

BYLAWS

of

Pennsylvania Association of Broadcasters, Inc.

Amended and Restated as of May 6, 2018

ARTICLE I – CORPORATE NAME AND LOCATION OF OFFICES

Section 1. CORPORATE NAME

The official name of this Corporation is Pennsylvania Association of Broadcasters, Inc. (hereinafter referred to as the “Association”).

Section 2. PRINCIPAL ADDRESS

The principal address of the Association shall be 208 North Third Street, Suite 105, Harrisburg, Pennsylvania, 17101, or such other address as the Board of Directors (the “Board”) may from time to time establish.

Section 3. OFFICES

The principal office for the transaction of the business and affairs of the Association shall be located within twenty-five (25) miles of Harrisburg, Pennsylvania.

ARTICLE II – PURPOSE AND NONPROFIT STATUS

Section 1. PURPOSE

The purposes for which the Association is organized and shall be operated are as set forth in the Articles of Incorporation. The specific and primary purposes for which the Association is formed include, but are not limited to, promoting the best interests of the free, local, over-the-air, full service radio and television broadcast industry in the Commonwealth of Pennsylvania and, in that regard:

- (1) To optimize the business and regulatory environment in which the Pennsylvania broadcast industry operates on state, regional and Federal levels;
- (2) To advance the state of the art of broadcasting;
- (3) To increase respect for and the credibility of broadcasting;

- (4) To help broadcast stations to meet their obligations and to otherwise better serve the public interest;
- (5) To engage in activities and other undertakings, including, but not limited to, the Association's long-standing Noncommercial Sustaining Announcement Programs which serve those purposes; and
- (6) To exercise any and all powers permitted by law within the meaning of §501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

In addition to the purposes set forth in the Articles of Incorporation, the Association shall be operated to advance, preserve, and protect the interests of the radio and television industries by communicating with legislators and regulators; conducting sales, management and technical seminars; cooperating to ensure the fullest use of radio and television as advertising media; preparing programs to promote the general use of radio and television by the public and advertisers; and becoming involved in community service.

Section 2. NO PRIVATE INUREMENT

The Association is not organized for profit, and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Code §501(c)(6) purposes.

ARTICLE III – MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

There shall be two classes of members: Active and Associate.

A. Active Membership

Any person, partnership, firm, corporation or other entity shall be eligible to apply for Active Membership in the association if it holds one of the following types of valid Federal Communications Commission ("FCC") licenses to operate in the state of Pennsylvania:

- (1) AM broadcast radio stations,
- (2) FM Class A, B, or C broadcast stations, or
- (3) TV full power broadcast television stations.

All applications for Active Membership shall be accompanied by payment of one year's dues. Each FCC licensed station shall pay dues as set forth in Section 3 of this Article III.

B. Associate Membership

Any individual, firm, partnership, corporation, or other organization (1) whose business, profession or general association shall be concerned with broadcasting or related fields but which is not eligible for Active Membership, or (2) that is not affiliated with or engaged in a business or profession concerned with the broadcasting industry, shall be eligible to apply for associate membership in the Association.

All applications for Associate Membership shall be accompanied by payment of one year's dues. Each Associate Member shall pay dues as set forth in Section 3 of this Article III.

Section 2. ADMISSION PROCEDURE

An application for membership into the Association shall be submitted with payment to the office of the Association's President. Applications will then be forwarded to the Executive Board for approval.

Section 3. DUES

The Board, in its discretion, shall establish a dues structure for all Members of the Association. Dues shall be payable within one hundred twenty (120) days of the billing date, unless the President grants a written extension of the due date, upon a showing by the Member of good and sufficient reason for the delay in paying dues and the approval of the Association's Executive Committee. In no case, however, shall such extension exceed more than four (4) months beyond the original due date for the payment of dues.

Special dues assessments shall be made at the discretion of the Executive Board, but shall be subject to ratification by the members of the Board.

Any Active or Associate Member who is elected to the Board as a Director Emeritus shall be exempt from the payment of annual membership dues during his or her term as Director Emeritus.

Section 4. LOSS OF MEMBERSHIP

Membership in the Association shall be terminated upon (1) a Member's failure to timely pay all outstanding dues, assessments, and other obligations to the Association, taking account an extensions granted under Section 3 of this Article III, or (2) an Active Member's loss of its FCC operating license. The Association shall provide written notice of any termination of membership, which shall become effective as set forth in such notice.

In addition, Membership in the Association may be suspended and/or terminated for (1) violating any provision of these Bylaws, (2) violating any other rules or regulations established

by the Board in accordance with these Bylaws, or (3) engaging in conduct that is determined, in the sole discretion of the Board, to be detrimental to the welfare of the Association. Such suspension and/or termination shall be determined a by majority vote of the Board at a regular or special meeting provided that no such vote shall be taken until such member has been advised in writing of the charges against it. Such statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the matter will be considered, and the Member shall have the right to appear before such Board and be heard in answer to the charges before final termination or suspension action shall be taken.

Section 5. REINSTATEMENT OF MEMERSHIP

Any Member who resigns or has had its membership terminated shall be ineligible for reinstatement of its membership until all indebtedness to the Association has been paid. However, upon a showing by the Member of good and sufficient cause for the nonpayment of any indebtedness, reinstatement of membership may be made under conditions to be prescribed by the Board, in its sole discretion.

Section 6. NO STATUTORY MEMBERS

The Association shall have no statutory voting “members”, within the meaning of the Pennsylvania Nonprofit Corporation Law (“PNCL”) 15 Pa. C.S.A. §5751(a). As provided by PNCL §5751(b), where the PNCL or any other provision of law requires notice to, the presence of, or the vote, consent or other action by members of the corporation in connection with a matter, such requirements shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors of the Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. GENERAL POWERS

All powers vested by law in the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

Section 2. COMPOSITION

The Board shall consist of the Radio Directors, the Television Directors, the Associate Directors, Directors At Large, Directors Emeritus, and the officers of the Association described in Article V.

Section 3. NUMBER OF DIRECTORS

The number of elected and appointed directors constituting the Board shall not exceed thirty-six (36), including the President.

Section 4. CLASSIFICATION OF DIRECTORS

A. Radio Directors

There shall be elected to the Board ten (10) representatives of radio stations as Radio Directors.

Radio Directors shall serve a term of three (3) years. Each year, one third of the Radio Directors shall be elected. A Radio Director may be reelected to serve for one (1) additional three (3)-year term.

B. Television Directors

There shall be elected to the Board ten (10) representatives of television stations as Television Directors.

Television Directors shall serve a term of three (3) years. Each year, one third of the Television Directors shall be elected. A Television Director may be reelected to serve for one (1) additional three (3)-year term.

C. Associate Directors

There shall be appointed by the Chairman of the Board two (2) representatives of the Associate Members as Associate Directors. Associate Directors shall be non-voting members of the Board.

Associate Directors shall serve a term of one (1) year. An Associate Director may be reappointed to serve for an additional one (1)-year term.

D. Directors at Large

There shall be appointed by the Chairman of the Board up to ten (10) Directors at Large, each of which shall serve a term of one (1) year and may be reappointed to serve for an additional one (1)-year term.

In addition, if Pennsylvania is represented on the National Association of Broadcasters' Board, such representative shall also be a member of the Board, and shall serve as a Director at Large, during his or her term of office on the National Association of Broadcasters' Board of Directors.

E. Directors Emeritus

There may be elected to the Board, as a Director Emeritus, any past officer, past member of the Board, or any other individual who has retired from or is no longer active in the radio or television industry, subject to the limitation on the number of Directors set forth in Section 3 of this Article IV. A Director Emeritus shall be a non-voting member of the Board and shall serve in

such capacity until the earlier of his or her resignation or removal in accordance with Section 7 of this Article IV.

F. Officers

Each officer of the Association shall also be a member of the Board and shall serve as a Director for the duration of his or her term as an officer, as provided under Article V, unless removed from the position of Director or officer in accordance with Section 7.B. of this Article IV or Section 4 of Article V, respectively.

Section 5. ELIGIBILITY OF DIRECTORS

Any person who is duly certified as an Active Member or Associate Member may be nominated and elected or appointed, as applicable, to the Board.

Section 6. NOMINATION AND ELECTION OF DIRECTORS

Radio Directors, Television Directors and Directors Emeritus shall be nominated and elected by a majority of the voting members of the Board then in office, other than the Directors being voted upon, who are present at a regular meeting of the Board.

Section 7. RESIGNATION AND REMOVAL

A. Resignation

A Director may resign at any time upon written notice to the Association addressed to its principal office. Any such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

B. Removal

Directors shall be removed (1) upon termination of employment, for any reason, from the radio or television station at which they were employed when first elected or appointed as a director, (2) upon the failure to attend two (2) consecutive Board meetings without Board approval of such absences, or (3) for any reason, with or without cause, by a vote of a majority of members of the Board then in office.

Section 8. VACANCIES ON THE BOARD

Whenever a Director (other than an officer) resigns or is removed, the Board shall declare a vacancy in the office of such Director and shall appoint, by majority vote of the remaining

members of the Board, a new Director of the same class of Directors to fill said vacancy and to serve out the unexpired portion of the term.

Section 9. SPECIFIC DUTIES OF THE BOARD OF DIRECTORS

A. The Board of Directors

The Board shall have power to determine the overall policies of the Association within respect to matters of general interest to all members, including but not limited to the following: (1) authorizing 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 Association and such authority shall be general or confined to specific instances; (2) electing a President; (3) engaging and discharging employees and agents of the Association and establishing their salaries; (4) directing its officers to do all things necessary to carry out the policies, functions and activities of the Association; (5) approving the annual budget of the Association for the fiscal year; (6) ordering an audit of the Association's finances at any time; (7) appointing such committees and with such powers as they may deem best to serve the interests of this Association; (8) admitting new members and terminating or suspending existing members; (9) establishing meeting dates, as the time arises, for conducting meetings of the Board to conduct the business affairs of the Association; (10) calling special meetings of the Board and the membership; and (11) conducting the business of the Association in accordance with these Bylaws and the PNCL.

B. Radio and Television Directors

Each Radio or Television Director shall be responsible for (1) reporting to the Chairman of the Board and the Board as the personal representative of the Association in the area from which elected; (2) keeping in contact with the broadcasters in the area which he or she represents and for contacting individual members whenever there is a call for concerted individual reaction to any administrative or legislative proposal affecting the legitimate interests of the industry pending before the executive branches of Federal, State or Local governments and by administrative agencies thereof, Congress, Pennsylvania's General Assembly, or any local lawmaking body; (3) furthering the goal of promoting membership and increasing membership to one hundred percent in the Association in his or her area represented; and (4) considering himself or herself as the representative of the Association in his or her area seeking to promote the best interests of the broadcast industry and using his or her best efforts to establish good public relations for the Association at all times.

Section 10. COMPENSATION

The Directors shall serve without compensation, provided, however, that each Director may be paid his or her expenses of attendance at each meeting of the Board or committee thereof.

Section 11. MEETINGS OF THE BOARD

The Board shall hold at least two (2) regular meetings each year for the purpose of transacting business, at such time and location as is called by the Chairman of the Board, provided that one regular meeting shall be held in December of each year for the purpose of electing Directors and officers of the Association. In addition, the Chairman of the Board may periodically call a special meeting of the Board in accordance with the notice provisions of this Article IV.

All classes of Directors, regardless of voting rights, shall be entitled to receive all written notices and information which are provided to the Board, to attend all Board meetings, to participate in meetings of the committees on which they serve, and to attend all other events conducted by the Board.

Section 12. NOTICE OF MEETINGS

Notice of each meeting of the Board shall be given to all Directors at least seven (7) working days prior to the day of the meeting by any usual means of communication, including electronic mail to the email address, or facsimile transmission to the telephone number, provided by a Director to the Secretary for purposes of the Director receiving such notices. Notice of each special meeting of the Board, specifying the place, day and hour of the meeting, shall be given to each Director at least forty-eight (48) hours before the time set for the meeting by the same means of communication described above.

Section 13. TELEPHONE CONFERENCE MEETINGS

Any one or more Directors or members of a Board committee may participate in a meeting of the Board or Board committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting

Section 14. WAIVER OF NOTICE

Attendance of a Director at any meeting of the Board will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objection, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 15. QUORUM OF AND ACTION BY DIRECTORS

A majority of the voting Directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of the voting Directors present at a meeting which a

quorum is present shall be the acts of the Board, except where a different vote is required by law, the Articles of Incorporation, or these Bylaws. There shall be no voting by proxy.

Section 16. INTERESTED DIRECTORS AND OFFICES; QUORUM

No contract or transaction between the Association and one or more of its Directors or officers or between the Association and any other corporation, partnership, association or other organization in which one or more of the Association's Directors or officers are Directors or officers, or have a financial or other interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because votes of such Director or officer or other Directors are counted for such purpose, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; (2) the material facts as to such Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Directors entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such Directors; or (3) the contract or transaction is fair as to this Association as of the time it is authorized, approved or ratified by the Board. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this Section 16 of this Article IV, but such common or interested Directors shall not participate in the Board's consideration of, or vote to authorize, such contract or transaction.

Section 17. PRESUMED ASSENT

A Director who is present at a meeting of the Board, or of a committee of the Board, at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 18. PERSONAL LIABILITY OF DIRECTORS

A Director of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless, as set forth in 15 Pa. C.S.A. §5713(a), the director has breached or failed to perform the duties of his or her office referenced thereunder, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal,

modification or adoption of any provision inconsistent with this Article IV shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with this Article shall adversely affect any limitation on the personal liability of a director of the Association existing at the time of such repeal or modification or the adoption of such inconsistent provision.

ARTICLE V. OFFICERS OF THE ASSOCIATION

Section 1. NAMES OF OFFICERS

The officers of the Association shall consist of the Chairman of the Board, the Vice Chairman for Television, Vice Chairman for Radio, Secretary, Treasurer, Immediate Past Chairman of the Board, and President.

Section 2. TERM, POWERS AND DUTIES OF THE OFFICERS

The term of each officer, other than the President and Immediate Past Chairman of the Board, shall be for two (2) years, and each of such officers shall be eligible for election to one (1) additional, consecutive term in office.

A. Chairman of the Board

The Chairman of the Board (the "Chairman") shall be the chief executive officer of the Association and shall (1) preside at all meetings of the Association, the Board, and committees of the Board; (2) be an ex-officio member of all Board committees (except the Election Committee) with the right to vote; (3) see that all resolutions passed by the Board and the committees are carried into effect; (4) sign, as Chairman and duly authorized representative of the Board, all contracts and other instruments which have been approved by the Board; (5) act as official head of the Association in its dealings with the industry and the public generally; (6) attend the annual meeting of the Association and at other such times as he/she shall deem proper, communicate to the Association or to the Board such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Association; and (7) perform such other duties as are necessarily incident to the office of the Chairman or as may be prescribed by the Board.

B. Vice Chairman for Television

The Vice Chairman for Television shall perform such duties as called upon to do by the Chairman and, in his or her absence, serve as the Chairman.

C. Vice Chairman for Radio

The Vice Chairman for Radio shall perform such duties called upon to do by the Chairman and, in the absence of both the Chairman and Vice Chairman for Television, serve as the Chairman.

D. Secretary

The Secretary shall (1) keep, or cause to be kept, a correct and complete record of the minutes of all meetings of the Board, committees of the Board, and the Members in one or more books kept for that purpose, (2) have custody of the corporate records pertaining to the Association, including all books, documents, papers, and the Bylaws, (3) keep or cause to be kept a register of the address of each Directors, which has been furnished to the Secretary by such Director, (4) give, or cause to be given, all notices of meetings as required by law and these Bylaws, and (5) discharge such other duties as may be assigned to him or her by the Chairman or the Board.

E. Treasurer

The Treasurer shall have general supervision of the fiscal affairs of the Association. The Treasurer shall, with the assistance of the President and managerial staff of the Association: (1) see that a full and accurate accounting of all financial transactions is made; (2) invest and reinvest the capital funds of the Association in such manner as may be directed by the Board, unless such function shall have been delegated to a nominee or agent; (3) deposit or cause to be deposited in the name and to the credit of the Association, in such depositories as the Board shall designate, all monies and other valuable effects of the Association not otherwise employed; (4) submit, or delegate the President to submit, to the Board, annually a statement of the financial condition of the Association including a balance sheet showing the assets and liabilities of the Association and profit and loss statement covering the preceding fiscal year, certified by a certified public; (5) cooperate in the conduct of any annual audit of the Association's financial records by certified public accountants duly appointed by the Board; and (6) discharge such other duties as may be assigned to him or her by the Chairman or the Board.

F. Immediate Past Chairman of the Board

The Immediate Past Chairman of the Board ("Past Chairman") shall automatically assume such position by virtue of his or her status as the immediately preceding Chairman, shall utilize his or her knowledge and experience to support the current Chairman in the execution of his or her duties and shall perform such duties as called upon to do by the current Chairman.

The term of the Past Chairman shall be for two (2) years, immediately following his or her term as Chairman. The Past Chairman shall not be eligible to serve any consecutive terms in such office, regardless of having served two consecutive terms as Chairman.

G. President

The President shall be appointed by the Board and shall serve at the pleasure of the Board, subject to the negotiation of an employment agreement. The duties of the President shall include responsibility for (1) actively managing all of the business, property and the affairs of the Association; (2) assisting the Board in determining the Association's policies and faithfully executing the policies determined by the Board; (3) assuring that the Association operates in accordance with the Bylaws; (4) preparing the Association budget annually for approval by the Board; (5) reporting quarterly to the Board on the progress of the Association's work and expenditures necessary to carry out the work of the Association; and (6) other duties as may be defined in the President's employment agreement.

Section 3. NOMINATION AND ELECTION OF OFFICERS

An Election Committee of the Board shall be formed in accordance with Article VI. Thirty (30) days prior to the annual meeting, the Election Committee shall suggest one or more names to hold each officer position (other than that of President and Past Chairman) and shall ascertain in advance the willingness of the selected members to serve. The Election Committee shall present said nominations at the annual meeting of the Board for the election of officers (other than the President). Officers (other than that of President and Past Chairman) shall be elected by a majority of the voting members of the Board then in office, other than Directors who are being voted on as officers, who are present at a regular meeting of the Board.

Section 4. REMOVAL FROM OFFICE

Any officer elected or appointed may be removed by a majority of the Board members, with or without cause, whenever, in the sole discretion of the Board, the best interests of the Association will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights, except with respect to the President.

In addition, any officer elected or appointed shall be removed upon the failure to attend two (2) consecutive Board meetings without Board approval of such absences.

Section 5. VACANCY

In the case of death, resignation or removal of the Chairman, the Board shall elect one of the Vice Chairman to fill such vacancy and the Vice Chairman so elected shall hold office and serve for the unexpired portion of the term. A vacancy in any other office shall be filled by majority vote of the Board members for the unexpired portion of the term.

ARTICLE VI. BOARD COMMITTEES

Section 1. EXECUTIVE COMMITTEE

A. General Powers

In order to facilitate the Association's governance, an Executive Committee of the Board shall exercise all powers of the Board between meetings of the Board, subject to the limitations of law and these Bylaws and any other limitations that may be established from time to time by the Board.

B. Composition

The Executive Committee shall consist of the Chairman, the Vice Chairman for Radio, the Vice Chairman for Television, the Secretary, the Treasurer, the Past Chairman, and the President.

C. Quorum of and Action by Executive Committee

At least three Executive Committee members must be present at a meeting of the Committee to constitute a quorum for the transaction of business. If a quorum is present at a meeting of the Executive Committee, the vote of the majority of the Committee members present at such meeting, or the unanimous written consent of all Executive Committee members, shall be sufficient for the determination of any question before the Executive Committee or any other action of the Executive Committee.

D. Reporting to the Board

Reports on all actions taken by the Executive Committee shall be forwarded promptly to all members of the Board. Minutes of all Executive Committee meetings shall be kept by the Secretary and filed with the records of the Association.

Section 2. OTHER COMMITTEES OF THE BOARD

A. Formation of Committees

The Board may, by resolution, create additional standing committees or special committees that are necessary and prudent for the governance and development of the Association. The Board shall, by resolution, establish the authority and objectives of each standing and special committee, including any limitations thereon, and review such authority and objectives on at least an annual basis. Each committee of the Board shall serve at the pleasure of the Board.

B. General Powers

A standing or special committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board except that neither a standing or special committee shall have any power or authority to take action on matters committed by the Bylaws or resolution of the Board to another committee of the Board.

C. Standing Committees

The standing committees of the Association shall include, but are not limited to, the (1) Governance Committee, (2) Finance and Personnel Committee, (3) Legislative Committee, and (4) Election Committee.

D. Composition

Members of the standing and special committees shall be appointed by the Chairman provided, however, that the members of the Election Committee shall consist of the Past Chairman and four (4) members of the Board other than the Chairman, as appointed by the current Chairman. In the event that there is no Past Chairman serving as an officer/Director, the current Chairman may appoint a fifth (5th) member of the Board, other than the current Chairman, to be a member of the Election Committee. The Chairman shall be an ex-officio member of all committees of the Association except for the Election Committee.

E. Committee Rules

Unless the Board provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the Board conducts its business pursuant to the Articles of Incorporation of the Association and these Bylaws.

F. Reporting to the Board

All committees shall submit reports to the Board at the times and places designated by the Board.

ARTICLE VII. MANDATORY INDEMNIFICATION OF DIRECTORS AND CERTAIN OTHER PERSONS

Section 1. GRANT OF INDEMNIFICATION

The Association shall indemnify and hold unharmed to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than are permitted the Association to provide prior to such amendment) (hereinafter the "Grant of Indemnification"), each person who was or is made a

party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Association or otherwise (hereinafter, a "Proceeding"), (A) by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, (1) is or was a director or officer of the Association, (2) is or was a representative of the Association, or (3) is or was serving at the request of the Association as a director, officer or trustee of another Association or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans) (any such person described in this Section 1(A) of Article VII being sometimes hereinafter referred to as an "Indemnified Person"); or (B) where the basis of such proceeding is any alleged action or failure to take any action by such person while acting on behalf of the Association as an Indemnified Person.

The Grant of Indemnification of such Indemnified Person shall be against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such Indemnified Person in connection therewith, provided that such Indemnified 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 Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. CERTAIN PROCEEDINGS MUST HAVE BEEN AUTHORIZED BY THE BOARD

Notwithstanding Section 1 of this Article VII, and except as provided in Section 3 of this Article VII below, the Association shall indemnify any such Indemnified Person seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnified Person against a third party only if such proceeding (or part thereof) was authorized by the Board.

Section 3. ADVANCEMENT OF EXPENSES

Subject to the limitation set forth in Section 2 of this Article VII concerning proceedings initiated by an Indemnified Person seeking indemnification, the right to indemnification conferred in this Article VII shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Article VII in advance of the final disposition thereof promptly after receipt by the Association of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by an Indemnified Person of the Association in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such Indemnified Person,

to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Association under this Article VII or otherwise.

Section 4. INDEMNIFICATION OF FORMER DIRECTORS, OFFICERS AND OTHERS

The right to indemnification and advancement of expenses provided herein shall continue as to an Indemnified Person who has ceased to be a director or officer of the Association or to serve in any of the other capacities described in Section 1(A) of this Article VII, and shall inure to the benefit of the heirs, executors and administrators of such Indemnified Person.

Section 5. PAYMENT OF INDEMNIFICATION

If a claim for indemnification under Article VII hereof is not paid in full by the Association within thirty (30) days after a written claim therefor has been received by the Association, the claimant may, at any time thereafter, bring suit against the Association to recover the unpaid amount of the claim, and if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

Section 6. NON-EXCLUSIVITY OF RIGHTS

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition, and the right to payment of expenses, conferred in this Article VII, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any Bylaw, agreement, vote of directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Association having the express authority to enter into such agreements or arrangements as the Board deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives or agents of the Association in connection with their status with or services to or on behalf of the Association or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Association.

Section 7. FUNDING

The Association may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article VII or otherwise.

Section 8. INSURANCE

The Association may purchase and maintain insurance on behalf of any Indemnified Person whether or not the Association has the power to indemnify such person against such liability under the laws of this or any other state.

Section 9. MODIFICATION OR REPEAL

Neither the modification, amendment, alteration or repeal of this Article VII or any of its provisions nor the adoption of any provision inconsistent with this Article VII or any of its provisions shall adversely affect the rights of any Indemnified Person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal or the adoption of such inconsistent provision.

ARTICLE VIII. DOCUMENT RETENTION POLICY

Section 1. COMPLIANCE WITH SARBANES OXLEY

The Sarbanes-Oxley Act makes it a federal crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding. Accordingly, it is the policy of the Association to systematically (A) retain documents (including electronic documents) received or created by the Association in connection with the transaction of its business, (B) periodically review such retained documents, and (C) periodically destroy previously retained documents that are no longer necessary for compliance with federal, state, and local laws and regulations, or for the operation of the Association. This policy covers all records and documents, regardless of physical form (including electronic documents contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, eliminate accidental or innocent destruction of records, and to facilitate the Association’s operations by promoting efficiency and freeing up valuable storage space.

Section 2. DOCUMENT RETENTION

The Association follows the document retention procedures outlined below. To the extent that any of the following documents apply to the operations of this Association, it will retain such documents for the below listed terms. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent

Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (e.g., from box office/concessions/gift shop)	5 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years

Bank Records

Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years

Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years

Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion

Legal, Insurance and Safety Records

Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years

Section 3. ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types specified in the document retention procedures adopted by the Association will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

ARTICLE IX. WHISTLEBLOWER PROTECTION

It is the intention of this Association to adhere to all laws and regulations that apply to the Association and the underlying purpose of this policy is to support the Association’s goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of this Association and provides this Association with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement. This Association will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of this Association or of another individual or entity with whom this Association has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

This Association will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of this Association that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

ARTICLE X. MISCELLANEOUS

Section 1. FISCAL YEAR

The Fiscal Year of the Association shall begin on the first day of January 1 in each year.

Section 2. RULES OF ORDER

The Board shall determine the order of business to be followed at the meetings of the Board and at other meetings of the Association. At any duly called meeting of the members of this Association, the Board, or any duly authorized Committee, Robert’s Rules of Order (Revised) shall govern in all cases to which they are applicable and are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

Section 3. BOND

The Association may secure the fidelity of any or all of its officers by bond or otherwise.

ARTICLE XI. AMENDMENT OF BYLAWS

The Board shall have the power to adopt, amend, and repeal the Bylaws by the affirmative vote of two-thirds (2/3) of the Directors then in office. Written notice of the proposed amendments, deletions alternation of the Bylaws stating the substance of such action shall be distributed to the Board members at least thirty (30) days prior to the meeting at which such action is to be taken.

The undersigned certifies that the foregoing constitutes the Bylaws of Pennsylvania Association of Broadcasters, Inc., as amended and restated by the Association’s Board of Directors on _____, 20__ effective on such date. Such Bylaws have not been modified or revoked and are currently in effect.

Date: _____

Name: _____

Title: _____