

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
STARBOARD BROADCASTING, INC.  
AUTHORIZING CORPORATE NAME CHANGE**

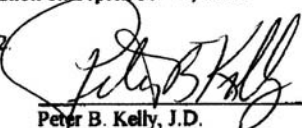
At a meeting of the Directors of Starboard Broadcasting, Inc., held at the City of Green Bay, in the State of Wisconsin on September 16, 2002, the following resolution was adopted:

***RESOLVED, that the officers of the corporation are authorized to prepare and file those documents necessary to change the name of the corporation from Starboard Broadcasting, Inc., to Starboard Media Foundation, Inc.***


***BE IT FURTHER RESOLVED, that with the filing of the documents changing the name of the corporation, the corporation shall do business as Starboard Network.***

I, Peter B. Kelly, J.D., being first duly sworn depose and affirm that I am the secretary of Starboard Broadcasting, Inc., and that the above text is a true and correct recital of a resolution adopted by the Board of Directors of the corporation on September 16, 2002.

Dated this 16<sup>th</sup> day of September, 2002.

  
Peter B. Kelly, J.D.  
Secretary of the Corporation

Approved this \_\_\_\_ day of September, 2002.

  
Mark Follett  
Chairman of the Board of Directors

# **Bylaws**

## **Article 1: Name of Corporation**

- I. Effective April 12, 2001, the name of the corporation formerly known as Christ the King Communications, Inc. was changed to Starboard Broadcasting, Inc. These bylaws are the amended and restated bylaws of Christ the King Communications, Inc.

Starboard Broadcasting, Inc. was named in dedication to the Petrine office of the Church on February 22 of the Millennium, the Feast Day of Saint Peter, Apostle, Vicar of Christ and Fisher of Men.

## **Article 2: Purpose**

- I. Starboard Broadcasting, Inc. is organized to do God's will and work through a lay Catholic education apostolate. This apostolate seeks to build faith, spread joy and bring souls closer to their Lord and Savior, Jesus Christ by means of broadcasting. Broadcast teaching and evangelization will communicate Christian Truth as expressed in Sacred Scripture, Sacred Tradition and by the Magisterium of the Catholic Church. No program or broadcast will be in conflict with the Magisterium of the Catholic Church. Activities may include the following, and those approved from time to time by the board.
  - A. Broadcast programming produced by Starboard Broadcasting, Inc., that is of interest to Catholics and other listeners.
  - B. The distribution of religious and educational material which may be available, furnished by the Catholic Church, or from various religious organizations which are a part of the Catholic Church.
  - C. Provide broadcast service to Catholic organizations including diocesan, parish and others for airing of programming and announcements.

## **Article 3: Membership**

- I. This corporation shall have no members. All rights and responsibilities of governance of the corporation shall be exercised by the board of directors.

## **Article 4: Dedication of Assets to Exempt Purposes and Dissolution**

- I. The property of this corporation is irrevocably dedicated to religious, educational and charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distribution in furtherance of the purposes of the corporation.

- II. **Sale or Dissolution of Radio Station:** In the event that the corporation determines to sell any of its radio stations, either as part of a complete corporate dissolution or as an isolated and permanent cessation of operation of that certain station and broadcasting in that area, the board of directors, after paying or making provision for the payment of all debts and liabilities relating to such station, shall distribute the lower of either the station's fair market value or the total of the capital purchase donations contributed in that station's service areas to the corporation by its supporters, to one or more Catholic 501(c)(3) organizations that communicate the teachings of the Roman Catholic faith within the geographic area or region that such radio station was broadcasting in. It shall be required that those funds so distributed must be used for religious, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. If such Catholic organizations do not exist at that time of the sale of the station, then the board may, at its discretion, hold this sum to be distributed in trust until a suitable recipient organization is found.
- III. **Dissolution of Starboard Broadcasting, Inc.:** Upon dissolution of this corporation on or before December 31, 2004, and after each of its radio stations have been sold and the proceeds distributed in accordance with part II of this Article, the board of directors shall, after paying or making provisions for the payment of all debts and liabilities of this corporation, distribute all remaining assets of the corporation to the Mercy Works Foundation II, a 501(c)(3) entity or, if such foundation is not in existence, then to another similar foundation. Upon dissolution of the corporation on or after January 1, 2005, the board of directors shall distribute the remaining assets of the corporation to 501(c)(3) entities teaching the Roman Catholic faith located in the areas serviced by the radio stations of the corporation prior to the corporation's dissolution.
- IV. This corporation is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- V. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- VI. No substantial part of the activities of this corporation shall consist of carrying on 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 campaigns on behalf of, or in opposition to, any candidate for public office.

## **Article 5: Board of Directors**

### **I. Number, Election, Resignation:**

A. There shall be at least three and no more than seven directors. To provide continuity in the membership of the board, election of board members shall be staggered. Each director position shall be classified as follows with each initial director elected to serve until the date set forth opposite the classification to which he or she was elected:

Class I	Initial term expires _____, 2002
Class II	Initial term expires _____, 2003
Class III	Initial term expires _____, 2004

Each new director shall be elected by a majority vote of the existing board and shall serve for a 3-year term, which can be renewed.

B. A director may resign at any time by submitting a written resignation letter to the secretary of the corporation. A director may be removed from the board of directors by a super majority vote of the remaining directors. A super majority is defined as a unanimous vote of all directors, minus one.

C. Vacancies on the board of directors for less than a 3-year term shall be filled by a majority vote of the remaining directors and shall be for the remainder of the term.

D. Directors shall not receive any compensation for services rendered. However, directors may be reimbursed for actual expenses incurred in the performance of their duties as a director.

### **II. General powers and duties:** Subject to the limitations contained in the articles of incorporation and except as otherwise expressly provided in these bylaws, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board. The forgoing general grant of power to the board of directors shall not be deemed to be curtailed or restricted by other provisions of these bylaws that declare the power or impose the duty of the board of directors in any specific matter.

### **III. Delegation of authority:** The board of directors shall delegate, to the extent it considers necessary, any portion of its authority to manage, control and conduct the current business of the company, to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of

authority that the board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation.

IV. Acquisition and encumbrance of property:

- A. The corporation shall have the power to acquire by purchase, gift or any other lawful manner, any property, both real and personal, rights or privileges that the corporation may lawfully acquire, at such price and on such terms and conditions as the board of directors shall deem proper. The board shall also have the power to create, make and deliver mortgages, deeds of trust, trust agreements, security interests and any other kind of lawful encumbrance on property of the corporation, both real and personal, for the acquisition of such property or for any other lawful corporate purpose. The board may, by appropriate resolution, authorize one or more officers of the corporation to execute documents on behalf of the corporation to carry out the functions and transactions described in this paragraph.
- B. In connection with the acquisition, holding and encumbering of property of the corporation, the board of directors shall have the power to appoint any person or corporation to act as trustee for the corporation with respect to any such property and to authorize such trustee to execute such instruments and do all such acts and things as may be required in relation to the trust and the trust property.

I. IV. Fiscal Affairs: In connection with the fiscal affairs of the corporation, the board of directors shall have the following powers:

- A. To make provision for the prompt discharge of corporate obligations as they mature, including payment for any property or rights acquired by the corporation.
- B. To borrow money on the credit of the corporation. No loan shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the board of directors. Such authorization may be general or may be confined to specified transactions.
- C. To set apart out of funds of the corporation a reserve for any proper corporate purpose, and to provide for the use of such reserve under appropriate regulations and for its termination when the purpose for which it was created has been served. The purposes for which reserve funds may be established shall include, but not be limited to, the following: To meet contingencies, anticipated or unanticipated and to repair, maintain, or enlarge any property of the corporation.
- D. To fix salaries of the corporate officers and to review the same from time to time.
- E. To select banks and other depositories for the funds and securities of the corporation.

- F. To designate the officer, officers, or employees who shall be authorized to sign checks, drafts, orders for the payment of money, notes, and other specialties on behalf of the corporation. Until and unless other provisions are made by the board of directors, all such instruments shall be signed and cosigned by the President and the Treasurer.
- V. Authorization of other officers to enter into contracts: The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by the bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation. This authority may be general, or may be confined to specific instances.
- VI. Services in other capacities: No prohibition, restraint or condition concerning payment of compensation to directors as such, shall be construed as precluding any director from serving the corporation in any other capacity as officer, employee or otherwise, and receiving just compensation for the other service.
- VII. Effect of director's transactions with corporation; conflict of interest: No contract or other transaction between the corporation and one or more of its directors or between the corporation or any other corporation, partnership, voluntary association, trust or other organization of which any of its directors is a director or officer or in which he or she has a financial interest, shall be void or voidable for this reason or because any such director is present at or participates in the meeting of the board of directors or of the committee thereof that authorizes the contract or transactions or because his or her vote is counted for such purpose (a) if the material facts as to the contract or transaction and as to his or her relationship or interest are disclosed to the board of directors or such committees and the board of directors or such committees in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors be less than a quorum or (b) if the contract or transaction is fair and reasonable as to the corporation as of the time it is authorized, approved or ratified by the board of directors or such committee. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee thereof that authorizes the contract or transaction.
- VIII. Meetings: There shall be two regular meetings of the board of directors annually. Special meetings may be called by any two directors with at least 48-hour written notice. Directors may participate in a meeting from a remote location by using any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.
- IX. Quorum: A quorum shall consist of a simple majority of the directors, plus one.

- X. Rules of order: For the purposes of decorum and parliamentary order, all meetings of the board of directors will follow the provisions of *Robert's Rules of Order: Newly Revised* (1991).
- XI. Adoption of motions and resolutions: Motions and resolutions of the board of directors or any standing or special committee shall require a simple majority of members present to pass, except as otherwise provided in these bylaws.
- XII. Bylaws: These amended and restated bylaws shall be approved by a 2/3 majority vote of the board of directors. The bylaws may be subsequently amended by a super majority vote of the board of directors, as defined at Article 5, Section I of these bylaws.
- XIII. Actions by Unanimous Written Consent Without Meeting: Any action required or permitted to be taken by the board of directors under any provision of law may be taken without meeting – if all directors of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

#### **Article 6: Officers of the Corporation**

The officers of the corporation shall be elected by the board of directors. These officers shall consist of Chairman, President, Secretary and Treasurer. In addition, one or more Vice Presidents for specific duties and purposes are authorized to be designated by the board and elected as needed by the board. The terms of the Vice President(s), Secretary and Treasurer shall be for one year. The board shall determine, prior to the election, the powers and duties of that new Vice President.

- I. Powers and duties of board Chairman: The Chairman of the board may be the chief executive officer of the corporation and shall have general control and management of the business affairs of the corporation. He shall be elected by the board of directors and shall preside at all meetings of the board at which he or she is present and shall exercise the other powers and perform the other duties as the board of directors may, from time to time, assign to him or her, or as may be prescribed by these bylaws.
- II. Powers and duties of President: The President of the corporation shall be the corporation's chief operating officer and shall exercise general supervision and control over all the business and affairs of the corporation. The President shall be a director and have the following specific powers and duties:
  - 1. To preside at meetings of the board of directors at which the Chairman is absent.
  - 2. To see that all orders and resolutions of the board are carried into effect.
  - 3. To execute mortgages and other contracts as authorized by the board of directors.

4. To have general superintendence and direction of all officers of the corporation, except the Chairman, and of the agents and employees thereof and to see that their respective duties are performed.
5. To operate and conduct the business and affairs of the corporation according to the orders and resolutions of the board of directors, and according to his or her own discretion whenever it is not expressly limited by such orders and resolutions.
6. To submit a report of the operations of the corporation to the directors at each regular meeting, and an annual report thereof to the directors at the regular annual meeting, and from time to time to report to the directors all matters within his or her knowledge that should be brought to their attention in the best interests of the corporation.

In addition to the forgoing, the president shall have such other powers, duties and authority as may be set forth elsewhere in these bylaws, and as may be prescribed by the board of directors from time to time.

- III. Powers and duties of Secretary: The Secretary of the corporation shall be the custodian of, and shall maintain the corporate books and records and shall be the recorder of, the corporation's formal actions and transactions. The Secretary shall have the following specific powers and duties:

1. To record or see to the proper recording of the minutes and transactions of all meetings of the directors, and to maintain minute books at the principal office of the corporation, or such other place as the board of directors may order, of all such meetings in the form and manner required by law.
2. To keep at the principal office of the corporation, record books showing the details required by law and all other books of the corporation excepting books of account.
3. To keep at the principal office, open to inspection by the public at all reasonable times, the original or a certified copy of the bylaws of the corporation as amended or otherwise altered to date.
4. To attest by his or her signature all corporate documents requiring the same.
5. To attend to the giving and serving of all notices of the corporation required by law or these bylaws to be given.
6. To attend to such correspondence and make such reports as may be assigned to him or her.

In addition to the foregoing, the Secretary shall have such other powers, duties and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President or the board of directors from time to time.

- IV. Powers and duties of Treasurer: The Treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following specific powers and duties:



1. To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of the corporation, which shall include all matters required by law and which shall be in form as required by law.
2. To have care and custody of the funds and valuables of the corporation and deposit the same in the name of and to the credit of the corporation with such depositories as the board of directors may designate.
3. To maintain accurate lists and descriptions of all capital assets of the corporation, including land, buildings and plants.
4. To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the corporation.
5. To disburse the funds of the corporation for proper expenses, and as he or she may be ordered by the board of directors, to take proper vouchers for such disbursements.
6. To render to the President or to the board of directors, whenever they may require it, an account of all his or her transactions as treasurer, and a financial statement in form satisfactory to them, showing the condition of the corporation.

In addition to the foregoing, the Treasurer shall have such other powers, duties and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President or the board of directors from time to time.

## **Article 7: Advisory Groups**

- I. **Executive Committee:** The corporation shall have an Executive Committee consisting of the Chairman, the President and the Secretary of the corporation and they shall collectively be known as the Executive Committee.

The following are the duties of the Executive Committee:

- A. Determine the philosophy and objectives of the corporation subject to the approval of the board of directors.
  - B. Propose amendments to the bylaws for approval by the board of directors.
  - C. Propose the election of new directors to the board of directors.
  - D. Approve the acquisition of new stations or broadcast licenses if less than 20% of the assets of the corporation are required.
  - E. Review the duties and fix the compensation of employees and agents of the corporation, except that the compensation of officers is to be fixed by the board of directors.
- II. **Station Advisory Board:** The board of directors may establish an advisory committee for each station for the purpose of making recommendations to and assisting the general manager in the areas of prayer, programming, marketing and fundraising.

- III. Advisory Council(s): The board of directors may establish advisory council(s) for the purpose of making network and/or theological recommendations to the board of directors on operation of the corporation. Members shall be appointed by the executive board and shall serve for a 2-year term which may be renewed.

#### **Article 8: Regulatory Authorities**

- I. Federal Communications Commission: All radio stations owned and or operated by Starboard Broadcasting, Inc. will be operated in accord with license parameters and applicable rules and regulations of the Federal Communications Commission. Any part or provision of these bylaws that is contradictory to FCC rules or regulations will not apply.
- II. Comply with those duties imposed upon the corporation or its radio stations by applicable federal, state or local laws or regulatory bodies including the Federal Communications Commission.

#### **Article 9: Programming**

- I. Catholic Programming: Anything broadcast by Starboard Broadcasting, Inc. shall be consistent with the teachings of the Magisterium of the Catholic Church and approved by the General Manager per guidelines issued by the board of directors of Starboard Broadcasting, Inc. The program and information broadcast seeks to serve the Catholic and other communities primarily by means of catechesis, evangelization, or entertainment.
- II. Public Service Programming: Each radio station will air Public Service announcements as defined by the Federal Communications Commission based upon the following guidelines:
- A. Fidelity to the Church: No public service announcement shall be aired which is in conflict with the teachings of the Roman Catholic Church and policies of Starboard Broadcasting, Inc.
  - B. Catholic public service: Each station may air public service announcements of Catholic organizations.
  - C. General public service: Each station may air public service announcements for community organizations which are recognized as nonprofit or charitable in nature, (e.g., Catholic Charities, city, state or federal agencies offering educational information, etc.).
- III. Underwriting and Sponsorship: All underwriting and sponsorship guidelines will be developed by each station, subject to the approval of the board of directors.

#### **Article 10: Liability and Indemnity of Officers and Directors**

- I. **Liability of Directors and Officers:** Except as otherwise provided by law, no director or officer shall be liable to the corporation, or any person asserting rights on behalf of the corporation, its creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes (a) a willful failure to deal fairly with the corporation in connection with a matter in which the director or officer has a material conflict of interest (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit or benefit, or (d) willful misconduct.
- II. **Indemnity of Directors and Officers:** The corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suite, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the director or officer was a party because he or she is a director or officer of the corporation, and in all other cases, the corporation shall indemnify a director or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the director or officer in the proceeding, provided the director or officer was a party because he or she is a director or officer of the corporation, unless the liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the corporation in connection with the matter in which the director or officer has a material conflict of interest, (b) a violation of criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit or benefit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the director or officer is not required under this by-law. No indemnification is required under this by-law to the extent the officer or director has previously received indemnification, reimbursement or allowance of expenses from any person, including the corporation, in connection with the same proceeding. Determination of whether indemnification is required under this by-law shall be made by the means provided pursuant to Section 181.0873 of the Wisconsin Statutes.

The corporation, by its board of directors, may indemnify in a like manner, or with any limitations, any employee or agent of the corporation who is not a director or officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights in which directors, officer, employees or agents may be entitled as a matter of law, by resolution of the board of directors, or by written agreement with the corporation. All terms used in this Section II for which a definition is provided in Section 181.0871 of the Wisconsin Statutes and not otherwise herein defined shall have the meaning set forth in said statute.

- III. Maintenance of Insurance: The corporation may, by its board of directors, purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the corporation against liability asserted against and incurred by the person in his or her capacity as a director, officer, employee or agent, or arising from his/her status as a director, officer, employee or agent, regardless of whether the corporation is required or authorized to indemnify the person against the same liability.