

**AMENDED AND RESTATED BYLAWS OF FRIENDS OF PBS WISCONSIN, INC.
PROPOSED CHANGES**

Additions are in blue and underlined
~~Deletions are in red and struck through~~

TABLE OF CONTENTS	Page
ARTICLE I-Purposes.	1
1.1 Purposes of Corporation.	1
1.2 Purposes of Bylaws.	1
ARTICLE II-Members	1
2.1 Qualifications for Members.	1
2.2 Acceptance of Members and Term.....	1
2.3 Members’ Rights and Privileges.....	1
2.4 Meetings of Members.....	2
2.5 Notices to Members.....	2
2.6 Members’ Quorum and Action.	2
ARTICLE III-Board of Directors	2
3.1 Powers of Board of Directors.	2
3.2 Directors’ Numbers, Classes, Terms, and Qualifications.	2
3.3 Election of Directors.....	3
3.4 Removal.	3
3.5 Vacancies.....	3
3.6 Meetings of Directors.	3
3.7 Notices to Directors.	3
3.8 Waiver of Notice.	4
3.9 Participation in Meetings Electronically.	4
3.10 Action without Meeting.....	4
3.11 Directors’ Quorum and Action.....	4
3.12 Adjournment.....	4
3.13 Director Compensation.....	4
3.14 Director Conflict of Interest.	4
ARTICLE IV-Officers	5
4.1 Officers.....	5
4.2 Election of Officers.....	5
4.3 Removal of Officers.....	5
4.4 Vacancies.....	5
4.5 President.	5
4.6 Vice President.	5
4.7 Executive Director.....	5
4.8 Secretary.	6
4.9 Treasurer.....	6
4.10 Assistant Secretaries and Treasurers.....	6

ARTICLE V-Committees.....	6
5.1 Establishment and Appointment.....	6
5.2 Executive Committee.....	6
5.3 Governance Committee.....	6
5.4 Finance Committee.....	6
ARTICLE VI-Fund Raising and Publications.....	7
6.1 Procedures for Raising Funds.....	7
6.2 Procedures for Distributing Raised Funds.....	7
6.3 Publications.....	8
ARTICLE VII-Contract, Checks, Deposits and Funds.....	8
7.1 Contracts.....	8
7.2 Checks, Drafts, Etc.....	8
7.3 Deposits.....	8
7.4 Gifts.....	8
ARTICLE VIII-Books and Records.....	8
ARTICLE IX-Miscellaneous.....	9
9.1 Fiscal Year.....	9
9.2 Corporate Seal.....	9
9.3 Open Meetings.....	9
ARTICLE X-Indemnification.....	9
ARTICLE XI-Amendment.....	9

ARTICLE I

Purposes

1.1 Purposes of Corporation. The purposes of Friends of Wisconsin Public Television, Inc. (referred to as the Corporation or the Friends) are to support the educational, cultural and community broadcasting services of Wisconsin Public Television (WPT), a public broadcasting service operated jointly by the Wisconsin Educational Communications Board and the University of Wisconsin Board of Regents (together, the Licensees), as set forth in Article II of the Amended and Restated Articles of Incorporation, and shall include the following purposes:

- (a) Soliciting contributions from public television viewers, Friends' Members, and persons who desire to support the WPT programming and activities of the Licensees and Friends;
- (b) Providing information to public television viewers and Friends' Members concerning the organization, needs, programming and activities of public television broadcasters in the State of Wisconsin;
- (c) Promoting and supporting public television broadcasting in the State of Wisconsin;
- (d) Providing information to public broadcasters concerning the needs and preferences of Friends' Members and others in regard to public television broadcasting in the State of Wisconsin; and
- (e) Distributing to the Licensees a portion of the funds collected from Friends Members and others to support the programming operations and activities of Licensees.

1.2 Purposes of Bylaws. These Bylaws are the rules adopted by the Corporation for the general regulation and management of its affairs.

ARTICLE II

Members

2.1 Qualifications for Members. Any person, family, firm or corporation may become a Member of Friends.

2.2 Acceptance of Members and Term. A person, family, firm or corporation is accepted as a Member upon payment to Friends of an annual membership contribution according to membership contribution levels established by resolution of the Board of Directors from time to time. Each Member's term of membership begins upon receipt by Friends of the Member's contribution and ends one year later. Membership may be renewed by payment of an annual membership contribution according to the contribution levels then in effect.

2.3 Members' Rights and Privileges. Voting rights as to all ~~other~~ matters shall vest solely in the Board of Directors. The Members shall be non-voting and this Corporation shall have no members with voting rights pursuant to Sections 181.0721 (regarding voting entitlement generally), 181.1003 (regarding amendments to the Bylaws), 181.1021 (regarding amendments to the Articles of Incorporation), 181.1103 (regarding mergers), 181.1401 (regarding dissolution) of the Wisconsin Statutes and all other Sections of the Wisconsin Statutes. Members shall not have the right to elect persons to the Board of Directors. ~~Each Member shall have one vote, and if a single membership is held by more than one individual, as may be the case with families or firms, then only one vote may be cast among such individuals together holding a single membership. Members may not vote by proxy. Elections for directors shall be conducted by mail in such manner as the Governance Committee shall determine.~~

~~Members' voting rights shall be limited to the matter stated in this paragraph, and voting~~

- (a) Members shall have those privileges conferred upon them by resolution of the Board of Directors from time to time according to their respective membership contribution levels, which privileges may include by way of example, a subscription to one or more publications of the Friends, acknowledgment of contributions by various methods, and other privileges.

2.4 Meetings of Members. ~~Meetings~~An annual meeting of the Members ~~may~~shall be held pursuant to Section 181.0701(1) of the Wisconsin Statutes; however, failure to hold such an annual meeting shall not affect the validity of any corporate action pursuant to Section 181.0701(6) of the Wisconsin Statutes. Such annual and other meetings of the Members shall be held from time to time as determined by the Board of Directors upon the call of the President. ~~Meetings of Members are not required to be held.~~ All meetings of the Members shall be open to the public as provided in Section 9.3 of these Bylaws.

2.5 Notices to Members. Written notice stating the place, day and hour of Members' meetings and the purpose or purposes for which the meeting is called, shall be delivered not less than twenty (20) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary. If mailed, such notice shall be deemed delivered when deposited in the United States Mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Such a notice printed on a page of a publication of the Corporation regularly distributed to all members of the Corporation and so distributed within the time called for herein shall meet the notice requirements of this paragraph. ~~In lieu of the notice provisions above, notice may be given by publishing the same as a class two (2) notice under Chapter 985 of the Wisconsin Statutes, near the principal office of the Corporation. Such notice~~Notice shall also be given to the public in compliance with Section 9.3 of these Bylaws.

2.6 Members' Quorum and Action. ~~Members holding fifty (50) votes~~At least fifty (50) Members (counting family, firm, or corporate Members as one Member even if more than one representative of the family, firm, or corporate Member is present), present in person or electronically (in the manner provided for Directors in Section 3.9 of these Bylaws) shall constitute a quorum at a meeting of Members. ~~A majority of the votes of such Members shall be necessary for any action of the Members at such a meeting.~~

ARTICLE III

Board of Directors

3.1 Powers of Board of Directors. Subject to the limitations of the Articles of Incorporation of the Corporation, the Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

3.2 Directors' Numbers, Classes, Terms, and Qualifications. The number of Directors of this Corporation shall be determined by the Board of Directors from time to time, provided that the number of Directors be not less than fifteen (15). Directors shall consist of (1) persons nominated by the Governance Committee and elected by the ~~Members~~(other directors then in office, as provided in Section 3.3 of these Bylaws (such directors, the Elected Directors), and (2) persons appointed by Licensees or by the President (such directors, the Appointed Directors), as follows:

(a) One half of the Elected Directors, but not fewer than seven (7) Directors, shall reside in communities reached by ECB transmitters;

(b) One half of the Elected Directors, but not fewer than seven (7) Directors, shall reside in communities reached by UWEX transmitters;

(c) One person, as agreed by the Licensees, shall be appointed by the Licensees as an Appointed Director; and

(d) Up to two (2) persons may be appointed as non-voting Appointed Directors by the President, in the event of special needs as determined by the President.

Each Elected Director shall serve for a term of three (3) years and until such Elected Director's successor shall have been elected and qualified. Elected Directors may serve more than one term, but no Elected Director may serve more than two (2) consecutive 3-year terms. ~~3~~The citizen support organization for Wisconsin Public Television. Following the completion of the second 3-year term, an Elected Director may not again serve on the Board of Directors for a period of a full calendar year. The Elected Director may then be elected again for additional term(s). The terms of the Elected Directors within each of the regions described in subsections (a) and (b) above shall be staggered, such that approximately one third of the terms of the Directors within each region expire each year. The voting Appointed Director shall serve for a term of one (1) year, and may be reappointed for unlimited number of consecutive terms as the voting Appointed Director. The terms of each non-voting Appointed Director shall be for one (1) year, and following the completion of the second 1-year term, a non-voting Appointed Director may not again serve on the Board of Directors as a non-voting Appointed Director for a period of a full calendar year.

3.3 Election of Directors. Directors shall be elected by the other directors then in office, except for the Appointed Directors (as defined in Section 3.2 of these Bylaws). The election of Elected Directors shall be held during the final quarter of each fiscal year of the Corporation ~~and be conducted by secret ballot of the Members.~~ The Governance Committee shall establish a slate of candidates for vacant Elected Director positions, and procedures concerning the timing and conduct of elections, ~~distribution of ballots to all Members, voting and counting of ballots~~ by the Board of Directors. Results of an election by the Board of Directors shall be made known to the Membership by publication or other means as soon as practicable after the election.

3.4 Removal. The Board shall establish, by resolution, standards of attendance and performance for Directors. Any Director may be removed for a violation of the standards or other extreme circumstances by a three-fourths (3/4th) vote of all Directors at any meeting of the Board of Directors.

3.5 Vacancies. In the event a vacancy occurs among the Elected Directors between elections for any reason other than an increase in the authorized number of Directors, the Board of Directors may appoint an Elected Director to fill the vacant Board seat by the vote of a majority of the Directors then in office, even though less than a quorum, after considering any recommendation of the Governance Committee. Each Elected Director so appointed shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified.

3.6 Meetings of Directors.

(a) Regular Meetings. An annual meeting of the Board of Directors shall be held each year during the final quarter of each fiscal year, at such time or place as may be designated by the Executive Committee for the election of [directors and](#) officers and the transaction of such other business as may properly come before the meeting.

Other regular meetings of the Board of Directors may be held at such times and places as the Executive Committee may designate. The Directors shall meet at least three times (including the annual meeting of the Directors) each fiscal year.

(b) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President, or if the President is absent or is unable or refuses to act, by any Vice President, or by any three (3) Directors.

(c) Open Meetings. All meetings of the Board of Directors shall be open to the public as provided in Section 9.3 of these Bylaws.

3.7 Notices to Directors. Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, together with its agenda, shall be given to each Director by delivering notice, orally or in writing, not less than four (4) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least seven (7) days before the time set for such meeting. Such notice shall also be given to the public in compliance with Section 9.3 of these Bylaws.

3.8 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filled with and made a part of the minutes of the meeting.

3.9 Participation in Meetings Electronically. Directors may participate in meetings of the Board of Directors by or through the use of any means of communication by which all participating Directors may simultaneously hear or read each other's communications during the meeting or all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All Directors participating in such meetings shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by these means is considered to be present in person at the meeting.

3.10 Action without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by two-thirds of all of the Directors then in office, provided all the Directors are notified promptly of the text of the written consent and of its effective date and time. For this purpose, "in writing" includes a communication that is transmitted or received by electronic means, and "signed" includes executing an electronic signature. Such action by written consent shall have the same force and effect as a vote of the Board of Directors taken at a meeting.

3.11 Directors' Quorum and Action. A majority of the number of Directors fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the

Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. Directors without voting rights, if any, shall not be counted when determining a quorum or actions of the Directors.

3.12 Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

3.13 Director Compensation. No Director may receive compensation for his or her services as a Director. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefore.

3.14 Director Conflict of Interest. No contract or other transaction between the Corporation and one or more of its Directors or officers or any other corporation, firm, association, or entity in which one or more of the Directors or officers are directors or officers or has a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed or known to the Board of Directors or Executive Committee and the Board of Directors or such committee authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV

Officers

4.1 Officers. The officers of the Corporation shall be the President, the Vice President, the Executive Director, the Secretary, the Treasurer, and such assistant officers as the Board of Directors may appoint from time to time.

4.2 Election of Officers. The officers of the Corporation, except assistant officers, shall be elected annually by the Board of Directors at its last meeting of each fiscal year, and each officer shall hold office during the fiscal year following such officer's election and until such officer's successor shall have been duly elected and qualified. Only Elected Directors may serve as President, Vice President, Secretary and Treasurer. Election or appointment as an officer shall not of itself create contract rights.

4.3 Removal of Officers. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

4.4 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

4.5 President. The President shall have general supervision of the affairs of the Corporation, subject at all times to the policies, control and direction of the Board of Directors and/or the Executive Committee. The President shall preside at all meetings of Members and Directors. The President shall appoint all committee members who are to be appointed under these Bylaws, subject in each case to

the final approval of the Board of Directors, and shall be an *ex officio* member of all committees. The President may sign in the name of the Corporation any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors or the Executive Committee, except when the signing thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The President shall in general perform the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors or the Executive Committee from time to time.

4.6 Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

4.7 Executive Director. By agreement with the Licensees, the Corporation may engage the development director of WPT to serve as its Executive Director. The Executive Director shall be the principal executive officer of the Corporation and shall exercise control over the day to day business and affairs of the Corporation, subject always to the general supervision of the President and the policies, control and direction of the Board of Directors. The Executive Director may sign in the name of the Corporation any instrument or document consistent with the foregoing delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Executive Director shall in general perform the duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time.

4.8 Secretary. The Secretary shall be responsible for the records of the Corporation and shall perform or have performed under the Secretary's direction such duties as may be assigned by the President, Executive Committee, or Board of Directors.

4.9 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall be responsible for the oversight of all funds and securities of the Corporation and perform or have performed under the Treasurer's direction all of the duties incident to the office of Treasurer and have other duties and exercise other authority as may be delegated or assigned by the President, Executive Committee, or Board of Directors.

4.10 Assistant Secretaries and Treasurers. Any Assistant Secretaries and Treasurers as may be appointed by the Board of Directors from time to time shall perform, in general, such duties as shall be assigned to them by the Secretary or the Treasurer or by the President or the Board of Directors. Such assistant officers shall serve at the pleasure of the Board of Directors.

ARTICLE V

Committees

5.1 Establishment and Appointment. The standing committees of the Corporation shall be the Executive Committee, Governance Committee, and Finance Committee. The Board of Directors may create such additional standing committees and may create special committees as it shall deem desirable from time to time. All standing committees shall keep a record of their proceedings, and a

copy of the minutes of their meetings shall be submitted to the Board of Directors. Except as otherwise provided in these Bylaws, at the annual meeting of the Board of Directors, the President shall appoint for one year terms all committee chairmen and committee members, subject to the approval of the Board. The procedures governing the conduct of committee meetings shall be the same as those for meetings of the Board of Directors.

5.2 Executive Committee. Members of the Executive Committee shall be the President, who also shall be the committee's chairman, Vice President, Secretary, Treasurer, the Director appointed by the Licensees. Up to two at large board members may be added to the Executive Committee at the discretion of the President of the Board. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or Executive Committee. All meetings of the Executive Committee shall be open to the public, preceded by notice to the public, as provided in Section 9.3 of these Bylaws. The designation of such a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law.

5.3 Governance Committee. The Governance Committee shall consist of at least five (5) persons, including the President, the Director appointed by the Licensees, at least three (3) Directors appointed by the President (one of whom shall be appointed by the President to chair the committee), and up to two (2) additional persons appointed by the President who may or may not be Directors but who must be Friends Members. The Governance Committee shall establish a slate of candidates for vacant Elected Director positions, and procedures concerning the timing and conduct of elections, ~~distribution of ballots to all Members, and the voting and counting of ballots by the Board of Directors.~~ Also, the Director members of the Governance Committee shall nominate Directors for election by the Board of Directors as officers of the Corporation. The Governance Committee also shall nominate persons to replace Directors in the case of a vacancy on the Board of Directors. The Governance Committee also shall be responsible for reviewing and proposing revisions to the Articles of Incorporation and Bylaws of the Corporation, identifying appropriate candidates for election as Directors, conducting orientation for new Directors, reviewing the performance of the Board collectively and individually as the Board of Directors deems appropriate, and proving oversight for any other matters pertaining to the efficient administration of the Corporation.

5.4 Finance Committee. The Finance Committee shall consist of at least five (5) persons, including the President, the Treasurer (who shall chair the committee), the Director appointed by the Licensees, the Director of Finance of WPT, at least three (3) Directors appointed by the President, and up to two (2) additional persons appointed by the President who may or may not be Directors but who must be Friends Members. The Finance Committee shall have overall responsibility for the financial activities of the Corporation. It shall (1) develop annual budgets in consultation with the Licensees and consistent with agreements between the Corporation and the Licensees, for final adoption by the Board of Directors, (2) consult with Licensees to coordinate Friends fundraising with Licensee's fundraising; (3) oversee the operation of the financial procedures of the Corporation; (4) oversee investments of the Corporation; (5) provide for periodic audits of the Corporation's books and records; and (6) undertake long range financial planning for the Corporation.

ARTICLE VI

Fund Raising and Publications

6.1 Procedures for Raising Funds. Fund raising activities will be conducted in cooperation with and subject to the prior approval of the Licensees. Funds so raised will be used to support the broadcasting activities of Licensees and to support the business activities of the Friends. All funds shall be deposited by Friends in depositories selected by the Friends Board of Directors. The Board will fulfill all relevant Licensee policies and follow all requirements of the Federal Communications Commission, the Corporation for Public Broadcasting, the State of Wisconsin, the Public Broadcasting Service, and the Internal Revenue Service as they relate to the financial and administrative management of public broadcasting support organizations.

6.2 Procedures for Distributing Raised Funds. The Board of Directors shall establish procedures for receiving requests from Licensees for the use of funds raised by Friends. Requests for distributions shall be for stated purposes. No reasonable request from Licensees for monies to be used in furtherance of public broadcasting in the State of Wisconsin may be denied, provided sufficient funds are available to meet the request. All distributions of funds by Friends to Licensees will be in accordance with the allocation agreement then in effect between the Licensees. Expenses incurred by Licensees in support of Friends' fundraising and other activities will be paid by Friends according to an affiliation agreement then in effect between Friends and Licensees.

6.3 Publications. Friends may distribute to Members and others publications, including the programming guide, as the Board deems necessary or helpful in furtherance of the purposes of Licensees and Friends. Such publications may be produced in cooperation with other groups whose purposes, function, and structure are consistent with those of Friends, as determined by the Board of Directors.

ARTICLE VII

Contract, 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, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. 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 Treasurer or an Assistant Treasurer and countersigned by the Executive Director or President of the Corporation.

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 or for any special purpose of the Corporation. The Corporation has the discretion to accept or refuse any gifts with grantor imposed restrictions on the use of such gifts. If the Corporation accepts such gifts, it shall use such gifts in a manner consistent with the grantor's restrictions, and in the event of the dissolution of the Corporation, will transfer any

remaining amounts of such gifts in a manner consistent with the grantor's restrictions.

ARTICLE VIII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees, and shall keep at its registered or principal office a record giving the names and addresses of the [nonvoting](#) Members ~~entitled to vote~~. All such books and records of the Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Miscellaneous

9.1 **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors in its discretion.

9.2 **Corporate Seal.** The Corporation shall have no seal.

9.3 **Open Meetings.** All meetings of the Members, the Board of Directors, and the Executive Committee of Friends shall be open to the public, preceded by reasonable notice to the public, in a manner consistent with the requirements of the Corporation for Public Broadcasting for open meetings applicable to Licensees. All persons shall be permitted to attend these meetings, and no person shall be required, as a condition to attendance at any such meeting, to register such person's name or to provide any other information. Nothing contained in this paragraph shall be construed to prevent the Board of Directors or Executive Committee from holding closed sessions to consider matters relating to individual employees, proprietary information, litigation and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organization. If any such meeting is closed pursuant to the provisions of this paragraph, the organization involved shall thereafter (within a reasonable period of time) make available to the public a written statement containing an explanation of the reasons for closing the meeting.

ARTICLE X

Indemnification

The Corporation shall indemnify its directors, officers, employees and agents against expenses they reasonably and actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because they are or were a director, officer, employee or agent of the Corporation, to the full extent and in the manner provided in Sections 181.0872, 181.0874, and 181.0881 of the Wisconsin Statutes of 2007-2008 (or corresponding provisions of future Wisconsin statutes).

ARTICLE XI

Amendment

The Articles of Incorporation of the Corporation and these Bylaws may be amended by the Board of Directors at any meeting of the Directors upon the affirmative vote of a two-thirds (2/3rds) of the



Directors with voting rights then in office, provided the proposed amendment is included in a written notice of such meeting that is sent to Directors at least twenty-eight (28) days prior to the date of the meeting. [As provided in Section 2.3 of these Bylaws, this Corporation has no members with voting rights.](#)

The foregoing Amended and Restated Bylaws of Friends of Wisconsin Public Television, Inc. were adopted by the Corporation's Board of Directors on the 14th day of June, 2009. Revised on October 29, 2011.

[21658856.2](#)

Summary report:	
Litera® Change-Pro for Word 10.7.0.7 Document comparison done on 12/26/2019 11:26:34 AM	
Style name: GK Firm	
Intelligent Table Comparison: Active	
Original DMS: iw://DMS/Active/21658856/1	
Modified DMS: iw://DMS/Active/21658856/2	
Changes:	
<u>Add</u>	27
Delete	18
<u>Move From</u>	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	45