

Stamp and Return

American Public Media Group

480 Cedar Street, Saint Paul, Minnesota 55101-2217 • Tel 651-290-1500 • Fax 651-290-1243

May 4, 2010

Marlene Dortch
Secretary
Federal Communications Commission
236 Massachusetts Avenue, NE
Washington DC 20002

FILED/ACCEPTED

MAY - 5 2010

Federal Communications Commission
Office of the Secretary

Re: Section 73.3613 Filing
Southern California Public Radio (FRN: 0005-0894-38)
KPCV – FM, Coachella, CA (Facility ID No. 85911)

Dear Ms Dortch:

In accordance with 47 CFR 73.3613(b), Southern California Public Radio ("SCPR"), licensee of KPCV, hereby submits a copy of its Articles of Incorporation and its Bylaws to assure that the current versions of these documents are on file with the Commission.

A copy of these documents is also being placed in the public inspection file of KPCV.

SCPR is a noncommercial educational licensee, therefore, no fee is required for this filing.

Sincerely,

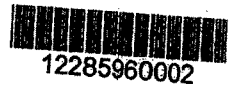


Mitzi T Gramling
Associate General Counsel

cc: Todd Stansbury, Esq (Wiley Rein)

IT-983

UP-RA



RESTATED ARTICLES OF INCORPORATION

OF

SOUTHERN CALIFORNIA PUBLIC RADIO

September 9, 1999

as Amended December 5, 2000 and February 2, 2005

ARTICLE I

The name of the corporation is Southern California Public Radio.

ARTICLE II

2.1 This corporation is organized and shall be operated exclusively for charitable and educational purposes, and within the framework of such purposes to perform all functions normally consistent with the goals of educational and cultural public broadcasting.

2.1.1 Without limiting the foregoing, the mission of this corporation shall be to produce and to acquire radio programming of community value and to combine these programs into a nonprofit radio service of the highest quality for broadcast.

2.1.2 The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the corporation shall inure to the benefit of private persons.

2.2 For its purposes and not otherwise, this corporation shall have such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expand, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended.

2.2.1 All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of section 501(c) (3) of the Internal Revenue Code of 1986.

2.3 All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

3.1 This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder, or individual.

3.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

3.3 Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

ARTICLE IV

4.1 The period of duration of this corporation's corporate existence shall be perpetual.

ARTICLE V

5.1 The registered office of this corporation shall be located at 45 East Seventh Street, Saint Paul, Minnesota 55101.

ARTICLE VI

6.1 This corporation shall not have members with voting rights.

6.2 The Board of Trustees may establish a class or classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VII

7.1 The management and direction of the business of this corporation shall be vested in a Board of Trustees.

7.1.1 The number, term of office, powers, authority and duties of members of the Board of Trustees, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of

these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

7.2 This corporation may have nonvoting honorary or advisory members of the Board of Trustees.

7.3 Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present; provided that all Trustees shall be notified of the text of the written action prior to the signing by any of the Trustees.

7.3.1 All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE VIII

8.1 This corporation shall have no capital stock.

ARTICLE IX

9.1 The members and Trustees of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or Trustees be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE X

10.1 These Articles of Incorporation may be amended from time to time in the manner provided by law and the Bylaws of this corporation.

ARTICLE XI

11.1 Subject to the approval of the Board of Trustees of American Public Media Group, this corporation may be dissolved in accordance with the laws of the State of Minnesota.

11.2 Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Specifically, upon dissolution of this corporation any surplus property remaining after the

payment of its debts and completion of its contractual obligations shall be disposed of by transfer to American Public Media Group to be held and used exclusively for charitable purposes. American Public Media Group is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and has established tax exempt status under section 501(c)(3) of the Internal Revenue Code.


If American Public Media Group is not then in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue code of 1986, and does not meet the requirements for exemption provided by section 214 of the California Revenue and Taxation Code, then said surplus property shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Upon dissolution or winding up of this corporation, the use and disposition of real or personal property owned or used by this corporation in California shall be limited to the purposes stated in the foregoing paragraph in such manner as to satisfy the requirements of the laws of California for exemption of such property from property taxation in California.

11.3 Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

Certification

I, Thomas J Kigin, the Assistant Secretary of Southern California Public Radio, certify that I am authorized to sign these Restated Articles and that the information in these Restated Articles is true and correct. I also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I had signed these Restated Articles under oath.


Thomas J Kigin

2005-02-03
Date

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 11 2005


Secretary of State

Business Services
180 State Office Building
100 Rev. Dr. Martin Luther King Jr. Blvd.
Saint Paul, MN 55155



Mary Kiffmeyer
Secretary of State

Office of the Secretary of State
Packing Slip

February 11, 2005

AMERICAN PUBLIC MEDIA GROUP
MITZI GRAMLING
45 E 7TH ST
SAINT PAUL, MN 55101

Page 1 of 1

Client Account Number: 31609120
Batch Number: 1228596

<u>Document Number</u>	<u>Document Detail</u>	<u>Filing Number</u>	<u>Fee</u>
12285960002	NP Amendment (SOUTHERN CALIFORNIA)		35.00
Total Fees			\$35.00

<u>Payment Type Received</u>	<u>Payment Reference Number</u>	<u>Amount Paid</u>
Check	14791	35.00
Total Payments Received		\$35.00

Any overage amount on account with our agency will be refunded after 60 days if not used.



Visit our online services web page to discover timesaving, electronic methods of doing business! www.online.sos.state.mn.us

RESTATED BYLAWS
OF
SOUTHERN CALIFORNIA PUBLIC RADIO

October 17, 1999
as Amended December 5, 2000,
September 16, 2003, and
September 24, 2008.

ARTICLE 1

Location

SECTION 1.1 The principal office of this corporation at which the general business of this corporation shall be transacted shall be at such place in the State of California as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

SECTION 1.2 Until otherwise fixed by the Board of Trustees, the principal office of this corporation shall be located at the Campus of Pasadena City College, 1570 East Colorado Boulevard, Pasadena, CA 91106.

SECTION 1.3 The registered office of this corporation, at which the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees.

SECTION 1.4 Until otherwise fixed by the Board of Trustees, the registered office of this corporation shall be at 480 Cedar Street, Saint Paul, Minnesota 55101.

ARTICLE 2

Meetings of Members

SECTION 2.1 The Articles of Incorporation of this corporation provide that this corporation has no members with voting rights. Accordingly, there shall be no meetings of the members of this corporation.

ARTICLE 3

Trustees

SECTION 3.1 Number, qualification and method of selection.

3.1.1 The Board of Trustees of this corporation shall consist of up to twenty-five (25) Term Trustees and five (5) Life Trustees (Active), together referred to as Voting Trustees, all of whom shall enjoy all of the privileges and bear all of the fiduciary responsibilities normally accorded to a trustee serving on the board of trustees of a nonprofit organization.

3.1.2 Except for Term Trustees nominated and elected directly by American Public Media Group, Term Trustees shall be nominated by the Board of Trustees of Southern California Public Radio and elected by the Board of Trustees of American Public Media Group. No more than three Term Trustees may be nominated and elected directly by American Public Media Group.

3.1.3 Life Trustees (Active) shall have served as Term Trustees for the maximum number of terms allowable under these Bylaws, shall have made an exceptional contribution to the organization, shall be nominated by the Board of Trustees of Southern California Public Radio, and shall be elected by the Board of Trustees of American Public Media Group.

SECTION 3.2 Terms of Term Trustees.

3.2.1 Subject to the provisions of Sections 3.1, 3.2.2, and 3.2.3, the first term of each Term Trustee shall be for up to three years and shall begin upon his or her election. Subsequent terms shall be for three years.

3.2.2 Term Trustees shall be assigned to year groups in such a manner that the term of office of one-third of the trustees will expire each year.

3.2.3 The year-end for the purpose of calculating the term of any Term Trustee shall be the end of the first regularly scheduled meeting of the Board of Trustees held after June 1 of each year.

3.2.4 No person shall be eligible for reelection by the Board of Trustees of this Corporation as a Term Trustee for more than four consecutive complete terms of three years, provided, however, that an officer of this corporation may continue to serve as a Trustee so long as he or she remains an officer.

3.2.5 Except for a person who remains an officer, no Term Trustee who has served for four consecutive three-year terms may be elected again as a Term

Trustee of the corporation except after an interval of one year from the expiration of his or her previous term.

SECTION 3.3 Terms of Life Trustees (Active)

3.3.1 The first term of a Life Trustee (Active) shall begin upon his or her election and shall end at the end of the first regularly scheduled meeting of the Board of Trustees held after June 1 of the year no less than four nor more than five years later. Subsequent terms shall be for five years.

3.3.2 Life Trustees (Active) may serve for an unlimited number of terms.

SECTION 3.4 Other Classes of Trustees

3.4.1 There shall be two additional classes of trustees, Honorary Life Trustees and Emeritus Trustees. The Board shall, from time to time, determine the number, qualifications, terms and privileges of such honorary trustees, subject to the following.

3.4.2 Such honorary trustees shall not have the power to call a meeting, shall not be considered part of a quorum, shall not have the right to vote on matters coming before the Board, and shall not carry the fiduciary duties or obligations of a Trustee of the Board.

3.4.3 Life Trustees (Honorary)

3.4.3.1 In order to be elected as a Life Trustee (Honorary), a candidate will normally have served at least three full terms as a Trustee of Southern California Public Radio, shall have made a significant contribution to the organization, and shall be elected by the Board of Trustees of Southern California Public Radio.

3.4.3.2 SCPR will keep Life Trustees (Honorary) apprised of the business of the organization to the extent that they keep Term Trustees and Life Trustees (Active) apprised.

3.4.3.3 Life Trustees (Honorary) will be encouraged, but not obligated, to attend meetings of the Board of Trustees and of Committees of the Board of Trustees, shall be invited to sit with the Trustees at their meetings, and will be recognized to be heard at such meetings.

3.4.4 Emeritus Trustees

- 3.4.4.1 In order to be elected as an Emeritus Trustee, a candidate will normally have served at least three full terms as a Trustee of Southern California Public Radio, but in rare exceptions and depending upon the quality of service to SCPR of the candidate, may have served fewer terms, shall have served with distinction, and shall be elected by the Board of Trustees of Southern California Public Radio.
- 3.4.4.2 Emeritus Trustees shall be invited to an annual event for all categories of trustees.

ARTICLE 4

Meetings of the Board of Trustees

SECTION 4.1 Annual meeting. The annual meeting of the Board of Trustees shall be held at such time and place, within the State of California, as may be designated from time to time by the Board of Trustees.

SECTION 4.2 Regular meeting. Regular meetings of the Board of Trustees may be established by the Board of Trustees. Such meetings may be held without additional notice at the registered office of this corporation or at such other place or places, within the State of California, as the Board of Trustees may from time to time designate.

SECTION 4.3 Special meetings. Special meetings of the Board of Trustees may be called at any time

- (a) by the Chair,
- (b) by the President,
- (c) by the Board of Trustees, or
- (d) upon the written request of two (2) or more members of the Board of Trustees.

Anyone entitled to call a special meeting of the Board of Trustees may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.4 Notice of meetings.

4.4.1 Written notice of each annual meeting of the Board of Trustees stating the time and place thereof shall be mailed, postage prepaid, not less than five (5) nor more than

thirty (30) days before the meeting, excluding the day of the meeting, to each Trustee at his or her address according to the last available records of this corporation.

4.4.2 Written notice of each special meeting of the Board of Trustees stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Trustee at his or her address according to the last available records of this corporation. No business shall be transacted at any special meeting other than the business specified in such notice.

4.4.3 Any Trustee may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

SECTION 4.5 Quorum and voting.

4.5.1 The presence of a majority of Voting Trustees of the Board of Trustees shall constitute a quorum at any meeting thereof, provided that Life Trustees (Active) shall count in the numerator and the denominator of the quorum determination only when present. the Voting Trustees present at any meeting, although less than a quorum, may adjourn the meeting from time to time.

4.5.2 At all meetings of the Board of Trustees, each Voting Trustee shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the Voting Trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business.

4.5.3 A Trustee shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Trustees.

SECTION 4.6 Adjourned meetings. When a meeting of the Board of Trustees is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 4.7 Written action.

4.7.1 Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in written action signed by the number of Voting Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Voting Trustees were present; provided that all Voting Trustees shall be notified of the text of the written action prior to the signing by any of the Voting Trustees.

4.7.2 All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

SECTION 4.8 Telecommunications.

4.8.1 A Trustee may participate in a meeting of the Board of Trustees by any means of communication through which the Trustee, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

4.8.2 A conference among Trustees by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board of Trustees if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

SECTION 4.9 Trustee Conflict of Interest.

4.9.1 This corporation shall not enter into any contract or transaction with (a) one or more of its Trustees, (b) a director or Trustee of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subdivision 18), or (c) an organization in or of which a Trustee is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the Trustee's interest are fully disclosed or known to the Board of Trustees, and the Board of Trustees authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Trustees (without counting the interested Trustee), at a meeting at which there is a quorum (without counting the interested Trustee).

4.9.2 Failure to comply with the provisions of this Section 4.9 shall not invalidate any contract or transaction to which this corporation is a party.

ARTICLE 5

Officers

SECTION 5.1 Elective officers; tenure.

5.1.1 The elective officers of this corporation shall be a Chair, a Vice Chair, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may from time to time designate.

5.1.2 Elective officers shall be elected by the Board of Trustees to serve for terms of one (1) year and until their respective successors are chosen and have qualified.

5.1.3 Any elective officer may at any time be removed by the Board of Trustees with or without cause.

5.1.4 The same person may hold more than one elective office at the same time, except the offices of (a) Chair and Vice Chair and (b) President and Secretary.

5.1.5 Each elective officer shall be a member of the Board of Trustees.

SECTION 5.2 Chair.

5.2.1 The Chair of this corporation shall preside at all meetings of the Board of Trustees and the Executive Committee.

5.2.2 The Chair shall supervise the carrying out of the policies adopted or approved by the Board.

5.2.3 The Chair shall have general executive powers, as well as the specific powers conferred by these Bylaws.

5.2.4 During the absence or disability of the President, the Chair shall perform the duties of the President.

5.2.5 The Chair shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned to, him or her by the Board of Trustees.

SECTION 5.3 Vice Chair.

5.3.1 During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.

SECTION 5.4 President.

5.4.1 The President shall be the chief executive officer of this corporation.

5.4.2 In the absence of the Chair and the Vice Chair, the President shall preside at all meetings of the Board of Trustees.

5.4.3 The President shall have general supervision, direction and active management of the affairs of this corporation.

SECTION 5.5 Secretary.

5.5.1 The Secretary shall keep or shall oversee the keeping of accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation.

5.5.2 The Secretary shall provide for the keeping of proper records of all transactions of this corporation.

5.5.3 The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws.

5.5.4 The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Trustees.

SECTION 5.6 Treasurer.

5.6.1 The Treasurer shall have and may exercise such duties as may be assigned to him or her from time to time by the Board of Trustees.

5.6.2 The Treasurer shall present to the Board of Trustees at its annual meeting his or her report as Treasurer of this corporation, and shall from time to time make such other reports to the Board of Trustees as it may require.

SECTION 5.7 Appointed Officers.

5.7.1 Unless otherwise provided by the Board of Trustees, the President may appoint such other officers, including, but not limited to, Vice Presidents, Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, upon such terms and conditions as he or she deems appropriate.

5.7.2 Any officer so appointed may at any time be removed by the President or the Board of Trustees with or without cause.

5.7.3 No officer appointed by the President need be a member of the Board of Trustees.

5.7.4 Each officer appointed by the President shall have such powers and perform such duties as may be specified from time to time by the President or the Board of Trustees.

SECTION 5.8 Additional Powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by said Board.

SECTION 5.9 Signature Authority. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President or by such other person or persons as may be designated from time to time by the Board of Trustees.

ARTICLE 6

Committees

SECTION 6.1 Authority.

6.1.1 The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by a majority of all of the members of the Board of Trustees.

6.1.2 Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees.

6.1.3 Each such committee shall at all times be subject to the control and direction of the Board of Trustees.

SECTION 6.2 Executive Committee.

6.2.1 The Board of Trustees may designate an Executive Committee composed of at least three (3) Trustees designated by the Board of Trustees.

6.2.2 The Executive Committee, if one is appointed, shall have the authority of the Board of Trustees in the management of the business of this corporation in the interval between meetings of the Board of Trustees. The Executive Committee shall at all times be subject to the control and direction of the Board of Trustees.

SECTION 6.3 Finance Committee.

6.3.1 The Board of Trustees may establish a Finance Committee.

6.3.2 To the extent determined by the Board of Trustees, the Finance Committee shall have the authority of the Board in the management of the budget and finances of the Corporation.

6.3.3 The Finance Committee, if one is appointed, shall consist of the Chair, the Treasurer and the President. The Chair may designate, subject to the approval of the Board of Trustees, up to an additional five of their number to also serve on said Finance Committee.

6.3.4 The Chair of the Finance Committee shall be the Treasurer.

SECTION 6.4 Meetings and voting.

6.4.1 Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable.

6.4.2 Special meetings of any committee of this corporation may be called by the chair of that committee, or by the President. Two days' notice by mail, telephone or telegraph shall be given of any special meeting of a committee.

6.4.3 The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time.

6.4.4 At all meetings of a committee of this corporation, each member thereof shall be entitled to cast one vote on any question coming before such meeting. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

SECTION 6.5 Written action.

6.5.1 Any action that could be taken at a meeting of any committee designated by the Board of Trustees may be taken without a meeting when authorized in written action signed by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present; provided that all committee members shall be notified of the text of the written action prior to the signing by any of the committee members.

6.5.2 All committee members shall be notified immediately of the effective date of any such written action that is duly taken.

SECTION 6.6 Telecommunications.

6.6.1 A Trustee may participate in a meeting of any committee designated by the Board of Trustees by any means of communication through which the Trustee, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means also constitutes presence in person at the meeting.

6.6.2 A conference among members of any committee designated by the Board of Trustees by any means of communication through which the members of the committee may simultaneously hear each other during the conference constitutes a meeting of the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a

quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

ARTICLE 7

Fiscal Year

SECTION 7.1 Unless otherwise fixed by the Board of Trustees, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

ARTICLE 8

Miscellaneous

SECTION 8.1 Corporate seal. This corporation shall have no seal.

SECTION 8.2 Amendments. Subject to the provisions of Section 8.6, this corporation's Articles of Incorporation and these Bylaws may be amended from time to time in the manner prescribed by law; provided, however, that the provisions of Section 8.6 of these Bylaws shall not be amended except upon the approval of two-thirds of all of the members of the Board of Trustees of this corporation.

SECTION 8.3 Indemnification.

8.3.1 To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as

- (a) a director, trustee, officer, employee or member of a committee of this corporation, or
- (b) a director, trustee, officer, partner, employee or agent of another organization or agent of another organization or employee benefit plan, who, while a director, trustee, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, Trustee, officer or employee of this corporation involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

8.3.2 Indemnification provided by this section shall continue as to a person who has ceased to be a director, trustee, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

8.3.3 This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

SECTION 8.4 Authority to borrow, encumber assets.

8.4.1 No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees.

8.4.2 Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

SECTION 8.5 Deposit of funds.

8.5.1 All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Trustees or the Finance Committee acting on behalf of the Board of Trustees may approve or designate.

8.5.2 All such funds shall be withdrawn only in the manner or manners authorized by the Board of Trustees or the Finance Committee from time to time.

SECTION 8.6 American Public Media Group.

8.6.1 This corporation is affiliated with American Public Media Group, a Minnesota nonprofit corporation.

8.6.2 None of the following actions shall be finally taken by this corporation without the prior approval of the Board of Trustees of American Public Media Group:

- (a) amendment of articles of incorporation;
- (b) amendment of bylaws;

- (c) any capital expenditure in excess of \$100,000;
- (d) designation of this corporation's fiscal year, adoption of accounting policies, selection and appointment of this corporation's independent auditors and selection and appointment of this corporation's legal counsel;
- (e) approval of capital and operating budgets, strategic plans, and capital and operating plans;
- (f) creation or acquisition of any subsidiary, whether for-profit or nonprofit, and participation in any joint venture;
- (g) merger or consolidation with any domestic or foreign corporation;
- (h) sale, lease, encumbrance or other disposition of any property having a fair market value of more than \$100,000; and
- (i) voluntary dissolution.

8.6.3 Although it is affiliated with American Public Media Group, this corporation is an independent entity and the business of this corporation shall be managed by its Board of Trustees, and American Public Media Group shall not directly, or through indirect actions of its Board of Trustees, take any action which would interfere with the free exercise by this corporation's Board of Trustees and officers of the powers and duties granted to and imposed upon them by law, this corporation's articles of incorporation, or this corporation's bylaws.

I certify that these Restated Bylaws were approved by action dated September 24, 2008 of the Board of Trustees of Southern California Public Radio and the Board of American Public Media Group on October 30, 2008..



Thomas J Kigin
Assistant Secretary/Southern California Public Radio and American Public Media Group

Date: 2008.11.03