

**AMENDED BYLAWS  
OF  
GLOBAL CHANGE MULTI-MEDIA**

**ARTICLE 1**

**SECTION 1. OFFICES**

The principal office of the corporation is located in Pima County, Arizona. The corporation may also have offices, facilities, or a campus at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**SECTION 2. CHANGE OF ADDRESS**

The Board of Directors may change the principal office from one location to another within the state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

If the Corporation applies for an authorization to construct a low power FM station, it shall maintain a permanent headquarters within 20 miles of the transmitter location specified in the application.

**ARTICLE 2**

**SECTION 1. IRC SECTION 501(c)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including fulfilling the mission of and making distributions solely to Global Community Communications Alliance.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be to use any and all media resources to educate, broadcast, record, distribute, publish, and produce higher consciousness messages for the benefit of and purposes of the supported organization Global Community Communications Alliance. The broadcast media component shall include producing programming, obtaining media access and providing educational programs and services while maintaining higher consciousness objectives for children's and adult educational programs and general interest programs.

## **ARTICLE 3**

### **SECTION 1. NUMBER**

The number of directors shall be fixed annually by vote of the Global Community Communications Alliance board of directors, but shall not be less than three or more than seven.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state and be appointed by the Board of Directors of Global Community Communications Alliance.

At no time shall the Corporation, any parent or subsidiary entity, any voting member, or any officer or director of the Corporation, have an attributable interest in another broadcast station, including any license, construction permit or debt or equity position.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The corporation shall have all lawful powers not inconsistent with its status as an organization described in section 501(c)(3) of the Internal Revenue Code, its purpose of benefitting Global Community Communications Alliance ministries, and its character of affairs to use media to educate, broadcast, record, distribute, publish, and produce higher consciousness messages in fulfilling this purpose.

To further this purpose and character of affairs, the corporation is authorized to apply for, license and operate one or more noncommercial, educational broadcast stations, and to serve and fully qualify as a "public telecommunications entity" within the intent of 47 U.S.C. Section 397(12).

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

(a) Determine the existence of and fill any vacancies among their number with qualified individuals;

(b) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(d) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(e) Meet as required by these Bylaws;

(f) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

## **SECTION 5. TERM OF OFFICE**

Each director shall hold office until his or her successor is elected and qualifies.

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation.

## **SECTION 7. MEETINGS**

Meetings shall be held bi-annually or as otherwise provided by the board and at such other place as may be designated from time to time by the Board of Directors.

## **SECTION 8. QUORUM AND MAJORITY ACTION AS BOARD ACTION**

A quorum shall consist of two of the members of the Board of Directors. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

## **SECTION 9. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 10. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation for any liability arising from the actions or inactions of such persons on behalf of the corporation, other than gross negligence or willful misconduct to the fullest extent permissible under the laws of this state.

## **ARTICLE 4**

### **SECTION 1. DESIGNATION OF OFFICERS**

The Board of Directors shall appoint such officers of the corporation as it determines are needed to carry on the business of the corporation.

### **SECTION 2. REMOVAL AND RESIGNATION**

Any officer may be removed, with or without cause, by the Governing Board and Board of Directors of Global Community Communications Alliance.

## **ARTICLE 5**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution

authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

## **SECTION 3. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

# **ARTICLE 6**

## **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **SECTION 3. DISTRIBUTION OF ASSET**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed by the Board of Directors exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes and qualify as an exempt organization(s) within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a

state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### **ARTICLE 7**

##### **AMENDMENT**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Notwithstanding the foregoing, no amendment shall be made to matters of FCC eligibility, qualification, or preference, in Article 1, Section 2, paragraph 2; Article 3, Section 2, paragraph 2, and Section 3, paragraph 2; or Article 7, paragraph 2 hereof, unless such amendment is required, or is permitted with no detriment to the Corporation's qualifying or comparative position, under revisions to FCC rules, regulations or policies as they may occur from time to time.

#### **ARTICLE 8**

##### **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

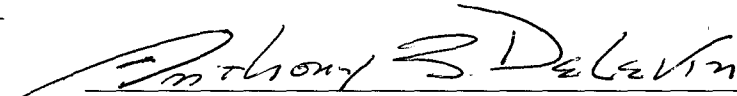
All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

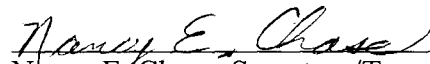
End of Bylaws

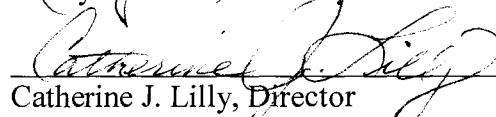
**Board of Directors Resolution for  
Global Change Multi-Media  
(an Arizona nonprofit Corporation)**

We, the undersigned, the directors of this Arizona nonprofit corporation, Global Change Multi-Media, hereby do, adopt the attached Amended Corporate Bylaws. These Amended Corporate Bylaws wholly replace all former bylaws of Global Change Multi-Media.

Dated: 10/11/2013

  
Anthony J. Delevin, President

  
Nancy E. Chase, Secretary/Treasurer

  
Catherine J. Lilly, Director