



BYLAWS OF CAPITAL PUBLIC RADIO, INC.

(A California Nonprofit Public Benefit Corporation & CSU Auxiliary)

~ As Amended June 17, 2026 ~

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Amended June 2016, July 2022, September 2024, January 2026, & June 2026

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BYLAWS OF CAPITAL PUBLIC RADIO, INC.

(A California Nonprofit Public Benefit Corporation & CSU Auxiliary)

ARTICLE I

Name and Corporate Status of Corporation

The name of this Corporation is Capital Public Radio, Inc. The Corporation is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

ARTICLE II

Corporate Offices

Section 2.01. Principal Office – The principal office of the Corporation is currently located at 7055 Folsom Blvd., Sacramento, CA 95826. The Board of Directors may change the principal office from one location to another. Any change of the location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.02. Other Offices – The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct business.

ARTICLE III

Specific Purpose

The specific and primary purpose of this Corporation is to operate one or more radio stations, providing the communities served by the Corporation's stations with music, arts and information radio broadcasts of the highest quality, fulfilling its mission and consistent with the Corporation's status as a Public Benefit Corporation, exempt from tax under Internal Revenue Code §501(c)(3).

As an auxiliary organization (as authorized under Education Code §89900 et. seq.) of, but legally separate from, the California State University (CSU), it is organized specifically for the purpose of operating the radio stations licensed to the Board of Trustees of the California State University, specifically its Sacramento campus (University or CSUS). In operating these stations, the authorized functions of the Corporation are defined by the current enforceable and updated Operating Agreement between the California State University, Sacramento and Capital Public Radio, Inc. and provided in part as follows:

Auxiliary is authorized to perform the following functions authorized by, CCR tit.5, §42500, which are activities essential and integral to the educational mission of the University:

(a) Instructionally Related Programs and activities associated with the operation and management of a public radio station or stations.



(b) Solicit gifts, bequests, devises, endowments, trusts and similar funds for the benefit of CPR (Capital Public Radio).

(c) Public relations, fundraising, fund management, and similar development programs.

Auxiliary agrees to receive and apply exclusively the funds and properties coming into its possession toward furthering these purposes for the benefit of CSU and the University. Auxiliary further agrees that it shall not perform any of the functions listed in CCR tit.5, §42500 unless the function has been specifically assigned in this operating agreement with the University. Prior to initiating any additional functions, Auxiliary understands and agrees that CSU and Auxiliary must amend this agreement in accordance with Section 21, Amendment.

ARTICLE IV

Members

Section 4.01. Members – The Corporation shall have no members as that term is defined in §5056 of the California Nonprofit Corporation Law. Any action which would otherwise require approval by a majority of all members or approval by the members pursuant to the California Public Benefit Corporation Law shall require only approval by the Board of Directors. All rights which would otherwise vest in the members under said Law shall vest in the Board of Directors.

Section 4.02. Associates – Notwithstanding section 4.01, the Corporation may refer to persons associated with it as "members" even though such persons are not members within the meaning of that term under §5056 of the California Nonprofit Corporation Law or any corresponding section of any future California Nonprofit Corporation Law. Such persons shall be deemed associated persons with respect to the Corporation as that term is defined in §5332 of the California Nonprofit Public Benefit Corporation Law and no such reference shall result in the creation of statutory members in this Corporation.

ARTICLE V

Board of Directors

Section 5.01. General Corporate Powers – The business and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Subject to the limitations expressed in Article 8, Section 8.01, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.02. Number and Classification of Directors

- (a) Total Number and Classes of Directors – Unless the total number of Directors is changed by an amendment of this section 5.02, the Board of Directors shall consist of at least fifteen (15), but no more than twenty-five (25) Directors, classified in three classes, namely: Public Directors, Ex-Officio Directors and University-Appointed Directors. Subject to the limitations imposed by this section on the total number of Public, Ex-Officio and University-Appointed Directors, vacant positions on the Board may be filled by action of the Board at any duly noticed meeting of the Board, or by the University as to University-Appointed positions. No employee of the Corporation, other than its President/General Manager, shall be eligible to serve on the Board.
- (b) Number and Qualifications of Public Directors - There shall be at least seven (7), but no more than seventeen (17), Public Directors unless and until the maximum and minimum number of Public Director positions specified herein are changed by amendment to these Bylaws.
- (c) Number and Designation of Ex-Officio Directors - There shall be a maximum of two (2) Ex-Officio Directors, who shall be the persons described in this subparagraph:
- i) President/General Manager of Capital Public Radio, Inc. The individual employed as the Corporation's President/General Manager shall be an Ex-Officio Director of the Corporation.
 - ii) Vice President (VP)/CFO or other designee of the President of California State University Sacramento.
- (d) Number and Designation of University-Appointed Directors – In addition to the Vice President or other designee of the President of California State University Sacramento who served as an Ex-Officio Director, there shall be no more than eight (8) University-Appointed Directors who shall be selected as follows:
- i) One (1) University-Appointed Director shall be the President of California State University, Sacramento or their designee;
 - ii) One (1) University-Appointed Directors shall be a faculty member of California State University, Sacramento appointed by the President of the University;
 - iii) One (1) University-Appointed Director shall be a student of California State University, Sacramento appointed by the President of the University;
 - iv) Five (5) additional University-Appointed Directors, at the discretion of the President of California State University, Sacramento, may be appointed to the Board.

Section 5.03. Terms of Office

- (a) Directors – Directors shall serve for a term of three (3) years [such term to begin July 1st and end June 30th at the end of the three year term. The Board may stagger the terms of the Directors using any reasonable method, including providing shorter initial terms for some Directors in order to create the staggering.]
- (b) However, upon determination by the Board, a Director may serve one additional term commencing at least one year after the termination of a Director’s service. Any officer, whose second and final term as a Director shall expire prior to the completion of their term as an officer, may continue to serve as a Public Director through their full term as an officer. Any Director who is elected to the position of Vice Chair may continue to serve as a Director, regardless of their length of service on the Board, through succession to and completion of their terms as Chair. For purposes of the limitation on consecutive terms of office imposed by this subparagraph (a), the relevant year shall be the calendar year, rather than the fiscal year of the Corporation. If an individual is elected or appointed for an initial term of less than two (2) years, that term shall not count for purposes of computing the limitation of two consecutive terms of office. Term limits shall not apply to Ex- Officio Directors.

Section 5.04. Nomination and Election of Public Members

- (a) Nomination of Public Directors
 - i) Nominations by Committee – The Governance Committee shall nominate qualified candidates for election to at least that number of positions on the Board that need to be filled in order to have a Board which includes at least seven (7) Public Directors. At any time during the year, if the Governance Committee nominates qualified candidates who ought to be considered for election to any vacant Public Director positions, said Committee can recommend to the Board of Directors that such persons be elected as Public Directors.
 - ii) Nominations From the Floor – Any Directors present during a session of the Board may place names for nomination, provided however that no action may be taken on a candidate nominated from the floor at a meeting until review and consideration by both the Governance Committee and the Board as a whole.
- (b) Election of Public Directors - At any designated meeting of Directors, the Board shall elect such candidates as necessary to ensure a minimum of seven (7) Public Director positions. Elections for the Public Director seats shall be by affirmative vote of their position. The candidates receiving the highest number of votes, up to the number of Public Directors to be elected, shall be elected to office; provided,

however, that a candidate's election must, in all cases, be supported by the affirmative vote of at least a majority of the Directors in attendance at a meeting at which a quorum is present.

- (c) Prohibition of Cumulative Voting – Cumulative voting in the election of Directors, as defined in Corporations Code §5616, shall not be permitted.

Section 5.05 Appointment of Ex-Officio and University-Appointed Directors – Ex-Officio and University-Appointed Directors shall be appointed or assume their seats by virtue of their office or appointment.

Section 5.06. Resignation and Removal of Directors and Filling Vacancies on the Board of Directors

- (a) Vacancies – A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following:
- i) The death, resignation, or removal of a Director; or
 - ii) An increase in the authorized number of directors.
- (b) Resignation of Directors – Any Director (Public, Ex-Officio or University-Appointed) may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Public Director is intended to be effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. If the resignation of an Ex-Officio or University-Appointed Director is intended to be effective at a future time, the person with authority to fill that position by designation may designate a successor to take office when the resignation becomes effective.
- (c) Filling of Vacancies
- i) Public Directors - Vacancies in Public Director positions on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of Directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining Directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining Director.
 - ii) Ex-Officio Directors – If the position of President/General Manager of the Corporation is vacant (thus causing a vacancy in that Ex-Officio Director position), the position shall remain vacant until filled.
 - iii) University-Appointed Directors – If a vacancy occurs in any University-Appointed Director position, the position shall be filled by the President of California State University Sacramento or their designee.
- (d) Removal of Public Directors
- i) Automatic Vacancy – The position of any Public Director shall be deemed

automatically vacated upon any of the following: (A) declaration of unsound mind by a final order of court, (B) conviction of a felony; (C) determination by a final order or judgment of any court to have breached any duty under Article 3 (commencing with §5230) of the California Corporation Code;

- ii) Board Removal – The Board of Directors may remove any Public Director with or without cause by the vote of a majority of the Directors.
- (e) Removal of University-Appointed Directors – Any University-Appointed Director may be removed from office at any time by action of the President of the University, or through a majority vote of the Board of Directors with or without cause.

Section 5.07 Compensation – The Directors shall serve without compensation for their services as a Director. However, subject to the limitations imposed by section 7.02, below, nothing herein shall preclude any Director from serving the Corporation simultaneously in another capacity, such as an agent, independent contractor (including professional service provider), or employee of the Corporation and receiving compensation for those other services so long as any relationship between a Director and the Corporation involving compensation, directly or indirectly, to the Director is approved by the Board in accordance with section 7.02(c).

Section 5.08 Attendance and Participation - Directors are expected to attend all regular and special meetings of the Board and to participate actively in the work of at least one Standing Committee. Failure to attend two (2) or more consecutive regular meetings of the Board, or attendance at fewer than seventy-five percent (75%) of scheduled Board and committee meetings during any twelve-month period, may be deemed non-participation and grounds for removal pursuant to Section 5.06. Committee Chairs are expected to attend all Board meetings and all meetings of the committee they chair. Failure by a Committee Chair to attend two (2) consecutive meetings of the Board or of their assigned committee shall trigger review by the Chair of the Board and may result in replacement of the Committee Chair or removal from the Board as provided in Section 5.06. Exceptions to this section may be granted by the Chair of the Board for good cause.

Section 5.09 Board Member Contributions - All Public and University-Appointed Directors are expected to make an annual financial contribution to Capital Public Radio, Inc., and in recognition of the fiduciary responsibility to support the Corporation’s mission. Directors’ giving shall be recorded confidentially by management and reported in aggregate to the Governance Committee for confirmation of donations. Student Directors appointed by California State University, Sacramento are exempt from this requirement but are encouraged to participate in other forms of engagement and advocacy that support the Corporation’s mission. Failure to make a contribution within any fiscal year may be deemed non-participation and grounds for review by the Governance Committee which will notify the Chair of the Board for further discussion.

ARTICLE VI

Voting Rights and Meetings of the Board of Directors

Section 6.01. Voting Rights – All Directors (Public, Ex-Officio, and University-Appointed) shall be voting Directors. On any matter or proposal put to the Directors for a vote, each Director shall have one (1) vote. Voting may be conducted at a meeting (including meetings conducted in-person or hybrid-style using a digital/video conference platform, or other permitted communications media; see section 6.02(b), below) or by use of a written ballot delivered to each Director in writing or by electronic means.

Section 6.02. Meetings of the Board

- (a) Call of Meetings – Regular and special meetings of the Board of Directors may be called by the Chair of the Board, the Vice Chair, but only in the absence or incapacity of the Chair, the President/General Manager of the Corporation or the President of California State University, Sacramento or their designee on the Board.
- (b) Place of Meetings – All conventional meetings of the Board of Directors (i.e., meetings where Directors assemble in-person, hybrid or by video conference platform) shall be held at the principal office of the Corporation or at such other location within the Corporation’s radio service area as determined by the Chair of the Board or by the President/General Manager of the Corporation. During in-person, hybrid, and video-only meeting modalities, participation in the meeting shall be allowed such that:
- i) Each member of the Board participating in the meeting can communicate with all other members concurrently;
 - ii) Each member is provided the means of participating in all matters coming before the Board at the meeting, including the capacity to propose, or to interpose an objection, to any specific action to be taken by the Corporation;
 - iii) The Corporation adopts and implements some means of verifying both that the people participating in the meeting are, in fact, Directors and that all statements, questions, actions or votes were made by a Director and not by some other person.
- (c) Regular Meetings – Regular Board meetings shall be held with such frequency as determined by the Chair of the Board. To facilitate the annual planning of individual Directors, it is the policy of this Corporation to establish and communicate to all Directors an annual schedule of meetings at the beginning of each year. In addition, notice of the date, time and location of each regular meeting shall be communicated to each board member not less than one (1) week prior to the meeting. The notice should also include an agenda for the meeting.

- (d) Special Meetings – A special meeting may be called at any time by the Board Chair, or by a majority of the members of the Board, by delivering personally, by mail or email, written notice to each member of the Board, and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. The call and notice of a special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings by the Board. Written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the clerk or the secretary of the Board a written waiver of notice. The waiver may be given by telegram or email. Written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.
- (e) Waivers and Consents – Notice of any regular or special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meetings to which the waiver, consent and/or approval pertains.
- (f) Quorum – The presence at a duly noticed meeting of fifty percent (50%) of all Directors plus one (1) shall constitute a quorum of the Board of Directors for the transaction of business. In the absence of a quorum, no business may be conducted at a meeting, except to entertain and act upon a motion to adjourn as provided in subparagraph (i), below.
- (g) Transactions of Board – Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of a sufficient number of Directors to reduce those remaining to less than a quorum if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.
- (h) Conduct of Meetings – The Chair of the Board or, in their absence, the Vice Chair of the Board shall preside over meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.
- (i) Adjournment – The majority of Directors present at any meeting, whether a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time scheduled for reconvening the adjourned meeting to those Directors who were not present at the time of the adjournment.



Section 6.03. Action Without a Meeting – Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the Board of Directors' proceedings. Such action(s) by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE VII

Powers of the Board of Directors and Limitations Thereon

Section 7.01. Specific Powers – Without prejudice to the general powers of the Board of Directors as stated in section 5.01, above, and subject to the limitations set forth below or otherwise imposed by law, the policies of the Board of Trustees of the California State University applicable to University Auxiliary Organizations and/or the Operating Agreement between California State University and Capital Public Radio, Inc., the Board of Directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Select and remove all officers of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for qualified performances of their duties.
- (c) Change the principal office from one location to another.
- (d) Adopt, make, and use a corporate seal and alter the form of the seal.
- (e) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered by the Corporation's purpose, in the corporate name. This must be done in conjunction with station management and with specific purpose.
- (f) Contract and pay premiums for insurance and bonds (including general liability insurance, Directors' and Officers' liability insurance and fidelity bonds) as may be required by the Corporation.
- (g) Review and approve budgets and maintain a full set of books and records of account showing the financial condition of the Corporation in a manner consistent with generally accepted accounting principles ("GAAP") and non-GAAP financial measurements when appropriate, and at no greater than annual intervals prepare an annual audited financial report and prepared 990 for the Corporation.
- (h) Appoint such committees as the Board deems necessary or desirable in accordance with Article 8, hereof.
- (i) Bring and defend actions on behalf of the Corporation so long as the action or defense is pertinent to the operations and purposes of the Corporation.
- (j) Acquire, by purchase or lease, land and equipment for office and broadcast facilities, or for the location of towers, antennas, or other electronic equipment that is necessary or appropriate to improving the quality of broadcast service in the communities served by the Corporation's radio stations or to expand the coverage area of the

Corporation's broadcasts to the extent permitted by applicable laws and governmental regulations. These actions must be done in conjunction with station management and with specific purpose.

- i. As an initial step, all of the Corporation's expenditures and fund appropriations shall be approved by this Governing Board. (See, Education Code § 89904.) This should be completed through a budget approval process with delegation to operating officer(s) to implement the budget plan. The Corporation's proposed budget must be presented to the President of California State University Sacramento for approval, to ensure that the Corporation is operating as an "integral part of the overcall campus program." (See, 5 Cal. Code Reg. § 42402.) All of the Corporation's expenditures must comply with applicable state law and CSU and California State University Sacramento policies. (See, Education Code 89900(b)-(c).) Expenditures outside of normal business operations shall be approved in accordance with trustee policy and regulations by an officer of the trustees (e.g., campus president). (See, Education Code § 89904.)

Section 7.02. Scope of Authority and Limitations on Powers

- (a) Notwithstanding the powers conferred on the Board pursuant to Sections 5.01 and 7.01, above, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in §5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said §5233.
- (b) The Corporation manages the radio stations licensed to the Board of Trustees of the California State University on behalf of the Trustees as a recognized auxiliary organization of the University. Therefore, to maintain the Corporation's good standing as a recognized auxiliary, the Board is obligated to file all applications and other documents, and to take such further actions as required by state law (including California Education Code §89000, et seq.), the regulations and policies established by the Board of Trustees of the California State University (including Title 5 §42400 et. seq. of the California Code of Regulations and the CSU Auxiliary Organizations Policy, ID 18463478), and the Operating Agreement between California State University and the Corporation.
- (c) This Corporation shall not enter into a contract or transaction with any other Corporation, association or entity in which one or more of the Corporation's Directors are Directors unless the material facts as to the transaction and the Director's common Directorship are fully known or disclosed to the Board and the Board has established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a

vote sufficient without counting the vote of the common Director(s).

- (d) A contract for a value amount at or above \$100,000 shall be approved by the Corporation's Board of Directors. The Corporation's President/General Manager, and/or any other officer or employee of the Corporation shall not execute a contract in the name of the Corporation which has a value amount of at least \$100,000 without obtaining prior approval by a vote of the Corporation's Board of Directors. Any third-party contractor entering into a contract with the Corporation for a value amount at or above \$100,000 without approval of a vote of the Board of Directors is hereby put on notice that such contract is voidable, unless ratified by a subsequent vote of approval by the Board of Directors.
- (e) This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless the transaction is first approved by the Board of Trustees of the California State University and the California Attorney General. This provision shall not apply to any reasonable advance due to expenses expected to be incurred in the performance of the Director's or officer's duties.
- (f) Except as provided in §5240(c) and §5241 of the Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall:
 - i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and
 - ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested asset was contributed to the Corporation.

ARTICLE VIII

Committees

Section 8.01. Standing Committees – The Corporation shall have the following Standing Committees:

a) Executive Committee Charter

- **Mission** - The Executive Committee acts on behalf of the Board of Directors between regular meetings to ensure continuity of governance, timely action on matters requiring Board attention, and effective coordination between the Board and management.
- **Purpose** - To carry out the duties of the Board of Directors as delegated under Section 7.01 of these Bylaws, within the limits established by the Board, law, and the Articles of Incorporation. The Executive Committee provides oversight and leadership between Board meetings and ensures that matters requiring Board discussion are prioritized and prepared for

consideration.

- **Membership** - The Executive Committee shall consist of the Chair of the Board, Vice Chair, Treasurer, Secretary, and the Chairs of the Governance and Development Standing Committees. The President/General Manager of the Corporation shall serve as an ex officio member of the Committee and may be excused by the Chair when the Committee is meeting to consider matters where attendance by the President/General Manager would be inappropriate. The Board of Directors may, from time to time and upon nomination by the Chair, elect additional Directors to serve on the Executive Committee. The Chair of the Board of Directors shall serve as Chair of the Executive Committee.
- **Authority and Decision-Making** - To the extent determined by the Board of Directors, the Executive Committee shall have the authority of the Directors in the governance of the business of the Corporation between meetings of the Board, including but not limited to the performance evaluation of the President/General Manager; provided, however, that the Executive Committee shall not unilaterally exercise any of the powers enumerated in Section 7.01 of the Bylaws without a majority vote of the Board of Directors, at a duly called meeting of the Board.
- **Roles and Responsibilities** - The Executive Committee ensures the timely execution of Board policies and directives between regular meetings of the Board. It provides guidance to the President/General Manager on urgent, strategic, or sensitive matters consistent with the direction of the Board, and reviews and approves the agenda for each Board meeting in coordination with the President/General Manager to ensure that all required reports and actions are properly scheduled. The Committee reviews and recommends items requiring Board consideration, including legal, fiscal, and operational issues, and conducts the annual performance evaluation of the President/General Manager. All actions taken by the Executive Committee shall be reported to the Board of Directors at the next duly called meeting. These roles and responsibilities are not all-inclusive and may include additional duties delegated to the Committee by the Board of Directors from time to time.

b) Finance Committee Charter –

- **Mission** - The Finance Committee supports the Board of Directors in overseeing the financial health, integrity, and sustainability of the Corporation by providing strategic guidance and fiscal oversight consistent with its mission and values.
- **Purpose** - To ensure the Corporation's financial resources are managed responsibly and effectively through ongoing review of budgets, financial performance, investments, and long-term planning, and by recommending financial policies and strategies that promote operational stability and accountability.
- **Membership** - The Finance Committee shall be chaired by the Treasurer of the Corporation and shall consist of no fewer than five (5) and no more than ten (10) members appointed by the Governance Committee. The Governance Committee shall report committee appointments and membership changes to the Board of Directors at

its next regular Meeting. The Finance Committee Chair will be nominated by either a recommendation from the Finance Committee or appointment by the Governance Committee and confirmed by the Board of the Directors. Members may include non-Directors with relevant financial or executive expertise. The Finance Committee shall meet monthly, or as otherwise determined by the Committee Chair based on the Corporation's financial reporting cycle. The President/General Manager and other staff may attend meetings as non-voting participants at the request of the Committee Chair. Members of the Finance Committee may serve on the Audit Committee but must constitute less than fifty percent (50%) of the members of the Audit Committee.

- Authority and Decision-Making - The Finance Committee shall serve in an advisory capacity to the Board of Directors and shall not exercise any of the powers of the Board as defined in Sections 7.01 and 7.02 of these Bylaws. The Committee's primary role is to review, analyze, and make recommendations to the Board on financial matters affecting the Corporation, including budgets, financial policies, and long-term planning.
 - Roles and Responsibilities - The Finance Committee reviews and recommends the annual operating and capital budgets to the Board of Directors and monitors the Corporation's financial performance against approved budgets throughout the year. The Committee ensures that long-term financial planning supports the Corporation's strategic goals and reviews internal financial statements, forecasts, and resource allocations to maintain fiscal integrity. It is responsible for reviewing and recommending to the Board all investment and reserve policies, including oversight of reserves, liquidity, and financial planning consistent with CSU auxiliary organization policy and prudent fiscal management. The Committee also reviews the reasonableness and competitiveness of personnel benefits and advises the Board on matters affecting the Corporation's financial sustainability. All actions and recommendations of the Finance Committee shall be reported to the Board of Directors at the next duly called meeting. These roles and responsibilities are not all-inclusive and may include additional duties delegated to the Committee by the Board of Directors from time to time.
 - Reporting and Evaluation - All actions and recommendations of the Finance Committee shall be reported to the full Board of Directors. The Governance Committee shall periodically review the effectiveness of the Finance Committee and recommend any modifications to its structure, authority, or responsibilities.
- c) Audit Committee Charter
- Mission - The Audit Committee assists the Board of Directors in overseeing the integrity of the Corporation's financial reporting, audit processes, internal controls, and compliance with CSU Auxiliary Organization requirements.

- Purpose - To ensure that CapRadio maintains accurate financial statements, effective internal controls, and sound accounting and compliance practices through independent oversight of the annual financial audit and related financial review processes, and oversight of any other audits of the Corporation.
- Membership - The Audit Committee shall consist of at least three (3) members appointed by the Governance Committee. The Governance Committee shall report committee appointments and membership changes to the Board of Directors at its next regular Meeting. Members may include Directors and non-Directors as permitted by these Bylaws. No member shall be an employee of the Corporation. The Audit Committee Chair will be nominated by either a recommendation from the Audit Committee or appointment by the Governance Committee and confirmed by the Board of the Directors. The President/General Manager, Controller, and representatives of CSUS Financial Services may attend meetings as non-voting participants at the request of the Committee. The Audit Committee shall meet at least quarterly, and more frequently as necessary to fulfill its responsibilities or as requested by the Board Chair or Committee Chair. To preserve independence and avoid conflicts of interest, Members of the Finance Committee may serve on the Audit Committee but must constitute less than fifty percent (50%) of the members of the Audit Committee. The Chair of the Finance Committee/Treasurer may not participate as a voting member of the Audit Committee.
- Authority and Decision-Making - The Audit Committee shall have authority, to the extent delegated by the Board of Directors, to recommend the appointment, retention, or replacement of the Corporation's independent auditors; to review audit findings and management responses; and to monitor compliance with CSU and auxiliary organization policies. The Committee acts in an advisory capacity and shall not exercise management authority or make binding financial decisions on behalf of the Board.
- Roles and Responsibilities - The Audit Committee reviews the Corporation's annual audited financial statements, including any management letters and corrective actions taken in response to audit findings, to ensure that financial information is complete and accurate. The Committee recommends to the Board the appointment or replacement of the independent audit firm and monitors its independence and performance. It reviews audit findings, management's responses, and internal control practices to confirm compliance with CSU and auxiliary organization requirements. The Audit Committee also oversees processes for the confidential reporting of concerns related to accounting, internal control, or audit matters. All actions and recommendations of the Audit Committee shall be reported to the Board of Directors at the next duly called meeting. These roles and responsibilities are not all-inclusive and may include additional duties delegated to the Committee by the Board of

Directors from time to time.

- Reporting and Evaluation - All actions and recommendations of the Audit Committee shall be reported to the full Board of Directors. The Governance Committee shall periodically review the effectiveness of the Audit Committee and recommend any modifications to its structure, authority, or responsibilities.

d) Governance Committee Charter –

- Mission - The Governance Committee supports the Board of Directors in ensuring effective governance, leadership, and organizational accountability by overseeing Board structure, policies, and performance.
- Purpose - To assist the Board of Directors in fulfilling its fiduciary and oversight responsibilities through the evaluation of governance practices, maintenance of governing documents, and development of policies that strengthen the Board's capacity to govern effectively and in accordance with CSU auxiliary organization requirements.
- Membership - The Governance Committee shall consist of at least three (3) members appointed by the Governance Committee. The Governance Committee shall report committee appointments and membership changes to the Board of Directors at its next regular Meeting. Members shall be Directors of the Corporation. The Governance Committee Chair will be nominated by either a recommendation or appointment from the Governance Committee and confirmed by the Board of the Directors. The Committee shall meet at least quarterly, and more frequently as necessary to fulfill its responsibilities or as requested by the Board Chair or Committee Chair.
- Authority and Decision-Making - The Governance Committee shall act in an advisory capacity to the Board of Directors and shall not exercise any of the powers of the Board as defined in Sections 7.01 and 7.02 of these Bylaws. The Committee's primary authority is to recommend policies, procedures, and governance practices for consideration and adoption by the Board.
- Roles and Responsibilities - The Governance Committee oversees the Board's governing framework, including these Bylaws, committee charters, and other foundational documents, to ensure continued alignment with CSU auxiliary organization policy and applicable law. The Committee coordinates Board and committee evaluations, reviews the structure and composition of the Board, and recommends candidates for election or reappointment. It ensures that policies and governing documents are reviewed and updated on a regular cycle, and that recommendations for amendments are presented to the Board for approval. The Governance Committee also oversees the development and review of Board-level

policies, facilitates orientation and ongoing education for Directors, and ensures effective succession planning for Board leadership roles. The Committee shall monitor Director attendance and contribution compliance as set forth in Sections 5.08 and 5.09 of these Bylaws, and report to the Chair of the Board any matters requiring review or corrective action. The Committee shall also ensure that expectations for Director participation and giving are communicated annually and reflected in the Board orientation materials and Board Expectations document. All actions and recommendations of the Governance Committee shall be reported to the Board of Directors at the next duly called meeting. These roles and responsibilities are not all-inclusive and may include additional duties delegated to the Committee by the Board of Directors from time to time.

- Reporting and Evaluation - All actions and recommendations of the Governance Committee shall be reported to the full Board of Directors. The Committee shall periodically review its effectiveness and recommend any modifications to its structure, authority, or responsibilities.
- e) Development Committee Charter –
- Mission - The Development Committee’s mission is to raise community awareness and develop, implement, and secure philanthropic support for Capital Public Radio. The Committee serves as an ambassador of the Corporation, promoting CapRadio’s mission and encouraging the broader community to support its work through philanthropy and engagement.
 - Purpose - To assist the Board of Directors and management in fostering community awareness, developing donor relationships, and implementing fundraising and sponsorship strategies that sustain CapRadio’s operations and advance its long-term strategic goals.
 - Membership - The Development Committee shall consist of members of the Board of Directors and may include non-Board members with expertise in fundraising, marketing, or philanthropy. Members shall be nominated by the Governance Committee. The Governance Committee shall report committee appointments and membership changes to the Board of Directors at its next regular Meeting. The Chair of the Development Committee shall be either recommended by the Development Committee or appointed by the Governance Committee and confirmed by the Board of Directors. The Development Committee shall meet at least quarterly, and more frequently as necessary to fulfill its responsibilities or as requested by the Board Chair or Committee Chair. The President/General Manager and development staff may participate in meetings as non-voting participants.
 - Authority and Decision-Making - The Development Committee shall act in an advisory capacity to the Board of Directors and management, recommending and

supporting strategies to increase philanthropic and community investment. The Committee shall not exercise management authority or make binding financial decisions on behalf of the Board.

- **Roles and Responsibilities** - The Development Committee works in coordination with staff and management to recommend and participate in fundraising activities that advance the Corporation's mission. The Committee serves as ambassadors of Capital Public Radio, raising community awareness of its programs, services, and value to the region. It assists in cultivating and stewarding donors, supporting major fundraising and sponsorship efforts, and engaging the Board of Directors in coordinated fundraising and outreach activities. The Development Committee shall encourage and support all Directors in fulfilling their annual contribution expectations consistent with Section 5.09 of these Bylaws. The Committee collaborates with the Governance Committee and management to foster a culture of philanthropy among Board members and to engage Directors as ambassadors and donors according to their personal capacity. All actions and recommendations of the Development Committee shall be reported to the Board of Directors at the next duly called meeting. These roles and responsibilities are not all-inclusive and may include additional duties delegated to the Committee by the Board of Directors from time to time.
- **Reporting and Evaluation** - All actions and recommendations of the Development Committee shall be reported to the full Board of Directors. The Governance Committee shall periodically review the effectiveness of the Development Committee and recommend any modifications to its structure, authority, or responsibilities.

Section 8.02. Other Committees of Directors – The Board of Directors may designate one or more committees of the Board consisting of two (2) or more Directors to serve for a length of time to be determined by the Board. Committees may also include individuals from the Corporation's radio staff or members of the general public, to serve at the pleasure of the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors with respect to matters within the jurisdiction of the Committee, as defined in these Bylaws or in the Board resolution establishing the Committee. Notwithstanding the foregoing, no committee, regardless of Board of Director resolution, may take any of the following actions:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeatable;
- (d) Appoint any other committees of the Board of Directors or the members of these committees;
- (e) Approve any transaction

- i) To which the Corporation is a party and one or more Directors have a material financial interest; or
 - ii) Between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.
- (f) Unilaterally take any action to hire, fire, discipline, put on probation, or otherwise augment, the duties and responsibilities of any officer of the Corporation.

Section 8.03. Ad-Hoc Committees - The Board of Directors may designate one or more Ad Hoc committees. An Ad Hoc committee shall perform specific task(s), and automatically cease to exist upon serving its purpose. The Board of Directors shall establish Ad Hoc committees, determine the size of Ad Hoc committees, appoint their Chairs and members, assign written charges and specify reporting requirements. The term of service for Chairs of Ad Hoc committees and committee members shall be determined by the Board of Directors. Ad Hoc committees may be comprised of Directors and non-Directors. Vacancies in the membership of any Ad Hoc committee may be filled by the Chair of the Board with the concurrence of a majority of the Board.

The duties of Ad Hoc committee Chairs shall be as follows:

- (a) to carry out the written charges as assigned by the Board of Directors;
- (b) to participate in the discussions of the Board of Directors as they pertain to the charges of the Ad Hoc committees; and
- (c) to report on the results of committee work, in keeping with the written charges to the Ad Hoc committee.

In addition to and separate from Ad Hoc committees described above, the Board of Directors may form panels, workgroups, and advisory committees to support and advance its substantive mission, goals, and objectives in such manner as specified in the resolution forming the panel, workgroup, or advisory committee. In no event shall any such panel, workgroup, or advisory committee assume any authority or duties for the governance of the corporation.

Section 8.04. Meetings and Actions of Committees – Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions of Article 6 of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Without limiting the foregoing, committees are specifically authorized and empowered to conduct meetings through the use of Zoom or similar digital/video conference platform, or other permitted communications media to the extent and in the manner provided in Section 6.02(b), above. The Chair and President/General Manager shall serve as Ex-Officio members of all committees.



Capital Public Radio staff may be assigned to any committee as Ex-Officio support, without a vote on matters coming before the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee consistent with the provisions of these Bylaws or State law. The requirements of this Section 8.04 shall not apply to Ad Hoc committees, panels, workgroups, and advisory committees. The Board of Directors shall establish the rules and requirements for governance, meetings and actions applicable to Ad Hoc committees, panels, workgroups, and advisory committees upon their formation.

Section 8.05 Committee Attendance and Participation - Members of Standing Committees are expected to attend all meetings of the committees to which they are appointed. A committee member who fails to attend **two (2)** consecutive meetings, or who participates in fewer than seventy-five percent (75%) of committee meetings in a fiscal year, may be removed from the committee by the Chair of the Board upon recommendation of the Committee Chair. Committee Chairs must attend all meetings of their committee and are responsible for ensuring quorum and effective participation. Failure to attend two (2) consecutive meetings or fewer than seventy-five percent (75%) of scheduled meetings in a fiscal year shall constitute cause for the Chair of the Board to review and, if necessary, reassign the committee chairmanship.

ARTICLE IX **Officers**

Section 9.01. Number and Title – The officers of the Corporation shall be a Chair of the Board, a Vice Chair, a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, other subordinate officers as may be appointed in accordance with the provisions of Section 9.03. except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chair of the Board.

Section 9.02. Election of Officers and Term of Office – The officers of the Corporation, or those officers appointed in accordance with the provisions of Section 9.03, shall be elected by the Board of Directors to serve for two-year terms or until their successors are elected and qualify. Each officer shall serve at the discretion of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 9.03. Subordinate Officers – The Board of Directors may appoint, and may authorize the Chair of the Board of Directors, the Vice Chair, or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board of Directors.

Section 9.04. Removal of Officers – Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be

conferred by the Board of Directors.

Section 9.05. Resignation of Officers – Any officer may resign at any time by giving written notice to the President/General Manager, the Secretary, or the Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 9.06. Vacancies in Offices – A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 9.07. Responsibilities of Officers

- (a) Chair of the Board – The Chair of the Board of Directors shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time-to- time assigned by the Board of Directors or prescribed by these Bylaws.
- (b) Vice Chair of the Board – The Vice Chair shall be the person selected by the Board to succeed the incumbent Chair upon expiration or vacation of the Chair’s term of office. The Vice Chair shall preside at meetings of the Board in the absence of the Chair and shall perform such other duties and responsibilities as may be delegated to the Vice Chair, from time to time, by the Chair.
- (c) President/General Manager – The President/General Manager of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall perform all duties incident to the office of President/General Manager and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- (d) Secretary – The Secretary shall discharge or cause to discharge the following responsibilities:
 - i) Ensuring the accuracy and completeness of the minutes and official records of actions taken by the Board of Directors. The Secretary shall ensure that minutes of Board meetings accurately reflect the time and place of each meeting, the names of directors and officers present, all motions made and actions taken, and any recusals or abstentions required to be recorded by law. The Secretary shall review and approve the minutes before presentation to the Board of Directors for adoption and shall sign approved minutes to attest to their accuracy.
 - ii) The Secretary shall also ensure that meeting agendas and notices of Board meetings are prepared and distributed in accordance with applicable laws, these Bylaws, and CSU auxiliary organization requirements. The Secretary shall perform such other duties as may be assigned by the Board of Directors or prescribed by these Bylaws.
- (e) Treasurer – The Treasurer shall discharge, or cause to be discharged the following responsibilities:

- i) Provide fiscal oversight on behalf of the Board of Directors and serve as the primary liaison between the Board and management on financial matters.
- ii) Review and present to the Board the Corporation's annual budget, financial statements, progress on addressing finance-related audit report action items, and shall advise the Board of Directors on the financial implications of major actions or initiatives.
- iii) Ensure that appropriate financial policies and internal controls are in place and that the Corporation's financial practices comply with applicable laws, CSU auxiliary organization requirements, and generally accepted accounting principles.
- iv) Work collaboratively with the President/General Manager, the Finance Committee, and California State University, Sacramento Financial Services, which—pursuant to the Services Exchange Memorandum of Understanding (Agreement No. MY240012, Amendment 1, dated August 18, 2025)—is responsible for maintaining the Corporation's official accounting books and records.
- v) Report to the Board of Directors on the Corporation's financial status and performance at regular intervals and perform such other duties as may be assigned by the Board or prescribed by these Bylaws.

ARTICLE X

Indemnification/Limitation on Liability

Section 10.01. Definitions – For the purposes of this Article 10, "associate" means any person who is or was a Director, officer, employee, or other agent of the Corporation; "proceeding" means any threatened, ending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 10.04 or 10.05(b) of this Article 10.

Section 10.02. Actions by Third Parties – The Corporation shall have power to indemnify any agent of the corporation who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such agent acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith and in a manner which the agent reasonably believed to be in the best interests of the Corporation or that the agent had reasonable cause to believe that the agent's conduct was unlawful.

Section 10.03. Actions by or in the Right of the Corporation – The Corporation shall have the power to indemnify any agent who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such agent in connection with the defense or settlement of such action if such agent acted in good faith, in a manner the agent believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 10.03 in any of the following circumstances:

- (a) In respect of any claim, issue, or matter as to which the agent shall have been adjudged to be liable to the Corporation in the performance of such agent's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 10.04. Indemnification of Agents Against Expenses – To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 10.02 or 10.03 of this Article 10 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 10.05. Required Determinations – Except as provided in Section 10.04 of this Article 10 any indemnification under this Article 10 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 10.02 or 10.03 of this Article 10, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person rendering services in connection with the defense, is opposed by the



Corporation.

Section 10.06. Advance of Expenses – Expenses incurred by any agent of the corporation in defending any proceeding in which the agent is a party may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 10.

Section 10.07. Other Indemnification – No provision made by the Corporation to indemnify its corporate agents, including without limitation, any Directors or officers, for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article 10. Nothing contained in this Article 10 shall affect any right to indemnification to which any persons other than Directors and officers may be entitled by contract or otherwise.

Section 10.08. Other Forms of Indemnification Not Permitted – No indemnification or advance shall be made under this Article 10, except as provided in Section 10.04 or 10.05(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or otherwise amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10.09. Insurance – The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation, whether compensated or volunteer, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article 10, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of §5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10.10. Nonpaid Directors: Alleged Failure to Discharge Duties: No Monetary Liability – Except as provided in §5233 or §5237 of the California Public Benefit Corporation Law and §5047.5 of the California Nonprofit Corporation Law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid Director, including any nonpaid Director who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person's duties as Director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith.

- (b) The duties are performed in a manner such Director believes to be in the best interests of the Corporation.
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (d) The duties are performed without undisclosed financial incentive inconsistent with the best interests of the Corporation.

Section 10.11. Personal Liability of Volunteer Director or Officer for Negligence

- (a) Except as provided in subparagraph (c), below, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer officer of this Corporation caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all of the following conditions are met:
 - i) The act or omission was within the scope of the Director's or officer's duties.
 - ii) The act or omission was performed in good faith.
 - iii) The act or omission was not reckless, wanton, intentional, dishonest, or grossly negligent.
 - iv) Damages caused by the act or omission are covered pursuant to liability insurance policy issued to the Corporation, either in the form of a general liability policy or a Director's and officer's liability policy, or personally to the Director or officer. If the damages are not covered by a liability insurance policy, the volunteer Director or volunteer officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.
- (b) For purposes of this Section 10.11, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a Director or officer does not affect that person's status as a volunteer within the meaning of this section.
- (c) This section does not eliminate or limit the liability of a Director or officer for any of the following:
 - i) Any liability with respect to self-dealing transactions as provided in §5233 of the California Nonprofit Public Benefit Law or any liability with respect to certain prohibited distributions, loans or guarantees as provided in §5237 of said law.
 - ii) In any action or proceeding brought by the California Attorney General.

Section 10.12. Fiduciaries of Employee Benefit Plans – This Article 10 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan maintained by the Corporation in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 10.01 of this Article 10. The Corporation shall have power to indemnify such trustee, investment manager, or other



fiduciary to the extent permitted by subdivision (f) of §207 of the California General Corporation Law.

ARTICLE XI

Compliance and Policy Oversight

Section 11.01. Required Policies and Internal Controls - As an auxiliary organization of California State University, Sacramento, the Corporation shall adopt, implement, and maintain all policies and internal controls required by the California State University, the California Education Code, and applicable state and federal laws. The Corporation shall adopt and maintain policies and procedures necessary to ensure compliance with applicable laws, regulations, and California State University auxiliary organization requirements.

Policies may be established as stand-alone governing documents or incorporated within these Bylaws, or other governing instruments as appropriate to the subject matter. All policies, regardless of form, shall have equal authority when duly approved by the Board of Directors.

Procedures and related operational guidelines may be developed under the direction of management to implement Board-approved policies, provided they are consistent with these Bylaws and applicable CSU requirements.

Section 11.02. Required Policies The Corporation shall maintain the following policies, at a minimum, and will retain all previous versions:

- Conflict of Interest Policy – Governing directors, officers, and employees, consistent with the provisions of California Education Code §§ 89906–89909 and the CSU Auxiliary Organizations Policy.
- Whistleblower Protection and Reporting Policy – Providing for the confidential reporting of improper governmental activities and prohibiting retaliation, consistent with California Education Code §§ 89043–89046 and CSU Executive Order 929 (or its successor).
- Fiscal and Internal Control Policies – Addressing cash handling, procurement, contract administration, asset management, and record retention, as required by Title 5, California Code of Regulations §§ 42401–42408 and CSU policy.
- Open Meeting and Public Access Policy – Ensuring compliance with the Seymour Open Meeting Act and the McKee Transparency Act (California Education Code §§ 89913–89928) applicable to auxiliary organizations.
- Annual Audit Policy – Providing for an annual independent financial audit reviewed by the University Chief Financial Officer and submitted to the CSU Chancellor’s Office in accordance with Title 5 § 42408.
- Personnel Policies – Establishing employment standards, classification, evaluation, and disciplinary procedures consistent with California Education Code § 89900(a) and CSU auxiliary organization guidelines.
- Investment and Reserve Policy – Ensuring prudent investment practices, fiscal soundness, and adequate capital and operating reserves consistent with CSU sound business practices.



- Public Relations Funds Policy – Ensures compliance required under ICSUAM 1301.00 for documenting and controlling public relations expenditures
- Document Retention Policy – Establishes and ensures compliance with CSU Auxiliary Organizations Policy and all applicable laws.

Section 11.03. Periodic Review and Reporting Requirements - The Board of Directors shall review each required policy not less than once every three (3) years, or more frequently as required by CSU policy or law, to ensure continued compliance, adequacy, and effectiveness. The results of each review, including any material policy revisions or updates, shall be documented in the Board’s meeting minutes, retained in the Corporation’s permanent records, and reported to the President of California State University, Sacramento or their designee. Authority: California Education Code §§ 89043–89046, 89900–89928; Title 5, California Code of Regulations §§ 42400–42600; CSU Executive Order 929; and CSU Auxiliary Organizations Policy (2025).

Section 11.04 CSU Auxiliary Organization Self-Reporting Assessment - Corporation shall participate annually in the CSU Auxiliary Organization Self-Reporting Assessment (AOSA) process as required by the Chancellor’s Office. Compliance and Risk Management shall coordinate completion of the assessment, in consultation with the President/General Manager and the Board of Directors, to confirm that all required CSU and state policies—including those governing whistleblower protection, fiscal controls, and reporting practices—are being followed.

Any findings, corrective actions, or noted deficiencies identified through the AOSA shall be reviewed by the Governance Committee and reported to the Board of Directors and the President of California State University, Sacramento or designee. Citation: CSU Auxiliary Organizations Policy (2025), Section III(D) – Annual Self-Assessment and Reporting Requirements; Title 5, California Code of Regulations §§ 42400–42600.

ARTICLE II Miscellaneous

Section 12.01 Execution of Checks and Drafts – All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons in accordance with Board-approved policies and procedures.

Section 12.02. Execution of Contracts – The Board of Directors, except as otherwise provided in these Bylaws and in accordance with CSU auxiliary, Ed Code and other regulations or policy, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors,

no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 12.03. Representation of Shares of Other Corporations – The Executive Committee (Chair, Vice Chair, President, Secretary or Treasurer) acting without necessity for specific resolution, are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted to such officers to vote or represent on behalf of the Corporation any and all shares held by the Corporation in any other Corporation or Corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers. Any actions taken pursuant to this section shall be reported to the Board at its next regularly scheduled meeting or at a special meeting called for that purpose prior to the next regularly scheduled meeting.

Section 12.04. Maintenance of Articles and Bylaws – The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and these Bylaws as amended to date.

Section 12.05. Maintenance of Other Corporate Records – The accounting books, records and minutes of proceedings of the Board of Directors and any committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. These documents shall be kept in electronic form, on an approved secured drive or network.

Section 12.06. Director Inspection Rights – The Directors of this Corporation shall be entitled to inspect the books and records of this Corporation, minutes of meetings of the Board or any committee thereof and the physical properties of the Corporation, during normal business hours, to the full extent provided in Corporations Code §5330, et seq.

Section 12.07. Annual Statement of General Information – As and when required by §6210 of the California Nonprofit Corporation law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the chief executive officer, Secretary and Treasurer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process. Any authorized inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents, minutes or instruments.

Section 12.08. Limitations on Grants, Contracts, Bequest, Trusts, and Gifts – The Corporation shall not accept any grant, contract, bequest, trust, or gift, unless it is so conditioned that it may be used only for purposes consistent with policies of the Board of Trustees of the California State University.



Section 12.09. Construction – Unless the content requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 12.10. Amendment of the Bylaws – The Board of Directors may, by majority vote, adopt, amend, or repeal these Bylaws; provided, however, that if any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote. The text of any proposed amendments or additions to the Bylaws shall be furnished to each Director, in writing, at least seven (7) days prior to the meeting or action by written consent where the proposal will be presented for approval. Copies of any proposed Amendments shall be sent to the President of California State University Sacramento at least thirty (30) days in advance of the date intended for actions (except in the case of emergency). Copies of amended documents are to be sent to the Chancellor’s Office and the California State University Financing and Treasury Office within thirty (30) calendar days.



CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Capital Public Radio, Inc., a California nonprofit public benefit Corporation, that the above Bylaws, consisting of 31 pages, are the Bylaws of this Corporation as amended and restated by the Board of Directors on June 17, 2026 and that they have not been amended or modified since that date.

Executed on Jun 23, 2026 at Sacramento, California.

A handwritten signature in black ink that reads "Machel Martin".

/s/ Machel Martin, Board Secretary