

Exhibit 2A  
EDUCATIONAL OBJECTIVE AND  
EDUCATIONAL PROGRAM SERVICE  
(Form No. 340, Section II, Question 4(b))  
October 1, 2007

ATTACHED HERETO ARE ORGANIZATIONAL DOCUMENTS EXPRESSLY  
STATING THE APPLICANT'S QUALIFICATIONS AS AN ESTABLISHED LOCAL  
ENTITY PURSUANT TO 47 C.F.R. SECTION 73.7003(b)(1).

**BYLAWS**  
**of**  
**RADIO FREE MOSCOW**  
**an Idaho non-profit corporation**

**Article I. Offices**

Section 1. Location of Principal Office. The principal office of the Corporation in the State of Idaho shall be located in the City of Moscow. The Corporation may have such other offices, either within or without the City of Moscow, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Location of Registered Office. The registered office of the Corporation, required to be maintained in the State of Idaho may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II. Members**

Section 1. Members. The Corporation shall have members who believe in Radio Free Moscow's mission to provide low-powered FM radio broadcasts to the Moscow community, and whose applications have been accepted by its Board of Directors. To the greatest extent possible, the membership shall include individuals representing a broad cross-section of the views and interests of the community and persons having special knowledge and expertise in the particular areas in which this Corporation shall provide community service. The decision to accept or reject an application for membership or the decision to expel a member shall rest in the Board of Directors. Members may overrule a decision of the Board of Directors by a 2/3 vote of the total membership. Issues to be voted upon by the membership shall be submitted to the Board of Directors by petition in writing of 10% of the membership no later than 30 days prior to the Annual Meeting and, if not acted upon by the Board of Directors, shall be put to the question at the Annual Meeting. Members may vote by proxy on such issues as have been submitted and placed by the Board of Directors before the membership at the Annual Meeting. Members shall pay dues in an amount or type set from time to time by the Board of Directors.

**Article III. Management**

Section 1. Board and Executive Committee. The business and the property of the Corporation shall be managed by the Board of Directors, consisting of directors elected by the membership. If deemed necessary, the Board may appoint an Executive Committee to oversee the day-to-day activities of the Corporation and to make recommendations to the Board of Directors as to action to be taken in the furtherance of the Corporation's mission.

Section 2. Election. The officers of the Corporation shall be elected by majority vote of the Board of Directors of the Corporation at the first meeting of the year.

Section 3. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

**ARTICLE IV. Board of Directors**

Section 1. Board Composition and Structure

- a. Total Number. The Board of Directors will be limited to a maximum 11 members and a minimum of 5 members. The Board may designate two people residing at the same address as half members, each of whom having half a vote, and who may have a full vote in the case of absence of the other person residing at the same address.

- b. Duration of a Board Member's Term. Each term is limited to two (2) years. A Board member may serve up to three consecutive terms. For purposes of continuity on the board, an individual's term may be shorter or longer in his/her first term to provide for a proportionate number of board members whose term will expire in any given year.
- c. Officers. Officers will be elected at the first Board meeting of each year. Officers will consist of:
  - (1) chair,
  - (2) vice chair,
  - (3) secretary, and
  - (4) treasurer.
- d. Executive Committee. To oversee the administrative and financial responsibilities of the Board, an executive committee may be appointed by the Board.
- e. Advisory Board. From time to time the Board may appoint advisors as deemed necessary. Such advisory board members shall not be voting Board members.
- f. Ex-officio Members. The Board may appoint ex-officio members. Ex-officio members may participate in all discussions and decision-making processes as they pertain to the Corporation, but will have no voting authority.
- g. Other Committees. The Board may establish other committees as deemed necessary to carry out the purposes of the Corporation.

**Section 2. Process for selection of a new Board member or filling Board vacancies**

- a. The Board shall establish a Nominating Committee for purposes of recommending continued or new Board membership.
- b. Any current RFM member may nominate a candidate to the Nominating Committee.
- c. The Nominating Committee will accept and review nominations when a vacancy occurs on the Board or a committee.
- d. The Nominating Committee will make a recommendation to the full Board of its selected candidate(s). The Board shall place the names of recommended candidate(s) before the membership at the Annual Meeting for their consideration. Nominations will also be accepted from the floor.
- e. The membership shall vote to fill the vacant seats as determined by the Board at the Annual Meeting. A majority of those present or represented by proxy is needed to seat a candidate.
- f. New Board members will be seated at the meeting following approval by the membership.

**Section 3. Board Responsibilities.** It is the responsibility of the Board through its members to carry out the goals as set out in RFM's mission statement.

- a. Communication. A Board member will help exchange information, concerns, and ideas between his/her respective organization, community group or constituency and the Board of Directors consistent with the mission statement.
- b. Finances. A Board member will set direction and provide oversight for the staff in:
  - (1) developing the annual budget, and
  - (2) implementing the approved budget.
- c. Fundraising. A Board member will assist in raising donor contributions by:
  - (1) Providing information for prospect development as potential donors, and/or
  - (2) Soliciting donations directly, and/or
  - (3) Giving personally to RFM, and/or
  - (4) Participating in grant writing and development.
- d. General Assistance. A Board member will consult as necessary with staff, volunteers and other Board members in achieving the goals of RFM. A Board member may serve from time to time on committees as created by the Board of Directors.

**Section 4. Requirements of a Board Member.** A Board member is:

- a. a member in good standing of RFM;

- b. committed to the education and communication work of RFM as stated in the mission statement;
- c. willing and able to make time for RFM responsibilities;
- d. either
  - (1) represents an identifiable constituency served by RFM, or
  - (2) brings to the Board of Directors invaluable skills.
- e. willing to respect the interests of fellow Board members;
- g. If a director fails to keep his/her RFM membership current or misses (3) consecutive board meetings or fails to fulfill the duties outlined above, that matter shall be referred to the Nominating Committee for review and possible removal under Section 5.

#### **Section 5. Removal of a Board Member.**

- a. If for any reason a Board member is no longer fulfilling his/her responsibility on the Board of Directors, a motion can be made to the Nominating Committee that the Board member be removed.
- b. The Nominating Committee will accept and review a motion for removal.
- c. The Nominating Committee will make a recommendation to the full Board of Directors concerning removal.
- d. The removal must be approved by a 2/3 vote of the membership either present or represented by proxy at the next Annual Meeting.

### **ARTICLE V. Meetings of Board of Directors**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall take place at RFM's official place of business, unless otherwise provided for by the Board. The January Board meeting shall be designated as the Annual Meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the City of Moscow, for the holding of additional regular meetings without notice other than such resolution. Members of RFM are invited to attend Board meetings but may only participate at the discretion of the Chair.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the president or any three directors. Special meetings of the Board of Directors shall take place at RFM's official place of business unless another location is specified by the chair.

**Section 3. Notice.** Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each director at his/her business address, or by e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered upon sending. All such email notifications shall be cc'd to the chair and secretary for verification. Any director may waive notice of any meeting pursuant to Article X hereof. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting 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 Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 4. Quorum.** A simple majority of the number of then sitting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

**Section 5. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 6. Action Without a Meeting** - Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

**Section 7. Vacancies.** A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 8. Compensation.** By resolution of the Board of Directors, each director may be reimbursed his/her expenses, if any, for attendance at each meeting of the Board of Directors, but may not be

paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors. No such reimbursement shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore, for legitimate expenses permitted by IRS regulation.

Section 9. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless s/he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. The acting secretary shall forward such dissent to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **Article VI. Officers**

Section 1. Number. The officers of the Corporation shall be a chair, a vice-chair, a secretary, and a treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of chair and secretary. Section 2. Election and Term of Office.

The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his/her successor is duly elected and qualified or until death, resignation or removal in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation are served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The chair shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. S/he shall, when present, preside at all meetings of the members and of the Board of Directors. S/he may sign, with the secretary or any other officer of the corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which is authorized by the Board of Directors or by these Bylaws or shall be required by law to be otherwise signed or executed: and in general shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board of Directors from time to time. Upon completion of the chair's term, the outgoing chair may serve one year as an ex-officio member of the Board in an advisory capacity to the incumbent chair and Executive Committee.

Section 6. The Vice-Chair. In the absence of the chair or in the event of his/her death, inability or refusal to act, the vice-chair shall perform the duties of the chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chair. Any vice-chair shall perform such other duties as from time to time may be assigned to him/her by the chair or by the Board of Directors.

Section 7. The Secretary. The secretary shall:

- (a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records;

- (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and
- (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

**Section 8. The Treasurer.** The treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) receive and provide supervision for the giving of receipts for moneys due and payable to the Corporation from any source whatsoever, and shall over see and supervise the deposit of all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and
- (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

**Article VII. Contracts, Loans, Checks and Deposits, Fund Management**

**Section 1. Contracts.** The Board of Directors may authorize any officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payments of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed in such manner as shall from time to time be determined by resolution of the Board of Directors. The reconciliation of the bank statements shall be undertaken by or at the direction of an officer who is not authorized to sign checks.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. The funds of the Corporation may be conservatively invested.

**ARTICLE VIII. 501(c)(3) Charitable Purpose**

**Section 1. Purpose.** This organization is organized and is to be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

**Section 2. Property** The property of this Corporation is permanently dedicated to charitable, educational and scientific purposes and no part of the income or assets of this organization shall inure to the benefit of any private individual. No substantial part of this organization's activities shall be for the purposes of carrying on propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in any political campaign.

**Section 3. Disposal upon Dissolution.** In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the

Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner to such organizations and operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law or regulation as the Board of Directors shall determine.

## **Article IX. Indemnification of Officers and Directors**

Section 1. Indemnification. The Corporation shall indemnify any person made a party to any proceeding by reason of the fact that s/he is or was a director, employee, or agent of this Corporation, against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him/her in connection with such proceeding if:

- a. Such director, or person conducted him/herself in good faith and reasonably believed the conduct would be in the Corporation's best interests, or in all other cases s/he reasonably believed his/her conduct to be not opposed to the Corporation's best interests.
- b. In case of criminal proceedings s/he had no reasonable cause to believe that his/her conduct was unlawful.
- c. The termination of any proceeding by judge, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself be determinative that the person did not meet the requisite standard of conduct set forth in this Section.
- d. A director or person shall not be indemnified herein in regard to any proceeding charging improper personal benefit whether or not acting in his/her official capacity in which s/he shall have been adjudged to be liable on the basis that personal benefit was improperly received by him/her.
- e. No indemnification under this Article shall be made by the Corporation unless authorized in each specific case after determination that indemnification of the director or persons is permissible under the circumstances because s/he has met the standard of conduct set forth in the applicable subsection. Such determination shall rest in the sole discretion of the Board.

## **Article X. Waiver of Notice**

Section 1. Waiver. Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Washington Nonprofit Corporation Act, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XI. Amendments**

Section 1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of membership present or represented by proxy at the Annual Meeting.

## **CERTIFICATION**

The undersigned secretary for RADIO FREE MOSCOW, an Idaho non-profit corporation, hereby certifies that on the *12 day of September, 2001* the attached Bylaws consisting of pages were presented and adopted by the Corporation at a meeting of the Board of Directors.

Secretary

[signature: Mark Solomon]

Add to ARTICLE I. Section 1

Composition of the Board of Directors shall be maintained at all times with the characteristics necessary to qualify the Corporation as an "established local entity" under Rules and Regulations of the Federal Communications Commission ("FCC"). Section 73.7003(b)(1), 47 C.F. R. Section 73.7003(b)(1).

Add to ARTICLE IV, Section 1a

The Corporation at all times shall maintain "local diversity of ownership" as that is defined in FCC Rules and Regulations, Section 73.7003(b)(2), 47 C.F.R. Section 73.7003(b)(2). 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 radio station, including any license, construction permit or debt or equity position, if the principal community contour of such station would overlap in any part with the principal community contour of a new noncommercial radio station for which the Corporation files an FCC application for construction permit.

ARTICLE VIII, Section 4 (new section)

The Corporation shall provide programming, media access and educational programs and services, including but not limited to programs of educational merit including those concerned with scientific, cultural, historical, current events and humane studies; adult education, distance learning, programs in support of K-12 and higher education; programs incident to for-credit instruction and general interest programs.



Exhibit 2C  
DIVERSITY OF OWNERSHIP  
(Form No. 340, Section IV, Question 2)

WITH THE EXCEPTIONS NOTED, NEITHER THE APPLICANT NOR ANY  
DIRECTOR, OFFICER OR EMPLOYEE HAS ANY BROADCAST OWNERSHIP  
WITHIN THE PRIMARY SERVICE CONTOUR OF THE PROPOSED FACILITY. AS  
TO EACH EXCEPTION, THE OWNERSHIP IS NOT ATTRIBUTABLE FOR THE  
REASON(S) GIVEN:

EXCEPTIONS

NOT ATTRIBUTABLE BECAUSE:

**SEE EXHIBIT 2D**

Exhibit 2D  
DIVESTITURE  
(Form No. 340, Section IV, Question 2)

APPLICANT IS LICENSEE OF THE FOLLOWING LOW POWER FM BROADCAST STATION:

**KRFP-LP**

Because the station has primary service contour overlap with this proposal, it would be an attributable ownership under the Commission's Rules, Sec. 73.3555.

Applicant hereby pledges that, if the application becomes otherwise grantable, then prior to grant of the construction permit, or at such other time as the Commission may require, it will completely divest itself of all ownership interest in its low power FM facility. Applicant respectfully requests waiver of Sec. 73.865 of the Rules, which generally prohibits the assignment or transfer of an LPFM station, for purposes of effectuating this pledge. If applicant is unable to effectuate the pledge through assignment, it will return the LPFM license for cancellation in the time required for such compliance.

Based on this promise of divestiture, applicant claims full diversity credit under the point system, or two points, and hereby respectfully requests a waiver of the rule that otherwise would result in the attribution of the LPFM interest in the point system determination, Section 73.7003(b)(2). Such waiver is expressly anticipated and should be favorably considered, as discussed in Public Notice DA 07-3521, released on August 9, 2007.