

RESOLUTION OF THE BOARD OF DIRECTORS
AMENDING THE BYLAWS
OF
COMMUNITY RADIO PROJECT

The undersigned, being the directors of Community Radio Project (the "Corporation"), hereby adopt, at a meeting of the Board of Directors held this 12th day of October 2007, the following resolutions amending the Bylaws of the Corporation, and, in so doing, waive all notices, statutory and otherwise, that may otherwise be required as a condition to the holding of such meeting:

WHEREAS, the Corporation, in furtherance of its educational and cultural purposes, wishes to file applications for permits to construct new noncommercial educational FM radio stations to serve Cortez, Dolores, Dove Creek, Mancos, and Rico, Colorado; and

WHEREAS, in the event that competing applications are received, the Federal Communications Commission ("FCC") favors applicants that are, and that will commit to remain, an "established local entity," and that provide, and that will commit to provide, "local diversity of ownership" pursuant to the attached portions of Sections 73.7000, Section 73.7003(b)(1), Section 73.7003(b)(2) of the FCC's Rules, and Section 73.7005 of the FCC's Rules; and

WHEREAS, the Corporation is and shall remain an "established local entity" with respect to the applications for Cortez, Dolores, and Mancos, Colorado, and shall provide "local diversity of ownership" with respect to all the applications for the proposed stations; and

WHEREAS, neither the Corporation nor any member of its Board of Directors or Officers has any attributable interest in any radio station or authorized construction permit for a radio station whose principal community contour overlaps the principal community contour of the proposed stations; and

WHEREAS, the members of the Corporation seek to amend the Bylaws of the Corporation to preserve its qualifications as an established local applicant with respect to Cortez, Dolores, and Mancos, Colorado, and to provide local diversity of ownership for all the proposed communities, for the applicable holding period in the FCC's Rules.

NOW THEREFORE, BE IT RESOLVED, that the Bylaws of the Corporation are hereby amended to add a new Article IX to read as follows:

ARTICLE IX: FCC NON-COMMERCIAL APPLICANT QUALIFICATIONS

The Corporation is and shall remain an "established local entity" with respect to any application which it shall file for a permit to construct a new noncommercial FM station and with respect to any noncommercial station it shall be authorized to construct and operate in Cortez, Dolores, and Mancos, Colorado. No person shall serve as a member of the Board of

Directors of the Corporation if, by virtue of such appointment or election, the percentage of the members of the board who have, for a minimum of two years preceding service on the board, maintained their primary residence within 25 miles of the reference coordinates of Cortez, Dolores, and Mancos Colorado, would be less than seventy-five percent (75%).

The Corporation shall provide "local diversity of ownership" with respect to any application which it shall file for a permit to construct a new noncommercial FM station and with respect to any noncommercial station it shall be authorized to construct and operate.

The Corporation shall comply with the holding provisions of Section 73.7005 of the FCC's Rules, if applicable.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors, have adopted these Resolution of Board of Directors Amending the Bylaws of Community Radio Project.

Tom Yoder

Rosie Carter

Sara Kimball

Tracy L. Murphy

Peter Ortego

Tom Rice

Laird Carlson

William P. Moffat

Kristine Nunn

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The Corporation shall provide "local diversity of ownership" with respect to any application which it shall file for a permit to construct a new noncommercial FM station and with respect to any noncommercial station it shall be authorized to construct and operate.

The Corporation shall comply with the holding provisions of Section 3.7005 of the FCC's Rules, if applicable

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Laird Carlson

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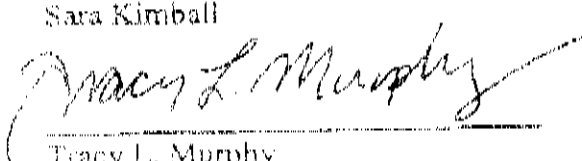
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Kristine Num

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FCC Rules Referenced in Resolutions and Bylaw Amendments

§73.7000 Definition of terms (as used in Subpart K only).

Attributable interest. An interest of an applicant, its parent, subsidiaries, their officers, and members of their governing boards that would be cognizable under the standards in the notes to §73.3555. Also an interest of an entity providing more than 33 percent of an applicant's equity and/or debt that also either (1) supplies more than 15% of the station's weekly programming, or (2) has an attributable interest pursuant to §73.3555 in media in the same market.

Established local applicant. An applicant that has, for at least the two years (24 months) immediately preceding application, met the definition of local applicant.

Local applicant. An applicant physically headquartered, having a campus, or having 75% of board members residing within 25 miles of the reference coordinates for the community to be served, or a governmental entity within its area of jurisdiction.

On-air operations. Broadcast of program material to the public pursuant to Commission authority, generally beginning with program test authority, for periods of time that meet any required minimum operating schedule, e.g. §73.561(a).

§73.7003 Point system selection procedures.

(b) Based on information provided in each application, each applicant will be awarded a predetermined number of points under the criteria listed:

(1) Established local applicant. Three points for local applicants as defined in §73.7000 who have been local continuously for no fewer than the two years (24 months) immediately prior to application, if the applicant's own governing documents (e.g. by-laws, constitution, or their equivalent) require that such localism be maintained.

(2) Local diversity of ownership. Two points for applicants with no attributable interests as defined in §73.7000, in any other broadcast station or authorized construction permit (comparing radio to radio and television to television) whose principal community (city grade) contour overlaps that of the proposed station, if the applicant's own governing documents (e.g. by-laws, constitution, or their equivalent) require that such diversity be maintained. The principal community (city grade) contour is the 5 mV/m for AM stations, the 3.16 mV/m for FM stations calculated in accordance with §73.313(c), and the contour identified in §73.685(a) for TV. Radio applicants will count commercial and noncommercial AM, FM, and FM translator stations other than fill-in stations. Television applicants will count UHF, VHF, and Class A stations.

§73.7005 Holding period.

(a) Assignments/Transfers. NCE stations awarded by use of the point system in §73.7003 shall be subject to a holding period. From the grant of the construction permit and continuing until the facility has achieved four years of on-air operations, an applicant proposing to assign or transfer the construction permit/license to another party will be required to demonstrate the following two factors: that the proposed buyer would qualify for the same number of or greater points as the assignor or transferor originally received; and that consideration received and/or promised does not exceed the assignor's or transferor's legitimate and prudent expenses. For purposes of this section, legitimate and prudent expenses are those expenses reasonably incurred by the assignor or transferor in obtaining and constructing the station (e.g. expenses in preparing an application, in obtaining and installing broadcast equipment to be assigned or transferred, etc.). Costs incurred in operating the station are not recoverable (e.g. rent, salaries, utilities, music licensing fees, etc.). Any successive applicants proposing to assign or transfer the construction permit/license prior to the end of the aforementioned holding period will be required to make the same demonstrations.

(b) Technical. In accordance with the provisions of §73.7002, an NCE applicant receiving a decisive preference for fair distribution of service is required to construct and operate technical facilities substantially as proposed, and can not downgrade service to the area on which the preference is based for a period of four years of on-air operations.

(c) The holding period in this section does not apply to construction permits that are awarded on a non-comparative basis, such as those awarded to non-mutually exclusive applicants or through settlement.