

**First Restatement of the
Bylaws
of
KIXE-TV CHANNEL 9
a California Nonprofit Public Benefit Corporation**

ARTICLE 1. GENERAL

1.01. Name. The name of this Corporation is NORTHERN CALIFORNIA EDUCATIONAL TELEVISION ASSOCIATION, INC., more commonly know as KIXE, KIXE-TV, or CHANNEL 9, referred to herein as the "Corporation."

1.02. Offices of the Corporation.

(a) Principal Office. The principal office for the transaction of the activities, affairs and business of the Corporation is located at 603 North Market Street, Redding, Shasta County, California. The Board of Directors ("Board") may change the principal office from one location to another. Any change of 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.

(b) Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

1.03. Purposes and Principles.

(a) General Purposes. 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 public and charitable purposes.

(b) Primary Purposes. The primary purposes of this Corporation are to provide high quality television programming for the education, enlightenment, and entertainment of its members and viewers, to carry on other charitable and educational activities associated with this goal as allowed by law, and to solicit funding for those purposes.

(c) Specific Purposes. This Corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the

corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

(d) Signal Area. The signal area of the Corporation is the area comprised of the counties of Butte, Colusa, Glenn, Lassen, Modoc, Plumas, Shasta, Siskiyou, Tehama, and Trinity, in the State of California ("Signal Area").

1.04. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural include the singular, and the term "person" includes both a legal entity and a natural person.

1.05. Irrevocable Dedication of Assets. This Corporation's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE 2. MEMBERSHIP

2.01. Membership. The membership of the Corporation shall consist of one class of members. Any person, firm, corporation or other business entity interested in advancing the purpose of the Corporation may become a member by payment of the annual dues.

2.02. Term.

(a) Annual. Annual membership shall commence on the date the first payment is received and shall continue until the first anniversary date thereafter when a member has failed to renew membership.

(b) Monthly. Monthly membership shall commence on either the fifth (5th) or the twenty-fifth (25th) day of the month:

(1) Payments received between the sixth (6th) and the twenty-fifth (25th) day of the month shall commence membership on the twenty-fifth (25th);

(2) Payments received between the twenty-sixth (26th) and the fifth (5th) shall commence membership on the fifth (5th).

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(c) Grace Period. Notwithstanding the above, dues received within ten (10) days following the due date shall be deemed to have been received on the due date.

2.03. Dues. Both the amounts of the annual dues for membership and the categories and levels of membership dues shall be fixed from time to time by the Board.

2.04. Termination of Membership. The membership of any member shall automatically terminate upon their: (1) request delivered to the membership coordinator of the Corporation; (2) death or dissolution; (3) failure to pay their dues; or (4) for cause as determined by the Board.

All rights and interests of a member in the Corporation shall cease upon termination of membership.

2.05. Membership Records. The Secretary shall keep current Membership Records containing the name and address of each member.

2.06. Transferability. Membership in this Corporation is nontransferable and nonassignable.

2.07. Annual Meeting. An annual meeting of the members shall be held in June of each year at a date, time and place within the Signal Area set by the Board, which shall be announced and advertised on the Corporation's broadcasts and posted on the Corporation's website at least ten (10) days prior to the meeting. At the meeting members may discuss any concerns or recommendations concerning policies, programming and other business related to the Corporation.

2.08. Voting. Members in good standing may vote at the annual meeting on any matter put to vote so long as they are present. Each member is entitled to one vote. Voting may be by voice or ballot.

2.09. Conduct of Meetings.

(a) Meetings of members shall be presided over by the Chief Executive Officer of the Corporation or, in his or her absence, by the Board's Chair, or, in the absence of both, by the Board's Vice-Chair. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that in their absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by the newly revised current edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with the law.

2.10. Special Meetings of Members. Special meetings of members may be called by the Chief Executive Officer or Secretary or any two (2) Directors of the Corporation or by not less than ten percent (10%) of the members of the Corporation, and shall be held at such times and places as may be ordered by resolution of the Board. No business, other than the business that was set forth

in the notice of the meeting, may be transacted at a special meeting. Notice of a special meeting shall be given in accordance with the Section 2.07 procedures above.

ARTICLE 3: DIRECTORS

3.01. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all powers shall be exercised, by or under the direction of the Board.

3.02. Specific Powers of Board. Without prejudice to the general powers set forth in Section 3.01 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

(b) Change the principal office or the principal business office in California from one location to another within the Signal Area; and cause the Corporation to be qualified to conduct its activities in any other state.

(c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

3.03. Qualifications. Any member of this Corporation is qualified to be a Director of the Corporation. However, no more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." An interested person is (1) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation. Members of the Board shall have a commitment to public broadcasting and a willingness to participate fully in furtherance of that commitment. Each Director must be a resident of one of the ten counties in the Signal Area. Directors shall be persons of good standing in the community exhibiting active leadership and interest in supporting public broadcasting.

3.04. Number of Directors. The Board of Directors shall consist of at least three (3) but no more than seven (7) Directors but shall be fixed at five (5) Directors unless changed by amendment to these Bylaws. The fixed number of Directors may be changed within those limits by

a resolution adopted by the Board of Directors. The qualification for Directors is membership and good standing in the Corporation.

3.05. Election and Term of Office. All Directors shall be designated by majority vote of the Board. Each Director shall hold office as follows: new Board members shall be elected for an initial term of one year, and interim Board members shall hold their position on the Board for the duration of the year in which they were elected. Upon completion of that initial year, the Board member shall be eligible to be nominated for a second term of two (2) years. Upon completion of the second term, the Board member shall be eligible to be nominated and elected for a third term of three (3) years, and shall then be considered to be a regular member of the Board, eligible to be nominated and elected for additional terms of three (3) years at a time.

3.06. Board Officers.

(a) Board Officers. The Board shall annually select: a chairperson ("Chair") who shall preside at Board meetings and a vice-chairperson ("Vice Chair") to preside in the absence of the Chair. Each shall be selected by a majority vote of the Board.

(b) Chair of the Board. The Chair of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Chief Executive Officer, the Chair of the Board shall also act as the interim Chief Executive Officer and shall have the powers and duties of the Chief Executive Officer of the Corporation prescribed by this Bylaws, until a new Chief Executive Officer is obtained by the Corporation.

3.07. Removal and Replacement of Directors by the Membership. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the members present at a special member meeting. Notice shall be given in accordance with Section 2.07 procedures above. If any or all Directors are so removed, new Director(s) shall be elected at the same meeting and shall hold office for the remainder of the term(s) of the removed Director(s).

3.08. Vacancies and Replacement of Directors by the Board.

(a) Events Causing Vacancy. Vacancies on the Board shall exist on the occurrence of any of the following:

(1) If any Board member is absent without reason at three (3) consecutive meetings, the Chief Executive Officer may ask for that member's resignation, or the Board may remove that Director.

(2) The death, removal, or resignation of any Director.

(3) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or who has been convicted of a felony.

(4) The increase of the authorized number of Directors.

(b) Resignations. Except as provided below, any Director may resign by giving written notice to the Chief Executive Officer or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

(c) Removal of Directors. Any Director may be removed, with or without cause, by the vote of all of the members of the Board, other than the subject Director, at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal agenda is given as provided in Section 3.09.

(d) Filling Vacancies. Except for a vacancy created by the removal of a Director, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The members may fill any vacancies not filled by the Directors.

(e) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

3.09. Directors' Board Meetings.

(a) Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

(b) Meetings. The Board shall meet at least nine (9) times in each calendar year in different months, one of which shall be the June meeting. If not otherwise designated by the Board, those meetings shall be held on the last Thursday of each such month.

(c) Quorum and Voting for Directors' Board Meetings. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Director(s), if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Each Director shall have one vote on each matter. No Director may vote by proxy. Meetings may be attended telephonically when held at the Corporation's principal office.

(d) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(e) Conduct of Meetings. All meetings of the Board shall be conducted under the rules contained in Roberts' Rules of Order, as revised.

(f) Special Meetings of the Board.

(1) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chief Executive Officer, the Vice-President, the Secretary or any two (2) Directors.

(2) Notice.

(A) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail; (c) by telephone, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate that notice promptly to the Director; (d) by fax; or (e) by confirmed e-mail. All such notices shall be given or sent to the Director's address, telephone number, fax number or e-mail address as shown on the records of the Corporation.

(B) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail or fax, shall be delivered, telephoned, e-mailed or faxed, at least twenty-four (24) hours before the time set for the meeting.

(C) Notice Contents. The notice shall state the time of the meeting, the place if the place is other than the principal office of the Corporation, and the purpose of the meeting.

(3) Waiver. Any Director may waive notice in writing.

3.10. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

3.11. Compensation. The Board shall serve without monetary compensation.

3.12. Reimbursement. Directors may receive reimbursement of expenses by the Board as are determined to be for the Corporation's business and are just and reasonable.

3.13. Committees. In addition to the standing committees described below, such special committees as may be necessary from time to time such as those described in Section 3.13 shall be

appointed by the Chief Executive Officer with the approval of the Board. The Chief Executive Officer shall be an ex-officio member of all special committees. The standing committees shall be:

(a) Finance/Audit Committee. The Finance/Audit Committee ("Finance Committee") shall be composed of two (2) or more members of the Board appointed by the Chair of the Board and ratified by the Board, and shall be chaired by the Treasurer of the Board. It shall be staffed by the General Manager and the CFO. The Finance Committee shall:

- (1) Review proposed annual budget submitted by station management;
- (2) Recommend the proposed annual budget to the Board;
- (3) Select a final audit firm for the yearly audit and make any financial recommendations regarding the audit to the Board;
- (4) Review the monthly financial statements/cash position, income and expenses, as well as budget forecasting to be presented to the Board at their monthly meeting. The General Manager or his/her designee shall make the presentation to the Board and may be assisted by the Finance Committee members, who may review documents for adherence to policies, goals and objectives of the Corporation and the Board of said Corporation. The Finance Committee shall oversee all financial commitments and responsibilities of the Corporation; and
- (5) Be the Board liaison to meet with outside auditors and make any financial recommendations regarding the audit of the Board. The Finance Committee shall be responsible for post financial statement discussion with the auditor following the completion of any audit.

(b) Community Advisory Board. The Community Advisory Board ("CAB") shall review the programming goals of the station and advise the Board as to whether the programming and related services of the station are meeting the educational and cultural needs of the communities served. The CAB shall consist of at least one member of the Board and no fewer than four (4) individuals who may be members, who reasonably represent the diverse needs of the community served. The Board member shall serve as chair to the CAB. The public meetings shall be confirmed by the Board and announced in the program guide and/or the KIXE newsletter. The actions at the public meetings shall be reported to the Board. The Director of Content of the station shall serve as staff to the CAB and has no voting rights. The members of the CAB shall be appointed by the Chair of the Board and ratified by the Board.

3.14. Special Committees. Examples of special committees which may be created and staffed by the Chief Executive Officer are: Nominating Committee; Bylaws Committee; Personnel Committee; and Membership Committee.

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ARTICLE 4. OFFICERS OF THE CORPORATION

4.01. Officers. The officers of the Corporation shall be Chief Executive Officer ("CEO"), who may also be referred to as the President or General Manager, Vice-President, Secretary, and Chief Financial Officer ("CFO").

4.02. Election of Officers. The officers of the Corporation shall be chosen annually at the June meeting by the Directors as described above or at an interim election to fill a vacancy. Officers may be elected for more than one successive or additional term. No person shall hold more than one office concurrently unless otherwise provided for by these Bylaws. Unless sooner terminated by the Board, the term of office of an officer shall be one year or until his or her successor is elected, whichever is later. Each officer may be elected for successive or additional terms and shall serve at the pleasure of the Board.

4.03. Other Officers and Agents. The Board, in its discretion, may appoint such other officers or agents as it may deem advisable and prescribe the term and duties thereof.

4.04. Responsibility of Officers.

(a) Chief Executive Officer. The CEO shall preside at all members' meetings. The CEO shall have such other powers and duties as the Board or the Bylaws may prescribe. The CEO shall serve as ex officio member of all Board committees.

(b) Vice-President. In the absence or disability of the CEO, the Vice-President shall perform all duties of the CEO. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the CEO. The Vice-President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Secretary.

(1) Book of Minutes. The Secretary shall keep, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of the membership. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board, and the number of members present or represented at members' meetings. The Secretary shall keep at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(2) Membership Records. The Secretary shall keep current Membership Records containing the name and address of each member.

(3) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members and of the Board required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(d) Chief Financial Officer ("CFO").

(1) Books of Account. The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The CFO shall send or cause to be given to the members and Directors such financial statements and reports as are required by law, by these Bylaws, or by the Board, and shall render to the CEO and the Board, when requested, an account of all transactions as CFO and of the financial condition of the Corporation and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The books of account shall be open to inspection by any Director at all reasonable times. The CFO shall also regularly present the financial statements, cash position, and financial analysis to the Board.

(2) Deposit and Disbursement of Money and Valuables.

(A) The CFO shall disburse the Corporation's funds as the Board may order. In the absence of the CFO, the CEO shall disburse such funds. All such checks shall be signed by one (1) of the following officers: CFO, or Vice-President.

(B) The CFO shall also deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate.

(3) Bond. If required by the Board, the CFO shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the CFO on his or her death, resignation, retirement, or removal from office.

4.05. Loans to Directors or Officers. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General, provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE 5. INDEMNITY AND INSURANCE

5.01. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors and officers including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

5.02. Approval of Indemnity. On written request to the Board by any person not included in 5.01 seeking indemnification under these Bylaws the Board shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine whether the applicable standard of conduct set forth in these Bylaws has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

5.03. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers and Directors against any liability asserted against or incurred by any officer or Director, in such capacity or arising out of the officer's or Director's status as such.

ARTICLE 6. RECORDS AND REPORTS

6.01. Maintenance of Corporation Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members and Board;
- (c) A record of each member's name and address.

6.02. Members' Inspection Rights.

(a) Membership Records. Any member (or member's agent or attorney) may for a purpose reasonably related to the member's interest as a member: inspect and copy the records of members' names, addresses, and voting rights at a reasonable time and on five (5) days prior written demand on the Corporation, which demand must explicitly state the purpose for which the inspection rights are requested.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

(b) Accounting Records and Minutes. On five (5) days written demand on the Corporation, any member, member's agent or attorney may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

6.03. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office the Articles of Corporation and Bylaws, as amended to date. The Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Corporation and Bylaws, as amended to date.

6.04. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents at that Director's expense.

6.05. Fiscal Year and Annual Report.

(a) The fiscal year of the Corporation shall begin July 1st of each year and shall end on June 30th.

(b) An annual report shall be prepared within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

(1) A balance sheet as of the end of the fiscal year and an income statement for the fiscal year, accompanied by a report on them.

(2) The report must contain all of the information required by Corporations Code Section 6321(a) and must be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation must accompany the report. The annual report must be furnished to all Directors.

6.06. Annual Statement. The Corporation shall make available to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must include the annual report described in Section 6.05 of these Bylaws.

ARTICLE 7. AMENDMENTS

7.01. Amendment. These Bylaws may be adopted, amended or repealed by a majority of the Board, except as follows:

(a) No such action may adversely affect a member's voting rights.

(b) A two-thirds (2/3) majority vote of those members present at the annual meeting of the membership is required to:

(1) Change the maximum or minimum numbers of Directors.

(2) Change the lengths of terms of Directors.

(3) Expand or restrict proxy rights.

(c) Any by-law adopted by the Board may be amended or repealed by two-thirds (2/3) majority vote of the members present at the annual membership meeting or any special meeting of the members.

7.02. Notification. If any by-law is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next annual meeting of the members the by-law so adopted, amended or repealed, together with a concise statement of the changes made. Any notice of meeting of the Board or members at which by-laws are to be adopted, amended or repealed shall include notice of such proposed action.

ARTICLE 8. CONSTRUCTION AND DEFINITIONS

8.01. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 9. DISSOLUTION

9.01. Dissolution and Winding Up. Upon the dissolution and winding up of the Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to such organization (or organizations) organized and operated exclusively for one or more of the following purposes: charitable, literary, or educational purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future internal revenue law).

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of NORTHERN CALIFORNIA EDUCATIONAL TELEVISION ASSOCIATION, INC., a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of fourteen (14) pages (including this page), are the Bylaws of this Corporation as adopted by the Board of Directors on May 28, 2026 and that they have not been amended or modified since that date.

Executed on May 28, 2026, at Redding, Shasta County, California.

A handwritten signature in black ink, appearing to read "Beth Woodworth", is written over a horizontal line. The signature is cursive and includes a large loop at the end.

BETH WOODWORTH, Secretary