DETROIT EDUCATIONAL TELEVISION FOUNDATION
BYLAWS

(Amended – June 28, 2012)

ARTICLE I
Board of Trustees

Section 1. General Powers. The activities and affairs of the Corporation shall be managed by the board of trustees, which shall exercise all of the powers of the Corporation in accordance with applicable law.

Section 2. Number and Terms. The number and terms of office of the trustees shall be as provided in the Articles of Incorporation. Any vacancy in the board of trustees may be filled by the board of trustees for the unexpired term at the next meeting by the board of trustees and all vacancies, at least to the minimum of 30, shall be filled at the next annual meeting of the Corporation.

Section 3. Trustees Emeriti. Appointment as a trustee emeritus to the Corporation board is an honor bestowed by the board of trustees in recognition of an individual trustee's exemplary level of service and contribution to the Corporation, its public broadcasting entities and collaborative partners. The eligibility criteria and expectations of trustees emeriti are described in a separate policy adopted by the board. The nominating and governance committee will review eligibility criteria for departing trustees and former trustees. The committee's findings and recommendations will be forwarded to the executive committee. The executive committee will review the recommendations and upon approval will forward the names of the trustees emeriti nominees to the board of trustees for formal approval.

ARTICLE II
Officers

Section 1. Number, Term and Limits. The officers of this Corporation shall be a chair of the board, a chair-elect, a president and CEO, one or more vice chairs, a secretary and a treasurer, and may include one or more vice presidents, assistant secretaries or assistant treasurers. The board of trustees shall have power to appoint such other officers and agents as the board may deem necessary for the transaction of the business of the Corporation. Each officer other than the president and CEO, any vice president and the assistant secretary and assistant treasurer shall be elected annually by the board of trustees at the annual meeting of the Corporation and shall serve until the next annual meeting of the Corporation or until such officer's successor has been elected, unless such officer's terms and conditions of appointment otherwise provide. A volunteer officer may serve no more than four consecutive one-year terms in any one office. The president and CEO shall serve for such term as the board of trustees shall determine and any vice president, assistant secretary and assistant treasurer shall serve for such term as the president and CEO shall determine. Unless otherwise provided herein, a vacancy in any office shall be filled by the board of trustees for the unexpired portion of the term at the next regular meeting of the board of trustees.

Section 2. Honorary Chairs. The Governor of the State of Michigan and the Mayor of the City of Detroit may be invited to serve, ex officio, as honorary chairs. The honorary chairs will be purely honorary positions, will not be considered trustees or officers and will have no vote on matters presented to the board.

Section 3. Chair of the Board. The chair of the board shall be elected by, and from the membership of, the board of trustees. The chair of the board shall preside over meetings of the board of trustees. The chair of the board shall have general responsibility to see that all orders and resolutions of the board of trustees are carried into effect.

Section 4. President and CEO.

(a) Appointment. The president and CEO shall be appointed by the board of trustees pursuant to such terms and conditions as the board of trustees shall determine. The president and CEO shall be ex officio but with full voting rights, a member of the board of trustees, of the Community Advisory Panel and of all other committees of the Corporation. The president and CEO may also serve simultaneously as treasurer, secretary, assistant treasurer or assistant secretary to the Corporation, but may not execute or acknowledge an agreement or instrument in more than one capacity.

(b) Duties and Powers. The president and CEO shall be the chief executive of the Corporation and shall in general supervise and control the activities and affairs of the Corporation, including the daily operation of the Corporation. The president and CEO shall have the power to appoint and dismiss all employees of the Corporation, including any vice president. The president and CEO shall (i) represent the Corporation in contacts with governmental, technical and community organizations related to public telecommunications; (ii) have primary responsibility for planning and promoting effective public relations of the Corporation and (iii) promote wider participation by appropriate community agencies in public telecommunications. The president and CEO shall have the responsibility for (i) raising funds necessary for the operation of the Corporation; (ii) preparing and recommending the budget of the Corporation to the board of trustees; and (iii) keeping expenditures of the Corporation within authorized limits. The president and CEO shall perform such other duties as may be delegated by the board of trustees or the executive committee.

Section 5. Chair-Elect. The chair-elect shall be elected by, and from among the membership of, the board of trustees. During the absence or disability of the chair, the chair-elect shall perform the duties and exercise the powers of the chair. The chair-elect shall perform other duties as may be delegated to him or her by the board chair or the board of trustees.

Section 6. Vice Chairs. The vice chairs shall be elected by, and from the membership of, the board of trustees. During the absence or disability of the chair and chair-elect, the vice chair who is most senior in terms of service on the board of trustees among the vice chairs shall perform the duties and exercise the powers of the chair of the board. The vice

chairs shall perform such other duties as may be delegated to them by the board chair or the board of trustees.

Section 7. Vice Presidents. The president and CEO may appoint one or more vice presidents of the Corporation to have responsibility for portions of the daily business operations of the Corporation pursuant to such terms and conditions as the president and CEO shall determine. A vice president shall not be a member of the board of trustees. The terms of appointment of any vice president may provide that such vice president shall perform the duties and exercise the powers of the president and CEO during the absence or disability of the president and CEO. The vice presidents shall perform such duties as may be delegated to them by the president and CEO. The president and CEO may dismiss any vice president.

Section 8. Treasurer. The treasurer shall be elected by, and from the membership of, the board of trustees. The treasurer shall exercise such powers as are vested in this office by law and shall perform such other duties as may be delegated to the treasurer by the board of trustees. To the extent permissible by law, the treasurer may delegate the treasurer's functions to an assistant treasurer.

Section 9. Secretary. The secretary shall be elected by, and from the members of, the board of trustees. The secretary shall attend meetings of the board of trustees and its committees and shall preserve or cause to be preserved in books of the Corporation true minutes of the proceedings of all such meetings. The secretary shall give, or cause to be given, all notices required by law, bylaw, or resolution. The secretary shall perform such other duties as may be delegated to the secretary by the board of trustees. To the extent permissible by law, the secretary may delegate the secretary's functions to an assistant secretary or other designated officer.

Section 10. Assistant Secretaries and Assistant Treasurers. The president and CEO may elect or appoint one or more assistant secretaries and one or more assistant treasurers. The assistant secretaries shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. The assistant treasurers shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or by the treasurer, respectively, or by the board of trustees or by the president and CEO in consultation with the secretary or treasurer, respectively.

Section 11. Removal. Any officer or agent elected or appointed by the board of trustees may be removed by the board of trustees whenever in the judgment of the board of trustees the interests of the Corporation will be served thereby.

ARTICLE III
Meetings of the Board of Trustees

Section 1. Location. Any and all meetings of the board of trustees may be held at any place within the State of Michigan.

Section 2. Annual Meeting. The annual meeting of the board of trustees shall be held in the third or fourth quarter of the fiscal year, on such date and at such place and time as shall be

determined by the chair. Failure to hold the annual meeting within the time designated shall not work a forfeiture or dissolution of the Corporation and, in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 3. Regular Meetings. Regular meetings of the board of trustees may be held without notice to the trustees if the time and place of the meeting has been determined by resolution of the board. At least one regular meeting of the board must be held each year.

Section 4. Special Meetings. Special meetings of the board of trustees may be called by the chair or the president and CEO or upon a written request signed by a minimum of nine percent of the total number of trustees then in office, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The board chair or president and CEO shall fix the date, time and place for the holding of the meeting.

Section 5. Notice. Except as otherwise provided in these Bylaws or by law, written notice of the time and place of meetings of the board of trustees shall be delivered either personally, by mail, or by electronic transmission, by or at the direction of the secretary to each trustee not less than ten days nor more than 60 days before a regular meeting and not less than five days before a special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and addressed to the trustee at such trustee's address as it appears on the records of the Corporation. Notice by electronic transmission will be deemed to have been given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting; notice of a special meeting must state the purpose or purposes of the meeting. In the event the chair or the chair-elect determines that an emergency or other extraordinary circumstance results in the necessity of an emergency meeting of the board of trustees, written or electronic notice of such meeting, specifying the time, place and purpose of the meeting shall be delivered to the home or business address of each trustee not less than twenty-four hours prior to the time of the meeting.

Section 6. Quorum. One-third (1/3) of the trustees shall constitute a quorum. All actions of the board of trustees shall be taken by a majority of the quorum, unless a greater number is required by these Bylaws, the Articles of Incorporation, or by applicable law.

Section 7. Waiver. Notice of time, place and purpose of any meeting of the board of trustees may be waived in writing, by the individual trustee, either before or after such meeting has been held. Attendance of a trustee at a meeting constitutes a waiver of notice of the meeting, except where the trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Open and Closed Meetings. The board of trustees, any committee thereof and any advisory body of the Corporation shall call and conduct their meetings in accordance with the open meeting provisions of the Public Telecommunications Financing Act of 1978, as the same may be amended. The law and Corporation for Public Broadcasting interpretations appear at http://www.cpb.org/stations/certification/cert1.html. Closed sessions may be held to consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information

obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of the Corporation. The Corporation, within a reasonable period of time, will make available to the public a written statement containing an explanation of the reasons for closing the meeting.

Section 9. Participation by Remote Communication. A trustee may participate in a meeting of trustees by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. If an open meeting is conducted telephonically or via video conferencing or the Internet, the Corporation must provide the public with access to the proceedings through a location at which the public may observe or listen or by disseminating call-in information that permits the public to observe or listen from another location.

ARTICLE IV
Written Consent

Notwithstanding any other provision herein, if all of the trustees then in office shall consent in writing to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the board of trustees.

ARTICLE V
Committees

Section 1. Executive Committee. An executive committee composed of five or more trustees shall have and exercise the authority of the board of trustees in the management of the business of the Corporation between meetings of the board of trustees, subject to review and revision by the board of trustees, except to the extent that the vested rights of third persons are affected thereby. Unless otherwise provided by resolution of the board of trustees, the executive committee shall consist of the chair of the board, the chair-elect, the vice chairs, the president and CEO, the treasurer, the secretary, chairs of standing committees and others as elected by the board of trustees.

The Executive Committee will not have power or authority to:

(a) Amend the Articles of Incorporation;

(b) Adopt an agreement of merger or consolidation;

(c) Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;

(d) Approve the dissolution of the Corporation or a revocation of a dissolution;

(e) Amend the Bylaws of the Corporation;

(f) Fill vacancies on the board; or

(g) Fix compensation of the trustees for serving on the board or on a committee.

Section 2. Standing Committees. The Corporation shall have four standing committees, consisting of the executive committee (as per Section 1 of Article V), the finance and audit committee, the compensation and human resources committee, and the governance and nominating committee. The membership and chair of the finance and audit committee, the compensation and human resources committee, and the governance and nominating committee shall be appointed by the chair of the board of trustees, subject to the approval of the board of trustees. The standing committees shall perform such duties and functions as the board of trustees shall direct in committee charters or resolutions adopted by the board.

Section 3. Other Committees. The chair of the board may appoint, subject to the approval of the board of trustees, such other committees or subcommittees as may from time to time be necessary or advisable, with such duties and functions as the board of trustees shall direct.

Section 4. Procedure. All committees, and each member thereof, will serve at the pleasure of the board of trustees. The board of trustees will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the board of trustees, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE VI
Financial Transactions

Section 1. General Powers as to Negotiable Paper and Remittances for the Payment of Money. The board of trustees may from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments or remittances for the payment of money, including the transfer of money or payment of bills by electronic, wire or network transfer, and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 2. Authorization. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the chair of the board, the chair-elect, any vice chair, or the president and CEO, together with the secretary or any assistant secretary, may execute the same in the name and in behalf of the Corporation, and may affix the corporate seal thereto. The board of trustees shall have power to designate the officers and agents who shall have authority to execute any contract or instrument in behalf of the Corporation.

ARTICLE VII
Community Advisory Panel

Consistent with public telecommunications financing requirements, the board of trustees shall maintain a Community Advisory Panel for the Corporation. The law and Corporation for Public Broadcasting interpretations appear at

http://www.cpb.org/stations/certification/cert3.html. Membership in the Community Advisory Panel shall be determined by such procedures as the board of trustees shall determine, provided that efforts shall be made to assure that the composition of the Community Advisory Panel reasonably reflects the diverse needs and interests of the communities served by the Corporation. The Community Advisory Panel shall be solely advisory in nature. In no event shall the Community Advisory Panel have, or be deemed to have, any authority to exercise any control over the daily management or operation of the Corporation. The board of trustees shall adopt bylaws to generally govern the operation and affairs of the Community Advisory Panel.

ARTICLE VIII
Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any trustee or officer of the Corporation (and, to the extent provided in a resolution of the board of trustees or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a trustee, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a trustee or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the board of trustees or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a trustee, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE IX
Conflicts of Interest

Section 1. Disclosure. When a member of the Board, an officer or a committee member is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board, an officer or committee member has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the board of trustees and made a matter of record, either when the interest becomes a matter of Board action or committee action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member, officer or committee member, or a member of his or her immediate family or

close relative is an officer, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member, officer or committee member having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, however, he or she may be counted in determining a quorum for the meeting at which the matter is voted upon, as permitted by law. The Board should obtain and rely on appropriate comparability data. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member or committee member abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

Section 4. Determining Compensation. The process for determining compensation of the Corporation's president and chief executive officer, other officers or key employees will include review and approval by independent persons, use of comparability data and contemporaneous substantiation of the deliberation and decision. An independent person is defined as a trustee, officer or member of a committee with governing Board delegated powers who does not have a direct or indirect financial interest in the Corporation.

ARTICLE X
Miscellaneous

Section 1. Amendments. These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the trustees then in office.

Section 2. Fiscal Year. The fiscal year of the Corporation will end on the last day of June.

Section 3. Loans and Guarantees. The Corporation will not provide loans to or guarantee obligations of an officer or trustee of the Corporation, unless expressly permitted under state law.