

BYLAWS
of
DULUTH-SUPERIOR AREA EDUCATIONAL TELEVISION CORPORATION

ARTICLE I. OFFICES

The registered office of the Corporation shall be located at 632 Niagara Court, Duluth, Minnesota 55811-3098.

ARTICLE II. DIRECTORS

Section 1. Powers – The business and affairs of the Corporation shall be managed by a self-perpetuating Board of Directors, which Board shall be responsible for general policy matters and approval of all operating capital budgets. The Board further shall elect the officers and otherwise have full and complete power and authority to perform all acts and to transact all business for and on behalf of the Corporation, subject only to the provisions of the Articles of Incorporation.

Section 2. Number, Tenure and Qualification – The number of the Directors of the Corporation shall consist of no less than twelve (12), nor more than twenty-five (25) natural persons who are adults, one of whom shall be the Chair of the Beck Foundation during his or her tenure in office. In addition to the elected members of the Board of Directors, the President and General Manager, and the Chairman of the Community Advisory Board shall be ex officio members of the Board of Directors without voting rights.

Members of the Board of Directors shall be elected for a term of three (3) years and until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation, removal or disqualification. A Director may not serve more than twelve (12) years, however served.

The Nominating Committee shall submit to the Board at least ten (10) days before the date of the annual meeting, a list of nominees for members of the Board of Directors, to be voted upon at the annual meeting.

The candidate for each position receiving the majority of votes cast by members of the Board present at such meeting duly called, and at which a quorum is present, shall be declared elected, and if no majority is achieved on the first ballot, runoffs shall be held between the two candidates having the largest number of votes for each position until a majority of the votes cast for a given position is achieved by one candidate. There shall be no cumulative voting.

Section 3. Meetings of Directors – An annual meeting of the Board of Directors shall be held on the fourth Tuesday of September of each year upon notice duly given setting forth the time and place of the meeting. The Board of Directors may provide, by resolution, for time and place, either within or without the State of Minnesota, for the holding of regular meetings with notice duly given. Special meetings may be called by or at the request of the Chair or any three (3) Directors. Notice of such special meeting of the Board of Directors shall be delivered at least five (5) days previously thereto by written notice delivered personally or mailed to each Director as provided herein. If mailed such notice shall be deemed to be delivered 48 hours after being deposited in the United States mail, addressed to the Director with postage thereon prepaid to the Director's address as designated by him or her, at the Director's last known address or at the address of the Director in the corporate records. A statement of the purposes of any special meeting of the Board of Directors must be specified in the notice, business to be transacted at a special meeting shall be confined to the purposes stated in the notice.

Section 4. Electronic Communications – A conference among Directors by a means of communication through which the Directors may simultaneously hear each other during the conference is a board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

A Director may participate in a board meeting by any means of communication through which the Director, other Directors participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

Section 5. Quorum – Except as otherwise provided by the Articles or these Bylaws, one-third (1/3) of the members of the Board of Directors currently holding office shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a quorum is present at the call of the meeting, the Directors may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If any vacancies in the Board of Directors exist by reason of death, resignation or otherwise, a majority of the remaining Directors currently holding office shall constitute a quorum for the purpose of filling such vacancies.

Section 6. Compensation – Directors shall not be entitled to compensation for their services as Directors. If any Director serves the Corporation in some other capacity, his or her compensation in such capacity shall be approved by the Board of Directors.

A Director shall be entitled to reimbursement for his or her reasonable out-of-pocket expenses incurred in direct furtherance of the Corporation's purposes according to policies and procedures established by the Board from time to time.

Section 7. Removal – Any member of the Board of Directors who have three consecutive, unexcused absences from meetings shall be removed by the Board of Directors at a regular meeting. Any member of the Board of Directors may be removed for any other cause or without cause by a majority vote of the Directors currently holding office at a special meeting of the Directors called for the purpose of such removal.

Section 8. Vacancies – A vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired portion of the term of said Director who died, resigned, became disqualified or was removed. A majority of the remaining members of the Board of Directors currently holding office shall constitute a quorum for the purpose of an election to fill a vacancy. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.

Section 9. Distinguished Life Member – The Board may designate as a Distinguished Life member an individual who shall have made a substantial and effective personal commitment to the development of the station and whose time, talent and efforts have positively influenced the station over a period of time. Distinguished Life Members may serve ex officio on Committees and otherwise give support to the Corporation but shall not be eligible to hold office or vote.

ARTICLE III WAIVER OF NOTICE AND UNANIMOUS CONSENT

Section 1. Waiver of Notice – Whenever any notice is required to be given to any Director of the Corporation, the waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting, shall be deemed equivalent to the filing of such notice. Appearance of a Director at a meeting shall be deemed a waiver of notice, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 2. Action Without a Meeting – Any action of the Directors required or permitted to be taken at a meeting may be taken without a meeting by written action signed by all of the Directors. The written action is effective when signed by all of the Directors, unless a different effective time is provided in the written action.

ARTICLE IV. OFFICERS

Section 1. Designation, Election, and Tenure – The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary/Treasurer, each of whom shall be elected by the Board of Directors from among its members at the Annual Meeting of the Board of Directors. The Board shall appoint and employ a President and General Manager. The Board may elect or appoint and employ such other officers or assistant officers as may be deemed necessary and desirable. Each elected officer shall hold office for a term of one (1) year and until his or her successor shall have been duly elected and qualified. Each appointed and employed officer shall serve at the pleasure of the Board. Any Director, other than an employee of the Corporation, may hold any two offices at the same time, except those of Chair and Vice Chair, or President and General Manager and

Secretary, or Chair and President and General Manager. The Chair shall serve no more than two (2) consecutive one-year terms, but there is no limitation to the consecutive terms of the other officers, so long as they remain as Directors.

Section 2. Removal – Any officer elected or appointed and employed by the Board of Directors may be removed by the Board of Directors at any special meeting called for the purpose of such removal.

Section 3. Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Duties

- (a) Chair – The Chair shall perform all duties as are incident to the office or as are required by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors. Among the duties of the Chair shall be a review of the President and General Manager’s performance with emphasis on his or her relationship with the Board and the general public.
- (b) Vice Chair – In the absence of the Chair, or in the event of his or her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair. In addition thereto, the Vice Chair shall serve as Personnel Committee Chair and perform such other duties as may be assigned by the Chair or by the Board of Directors.
- (c) President and General Manager – The President and General Manager shall be the Chief Executive Officer of the Corporation and shall have general supervision over the operations and activities of the Corporation subject to

the supervision of the Board and shall perform such other duties as are approved by the Board. With the approval of the Board, the President and General Manager may sign and make agreements in the name of the Corporation; appoint, remove and set compensation for employees; maintain the books and records; and file reports as required by law. The President and General Manager shall receive such salary or other compensation as approved by the Board of Directors. The President and General Manager shall serve as an ex officio member of the Board of Directors, but without voting rights, and also ex officio, without voting rights, and on all other standing committees.

- (d) Secretary – The Secretary shall keep minutes of all meetings and see that notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also keep a register of the post office address of all Directors and shall sign with the Chair, Vice Chair or President and General Manager, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed and perform all duties incident to the Office of the Secretary.
- (e) Treasurer – The Treasurer shall have charge and custody, and be responsible for all funds and securities of the Corporation, and in general, perform all duties customarily incident to the Office of the Treasurer. The Treasurer shall also be the Chair of the Finance and Audit Committee. At the end of each fiscal year of the Corporation, the Treasurer will make an accurate,

correct and complete financial report to the Directors, including distribution to them of an audited financial statement for such year.

- (f) Other Officers – Other officers or assistant officers as may be appointed or elected by the Board of Directors shall perform such duties as may be assigned to them by the President and General Manager acting upon the direction of the Board.

Section 5. Salaries – The officers of the Corporation, other than the President and General Manager, shall serve as such without receiving any salary or other compensation. If any Director serves the Corporation in another capacity, his or her compensation in such capacity shall be approved by the Board of Directors. The officers of the Corporation shall be entitled to reimbursement for reasonable expenses incurred in discharging their duties as in the case of the reimbursement of Directors.

Section 6. Delegation of Powers – If any officer is absent or unable to act for any reason, the Board of Directors may delegate the functions and duties of such officer to any other officer or member of the Board of Directors for such period of time that such officer is absent or unable to act.

ARTICLE V. COMMITTEES

Section 1. Executive Committee – The Board of Directors shall establish an Executive Committee composed of the Chair of the Board of Directors, the Vice Chair; the Secretary/Treasurer, and the President and General Manager who is ex officio and a nonvoting member. The Executive Committee will meet at the call of the Chair. It shall have the full authority and duty to define and implement the policies and procedures established by the Board. Among its duties shall be the formulation of Bylaws,

Amendments to the Bylaws, and Constitutional Amendments for consideration by the Board. The Executive Committee may meet and may act on behalf of the Board of Directors if an issue is pressing and cannot wait until the Board of Directors next meets. Such actions are required to be reported to the full Board at the next regularly scheduled meeting.

Section 2. Other Committees – The Standing Committees will be:

Audit/Finance Committee
Development/Government Affairs Committee
Facilities/Technology Committee
Education Committee
Personnel Committee
Program Committee

The Board shall approve the Chairs of the respective standing committees, ordinarily from among the members of the Board, but when circumstances warrant, from the public at large. The Chair of each committee shall, in consultation with the Executive Committee, appoint the members of the committee from among members of the Board, or the public at large. Employees of the Corporation may serve ex officio without voting privileges on standing committees.

The Board of Directors may establish and terminate other special committees as are necessary and proper to fulfill the objects or the purposes of the Corporation. In respect to such special committees, the Board of Directors shall name the Chair and may name the personnel to serve on such committees as it shall deem desirable, other than persons who are employed by the Corporation, or it may delegate this authority to the Chair of the Special Committee. The Chair of any special committee who is not a Director shall serve ex officio on the Board for the duration of the existence of the special committee.

The presence, in person or by electronic means, of one-third (1/3) of the members of any Committee shall constitute a quorum for the transaction of business.

All committee assignments will terminate on the day of the Annual Meeting of the Directors, but committee members may be reappointed for new terms.

Section 3. Nominating Committee – The Nominating Committee shall be approved by the Board of Directors and consist of at least seven (7) persons, at least two (2) of whom are not members of the Board of Directors. All Directors shall be solicited for nominees to such committee and shall present their selections in writing to the Chair. The Chair shall choose a slate of committee members from the Board members' selections, to the extent possible, and present it to the Board at which time nominations may be made from the floor before the vote. The Secretary/Treasurer shall arrange for the first meeting of the Nominating Committee, at which time the Committee shall meet at least four (4) weeks before the annual meeting of the Board of Directors and propose for approval at the meeting the following:

Nominees for Board of Directors (Board of Directors election)
Nominees for Officers (Board of Directors election)

A slate of nominees shall be submitted to all Directors at least ten (10) days before the annual meeting, and additional nominations may be made at the Annual Meeting as provided by these Bylaws.

ARTICLE VI. INDEMNIFICATION

Directors and officers, whether elective or appointive, and members of the committee of the Board shall be indemnified for their acts or omissions, in an official capacity, as provided, governed and limited by Minn. Stat. §317A.512, as amended.

ARTICLE VII. BOOKS AND RECORDS

The Corporation shall keep accurate, correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII. SEAL

The Corporation shall not be required to have a seal.

ARTICLE IX. TRANSFER OF ASSETS

The Corporation may, by a vote of two-thirds (2/3) of the Directors then in office, at a meeting duly called, sell, lease, exchange or otherwise dispose of all or substantially all of its property and assets, consistent with the Articles of Incorporation.

ARTICLE X. WRITTEN INSTRUMENTS, LOANS AND DEPOSITS

Section 1. Written Instruments – Subject always to the specific direction of the Board of Directors, all deeds and mortgages made by the Corporation and all other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by the Chair or the President and General Manager, and attested by the Secretary.

Section 2. Loans – No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. – All checks, drafts, or other orders for payment of money, notes or other evidence 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.

Section 4. Deposits – All funds of the Corporation not otherwise employed 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.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall be the twelve-month period commencing on October 1 and ending on the following September 30.

ARTICLE XII. AMENDMENTS

The Board of Directors may alter, amend, or repeal these Bylaws at any annual or special meeting of the Corporation by a vote of two-thirds (2/3) of the Board of Directors currently holding office. Notice of the meeting at which the proposed amendment will be considered shall be sent to all Directors as provided herein.

ARTICLE XIII. APPLICABLE STATUTES AND INTERPRETATION

All of the applicable provisions of Chapter 317A. of the Minnesota Statutes known as the Minnesota Nonprofit Corporation Act, are by reference made a part of these Bylaws to the extent that any particular provisions are held to be unenforceable or invalid, these Bylaws shall be interpreted as if such invalid provisions were not contained herein. Whenever any word or words are used herein in the masculine gender, they shall be construed as though also used in the feminine and neuter genders in all cases where they would apply, and whenever any word or words are used herein in the singular form

they shall be construed as though also used in the plural form in all cases where they would so apply, and vice versa. The Table of Contents and headings are inserted for convenience of reference only and are not to be considered in the construction hereof.

ARTICLE XIV. RULES OF PROCEDURE

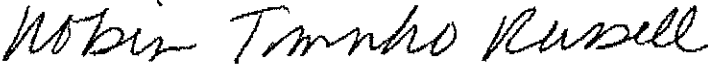
All acts and proceedings of the Directors and officers shall be in accordance with the Articles of Incorporation, these Bylaws, and the Minnesota Statutes with respect to nonprofit Corporations, and to the extent not inconsistent with the Articles, Bylaws, or Statutes aforesaid, in accordance with Robert's Rules of Order.

I hereby certify that the foregoing revised, amended and restated Bylaws of the Duluth-Superior Area Educational Television Corporation were duly adopted at a meeting of the Board of Directors of said Corporation held on Tuesday, April 23, 2002 and completely amend, restate and supercede all prior Bylaws of the Corporation.



Secretary

ATTEST:



Chair