

**AMENDED BYLAWS OF
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL.
A NON-PROFIT CORPORATION**

These Bylaws (referred to as the “*Bylaws*”) govern the affairs of the Capital of Texas Public Telecommunications Council, a nonprofit corporation (referred to as the “*Corporation*”) organized under the Texas Non-Profit Corporation Act (referred to as the “*Act*”).

**ARTICLE 1
OFFICES**

1.1 Principal Office. The principal office of the Corporation in the State of Texas shall be located in Austin, Texas. The post office address of the Corporation is P.O. Box 7158, Austin, Texas 78713-7158. The street address is 2504-B Whitis, Austin, Texas 78705. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent, whose address is identical with such office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2
PURPOSE**

2.1 The following tracks the purpose provision set out in the Articles of Incorporation.

This Corporation is organized and will be operated exclusively and specifically for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In particular, the purposes of the Corporation are (i) to furnish non-profit and non-commercial educational broadcasting service to the Austin, Texas metropolitan and surrounding areas; (ii) to maintain and operate one or more television stations and/or radio stations for charitable and educational purposes; and (iii) to obtain and hold appropriate authorization from the Federal Communications Commission and, under the authority thereof, to operate and maintain one or more non-commercial charitable and educational television and/or radio stations serving the educational needs of the Austin, Texas metropolitan and surrounding areas; (iv) to solicit, obtain, accept, and receive gifts, donations, legacies and contributions, covering both real property and personal property, for the endowment of the Corporation and for its charitable and educational operations; (v) to execute any and all contracts for the essential needs of the Corporation and for the purpose of carrying out its objects and purposes; and (vi) to exercise any additional rights

and powers conferred on non-profit corporations under the laws of Texas which are not inconsistent herewith.

ARTICLE 3
MEMBERS

The corporation shall have no corporate members.

ARTICLE 4
BOARD OF DIRECTORS

4.1 Management of the Corporation. Except as provided in the Articles of Incorporation and these Bylaws, the affairs of the Corporation shall be managed by the Board of Directors.

4.2 Number and Tenure of Directors. The number of Directors shall be neither less than fifteen (15) nor greater than fifty (50), as fixed by a resolution of the Board of Directors, and whose term shall be three (3) years. Each Director shall serve until the expiration of his or her term, or until his or her earlier resignation or removal. Any Director whose term has expired shall be eligible for re-election, provided however, except as otherwise set forth herein, no Director may serve more than two (2) consecutive terms. A Director may be eligible to serve a third consecutive term, or a portion thereof, upon the recommendation of the Executive Committee to the Board Affairs Committee, and the approval of such recommendation by the Board Affairs Committee, or by recommendation of the Board Affairs Committee. The Board Affairs Committee may recommend such exceptions to the term limitation as might be necessary to ensure smooth operation of the Corporation, subject to approval by a majority vote of the Board of Directors.

4.3 Election of Directors. The Board of Directors, pursuant to the procedure designated for the Board Affairs Committee, shall be elected by a majority of the Board of Directors at the annual meeting.

4.4 Vacancies. Any vacancy occurring in the Board of Directors, including by reason of an increase in the number of Directors, shall be filled, if at all, by the affirmative vote of a majority of the remaining Directors upon the recommendation of the Board Affairs Committee or a candidate submitted from the floor. A vacancy is only required to be filled if the then-current number of Directors is fewer than fifteen (15).

4.5 Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, sent by mail, or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to

be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting.

4.6 Regular Meetings. The Board of Directors shall hold regular meetings at a minimum of one in each calendar quarter at a regular time and place to be decided by the Chair.

4.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any Director, with the approval of the Executive Committee. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors designating the time and place for the special meeting.

4.8 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.9 Quorum. A majority of the number of the Board of Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at such meeting, a majority of the Directors present may adjourn the meeting.

4.10 Proxies. A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

4.11 Compensation. Directors shall not receive compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service.

4.12 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if written consent shall be signed by a majority of the Directors or verbal consent obtained setting forth the action so taken, obtained and subsequently approved in writing by a majority of the Directors ratifying such action.

4.13 Removal of Directors. The Board of Directors shall have sole authority and power to remove Directors, for any or no reason, at any time.

4.14 Attendance. Unless absent for sufficient cause, each Director must attend a minimum of two-thirds of all Board of Directors and committee meetings (whether regular meetings or special meetings) during each calendar year. Failure to comply with this attendance requirement may entitle the Chair to declare a vacancy subject to removal of the Director by a vote of the Board of Directors. The Board Affairs Committee should undertake a yearly review of attendance and, when it deems appropriate, make recommendations to the Board of Directors regarding the advisability of declaring a vacancy for failure to comply with the attendance policy.

4.15 Advisory Board of Directors. The Board of Directors may establish an Advisory Board, whose members would be nominated by the Board Affairs Committee and elected annually by the Board at its Annual Meeting. Advisory Directors are not required to attend

meetings and shall have no vote. Advisory Directors need not be qualified to be Board Members and may be elected to any number of annual terms. The number of Advisory Directors shall be determined by the Board of Directors. Advisory Directors will not be counted in the total number of Directors authorized by the By Laws.

The Advisory Board must meet at least on an annual basis.

4.16 Board of Directors Officials. The Board of Directors, at its annual meeting, shall elect from among the members of the Board of Directors a Chair (who shall be the chair-elect of the preceding year) and a Chair-elect, who shall serve in such capacity for a one (1) year term.

The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, and may delegate such powers to the Chair-elect as the Chair deems appropriate. The Chair or the Chair's designee shall serve as the lay representative to the Public Broadcasting Service. The Chair-elect, in the absence or disability of the Chair, may preside at all meetings of the Board of Directors and, while so doing, shall exercise all of the powers and be subject to all of the duties and responsibilities of the Chair. The Chair-elect shall perform other duties as from time to time may be assigned by the Board of Directors or the Chair. The Chair and Chair-elect shall each be entitled to one vote in all matters of the Board of Directors.

4.17 Annual Meeting. An annual meeting of the Directors will be held during the final quarter of the fiscal year at a place and time determined by the Chair.

4.18 Robert's Rules of Order. The most recent addition of Robert's Rules of Order shall govern the conduct of each meeting of the Board of Directors and any committee thereof.

4.19 Conflicts of Interest and Responsibility of Disclosure. All Directors, Officers, and Staff Members of the Corporation have a duty to represent the Corporation with the utmost loyalty, and deal with all persons doing business with the Corporation in accordance with the Corporation's best interests, and without favor or preference based on personal considerations. At the same time, the Corporation respects the right of its Directors, Officers, and Staff Members to engage in outside business, financial, and/or other activities, recognizing that conflicts of interest do arise from time to time, and that they:

- may result from that person's relationships with outside organizations, persons, or causes
- reflecting the person's prominence, reputation, and influence,
- need not be harmful, and, indeed may be favorable, to the Corporation's interests, as long as they are disclosed and understood in the Corporation's decision-making processes.

A conflict of interest, including any potential conflict, exists whenever a Director, Officer, or Staff Member (or that person's spouse, child, parent, or sibling) has a relationship, whether economic or otherwise, as owner, investor, officer, director, trustee, partner, employee, consultant, or recipient of compensation (whether in money, goods, or services, and whether received directly or indirectly) with any person, firm, corporation, or organization that supplies (or receives) funds, goods, services, or required approvals to (or from) the Corporation, or proposes to do so.

Each year, the Board of Directors, acting through the Audit Committee, shall send a disclosure questionnaire on conflict of interest to each Director and Officer of the Corporation; the Chief Executive Officer will send a similar disclosure questionnaire on conflict of interest to all staff members. Directors and Officers shall return the questionnaire and the responses shall become part of the annual audit record. Any specific questions or potential conflicts may be discussed with the Audit Committee or the Executive Committee.

ARTICLE 5 OFFICERS

5.1 General. The Officers of the Corporation shall include the Chief Executive Officer, a Secretary, a Treasurer and such other Officers as may be determined and selected by the Board. The Officers shall be Directors. Any person may hold two offices in the Corporation except the offices of Chief Executive Officer and Secretary. The Board may assign responsibilities to its Officers, in addition to those specified in these bylaws.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors at its annual meeting with all terms to commence on October 1st and terminate on September 30th. If the election of Officers shall not be held at such meeting, such elections shall be held as soon thereafter as possible. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified. No Officer shall be subject to a limit on the number of consecutive terms he or she may serve as an Officer, or, if applicable, a member of the Board of Directors while an Officer.

5.3 Removal. The Board of Directors shall have sole authority and power to remove Officers, for any or no reason, at any time.

5.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any meeting.

5.5 Chief Executive Officer. The Chief Executive Officer shall, during his or her term of office, be a member of the Board of Directors, and in general supervise the operations of the Corporation.

5.6 Treasurer. The Treasurer shall chair the Finance and Audit Committee and shall coordinate a board review of financial and budgetary matters pertaining to the Corporation. The Treasurer shall be responsible for providing a report of the Corporation's financial condition at the regular meetings of the Board. The Treasurer shall ensure that an operating budget is developed annually and submitted to the Board of Directors for approval. The Treasurer shall also ensure that an audit is performed annually by an independent certified public accountant and submitted to the Board for approval. The Treasurer shall be a member of the Board of Directors.

5.7 Secretary. The Secretary shall submit the minutes of all proceedings of the meetings of the Board of Directors and the Executive Committee. The Secretary shall ensure proper notice of all meetings required by the bylaws. The Secretary shall have the usual powers

and duties of a secretary and shall perform such other duties as may be assigned from time to time by the Board of Directors, the Executive Committee or the Chair. The Secretary shall be a member of the Board of Directors.

ARTICLE 6 COMMITTEES

6.1 Executive Committee. The Board of Directors shall establish an Executive Committee, which shall consist of the Chair, Chair-elect, Chief Executive Officer, Treasurer, Secretary, the Chair of each standing committee, and up to six at-large members. All members of the Executive Committee shall serve a one-year term commencing October 1st. The Chairs of the standing committees shall be recommended by the incoming Chair from among the Directors for approval by the Board of Directors. Up to four at-large members shall be recommended by the incoming Chair for approval by the Board of Directors. Two at-large members of the Executive Committee shall be elected by the Board of Directors from among self-nominations and nominations from the Board, with the two nominees receiving the most number of votes elected as members of the incoming Executive Committee. For certain actions, to the extent provided in a resolution adopted by the Board of Directors, outlined in the attached Table of Authorities [Attachment A], the Executive Committee shall possess and may exercise all of the powers of the Board of Directors, provided however, that the Executive Committee presents reports of all actions to the Board of Directors for ratification at each regular meeting of the Board of Directors. The Executive Committee shall meet monthly. Special meetings of the Executive Committee may be called by the Chair or the Chief Executive Officer. Notice of all meetings of the Executive Committee shall be given in the same manner as notice of special meetings of the Board of Directors. At each meeting of the Executive Committee, the presence of at least a majority of the members shall constitute a quorum. The affirmative vote of a majority of those present and voting at a meeting at which a quorum is present shall be the act of the Executive Committee.

6.2. Board Affairs Committee. The Board of Directors shall establish a Board Affairs Committee, which shall consist of the Chair-elect, and six (6) Directors, who shall serve a one-year term. The Chair-elect shall serve as the chair of the committee,

No Member of the Board Affairs Committee may serve more than two consecutive terms on the Committee, except in the case of the Chair-elect, if the Chair-elect's third consecutive term is served in his or her capacity as Chair-elect.

The Board Affairs Committee shall make recommendations and submit candidates to the Board of Directors for new members of the Board of Directors and to fill vacancies or expanded positions. The Board Affairs Committee shall also make recommendations to the Board of Directors regarding Officers of the Corporation whose nomination is not otherwise provided for in these bylaws. The Board Affairs Committee shall meet to recommend a slate of Directors for approval by the Board of Directors and more frequently as required to fill vacancies or expanded positions. The chair of the Board Affairs Committee shall send a notice thirty (30) days prior to such meeting to all Directors requesting potential nominees.

One of the last acts of the then-current Board Affairs Committee will be to help select the next Board Affairs Committee. The Board Chair and Chair-elect will select two members of the incoming Board Affairs Committee. The then-current Board Affairs Committee will select 2

members of the incoming Board Affairs Committee. The final two members of the incoming Board Affairs Committee will be selected from the full board membership through nominations and self-nominations. The full board will vote on all proposed candidates for the final two slots. If there is a tie, the Chair will break the tie.

The Board Affairs Committee shall also have all other responsibilities as outlined in the Board Manual, which shall be adopted by the Board.

6.3 Finance Committee. The Finance and Audit Committee shall consist of the Treasurer, who shall serve as the Finance and Audit Committee chair, and four (4) or more Directors appointed by the Chair. The Finance and Audit Committee shall report to the Board of Directors and shall seek to assure fiscal solvency, effective use of the Corporation's resources, and protection of the Corporation's assets.

The Finance and Audit Committee members shall possess general accounting, business and financial knowledge, including the ability to read and understand fundamental financial statements. At least one member, preferably the Chair of the Committee, shall have accounting or financial expertise as defined by the Board. The Audit Committee shall assist the Board of Directors in its oversight and monitoring of KLRU's systems of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors.

6.4 Austin City Limits Management Committee. The Austin City Limits Committee ("ACL Management Committee") shall be appointed by the Chair and the CEO and, in addition to Board members, at the discretion of the Chair and CEO, may include non-Board members, including KLRU staff. The Austin City Limits Management Committee shall oversee the creation and execution of a business plan for the Austin City Limits program and associated enterprises and, from time to time, make recommendations to the Board of Directors on matters involving licensing, finance, and business opportunities.

6.5 Other Standing Committees: In addition to the standing committees stated in sections 6.1-6.4, the other Standing Committees shall be as follows: Development; Production, Programming, and Marketing; and Facilities. At the discretion of the Chair, Chair-elect, and CEO, non-Board members may be asked to serve as non-voting members of non-governing standing committees. Non-Board members may not serve on governing committees – Executive Committee, Finance and Audit Committee, or Board Affairs Committee. Committee chairs shall be appointed by Chair, unless otherwise stated in these Bylaws.

6.6 Ad Hoc Task Forces of Directors. The Chair or Chief Executive Officer may designate and appoint one or more ad hoc task forces for a specific term and a specific purpose, each of which shall consist of two or more Directors, which task forces, to the extent provided in a resolution adopted by the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The designation and appointment of any such task force and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it by law. Non-Board members may be asked to serve as non-voting members of Ad Hoc task forces at the discretion of the Chair, Chair-elect, and CEO.

6.7 Chair. The Chair of the Board of Directors and the Chief Executive Officer shall be ex officio voting members of all committees of the Corporation.

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

6.10 Quorum. Unless otherwise provided in these bylaws, a minimum of a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A quorum shall not be required to convene a committee meeting.

ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. The Board shall vote on and authorize a Table of Authorities, in a resolution adopted by the Board of Directors, and to be attached to these Bylaws as Attachment A, that shall outline the authority of Officers, directors, and/or agents of the Corporation to enter into certain, enumerated contracts or instruments on behalf of the Corporation.

7.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer and/or Chief Executive Officer of the Corporation, or such other Officers of the Corporation as have been duly elected by the Board of Directors.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation.

ARTICLE 8 BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by the member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 9
FISCAL YEAR

The fiscal year of the Corporation shall begin on October 1st and end on September 30th in each year, or such other date as may be designated by resolution of the Board of Directors.

ARTICLE 10
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, under the provisions of the articles of incorporation, or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted pursuant to a resolution of the Board of Directors.

ARTICLE 12
INDEMNIFICATION

12.1 Indemnification. The Corporation shall indemnify any Director, Advisory Director, or Officer or former Director or Officer of the Corporation, or any person who while a Director, Advisory Director, or Officer of the Corporation, is or was serving at the request of the Corporation as a Director, Advisory Director, Officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. This indemnification shall be against reasonable expenses incurred by such person in connection with a proceeding in which such person is a named defendant or respondent because such person is or was a Director, Advisory Director or Officer if such person has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

The Corporation may indemnify any Director, Advisory Director, or Officer or former Director or former Advisory Director or Officer of the Corporation, or any person who while a Director, Advisory Director, or Officer of the Corporation, is or was serving at the request of the Corporation as a Director, Advisory Director, Officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which such person is made a party by reason of being or having been such Director, Advisory Director, or Officer, to the maximum extent allowed by the Texas Non-Profit Corporation Act and other applicable law.

12.2 Expenses Advanced. The Corporation may pay in advance any expenses which may become subject to indemnification in the manner provided by the Texas Non-Profit Corporation Act.

12.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer or is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under these bylaws or the laws of the State of Texas.

12.4 Other Protection and Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such Director or Officer or former Director or Officer or such person may be entitled, under any agreement, insurance policy or vote of the members, or otherwise.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Capital of Texas Public Telecommunications Council and that the foregoing Bylaws constitute the Amended Bylaws of the Corporation, having been duly adopted by the Board of Directors on September 28, 2006, with all prior bylaws, and amendments thereof, terminated and replaced herein.

DATED: November 21, 2006



Secretary of the Corporation