

**AMENDED, RESTATED AND CONSOLIDATED
BYLAWS of WQED MULTIMEDIA**

AMENDED AND RESTATED as of September 25, 2025

**ARTICLE I
Identification and Purpose**

Section 1. Name. The name of the Corporation shall be WQED Multimedia (the "Corporation").

Section 2. Place of Business. The Corporation shall have its principal office at 4802 Fifth Avenue, Pittsburgh, Pennsylvania. The Corporation may have offices at such other locations, either within or without Pittsburgh, Pennsylvania, as the business of the Corporation may require.

Section 3. Purpose. The Corporation is formed and operates under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NPCL"). The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and are more fully set forth in the Corporation's Articles of Incorporation and, in furtherance of these purposes, the corporation may engage in any lawful business which may be conducted on a not-for-profit basis, provided:

(a) no part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its Directors, Officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code; and

(c) notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE II
Membership**

The Corporation shall be a non-membership corporation, and the Directors shall be solely responsible for the governance of the Corporation.

ARTICLE III
Board of Directors

Section 1. General Powers. The Board of Directors (the “Board”) shall exercise the rights, powers and privileges of directors of a corporation organized under the NPCL. The Board shall specifically be responsible for setting the mission and the strategic direction of the Corporation, selecting the Officers of the Corporation, and otherwise overseeing the activities of the Corporation.

Section 2. Number and Constitution. The Board shall consist of no fewer than 13 and no more than 31 members, all of whom shall be elected by the members of the Board and shall be chosen, insofar as practicable, to represent all communities, geographic and otherwise, served by the Corporation.

Section 3. Term of Office. Each Director shall hold office for the full three-year term for which they are elected and thereafter until their successor is duly elected and qualified or until their earlier death, resignation or removal. Each Director who satisfies the written expectations for Directors that are established by the Board will be eligible for re-election, subject to the term limits stated below. If a Director is first elected at any time prior to an Annual Meeting, the Director’s first three-year term shall expire at the Annual Meeting of the Board succeeding the third mid-year anniversary.

Directors may serve a maximum of three (3) consecutive full three-year terms. Notwithstanding the previous sentence, any Director who serves as an Officer may have their term extended as set forth in Article IV, Section 3. In addition, any Director who is Board Chair in the final year of their eligibility to serve shall be eligible for re-election for one additional year in the role of Immediate Past Chair. Directors who have served to the maximum consecutive term limit, or who may have left the Board for whatever reason other than removal for cause, including those elected to the Honor Board and Trustees Emeritus, shall be eligible for election to the Board again after two years.

Section 4. Vacancies. Appointments to fill vacancies on the Board, which may occur from time to time due to resignation, removal, death or any other reason identified by the Governance Committee, may be made by vote of the majority of the remaining Directors then in office. A Director entitled to fill such vacancy shall be elected for the unexpired term of their predecessor in office, and may thereafter serve for up to two additional terms. However, a vacancy need not be filled unless by not doing so the number of Directors would fall below the minimum number prescribed by these Bylaws.

Section 5. Annual Meeting/Regular Meetings. An Annual Meeting of the Board shall be held each year for the purpose of electing members of the Board, Officers, and for the transaction of such other business as may come before the meeting. The Board shall meet at least four times per year, including the Annual Meeting, unless the Board shall provide otherwise by resolution. The Board may, by resolution, prescribe the time and place for the holding of the regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the Chair of the Board or the Executive Committee. At least fifteen (15) days’ written notice of such meetings shall be given to each member of the Board prior to such meeting.

Section 6. Special Meetings. Special Meetings of the Board may be called at any time by the Chair of the Board or by written request of one-third of the Directors then in office. At least five (5) days’ prior

written notice of such meetings shall be given to each member of the Board, unless the Chair and Vice Chairs agree that the nature of the meeting qualifies as emergency, in which case one (1) day's prior written notice to Directors shall suffice.

Section 7. Manner of Meetings. Any Regular, Annual, Special or other Meeting of the Board or any committee of the Board, may be held, or a Director may participate in any meeting of the Board or any committee of the Board, by means of telephone or such other communication facility which enables all persons participating in such meeting to hear and communicate with each other, and a Director participating in a meeting by that means is deemed to be present at the meeting and will be counted in determining whether a Quorum is present.

Section 8. Quorum. At all meetings of the Board, a quorum shall consist of a majority of the Board then in office. 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, except that any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board. For all committee meetings of the Board, a quorum shall consist of four Directors.

Section 9. Rules of Order. All meetings of the Board will be conducted in accordance with Robert's Rules of Order, except as otherwise provided in these Bylaws or specified by existing Federal and State laws governing such meetings.

Section 10. Compensation. Directors shall receive no compensation for their services, but nothing herein contained shall be construed to preclude Directors from receiving compensation for services rendered in another capacity.

Section 11. Resignation or Removal. A Director of the Corporation may resign at any time by tendering their resignation in writing to the Corporation to become effective upon receipt by the Corporation at its principal place of business. Emails shall count as written notice for the purposes of this Section. At any Annual or Special Meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the Executive Committee. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at this meeting. Resignation or removal of a Director shall also constitute their resignation or removal as a member of any committee of the Board.

Section 12. Attendance by Directors. The term of a Director unable to attend at least a majority of the total number of Annual, Regular, and Special Meetings of the Board called during any year of such Director's term of office, without an excused absence, may be terminated by a majority vote of the Executive Committee.

Section 13. Trustees Emeriti. The Governance Committee, in consultation with the Board Chair and President, may from time to time present to the Board the names of former Board Chairs whose contributions to the Corporation have been especially noteworthy, to be elected as a Trustee Emeritus. Trustees Emeriti may be elected by the members of the Board at any Annual/Regular or Special Meeting, and voting for each nominee for Trustee Emeritus shall be conducted separately. Trustees Emeriti may attend any meetings of the Board, but will not have voting rights.

Section 14. Honor Board. The Governance Committee, in consultation with the Board Chair and President, may from time to time present to the Board the names of former Directors whose maximum full term with the Board has ended in good standing, to be elected to an Honor Board. Former Directors may be elected to the Honor Board by the Board at any Annual/Regular or Special Meeting. Members of the Honor Board may attend any meetings of the Board, but will not have voting rights.

ARTICLE IV **Officers**

Section 1. Officers. The Officers of the Corporation shall be the Chair of the Board, up to three Vice Chairs, the President, the Secretary, the Treasurer, and such other Officers as may be elected by the Board. The Chair and Vice Chairs shall be elected from the members of the Board. The President shall be hired by the Board and shall become a member of the Board as of their date of employment. The Secretary and Treasurer shall be members of the Board, or employees who may serve as officers but not as members of the Board by virtue of the office.

Section 2. Election of Officers. At the Annual Meeting of the Board, the Governance Committee shall present a list of nominees to serve as Officers. Unless otherwise provided in these Bylaws or by the Board in the resolution electing the Officer, each Officer shall hold office for a term of one (1) year and shall exercise such powers and perform such duties and receive such salaries as shall be determined by the Board.

Section 3. Term. The term of office for the Chair and Vice Chairs shall be one year. In the event that the Chair or Vice Chairs' term shall exceed their term as a Director, their term as a Director shall be extended to match their term as Chair or Vice Chair, subject to the provisions of Article III, Section 3. The term of office for the President shall be for the duration of their employment by the Corporation.

Section 4. Resignation or Removal. An Officer of the Corporation may resign at any time by tendering their resignation in writing to the Chair of the Board to be effective either immediately upon receipt or upon the effective date stated therein. Emails shall count as written notice for the purposes of this Section. An Officer of the Corporation may be removed at any time, with or without cause, by a vote of a majority of the Executive Committee. Resignation or removal of an Officer shall not constitute their resignation or removal as a Director or employee of the Corporation, as applicable, unless expressly stated in writing.

Section 5. Vacancies. A vacancy in any office because of death, resignation or removal shall be filled by vote of the majority of the Executive Committee for the unexpired term of such office.

ARTICLE V **Responsibilities of Officers**

Section 1. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board, shall appoint the chairs of all standing committees and appoint all ad hoc committee members, shall be an ex officio member of all such committees, and shall perform such other duties as are usual and customary to such office.

Section 2. Vice Chair. Any Vice Chair of the Board shall, in the absence of the Chair, preside at the meetings and perform such other duties as are usual and customary to such office. Vice Chairs may serve as committee chairs, and may serve as Secretary or Treasurer.

Section 3. President. The President shall be an employee and the chief executive officer of the Corporation. The President shall have all authority and responsibility necessary to manage the Corporation in all its activities and departments, subject to such policies as may be issued by the Board. They shall act as the duly authorized representative of the Corporation in all matters in which the Board has not formally designated some other person to act.

The President shall make annual reports showing the condition of the affairs of the Corporation and make such recommendations as they think proper and submit the same to the Board at its annual meeting. The President shall serve as a voting member of all Committees and the Board.

The President shall remove themselves from discussions by any committee pertaining to their compensation or as otherwise directed by the Board.

In the event that the President is incapacitated or unable to perform their duties, the Board shall appoint an appropriate person to assume such duties pending the President's return or the selection of a new President.

Section 4. Secretary. The Secretary shall be responsible for and shall carry out the directions of the Board with respect to the following matters:

- (a) maintenance of the books and records of the Corporation;
- (b) review and approve the minutes of the meetings of the Board, including Director attendance, and ensure their timely and appropriate distribution;
- (c) ensure meeting notifications are sent to applicable Directors and attendees,
- (d) attest to the seal of the Corporation where desirable, necessary or required, and
- (e) perform such other duties as may be prescribed by the Board or the President.

Section 5. Treasurer. The Treasurer shall be responsible for and shall carry out the directions of the Board with respect to the following matters:

- (a) maintenance of the books and records of the Corporation so as to properly reflect the assets, liabilities, and transactions of the Corporation;
- (b) preparation of budgets and review of compliance therewith, including recommendations to the Board; and
- (c) perform such other duties as may be prescribed by the Board or the President.

Section 6. Standing Committee Chairs. The Chair of each Standing Committee shall be responsible for and shall carry out the directions of the Board with respect to their Committee's charter or description in Article VI of these Bylaws. Each Committee Chair shall further review and approve the minutes of their Committee, including Director attendance, and ensure appropriate distribution, along with such other duties as may be prescribed by the Board or the President.

Section 7. Compensation. The Officers of the Corporation shall be entitled to reasonable compensation for services actually rendered to the Corporation in their capacity as Officers. Such services shall be

compensated at an amount determined by a majority of the Directors. Officers shall be reimbursed for actual business expenses incurred by them in the performance of their duties on behalf of the Corporation consistent with the expense reimbursement policy of the Corporation in effect at the time such expenses are incurred.

Section 8. Execution of Documents. All checks, drafts, and orders for payment of money, together with deeds, mortgages, bonds, contracts or other instruments which the Board has authorized the Corporation to execute, shall be signed by an authorized signatory of the Corporation. Such authorized signatories shall include the President, Treasurer, or other agents or Officers as the Board shall from time to time designate for that purpose.

ARTICLE VI **Committees**

Section 1. The following shall be the Standing Committees of the Board:

- a) Executive Committee;
- b) Finance Committee;
- c) Audit Committee; and
- d) Governance Committee.

Approval of any additional Standing Committees shall require approval of the Board.

Section 2. Executive Committee. The Executive Committee shall consist of the Chair of the Board, the Vice Chairs, the President, and the Chairs of the Standing Committees and any persons the Chair may appoint, up to four additional people, subject to the approval of the Board. The Chair of the Board shall serve as Chair of the Executive Committee. The Executive Committee shall be vested with the power and authority of the Board in the oversight of the business affairs of the Corporation, long range and strategic planning of the Corporation and shall employ, approve the salaries and prescribe the duties of such agents and employees as the Corporation shall require, except as otherwise provided by law, these bylaws or resolutions of the Board. The Executive Committee may approve the annual budget and the election of Directors of the Board prior to the Annual Meeting, subject to ratification by the Board. This delegation of authority shall not release the Board or any individual Director of the responsibility imposed upon them by law. The Executive Committee may act on behalf of the Board between meetings of the Board when necessary. "Necessary" shall be defined as those situations which are time sensitive, confidential and where the inability to act swiftly would cause irreparable harm.

Section 3. Finance Committee. The Chair of the Board shall appoint, after consultation with the President and incumbent Chair, a Chair and members of the Finance Committee. The Committee shall serve as a liaison between the Board and the Treasurer and the Chief Financial Officer (or in the absence of a Chief Financial Officer, the highest-ranking financial management employee of the Corporation) with regard to the financial and business operations of the Corporation. The Committee's oversight shall include: budget preparation, financial reporting, revenue generation strategies, expense management practices, investment and other financial policies, and risk management.

The Committee shall, at least annually, make a report on the financial condition of the Corporation at the Annual Meeting of the Board. The Committee shall also present the annual budget of the Corporation at the Annual Meeting. The Committee shall also have oversight and steering of the audit and investment functions of the Corporation.

Section 4. Audit Committee. The Chair of the Board shall appoint, after consultation with the President and incumbent Chair, a Chair and members of the Audit Committee. The Audit Committee shall act as the liaison between the Corporation and its external auditors. The Audit Committee shall review and approve the yearly audit of the Corporation and submit such audit to the Board for its approval.

Section 5. Governance Committee. The Chair of the Board shall appoint, after consultation with the President and incumbent Chair, a Chair and members of the Governance Committee. The Governance Committee is responsible for evaluating current Directors and Officers, recruiting and nominating candidates for Director positions, leading succession planning for the Board, and evaluating and recommending improvements to Board structure and governance processes, including periodic self-evaluations by the Board.

The Committee shall prepare and recommend at the Annual Meeting of the Board a slate of Officers and a slate of Directors for election/re-election. The Committee may also be requested to prepare and recommend, at the option of the Board, individuals to fill vacancies during the year.

The Committee shall also assess the composition of the Board, identify and cultivate potential Directors and provide orientation to new Directors on the responsibilities of serving as a Director of the Corporation, ensuring that all Board members have the proper motivation and tools to carry out their duties responsibly.

Section 6. Ad Hoc Committees. The Chair of the Board shall have the authority to form Ad Hoc committees and appoint a Chair from the members of the Board. The Chair of each Ad Hoc committee shall appoint its members after consultation with the Board Chair and President. Ad Hoc committee members need not be members of the Board.

ARTICLE VII

Community Advisory Board

Section 1. Purpose. Pursuant to the Communications Act of 1934, every public broadcasting station receiving federal funding must have a Community Advisory Board (“CAB”), which:

- a) shall be “reasonably representative of the diverse needs and interest of the communities served by the station,”
- b) has the obligation to advise the station’s governing body as to whether a station’s “programming and other significant policies... are meeting the specialized educational and cultural needs of the communities served by the station,” and
- c) may make recommendations that CAB members deem “appropriate to meet such needs.”

Neither the CAB nor its members are fiduciaries of the Corporation, nor may they exercise control over the management or operation of the Corporation.

Section 2. Membership. The CAB shall consist of no fewer than ten (10) members, appointed from time to time by the President in consultation with the CAB Chair. CAB members are asked to complete an initial three-year term and may continue volunteering so long as they and WQED’s President so choose. Resignations from the CAB must be in writing, with email to suffice. CAB members may be removed by the President if both the CAB Chair and Board Chair concur.

Section 3. Leadership. The CAB shall be led by a Chair, who shall be appointed by WQED’s President. The CAB Chair shall be an ex-officio member of the Board, unless otherwise duly elected to the Board pursuant to Article III.

ARTICLE VIII

Liability and Indemnification

Section 1. Personal Liability of Directors

- a) To the fullest extent permitted by law, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - 1) the Director has breached or failed to perform the duties of their office in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
 - 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- b) The provisions of this Section shall not apply to:
 - 1) the responsibility or liability of a director pursuant to any criminal statute; or
 - 2) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification

- a) Right to Indemnification.
 - 1) As used herein, the word “Action” shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.
 - 2) Unless in a particular case indemnification would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Code or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL) against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

- 3) A person who is not a Director or Officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.
 - 4) As used in this Article, “indemnitee” shall include each Director and each Officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.
- b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Code or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have their expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.
 - c) Right of Indemnitee to Initiate Action; Defenses.
 - 1) If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
 - 2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.
 - 3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section (b) shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by Section (b), but the burden of proving any such defense shall be on the Corporation.
 - d) Non-Exclusivity; Nature and Extent of Rights.

Each Director and Officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not

be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which they were entitled or were designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

e) **Funding Indemnification.**

The Corporation may create a fund of any nature which may, but need not, be under the control of a trustee, or may be otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Authorized Representative, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against them and incurred by or imposed upon them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Corporation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintain such insurance.

Section 3. Modification. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person's estate.

ARTICLE IX
Fiscal Year

The fiscal year of this Corporation shall be from October 1 through September 30 of each year.

ARTICLE X
Amendments to Bylaws

These Bylaws may be altered, amended or rescinded by a vote of two-thirds of the members of the Board present at any Annual/Regular meeting of the Board or at any Special Meeting of the Board called for that purpose, provided a quorum is present at such meeting as herein designated, provided however, that at least fifteen (15) days' prior written notice of such meeting shall be given to each member of the Board.

ARTICLE XI
Policy Compliance

Each Director serving on the Board shall be accountable for complying with all duly adopted policies of the Corporation, including but not limited to the: (a) Conflict of Interest Policy, (b) Diversity Policy, (c) Whistleblower Policy, (d) Media and Public Relations Policy, and (e) Use of WQED Information Policy (together, the “Policies”).

Each Director shall annually sign a statement that affirms that such person (x) has received a copy of the Policies, (y) has read and understands the Policies, (z) has agreed to comply with the Policies.

Directors shall be advised of the Policies upon joining the Board.

ARTICLE XII
Effective Date

These Bylaws shall be effective as of September 25, 2025 and as amended and restated this date.