

**BYLAWS OF THE
ASSOCIATION FOR PROGRESSIVE COMMUNICATIONS (APC)
ADOPTED BY APC COUNCIL 5 NOVEMBER 2007**

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**BYLAWS
OF
ASSOCIATION FOR PROGRESSIVE COMMUNICATIONS**

**ARTICLE I
PRINCIPAL OFFICE**

The California office of this organisation shall be located in the city and county of San Francisco, California. The principal office of this organisation shall be located in Melville, South Africa. The organisation may have offices at such other places as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE II
MEMBERSHIP**

Section 1. Classification of Members. All members shall have the same voting rights, as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as “members,” and provide for their rights and obligations (including the obligation to pay dues); however, the terms “member” and “membership,” as used in these Bylaws, shall refer only to voting members.

Section 2. Qualifications for Membership. Members must be organisations that adhere to this organisation’s mission and Bylaws, have stable technical, administrative and financial operations, and a commitment and ability to provide services to the constituency this organisation targets. Members may not be individual persons.

Section 3. Admission of Members. Any application for membership must be made in writing and may be submitted to the Board of Directors at any time. The Board of Directors or a person or committee authorized by the Board of Directors will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Sections 1 and 2 above. Once certified, members shall enter into a membership agreement. Membership shall commence upon such certification and upon payment of any required dues.

Section 4. Membership Dues. Each member must pay to this organisation, within the time and on the conditions set by the Designated Voting Representatives, dues and fees in amounts to be fixed from time to time by the Board of Directors. The Designated Voting

Representatives may determine the conditions under which any payment of dues shall be refundable.

Section 5. Good Standing. Those members who have paid the required dues, fees, and assessments, if any, shall be members in good standing of this organisation.

Section 6. Membership Book. This organisation shall keep a membership book containing the name of each member and the last address provided to this organisation by the member for purposes of notice, and the name of the current Primary Representative and Secondary Representative. The book shall indicate whether a member is in good standing from time to time. Termination of membership of any member shall be recorded in the book, together with the date of termination of such membership. The record of names and addresses of the members of this organisation shall constitute the membership list of this organisation and shall not be used, in whole or part, by any member for any purpose not reasonably related to a member's interest as such.

Section 7. Nonliability of Members. No member of this organisation shall be personally liable for the debts, liabilities, or obligations of this organisation.

Section 8. Transferability of Memberships. Membership in this organisation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 9. Designated Voting Representatives; Council. All members shall exercise all the rights and obligations of membership in this organisation, including the right to vote, through one Designated Voting Representative. Each member organisation shall have a Primary Representative and a Secondary Representative, and shall designate its representatives in writing executed by an authorized officer of the organisation delivered to the Secretary of this organisation, which shall be retained in the membership book of this organisation. A member may change its Designated Voting Representative at any time and from time to time in the same manner.

Section 10. Termination of Membership. Membership in this organisation shall continue until terminated as provided in this Section, or until the member dissolves or resigns in writing delivered to the Secretary or Chair of this organisation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this organisation.

A. Basis for Termination. Membership in the organisation shall terminate upon the occurrence of any of the following events or conditions:

i. Nonpayment of Dues. At the discretion of the Board, a member's membership in this organisation may be terminated ninety days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such ninety-day period.

ii. Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article II, Sections 1 and 2, such member's membership in this organisation shall be terminated. Failure to qualify shall include, but is not limited to, a change in the member's institutional status, which includes, but is not limited to, a change in the member's tax status or corporate status, and selling all or substantially all of its operation to a third party.

iii. Interests of Organisation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this organisation as a member is not in the best interests of this organisation and the furtherance of its purposes. Actions that the Board of Directors shall find not in the best interests of this organisation include, but are not limited to, engaging in conduct materially and seriously prejudicial to the purposes of this organisation, or any activity that jeopardizes this organisation's domain name and content.

B. Termination Procedures. In the case of proposed termination of a membership under subsection A. above, the following procedures shall apply:

i. Notice. This organisation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least thirty days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, or by electronic transmission pursuant to Article X, Section 6, to the last address provided by the member to the organisation for purposes of notice.

ii. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board of Directors to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefore, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.

iii. Determination. Following the hearing date, the Board of Directors shall decide whether or not the member should in fact be terminated, approved for re-application, or sanctioned in some way. A vote of two-thirds of the directors present at a duly called and noticed meeting shall be required to terminate, approve for re-application or sanction a member. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in the organisation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B.i above.

iv. Refund. The Board of Directors may determine whether any organisation whose membership has been terminated shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

v. Re-Application. A member that the Board of Directors approves for re-application may submit an application for membership, which the organisation shall consider in accordance with the procedures set forth in Article II, Section 3.

ARTICLE III MEMBERSHIP RIGHTS

Section 1. Voting Rights. Subject to these Bylaws, members of this organisation shall have the right to vote through their Designated Voting Representative, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- (c) all amendments to these Bylaws and all amendments to the Articles of Incorporation of this organisation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- (d) the disposition of all or substantially all of the assets of this organisation;
- (e) any merger of this organisation;
- (f) any dissolution of this organisation;
- (g) defining the broad strategic direction of this organisation; and
- (h) any other matters that may properly be presented to members for a vote, pursuant to this organisation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 2. Inspection Rights.

A. Articles and Bylaws. This organisation shall keep at its principal office in South Africa current copies of the Articles of Incorporation and Bylaws of this organisation, which shall be open to inspection by members' Designated Voting Representative at all reasonable times. If this organisation has no principal office in California, the Secretary shall furnish such copies to any member's Designated Voting Representative on written request therefor.

B. Accounting Records; Minutes. On written request by the Designated Voting Representative, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this organisation and the minutes of the proceedings of

the members, the Board of Directors, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to the membership book of this organisation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Other Rights. In addition to the rights described in these Bylaws, members of this organisation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

Section 4. Compensation. Designated Voting Representatives shall not be compensated for their role as designated representatives for the members; they may, however, be reimbursed for their actual and necessary expenses incurred in attending member meetings, also called Council meetings, given reasonable availability of funding.

ARTICLE IV MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each member who is in good standing shall have one vote on each matter. Each member's Designated Voting Representative shall vote on behalf of the member.

Section 2. Tri-Annual Member Meetings. A tri-annual meeting of the membership, which may also be called the tri-annual Council meeting, will be held every third year, beginning in 2007, at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and transacting such business as may come before the meeting, provided, however, that in lieu of a tri-annual meeting, the Board of Directors may choose instead to take action by written ballot pursuant to Section 10.C. of the Article.

Section 3. Special Meetings of Members.

A. Who May Call. Special meetings of the members may be called (i) by the Board of Directors or the Chair, or (ii) on the written request of five percent of the membership, voting through their Designated Voting Representative.

B. Procedures for Calling Special Meetings Requested by Members. If a special meeting is called by members, the requesting Designated Voting Representatives shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, facsimile transmission, or by electronic transmission such as email in compliance with Article X, Section 5, of these Bylaws to the Chair, Vice Chair, or the Secretary of this organisation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the Chair.

Section 4. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, an organisation holding a membership as of the close of business on the record date shall be deemed a member of record.

A. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board of Directors, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which Designated Voting Representatives are entitled to vote on behalf of their respective member organisations at any members' meeting, shall be the day of that meeting. If the Board of Directors, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board of Directors, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board of Directors adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board of Directors, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 5. Time and Manner of Notice of Meetings. The Secretary shall give written notice of each members' meeting to each Designated Voting Representative who, as of the record date for notice of the meeting, would be entitled to vote at such meeting on behalf of their respective member organisations. The notice shall be delivered to the last address provided by the member to this organisation for purposes of notice, either personally or by telegram, facsimile transmission, electronic transmission in compliance with Article X, Section 6, or first-class, registered, or certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting.

Section 6. Contents of Notice. The notice shall state the place, date and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the tri-annual meeting, the names of all those who are nominees for director as of the date of the notice, and those matters which the Board of Directors, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the tri-annual meeting for such action.

Section 7. Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board of Directors, (c) to amend this organisation's Articles of Incorporation, or (d) to voluntarily dissolve this organisation.

Section 8. Member Quorum. A majority (51%) of the members in good standing shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough Designated Voting Representatives to leave less than a quorum, so long as any action taken thereafter is approved by at least two-thirds of the vote.

Section 9. Act of the Members. Every effort will be made to reach agreement by consensus. If consensus is not reached, however, two-thirds of the members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this organisation, or these Bylaws require a greater number.

Section 10. Manner of Voting.

A. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of directors, and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the members present at the meeting, shall be conducted by secret ballot. Subject to any guidelines and procedures that the Board of Directors may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 13 of this Article, or by electronic video screen communication, participate in the meeting, be deemed present in person and vote at the meeting.

B. Proxy Voting. In addition to voting through their Designated Voting Representatives, members may authorize another person or persons to act by proxy with respect to such member's vote or votes at any particular member meeting. All proxy authorizations shall be in writing and signed by the member's Designated Voting Representative and filed with the Chair of this organisation. Proxies shall only be valid for one meeting and shall expire immediately upon the adjournment of the member meeting for which they were authorized.

C. Action by Written Ballot Without a Meeting.

i. Generally. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

ii. Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this organisation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. This organisation may send the ballot and any related materials, and the member may return the ballot, by electronic transmission, in compliance with Article X, Sections 5 and 6, of these Bylaws, as applicable. All solicitations of written ballots shall indicate the number of votes needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. Revocation of Written Ballots. If a member who has cast a written ballot desires to change its vote or votes, the member may do so provided he or she so notifies the Secretary of this organisation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

D. Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

Section 11. Waiver of Notice or Consent by Members.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each Designated Voting Representative entitled to vote who was not present at the meeting signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member in compliance with Article X, Section 5 of these Bylaws. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Section 7 of this Article, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a Designated Voting Representative at a meeting shall also constitute a waiver of notice of that meeting, unless the Designated Voting Representative attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not

included in the notice of the meeting which are required to be described therein pursuant to Section 7 of this Article, if that objection is expressly made at the meeting.

Section 12. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all Designated Voting Representatives shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance with Article X, Section 6, of these Bylaws. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 13. Meetings by Electronic Transmission. A meeting of the members may be conducted, in whole or in part, by electronic transmission in compliance with Article X, Sections 5 and 6, as applicable, or by electronic media screen communication, so long as all of the following apply:

(a) This organisation has implemented reasonable measures to provide members' Designated Voting Representatives a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) If any Designated Voting Representative votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, this organisation maintains a record of any vote or action taken by a member by means of electronic transmission.

Any request by this organisation for a member's consent to conduct a meeting by electronic transmission shall include a notice that, absent consent of the member, the face-to-face membership meeting shall be held at a physical location at which members may attend and participate in person.

Section 14. Pre-Membership Meeting; Online Discussion. Prior to each tri-annual or special meeting, or each vote by written ballot, the Board of Directors may conduct a pre-membership meeting online discussion that will be held open for a 14 day period. The Board of Directors shall notify the members in advance of any such pre-membership meeting online discussion and present an agenda for the members' discussion. All members shall be permitted to participate in any pre-membership meeting online discussion via instant messenger. The pre-membership meeting online discussion shall close within 14 days of any scheduled tri-annual or special meeting, and shall close within 14 days of the mailing of any written ballot. The pre-membership meeting online discussion shall not take the place of a tri-annual or special meeting, or a vote by written ballot. Nothing that transpires on the pre-membership meeting online discussion shall be construed or interpreted to be a member vote. Members shall only vote pursuant to Section 10 above.

ARTICLE V
BOARD OF DIRECTORS; EXECUTIVE BOARD

Section 1. Corporate Powers; Exercise By Board of Directors. This organisation shall have powers to the full extent allowed by law. All powers and activities of this organisation shall be exercised and managed by the Board of Directors, which may also be called the Executive Board, of this organisation directly or, if delegated, under the ultimate direction of the Board of Directors; provided, however, that certain powers shall be reserved specifically for the members of the organisation.

Section 2. Number and Qualification of Directors. The number of directors shall be not less than four nor more than eight, with the exact authorized number of directors to be fixed from time to time by resolution of the Designated Voting Representatives. The Executive Director shall be an ex officio member of the Board of Directors, shall have the same rights and obligations, including the right to vote, as all other directors, and shall be included in the authorized number of directors. Any amendment of the preceding sentence shall require the approval of the members. Directors of this organisation must be Designated Voting Representatives of this organisation in good standing at the time of their election. To the greatest extent possible, Board members shall represent a diverse set of experiences, backgrounds and characteristics.

Section 3. Limitations on Interested Persons. At no time shall an employee of the organisation serve on the Board of Directors, other than the Executive Director. At all times, not more than forty-nine percent of the directors of this organisation may be interested persons. An interested person means either:

(a) any person currently being compensated by this organisation for services rendered to it by them within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Nomination of Directors. The Chair shall appoint a committee to select qualified candidates for election to the Board of Directors at least 120 days before the date of any election of directors. The Secretary of the nominating committee shall notify the members that a nominating committee has been appointed and that the members have 15 days to submit any names for inclusion on the nominating committee's report. This nominating committee shall make its report at least 90 days before the date of the election, and the Secretary shall forward to each member, with the notice of the meeting in accordance with Sections 5 and 6 of Article IV of these Bylaws, a list of all candidates so nominated.

Section 5. Election and Term of Office of Directors. Directors shall be elected every three years, beginning in 2007, at a meeting of the members, or, if such directors are not elected at the meeting, they may be elected by written ballot. Each director shall be elected for a term of three years. Each director shall hold office until expiration of the term and

until a successor has been elected and there shall be no limit on the number of terms that a director may serve.

Section 6. Vacancies. A vacancy shall be deemed to exist whenever there are fewer directors in office than are authorized, due to resignation, removal, an increase in the size of the Board of Directors, or any other reason. Vacancies may be filled by the directors serving on the Board of Directors at the time of the vacancy (unless the vacancy was created by removal of a director by the members, in which case the vacancy may only be filled by a vote of the members), for the unexpired portion of the term. Vacancies may also be filled by a vote of the members for the unexpired portion of the term.

Section 7. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the Chair or the Secretary of this organisation, unless a later effective date is specified in the resignation. The members may remove any director at any time, with or without cause. If there are fewer than fifty members, the vote of a majority of the members shall be required to remove a director.

Section 8. Annual Board of Directors Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair, the Treasurer, the Secretary, or any two directors, and noticed in accordance with Section 10 of this Article.

Section 9. Special Board of Directors Meetings. Special meetings of the Board of Directors may be called by the Chair, the Treasurer, the Secretary, or any two directors, and noticed in accordance with Section 10 of this Article. The Board of Directors shall hold a special meeting at least twice a year. The annual meeting may take the place of one special meeting each year.

Section 10. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as electronic mail, in compliance with Article X, Section 5 of these Bylaws.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides in writing a waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. Two-thirds of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-

fifth of the authorized number of directors or two directors, whichever is larger. Every effort will be made to reach agreement by consensus. If consensus is not reached, however, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article II, Section 10.B. (termination of membership), Article V, Sections 6 (filling Board of Directors vacancies) and 13 (taking action without a meeting); Article VIII, Section 3 (approving self-dealing transactions); and Article IX, Section 2 (approving indemnification), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. 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 (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors, and shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article X, Section 5 of these Bylaws so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently; and
- (b) each director is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the organisation.

Section 15. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this organisation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this organisation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this organisation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this organisation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this organisation's investments, the Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this organisation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this organisation.

Section 16. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this organisation.

Section 17. Compensation of Directors. The Board of Directors shall serve without compensation. The Board of Directors may, however, authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board of Directors and Board Committees.

Section 18. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the Executive Director, who is the president and chief executive officer of the organisation, and the Financial Manager, who is the chief financial officer of the organisation, and such other officers or employees as may be required by law or which shall be so designated by resolution of the Board of Directors from time to time, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this organisation.

ARTICLE VI COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a two-thirds of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board of Directors. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board of Directors, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board of Directors or on any Board Committee;
- (c) fix compensation of directors for serving on the Board of Directors or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this organisation;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
- (i) approve any merger, reorganisation, voluntary dissolution, or disposition of substantially all of the assets of this organisation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board of Directors. The members of any Advisory Committee may consist of directors or non directors and may be appointed as the Board of Directors determines. Advisory committees may not exercise the authority of the Board of Directors to make decisions on behalf of this organisation, but shall be restricted to making recommendations to the Board of Directors or Board Committees, and implementing Board of Directors or Board Committee decisions and policies under the supervision and control of the Board of Directors or Board Committee.

Section 3. Audit Committee. For any tax year in which this organisation has gross revenues of \$2 million or more, this organisation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit

Committee may not include any member of the staff or the Chair or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this organisation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board of Director service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board Committee on which the other directors are entitled to rely as provided in Article III, Section 14 of these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board of Directors, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this organisation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this organisation by the auditor's firm.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board of Directors or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of this organisation shall be a Chair, a Vice-Chair, an Executive Director/President, a Secretary, and a Treasurer. The organisation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. All officers, except for the Executive Director, shall be elected from among the directors of the organisation.

Section 2. Election. The officers of this organisation shall be elected every three years by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment; provided, however, that the Chair shall be the one director who receives the greatest number of votes pursuant to Article V, Section 5 above. Once elected, a Chair shall serve a three year term, regardless of whether new directors are elected within the three year term of the Chair, and whether such directors shall receive more votes than the Chair originally received when he or she was elected.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer, other than the Chair, may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors. The Chair may only be removed pursuant to Article V, Section 7, above.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this organisation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by 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 this organisation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office, other than Chair, for any reason shall be filled in the same manner as these Bylaws provide for election to that office. A vacancy in the office of the Chair may be filled by a vote of the Board of Directors, or by the members.

Section 6. Chair. The Chair, who may also be referred to as the Chairman of the Board of Directors, shall preside at all meetings of the members and the Board of Directors and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. Vice-Chair. The Vice-Chair, who may also be referred to as the Vice-Chairman of the Board of Directors, shall, in the absence of the Chair, carry out the duties of the Chair and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Executive Director/President. The Executive Director shall also serve as the President and shall act as the chief executive officer of this organisation. The Executive Director shall, subject to the control of the Board of Directors, supervise and control the affairs of this organisation and the activities of the staff, implement the policies and strategies adopted by the Board of Directors and the Members, and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary,

shall supervise the keeping of the minute books and the membership book of this organisation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 10. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this organisation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this organisation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 11. Compensation of Officers. All officers, other than the Executive Director, shall serve without compensation. The Board of Directors may, however, authorize the advance or reimbursement to an officer of actual reasonable expenses incurred in carrying out his or her duties as an officer.

ARTICLE VIII CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this organisation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this organisation may advance money to a director or officer of this organisation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the organisation to engage in, any self dealing transaction. A self-dealing transaction is a transaction to which this organisation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Approval. This organisation may engage in a self dealing transaction if the transaction is approved by a court or by the Attorney General. This organisation may also engage in a self-dealing transaction if the Board of Directors determines, before the transaction, that (a) this organisation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this organisation at the time; and (c) after reasonable investigation, the Board of Directors determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Directors in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of two-thirds of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board of Directors before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board of Directors determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board of Directors, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 4. Transactions with Members. In the event that the organisation finds it in its best interest to enter into a transaction with a member organisation, any director employed by, or otherwise affiliated with, that particular member organisation shall abstain from voting on the contemplated transaction, regardless of whether or not the transaction is a self-dealing transaction described in Section 2 of this Article.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this organisation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board of Directors shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board of Directors shall promptly determine, by a two-thirds vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board of Directors cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board of Directors shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this organisation in defending any proceeding prior to final disposition, if the Board of Directors finds that:

(a) the requested advances are reasonable in amount under the circumstances;
and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board of Directors to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board of Directors shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this organisation's power to indemnify the agent under law.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this organisation shall end each year on December 31st.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this organisation must be authorized by the Board of Directors or by any individual authorized by the Board of Directors, and, except as otherwise provided by law or by resolution of the Board of Directors, every check, draft, promissory note, money order, or other evidence of indebtedness of this organisation up to \$5,000 may be signed by the Executive Director or the Financial Manager. Every check, draft, promissory note, money order, or other evidence of indebtedness of this organisation over \$5,000 shall be signed by the Executive Director and countersigned by the Financial Manager.

Section 3. Annual Reports to Members and Directors.

A. Financial Report. Unless this organisation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this organisation's fiscal year, the Board of Directors shall furnish a written report to all of the directors and members of this organisation containing the following information:

(i) the assets and liabilities, including the trust funds of this organisation, as of the end of the fiscal year;

(ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(iii) the revenue or receipts of this organisation, both unrestricted and restricted for particular purposes, for the fiscal year;

(iv) the expenses or disbursements of this organisation, for both general and restricted purposes, for the fiscal year; and

- (v) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this organisation that such statements were prepared without an audit from the books and records of this organisation. The report and any accompanying material may be sent by electronic transmission in compliance with Article X, Section 5 of these Bylaws.

If this organisation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any member who requests it in writing.

B. Report of Certain Transactions. Unless this organisation furnishes the report required by subsection A above, within 120 days after the end of this organisation's fiscal year, the Board of Directors shall furnish a written report to all of the members and directors of this organisation containing the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000 or more between this organisation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this organisation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this organisation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

- (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this organisation, and that were not approved by the members of this organisation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

Section 4. Required Financial Audits. This organisation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this organisation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this organisation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this organisation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the organisation, the organisation has obtained an unrevoked

written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the organisation, the organisation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Electronic Transmissions to Members. An electronic transmission by the organisation to a member is valid only if the following requirements have been satisfied:

(i) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions;

(ii) Prior to consenting, the member was provided with a clear and conspicuous statement informing him or her of:

(a) any right or option to have the transmissions provided in no electronic form;

(b) the right to withdraw consent to the use of electronic transmissions and any conditions or consequences of such withdrawal;

(c) the procedure for withdrawing consent and for updating information needed to contact the member electronically; and

(d) the procedure for obtaining a paper copy of an electronic transmission upon request and whether any fee will be charged for such copy.

(iii) Prior to consenting, the member was provided with a statement of the hardware and software requirements for access to and retention of the electronic transmissions, and consented electronically in a manner that reasonably demonstrates that he or she can access information in the electronic form that will be used.

If a change in the hardware or software requirements creates a material risk that the member will not be able to access or retain the electronic transmissions, this organisation shall provide a statement of the revised hardware and software requirements necessary, as well as the member's right to withdraw consent without the imposition of any fees for such withdrawal.

Section 7. Amendments. Amendments to these Bylaws may be adopted only by the members. Such amendments shall require the vote of two-thirds of the members voting at a duly called and noticed meeting of the members or by written ballot. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least ten days before such meeting.

Section 8. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Danijela Babic, certify that I am presently the duly elected and acting Secretary of Association for Progressive Communications, a California nonprofit public benefit organisation, and that the above Bylaws, consisting of 21 pages, are the Bylaws of this organisation as adopted by _____, on _____.

DATED: _____

Andrew Garton, Secretary