

**BYLAWS
OF
MOBILE500 ALLIANCE, INC.**

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I OFFICES.....	1
Section 1.01 Location	1
ARTICLE II MEMBERS.....	1
Section 2.01 Classes of Members	1
Section 2.02 Term of Membership	1
Section 2.03 Annual Meeting	2
Section 2.04 Special Meetings.....	2
Section 2.05 Place and Time of Meetings	2
Section 2.06 Notice of Annual and Special Meetings	2
Section 2.07 Waivers of Notice	2
Section 2.08 Quorum	2
Section 2.09 Proxies.....	3
Section 2.10 Vote.....	3
Section 2.11 Presiding Officer and Secretary	3
Section 2.12 Informal Action by Members; Meetings by Conference Telephone	3
ARTICLE III BOARD OF DIRECTORS	4
Section 3.01 Power of Board and Qualification of Directors	4
Section 3.02 Number and Qualifications of Directors.....	4
Section 3.03 Election and Term of Directors.....	4
Section 3.04 Vacancies and Newly-Created Directorships	4
Section 3.05 Removal of Directors.....	5
Section 3.06 Resignations.....	5
Section 3.07 Quorum of Directors and Actions of the Board.....	5
Section 3.08 Meetings of the Board.....	5
Section 3.09 Notice of Annual and Special Meetings	5
Section 3.10 Waivers of Notice	5
Section 3.11 Informal Action by Directors; Meetings by Conference Telephone	5
Section 3.12 Compensation of Directors	6
Section 3.13 Records.....	6
ARTICLE IV COMMITTEES.....	6
Section 4.01 General Provisions	6

TABLE OF CONTENTS
(continued)

	<u>Page</u>
Section 4.02 Committee Rules.....	6
Section 4.03 Service of Committees.....	7
Section 4.04 Records	7
ARTICLE V OFFICERS, AGENTS AND EMPLOYEES.....	7
Section 5.01 Officers	7
Section 5.02 Term of Office, Vacancies and Removal.....	7
Section 5.03 Resignation	8
Section 5.04 Powers and Duties of Officers	8
Section 5.05 Agents and Employees.....	9
Section 5.06 Compensation of Officers, Agents and Employees	9
ARTICLE VI MISCELLANEOUS	9
Section 6.01 Fiscal Year	9
Section 6.02 Checks, Notes, Contracts	9
Section 6.03 Books and Records	9
Section 6.04 Amendments of Certificate of Incorporation and Bylaws; Approval of Other Corporate Actions.....	9
Section 6.05 Indemnification and Insurance.....	10
Section 6.06 Distribution of Assets.....	11

BYLAWS
OF
MOBILE500 ALLIANCE, INC.

ARTICLE I
Offices

SECTION 1.01 Location. The Corporation shall have and maintain within the State of Delaware a registered agent and a registered office at 1209 North Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801 or at such other place as may be designated by the Board of Directors (the "Board").

ARTICLE II
Members

SECTION 2.01 Classes of Members. The Corporation shall initially have one class of members (the "Broadcaster Members"). The class of Broadcaster Members shall be limited to persons or entities that, in the reasonable opinion of the Board, (a) own at least one full-power U.S. television broadcast station, (b) are not a member of a competing mobile DTV consortium or organization such as Mobile Content Venture ("MCV"), (c) commit one or more full-power television stations majority-owned by such person or entity, directly or indirectly, and regardless of network affiliation or satellite status and (d) are willing in principle to commit spectrum for mobile DTV applications and services through arrangements with other broadcasters and strategic partners, such as networks, MCV or other providers. Broadcaster Members whose membership, as determined by the Board based on advice of legal counsel, would be contrary to applicable law shall not be admitted as Broadcaster Members. The Board reserves the right to establish one or more additional classes of members, from time to time, with rights and privileges set in the sole discretion of the Board, and may prescribe for the admission of such members. The Board may establish criteria for membership, including any dues to be paid by members, provided that (x) with respect to any Broadcaster Member, any such dues shall be based on an annual budget approved by the Board and (y) the Board shall determine the amount of dues payable by each member per calendar year (such amount with respect to each member, such member's "Annual Dues"), which shall, in the case of a Broadcaster Member, equal the product of (a) the Corporation's projected expenses for such year as determined by the Board, multiplied by (b) a fraction, the numerator of which shall be such Broadcaster Member's Pro Rata Percentage for such year, and the denominator of which shall be the sum of the Pro Rata Percentages of all Broadcaster Members for such year. Pro Rata Percentage with respect to a Broadcaster Member in any calendar year shall be equal to: (i) the total number of television households located in the Designated Market Areas served by such Broadcaster Member's full-power television stations as most recently determined by Nielsen Media Research; provided that, with respect to any Broadcaster Member, the households in any Designated Market Area shall not be counted more than once with respect to any Broadcaster Member for purposes of such calculation, (ii) divided by the total number of television households located in all Designated Market Areas served by all Broadcaster Members' full-power television stations as most recently determined by Nielsen Media Research; provided that the households in any Designated Market

Area shall not be counted more than once with respect to any Broadcaster Member for purposes of such calculation.

SECTION 2.02 Term of Membership. Membership shall be renewed annually through the payment of dues established by the Board in accordance with Section 2.01. Any failure to pay such dues after expiration of a grace period determined by the Board or resignation will result in forfeiture of membership and the member will not be entitled to any returned dues or any other amounts or payments by the Corporation. Any member of the Corporation may resign at any time by giving written notice, including notice by e-mail, to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary). No acceptance of such resignation shall be necessary to make it effective. Any member may be removed at any time by the affirmative vote of at least 75% of all the directors then constituting the full Board (a “Super-Majority Vote”).

SECTION 2.03 Annual Meeting. A meeting of the members shall be held at least annually for the transaction of such business as may properly come before the members.

SECTION 2.04 Special Meetings. Special meetings of the members may be called at any time by the President, the Secretary, or by the Board with proper notice. Such meetings may also be convened by Broadcaster Members entitled to cast 5% of the total number of votes entitled to be cast at such meeting; these members may, in writing addressed to the Secretary of the Corporation, demand the call of a special meeting specifying the date, time and purpose thereof. The Secretary of the Corporation upon receiving written demand therefore shall promptly give notice of such meeting to the Members, or if the Secretary shall fail to do so within five business days thereafter, any member signing such demand may give such notice.

SECTION 2.05 Place and Time of Meetings. Meetings of members may be held at such place, within or without the State of Delaware, and at such hour as may be fixed in the notice of the meeting.

SECTION 2.06 Notice of Annual and Special Meetings. Written or printed notice stating the place, date and hour of meetings of the members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three nor more than sixty days before the date of the meeting, either personally or by mail, overnight delivery or e-mail, to each member of the Corporation. If mailed or delivered by an overnight delivery service, such notice shall be deemed to be delivered when deposited in the United States mail or deposited with the overnight delivery service, with postage or other delivery charges thereon prepaid, addressed to the member at his or her address as it appears on the records of the Corporation. If delivered by e-mail, such notice shall be deemed delivered upon transmission to the e-mail address that appears for a particular member in the Corporation’s records.

SECTION 2.07 Waivers of Notice. Whenever notice is required to be given by law, the Certificate of Incorporation or these Bylaws, a written waiver, signed by the member entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or

convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in any written waiver of notice.

SECTION 2.08 Quorum. Broadcaster Members entitled to cast a majority of the total number of votes of all Broadcaster Members shall constitute a quorum at a meeting of members, and the affirmative vote of a majority of the votes entitled to be cast by all Broadcaster Members present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the members.

SECTION 2.09 Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy, but no person other than a member shall be so authorized. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

SECTION 2.10 Vote. Each Broadcaster Member shall be entitled at every meeting of the members to a number of votes, determined from time to time, equal to the quotient of (a) the Annual Dues payable by such Broadcaster Member for the calendar year in which such vote occurs determined pursuant to Section 2.01 of these Bylaws, divided by (b) 1,000. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation or by these Bylaws, be authorized by the affirmative vote of a majority of the votes entitled to be cast by the Broadcaster Members present in person or represented by proxy at the meeting and entitled to vote thereon.

SECTION 2.11 Presiding Officer and Secretary. At any meeting of the members, the President shall preside at the meeting. If the President is not present, the most senior Vice President shall preside. If neither the President nor any Vice President is present, the members present shall appoint a presiding officer for the meeting by vote of a majority of the votes entitled to be cast by the Broadcaster Members present in person or represented by proxy at the meeting and entitled to vote thereon. If the Secretary is not present, the person designated by the person presiding at the meeting shall act as secretary of the meeting.

SECTION 2.12 Written Action by Members; Meetings by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the members at any annual or special meeting may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted. Such written consents shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Every written consent shall bear the date of signature of each member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein

unless, within sixty days of the earliest dated consent delivered in the manner required by this Section 2.12 to the Corporation, written consents signed by a sufficient number of members to take action are delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate by law, if such action had been voted on by members at a meeting thereof, the certificate filed shall state, in lieu of any statement required by law concerning any vote of members, that written consent has been given in accordance with the Delaware General Corporation Law, and that written notice has been given.

Except as otherwise required by law or restricted by the Certificate of Incorporation or these Bylaws, any one or more members may participate in a meeting of the members by means of conference telephone, interconnected computers or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other at the same time, and such participation shall constitute presence in person at the meeting.

ARTICLE III *Board of Directors*

SECTION 3.01 Power of Board and Qualification of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board.

SECTION 3.02 Number and Qualifications of Directors. The number of directors of the Board shall be not less than one (1) and not more than ten (10). The Board shall initially consist of five (5) directors. The Board may, from time to time, increase or decrease the number of directors and is entitled to invite observers to meetings based on terms in their sole discretion. An amendment of the Bylaws may also increase or decrease the number of directors. Directors must be officers, employees or directors of a Broadcaster Member.

SECTION 3.03 Election and Term of Directors. The initial Board shall be comprised of those individuals named in the Statement of Sole Incorporator of the Corporation. Thereafter, the Broadcaster Members shall elect the directors to serve on the Board at each annual meeting. Each director shall serve for a term of one year, or until his or her earlier death, resignation or removal. The tenure of the incumbent members of the Board shall not be affected by an increase or decrease in the number of directors. Any Broadcaster Member may nominate any employee, officer or director of a Broadcaster Member to serve as a director in accordance with procedures established by the Board from time to time; however, no more than one director at any time may be an officer, employee or director of a single Broadcaster Member.

SECTION 3.04 Vacancies and Newly-Created Directorships. Except as specifically provided herein, vacancies and newly created directorships, resulting from any increase in the authorized number of directors, may be filled by a majority vote of the directors then in office although less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. If a director is removed from the Board because such director ceases to be an employee, officer or director of a Broadcaster Member, the Board shall promptly call a Special Meeting of the members to fill the vacancy on the Board so created.

SECTION 3.05 Removal of Directors. Any one or more of the directors may be removed from the Board with or without cause at any time by a Super-Majority Vote of the Board. Notwithstanding the foregoing, if a director ceases to be an employee, officer or director of a Broadcaster Member, the Board may remove such director from the Board.

SECTION 3.06 Resignations. Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

SECTION 3.07 Quorum of Directors and Actions of the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the number of directors shall constitute a quorum for the transaction of business, and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the directors of the full Board is required for any Board action.

SECTION 3.08 Meetings of the Board. An annual meeting of the Board shall be held each year at such time and place as shall be fixed by the Board, for the election of officers of the Corporation and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by any member of the Board. Meetings of the Board may be held at such places within or without the State of Delaware as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

SECTION 3.09 Notice of Annual and Special Meetings. Written or printed notice stating the place, day and hour of meetings of the Board, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 24 hours nor more than 7 days before the date of the meeting, either personally or by mail, overnight delivery or e-mail, to each member of the Board.

If mailed or delivered by an overnight delivery service, such notice shall be deemed to be delivered when deposited in the United States mail or deposited with the overnight delivery service, with postage or other delivery charges thereon prepaid, addressed to the member of the Board at his or her address as it appears on the records of the Corporation. If delivered by e-mail, such notice shall be deemed delivered upon transmission.

SECTION 3.10 Waivers of Notice. Whenever any notice is required to be given to any member of the Board under any provision of law, the Certificate of Incorporation or these Bylaws, a waiver thereof in writing signed by the Board member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Board member at a meeting, in person, without objection to the lack of notice of such meeting, shall also waive notice by such member.

SECTION 3.11 Written Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone, interconnected computers or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

SECTION 3.12 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

SECTION 3.13 Records. Minutes shall be kept of each meeting of the Board. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board.

ARTICLE IV

Committees

SECTION 4.01 General Provisions. The Board may, by Super-Majority Vote, designate one or more committees, each committee to consist of one or more directors of the Corporation and such other persons as the Board, or, if such power is delegated by the Board to such committee, such committee, specifies from time to time, including a Chair. Except as specifically provided in any resolutions establishing a committee that consists exclusively of directors, committees shall only have the power to make advisory recommendations to the Board and shall not have the power to bind the Board or the Corporation. To the extent designated by the Board, Committees that consist exclusively of Board members shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such Committee shall have the power or authority to amend the Certificate of Incorporation or these Bylaws, to adopt an agreement of merger or consolidation, to effect the sale, lease or exchange of all or substantially all of the Corporation's property and assets, to dissolve the Corporation or to revoke a dissolution of the Corporation.

SECTION 4.02 Committee Rules. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the number of members of each committee shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee required for action consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone, interconnected computers or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

SECTION 4.03 Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty under law to the Corporation. A Super-Majority Vote of the Board is required to remove any member from a committee or to discontinue a committee. Notwithstanding the foregoing, if a committee member ceases to be an employee, officer or director of a Broadcaster Member, the Board may remove such committee member from the committee.

SECTION 4.04 Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board.

ARTICLE V

Officers, Agents and Employees

SECTION 5.01 Officers. The Board shall elect or appoint from among the employees, officers and directors of its Broadcaster Members a President, Vice-President, Secretary, Treasurer, Content Partnership Committee Chair and Technology Partnership Committee Chair, and it may, if it so determines, choose a Chairman of the Board and a Vice-Chairman of the Board. The Board may also elect or appoint from among its Broadcaster Members one or more other officers and may give any of them such further designation or alternate titles as it considers desirable. The Board may also elect or appoint an executive director from among the officers, directors or employees of its Broadcaster Members, or otherwise, and may give him or her any such further designation or alternate titles as it considers desirable. The responsibilities and duties of any officers other than those described in Section 5.04 shall be determined by the Board. Any two or more offices may be held by the same person.

SECTION 5.02 Term of Office, Vacancies and Removal. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed by the Board and qualified or until his or her earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the Board. Vacancies resulting from any resignation or removal may be filled by the Board at any time. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified. Any officer may be removed from office by the Board with or without cause at any time by a Super-Majority Vote of the Board.

SECTION 5.03 Resignation. Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 5.04 Powers and Duties of Officers. Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be specified by the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. *President*. The President shall serve as the Chairman and chief executive officer of the Corporation. The President shall preside at all meetings of the Board, if any, and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

B. *Vice-President*. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other power as the Board may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

C. *Secretary*. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D. *Treasurer*. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties

incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his or her duties as the Board may require, for which he shall be reimbursed.

SECTION 5.05 Agents and Employees. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

SECTION 5.06 Compensation of Officers, Agents and Employees. The Board shall determine the compensation and entitlement to reimbursement of expenses for all officers of the Corporation in connection with services rendered to the Corporation.

The Corporation may pay compensation in reasonable amount to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI *Miscellaneous*

SECTION 6.01 Fiscal Year. The fiscal year of the corporation shall be the calendar year or such other period as may be fixed from time to time by the Board.

SECTION 6.02 Checks, Notes, Contracts. Other than as specified in these Bylaws, the Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

SECTION 6.03 Books and Records. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board and any committee of the Corporation, and a correct list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

SECTION 6.04 Amendments of Certificate of Incorporation and Bylaws; Approval of Other Corporate Actions. The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office pursuant to the procedure outlined in title 8, § 242(b)(3) of the Delaware General Corporation Law. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the Board then in office, unless such amendment establishes that a particular action requires a Super-

Majority Vote of the Board or amends a provision which requires a Super-Majority Vote of the Board, in each of which cases, a Super-Majority Vote of the Board shall be required for such amendment. Any corporate action involving the merger, dissolution or transfer of all or substantially all of the assets of the Corporation shall require the approval of the Board and the approval of a majority vote of all the Broadcaster Members then in good standing, or as otherwise required by law. No other corporate action shall require the approval of the membership except as specifically required by law or by the Certificate of Incorporation or the Bylaws of the Corporation, as the foregoing are amended from time to time.

SECTION 6.05 Indemnification and Insurance. The Corporation shall indemnify any (i) director, officer, employee, agent, (ii) any former director, officer, employee or agent and (iii) any person who may have served at its request as a director, officer, 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), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of corporation), to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter to the extent he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Corporation may pay expenses (including attorneys' fees) incurred by a director, officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in title 8, § 145(a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors to so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Board may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify such person against that liability under law.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

SECTION 6.06 Distribution of Assets. Upon the dissolution or winding up of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the directors or persons in charge of the liquidation shall make a pro rata distribution of any remaining assets of the Corporation to each Broadcaster Member of the Corporation based on such Broadcaster Member's pro rata share of unredeemed membership fees paid by all such Broadcaster Members. Upon and after the resignation or termination of membership of a member of the Corporation, such member shall have no interest in or right to a distribution of the assets or property of the Corporation.