(i) Nominations by Committee. The Governance Committee shall select qualified candidates for election to at least that number of positions on the Board that need to be filled in order to have a Board which includes at least ten (10) Public Directors. At any time during the year, if the Governance Committee identifies qualified candidates who ought to be considered for election to any vacant Public Director positions, said Committee can recommend to the Board of Directors that such persons be elected as Public Directors.

(ii) Nominations From the Floor. At any meeting to elect Directors, any Director present may place names in nomination, provided however that no action may be taken on a candidate nominated from the floor at a meeting until the next regularly scheduled meeting of the Board in order to afford an opportunity for the Director's to consider the candidate's qualifications.

(b) Election of Public Directors. At any designated meeting of Directors, the Board shall elect such candidates as necessary to ensure a minimum of ten (10) Public Director positions. Elections for the Public Director seats shall be conducted by voice vote, or through voting by email. The candidates receiving the highest number of votes, up to the number of Public Directors to be elected, shall be elected to office; provided, however, that a candidate's election must, in all cases, be supported by the affirmative vote of at least a majority of the Directors in attendance at a meeting at which a quorum is present.

(c) Prohibition of Cumulative Voting. Cumulative voting in the election of Directors, as defined in Corporations Code §5616, shall not be permitted.

Section 5.05 Appointment of Ex-Officio and Partner-Appointed Directors. Ex-Officio and Partner-Appointed Directors shall be appointed or assume their seats by virtue of their office or appointment.

Section 5.06. Resignation and Removal of Directors and Filling Vacancies on the Board of Directors.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a Director; or (ii) an increase of the authorized number of Directors.

(b) Resignation of Directors. Any Director, Public, Ex-Officio or Partner-Appointed, may

resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Public Director is intended to be effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. If the resignation of an Ex-Officio or Partner-Appointed Director is intended to be effective at a future time, the person with authority to fill that position by designation may designate a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies.

(i) Public Directors. Vacancies in Public Director positions on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of Directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining Directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining Director.

(ii) Ex-Officio Directors. If the position of President of the Corporation is vacant (thus causing a vacancy in that Ex-Officio Director position), the position shall remain vacant until a qualified person is available.

(iii) Partner-Appointed Directors. If a vacancy occurs in any Partner-Appointed Director position, the position shall be filled by the designating person or persons.

(d) Removal of Public Directors.

(i) Automatic Vacancy. The office of any Public Director shall be deemed vacant upon any of the following: (A) declaration of of unsound mind by a final order of court, (B) conviction of a felony; (C) determination by a final order or judgment of any court to have breached any duty under article 3 (commencing with section 5230) of the California Corporation Code.

(ii) Board Removal. The Board of Directors may remove any Public Director with or without cause by the vote of a majority of the Directors in office.

(e) Removal of Partner-Appointed Directors. Any Partner-Appointed Director may be removed from office at any time by action of the partner organization, or through a majority vote of the Board of Directors with or without cause.

Section 5.07. Compensation. The Directors shall serve without compensation for his or her services as a Director. However, subject to the limitations imposed by section 7.02, below, nothing herein shall preclude any Director from serving the Corporation simultaneously in another capacity, such as an agent, independent contractor (including professional service provider), or employee of the Corporation and receiving compensation for those other services so long as any relationship between a direction and the Corporation involving compensation, directly or indirectly, to the Director is approved by the Board in accordance with section 7.02(c).

ARTICLE VI

Meetings of the Board of Directors and Voting Rights

Section 6.01. Voting Rights. All Directors (Public, Ex-Officio and Partner-Appointed) shall be voting Directors. On any matter or proposal which is put to the Directors for a vote each Director shall have one vote. Voting may be conducted at a meeting (including meetings conducted by conference telephone or other permitted communications media; see section 6.02(b), below) or by use of a written ballot delivered to each Director in writing or by electronic means.

Section 6.02. Meetings of the Board.

(a) Call of Meetings. Regular and special meetings of the Board of Directors may be called by the Chair of the Board, the Vice Chair (but only in the absence or incapacity of the Chair), the President of the Corporation or the President of California State University, Sacramento (or their designee on the Board).

(b) Place of Meetings; Meetings by Conference Telephone or By Use of Other Communications Media. All conventional meetings of the Board of Directors (i.e., meetings where Directors assemble in person) shall be held at the principal office of the Corporation or at such other location within the Corporation's radio service area as shall be determined from time to time by the Chair of the Board or, in their absence or incapacity, by the Vice Chair. In addition to conducting conventional meetings members of the Board may also participate in a meeting through the use of conference telephone, electronic video screen communication, or other communication equipment or electronic means, and when a meeting is conducted in this fashion, participation in the meeting constitutes presence of each participating Director in person at that meeting so long as all the following conditions are met: (i) each member of the Board participating in the meeting can communicate with all other members concurrently; (ii) each member is provided the means of participating in all matters coming before the Board at the meeting, including the capacity to propose, or to interpose an objection, to any specific action to be taken by the Corporation; (iii) the Corporation adopts and implements some means of verifying both that the persons participating in the meeting are, in fact, Directors and that all statements, questions, actions or votes were made by a Director and not by some other person.

(c) Regular Meetings. Regular meetings of the Board shall be held with such frequency as shall be determined by the Chair of the Board. To facilitate the annual planning of individual Directors, it is the policy of this Corporation to establish and communicate to all Directors an annual schedule of meetings at the inception of each year. In addition, notice of the date, time and location of each regular meeting shall be communicated to each Board member not less than seventy-two (72) hours prior to the meeting. The notice shall also include an agenda for the meeting.

(d) Special Meetings. Special meetings of the Board of Directors shall be held with four (4) days' prior notice by first-class mail, postage prepaid, or with forty-eight (48) hours' notice delivered personally or by telephone, facsimile or other means of electronic transmission to each Director. The notice of any special meeting shall state the date, time, location and general purpose of the meeting.

(e) Waivers and Consents. Notice of any regular or special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meetings to which the waiver, consent and/or approval pertains.

(f) Quorum. The presence at a duly noticed meeting of fifty percent (50%) of all Directors shall constitute a quorum of the Board of Directors for the transaction of business. In the absence of a quorum, no business may be conducted at a meeting, except to entertain and act upon a motion to adjourn as provided in subparagraph (j), below.

(g) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of a sufficient number of Directors to reduce those remaining to less than a quorum if any action taken is approved by at least a majority of the required quorum for such

meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

(h) Conduct of Meetings. The Chair of the Board or, in their absence, the Vice Chair of the Board shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

(i) Adjournment. A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time scheduled for reconvening the adjourned meeting to those Directors who were not present at the time of the adjournment.

Section 6.03. Action Without a Meeting. 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 of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE VII Powers of the Board of Directors and Limitations Thereon

Section 7.01. Specific Powers. Without prejudice to the general powers of the Board of Directors as stated in section 5.01, above, and subject to the limitations set forth below or otherwise imposed by law, the policies of the Board of Trustees of the California State University applicable to University auxiliary organizations and/or the Operating Agreement between California State University and Capital Public Radio, Inc., the Board of Directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Select and remove all officers of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for qualified performances of their duties.
- (c) Change the principal office from one location to another.
- (d) Adopt, make, and use a corporate seal and alter the form of the seal.
- (e) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered by the Corporation's purpose, in the corporate name
- (f) Contract and pay premiums for insurance and bonds (including without limitation, general liability insurance, Directors' and Officers' liability insurance and fidelity bonds) as may be required from time to time by the Corporation.
- (g) Prepare budgets and maintain a full set of books and records of account showing the financial condition of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report for the Corporation.
- (h) Appoint such committees as the Board deems necessary or desirable in accordance with article VIII, hereof.
- (i) Bring and defend actions on behalf of the Corporation so long as the action or defense is pertinent to the operations and purposes of the Corporation.

(j) Acquire by purchase or lease land and equipment for office and broadcast facilities, or for the location of towers, antennas, or other electronic equipment that is necessary or appropriate to improving the quality of broadcast service in the communities served by the Corporation's radio stations or to expand the coverage area of the Corporation's broadcasts to the extent permitted by applicable laws and governmental regulations.

Section 7.02. Limitations on Powers.

(a) Notwithstanding the powers conferred on the Board pursuant to sections 5.01 and 7.01, above, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said section 5233.

(b) Because the Corporation manages the radio stations licensed to the Board of Trustees of the California State University on behalf of the Trustees, the Corporation is a recognized auxiliary organization of the University. Therefore, the Board is obligated to file all applications and other documents, and to take such further actions as required by state law (including California Education Code section 89000, et seq. and the regulations and policies established by the Board of Trustees of the California State University (including Title 5 Sections 42400 et. seq. of the California Code of Regulations) and/or the Operating Agreement between California State University and the Corporation to maintain the Corporation's good standing as a recognized auxiliary.

(c) Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other Corporation, association or entity in which one or more of the Corporation's Directors are Directors unless the material facts as to the transaction and the Director's common Directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common Director(s).

(d) This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless the transaction is first approved by the Board of Trustees of the California State University and the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the Director's or officer's duties.

(e) Except as provided in sections 5240(c) and 5241 of the Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall:

(i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and

(ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested asset were contributed to the Corporation.

**ARTICLE VIII
Committees**

Section 8.01. Standing Committees. The Corporation shall have the following Standing Committees:

(a) Executive Committee. To the extent determined by the Board of Directors, the Executive Committee shall have the authority of the Directors in the governance of the business of the Corporation between meetings of the Board, including but not limited to the performance evaluation of the General Manager; provided, however, that the Executive Committee shall not unilaterally exercise any of the powers enumerated in Section 7.01 of the Bylaws without a majority vote of the Board of Directors, at a duly called meeting of the Board. The Executive Committee shall consist of the Chair of the Board, the Vice Chair, the Treasurer, the Secretary, the immediate Past Chair, and the Chairs of the Governance and Development Standing Committees. The President & General Manager of the corporation shall serve as an Ex-Officio member of the Executive Committee, without a vote on matters requiring action by the Committee. The President may be excused by the Chair from attending meetings of the Executive Committee when the Committee is meeting to consider matters where attendance by the President would be inappropriate. The Directors may, from time to time and upon nomination by the Chair, elect additional Directors to serve on the Executive Committee. The Chair of the Board of Directors shall be the Chair of the Executive Committee.

(b) Finance Committee. To the extent determined by the Board, the Finance Committee shall have the authority of the Board in the governance of the budget and finances of the Corporation. It shall review the Corporation's monthly financial performance, the annual budget and the annual financial audit. The Treasurer shall be the Chair of the Finance Committee.

(c) Audit Committee. There shall be separate from, and in addition to the Finance Committee, an Audit Committee. The Audit Committee shall be responsible for overseeing the annual external financial audit of Capital Public Radio, Inc. and the retention, supervision, and termination of the independent auditor. The Audit Committee membership and its specific responsibilities shall be determined by the Board of Directors, provided all such parameters shall comply at all times with the requirements set forth in California Government Code section 12586, or any successor provision thereto. In addition to its audit oversight responsibilities, the Audit Committee shall serve as the primary point of contact for any confidential and anonymous complaints regarding the Corporation's accounting, compliance and auditing matters.

(d) Governance Committee. The Governance Committee shall have the duty and authority to support the members of the CPR Board of Directors from time of candidacy through CPR Board alumni status. Its responsibilities shall include, but not be limited to, Board member recruitment, nomination, orientation, mentoring, activities, evaluation, and current and past member involvement.

(e) Development Committee. The Development Committee's mission is to raise community awareness and develop, implement, and secure philanthropic support for Capital Public Radio. To this end, the Development Committee, in coordination with staff and management, shall recommend fundraising activities and actively participate in them. The committee shall serve as ambassadors of Capital Public Radio and encourage the broader community to support CPR philanthropically. It shall work with staff and management to cultivate donors, and to support other major fundraising efforts. It shall raise community awareness of Capital Public Radio and the value it brings to the broader community.

Section 8.02. Other Committees of Directors. The Board of Directors may designate one or more committees of the Board consisting of two (2) or more Directors to serve for a length of time to be determined by the Board. Committees may also include individuals from the Corporation's radio staff or members of the general public, to serve at the pleasure of the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors with respect to matters within the jurisdiction of the Committee, as defined in these Bylaws or in the Board resolution establishing the Committee.

Notwithstanding the foregoing, no committee, regardless of Board of Director resolution, may take any of the following actions:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeatable;
- (d) Appoint any other committees of the Board of Directors or the members of these committees;
- (e) Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.
- (f) Unilaterally take any action to hire, fire, discipline, put on probation, or otherwise augment, the duties and responsibilities of any officer of the Corporation.

Section 8.03. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions of article VI of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Without limiting the foregoing, committees are specifically authorized and empowered to conduct meetings through the use of conference telephones or other communications equipment to the extent and in the manner provided in section 6.02(b), above. The Chair and President & General Manager shall serve as Ex-Officio members of all committees. Radio staff may be assigned to any committee as Ex-Officio support, without a vote on matters coming before the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws or State law.

ARTICLE IX Officers

Section 9.01. Number and Title. The officers of the Corporation shall be a Chair of the Board, a Vice Chair, a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, other subordinate officers as may be appointed in accordance with the provisions of section 9.03. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chair of the Board.

Section 9.02. Election of Officers and Term of Office. The officers of the Corporation, or those officers appointed in accordance with the provisions of section 9.03, shall be elected by the Board of Directors to serve for two year terms or until their successors are elected and qualify. Each officer shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 9.03. Subordinate Officers. The Board of Directors may appoint, and may authorize the Chair of the Board of Directors, the Vice Chair, or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the

period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board of Directors.

Section 9.04. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 9.05. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 9.06. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 9.07. Responsibilities of Officers.

(a) Chair of the Board. The Chair of the Board of Directors shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time-to-time assigned by the Board of Directors or prescribed by these Bylaws.

(b) Vice Chair of the Board. The Vice Chair shall be the person selected by the Board to succeed the incumbent Chair upon expiration or vacation of the Chair's term of office. The Vice Chair shall preside at meetings of the Board in the absence of the Chair and shall perform such other duties and responsibilities as may be delegated to the Vice Chair, from time to time, by the Chair.

(c) President. The President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

(d) Secretary. The Secretary shall discharge, or cause to be discharged, the following responsibilities:

(i) Keep at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings;

(ii) Keep at the principal office, as determined by resolution of the Board of Directors, records of the Directors, showing the names of all Directors and their addresses;

(iii) Give notice of all meetings of the Board of Directors required by these Bylaws to be given; and

(iv) Have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(e) Treasurer. The Treasurer shall discharge, or cause to be discharged, the following

responsibilities:

(i) Keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements;

(ii) Deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; California State University, Sacramento, whenever they request it, an account of all of the transactions as Treasurer and of the financial condition of the Corporation;

(iii) Disburse the funds of the Corporation as may be ordered by the Board of Directors;

(iv) Render to the Chair, the President, the Board of Directors and the President of California State University, Sacramento, whenever they request it, an account of all of the transactions as Treasurer and of the financial condition of the Corporation;

(v) If required by the Board of Directors, furnish a bond to the Corporation (and at its expense) in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of that office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer upon the death, resignation, retirement, or removal from office thereof; and

(vi) Have other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE X Indemnification/Limitation on Liability

Section 10.01. Definitions. For the purposes of this article X, "agent" means any person who is or was a Director, officer, employee, or other agent of the Corporation; "proceeding" means any threatened, ending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under section 10.04 or 10.05(b) of this article X.

Section 10.02. Actions by Third Parties. The Corporation shall have power to indemnify any agent of the corporation who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such agent acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any 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 agent did not act in good faith and in a manner which the agent reasonably believed to be in the best interests of the Corporation or that the agent had reasonable cause to believe that the agent's conduct was unlawful.

Section 10.03. Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any agent who was or is a party or is threatened to be made a party to any

threatened, pending, or completed action by or in the right of the Corporation, or brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such agent in connection with the defense or settlement of such action if such agent acted in good faith, in a manner the agent believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this section 10.03 in any of the following circumstances:

(a) In respect of any claim, issue, or matter as to which the agent shall have been adjudged to be liable to the Corporation in the performance of such agent's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 10.04. Indemnification of Agents Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in section 10.02 or 10.03 of this article X or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 10.05. Required Determinations. Except as provided in section 10.04 of this article X any indemnification under this article X shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in section 10.02 or 10.03 of this article X, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person rendering services in connection with the defense, is opposed by the Corporation.

Section 10.06. Advance of Expenses. Expenses incurred by any agent of the corporation in defending any proceeding in which the agent is a party may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this article X.

Section 10.07. Other Indemnification. No provision made by the Corporation to indemnify its corporate agents, including without limitation, any Directors or officers, for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this article X. Nothing contained in this article X shall affect any right to indemnification to which any persons other than Directors and

officers may be entitled by contract or otherwise.

Section 10.08. Other Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this article X, except as provided in section 10.04 or 10.05(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or otherwise amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10.09. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation, whether compensated or volunteer, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this article X, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10.10. Nonpaid Directors: Alleged Failure to Discharge Duties: No Monetary Liability. Except as provided in sections 5233 or 5237 of the California Public Benefit Corporation Law and section 5047.5 of the California Nonprofit Corporation Law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid Director, including any nonpaid Director who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person's duties as Director or officer if the duties are performed in a manner that meets all of the following criteria:

(a) The duties are performed in good faith.

(b) The duties are performed in a manner such Director believes to be in the best interests of the Corporation.

(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 10.11. Personal Liability of Volunteer Director or Officer for Negligence.

(a) Except as provided in subparagraph (c), below, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer officer of this Corporation caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all of the following conditions are met:

(i) The act or omission was within the scope of the Director's or officer's duties.

(ii) The act or omission was performed in good faith.

(iii) The act or omission was not reckless, wanton, intentional or grossly negligent.

(iv) Damages caused by the act or omission are covered pursuant to liability insurance policy issued to the Corporation, either in the form of a general liability policy or a Director's and officer's liability policy, or personally to the Director or officer. In the event that the damages are not covered by a liability insurance policy, the volunteer Director or volunteer officer

shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

(b) For purposes of this section 10.11, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a Director or officer does not affect that person's status as a volunteer within the meaning of this section.

(c) This section does not eliminate or limit the liability of a Director or officer for any of the following:

(i) Any liability with respect to self-dealing transactions as provided in section 5233 of the California Nonprofit Public Benefit Law or any liability with respect to certain prohibited distributions, loans or guarantees as provided in section 5237 of said law.

(ii) In any action or proceeding brought by the California Attorney General.

Section 10.12. Fiduciaries of Employee Benefit Plans. This article X does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan maintained by the Corporation in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in section 10.01 of this article X. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of section 207 of the California General Corporation Law.

ARTICLE XI Miscellaneous

Section 11.01 Execution of Checks and Drafts. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 11.02. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 11.03. Representation of Shares of Other Corporations. Any two Board officers (Chair, Vice Chair, President, Secretary or Treasurer) acting without necessity for specific resolution, are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted to such officers to vote or represent on behalf of the Corporation any and all shares held by the Corporation in any other Corporation or Corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers. Any actions taken pursuant to this section shall be reported to the Board at its next regularly scheduled meeting or at a special meeting called for that purpose prior to the next regularly scheduled meeting.

Section 11.04. Maintenance of Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and these Bylaws as amended to date.

Section 11.05. Maintenance of Other Corporate Records. The accounting books, records and

minutes of proceedings of the Board of Directors and any committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. These documents shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 11.06. Director Inspection Rights. The Directors of this Corporation shall be entitled to inspect the books and records of this Corporation, minutes of meetings of the Board or any committee thereof and the physical properties of the Corporation, during normal business hours, to the full extent provided in Corporations Code section 5330, et seq.

Section 11.07. Annual Statement of General Information. As and when required by section 6210 of the California Nonprofit Corporation law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the chief executive officer, Secretary and Treasurer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process. Any authorized inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents, minutes or instruments.

Section 11.08. Limitations on grants contracts, bequest, trusts and gifts. The Corporation shall not accept any grant, contract, bequest, trust, or gift, unless it is so conditioned that it may be used only for purposes consistent with policies of the Board of Trustees of the California State University.

Section 11.09. Construction. Unless the content requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 11.10. Amendment of the Bylaws. The Board of Directors may, by majority vote, adopt, amend, or repeal these Bylaws; provided, however, that if any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote. The text of any proposed amendments or additions to the Bylaws shall be furnished to each Director, in writing, at least thirty (30) days prior to the meeting or action by written consent where the proposal will be presented for approval. Copies of any proposed Amendments shall be sent to the President of California State University Sacramento at least thirty (30) days in advance of the date intended for actions (except in the case of emergency). Copies of amended documents are to be sent to the California State University Financing and Treasury Office within thirty (30) calendar days.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Capital Public Radio, Inc., a California nonprofit public benefit Corporation, that the above Bylaws, consisting of 15 pages, are the Bylaws of this Corporation as amended and restated by the Board of Directors on July __, 2022 and that they have not been amended or modified since that date.

Executed on _____ at Sacramento, California.

/s/ Barbara O'Connor Secretary