

TWIN HEARTS MEDIA, INC.

BY-LAWS

ARTICLE I.

NAME

1.01 The name of the Corporation shall be Twin Hearts Media, Inc.

ARTICLE II.

PURPOSE

2.01 The purpose of this corporation shall be as stated in the Articles of Incorporation.

2.02 The purposes of the corporation include the following:

1. To broadcast Catholic, religious, and educational programs aimed at fostering a renewal of the Catholic faith.
2. To rebroadcast religious programming produced by organizations within the Catholic Church, and delivered via satellite or magnetic media.
3. To originate local programming which focuses on local Catholic events, which are of interest to the Catholic population within the broadcast area of each radio station.
4. To redistribute religious and educational material which may be available and furnished by the Catholic Church and various religious organizations which are a part of the Catholic Church.
5. To broadcast Catholic news of local, national and international nature, covering events which are of interest to all Catholics.
6. To provide broadcast services at low or no charge to the local Catholic diocese in which the broadcast is received, and individual parishes, for airing general public service announcements within

each radio station's broadcast area.

7. To dispel errors and misconceptions about the Catholic Faith.
8. To provide an opportunity for evangelization through teachings which are consistent and obedient to the Magisterium and the Catholic Church.
9. To provide broadcast services to the general public for the airing of general public service announcements, that are not contradictory to the Magisterium of the Catholic Church.
10. To provide for the rebroadcasting of emergency announcements and information received from local, state, and federal governmental units as defined and required by the Federal Communications Commission.

ARTICLE III.

MEMBERS

3.01 MEMBERSHIP. Membership in this corporation shall be limited to the members of the Board of Directors.

3.02 ASSOCIATE MEMBERS. The Board of Directors may establish classifications of Associate Members as they may determine including classification of members based on contributions, honorary members, family members, and student members.

3.03 PROPERTY RIGHTS. No member shall have any right, title or interest in or to any property of this corporation.

3.04 MEETINGS. Meetings of the membership shall take place simultaneously with the Board of Directors Meetings and shall be held at the registered office of the corporation, or at such other place within the State of Minnesota that may be designated by the

Board of Directors.

3.05 ANNUAL MEETING. There shall be no annual meeting of the membership.

3.06 REGULAR MEETING. The Board of Directors may establish regular periodic meetings of the membership.

3.07 SPECIAL MEETINGS. A special meeting of the membership may be called for any purpose or purposes at any time by the President or by the Board of Directors.

3.08 QUORUM. Two-thirds (2/3) of the members of this corporation shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 GENERAL POWERS. Management of the property, affairs and business of this corporation shall be vested in the Board of Directors.

4.02 NUMBER, QUALIFICATION AND TERMS OF OFFICE. There shall be a minimum of three (3) members of the Board of Directors, who shall serve for a term of three (3) years, which term shall start on August 14, of the year in which the member is elected or appointed. The first Board of Directors shall be elected by a majority of the Incorporators of Twin Hearts Media, Inc. Directors shall be the only voting members of the corporation.

4.03 ORGANIZATION. At each meeting of the Board of Directors,

the President of the corporation, or in his or her absence, the Vice-President of the corporation, shall preside. The Secretary of the corporation, or in his or her absence, any person who the Chairperson shall appoint, shall act as Secretary of the meeting.

4.04 RESIGNATION. Any director of this corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. The resignation of any director shall take effect at the time, if any specified therein, or if no time is specified therein, upon receipt thereof by the officer of the corporation to whom such notice is given and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

4.05 REMOVAL. Any director may be removed from the Board of Directors by a two-thirds (2/3th) majority vote of the Board of Directors, provided said director is given notice of the meeting at which action to remove will be taken, and said director is given an opportunity to reasonably speak against the removal.

4.06 VACANCY. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining directors, and shall be for the remainder of the term of the vacant officer.

4.07 PLACE OF MEETING. The Board of Directors may hold its meeting at such place or places within or without the State of Minnesota as it may from time to time determine.

4.08 SPECIAL MEETING NOTICES. A special meeting of the Board

of Directors shall be held whenever called by the President or by any one of the other directors. Notice of such meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least two days before the date on which the meeting is to be held, or be delivered to him or her personally, or, by telephone not later than one day before the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting.

4.09 NOTICE. Notice of any meeting of the Board of Directors other than a regularly scheduled meeting or special meeting shall be given at least five (5) days before such meeting. Regularly scheduled meetings shall be meetings established by the Board of Directors on a regular basis and the time and place shall be announced at the previous regularly scheduled meeting. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting or shall waive notice of such meeting in writing, either before, at, or after such meeting.

4.10 QUORUM. Two-thirds (2/3) of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the directors present at the meeting at which a quorum is present shall be binding upon the Board of Directors.

4.11 INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each

director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against reasonable costs and expenses (including counsel fees) incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party by reason of being or having been a director or officer of the corporation, except in relation to matters as to which he or she shall finally be adjudged in such action, suit or proceeding to have been derelict in the performance of duties as such director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which he or she shall be entitled as a matter of law.

4.12 COMPENSATION. The Board of Directors shall be paid such compensation as their services as directors shall be determined by the Board. Compensation as a director shall not preclude any director from serving the corporation in any other capacity as an officer, employee, or otherwise receiving just compensation for said service.

ARTICLE V.

OFFICERS

5.01 ELECTION, TERM, QUALIFICATION. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The first officers of the corporation shall be selected by the incorporators of said corporation.

5.02 TERMS OF OFFICE. Officers shall be elected annually

by the Board of Directors during a designated regularly scheduled meeting, and each shall hold office until his or her successor shall have been elected and qualified, or until his or her death, or until he or she resigns or until removed. All officers shall be elected from among the directors of the corporation. Any two or more officers, except those of President and Vice-President, may be held by the same person.

5.03 RESIGNATIONS. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Secretary of this corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary of this corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.04 REMOVAL. Any officer may be removed, either with or without cause, by a vote of a majority of the total number of directors, at any meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation shall be present.

5.05 VACANCIES. A vacancy in any office because of death, resignation or removal or other cause shall be filled for the unexpired term by majority vote of the Board of Directors.

5.06 PRESIDENT. The President shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these By-Laws to some other officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, including, without limitation, any instruments necessary or appropriate to enable this corporation to donate income or principal of the corporation to or for the account of such corporations, associations, trusts, foundations, and institutions as are referred to or described in the Articles of Incorporation of this corporation and as this corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

5.07 VICE-PRESIDENT. Each Vice-President, if any, shall be elected by the Board of Directors, shall have such powers and

shall perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice-President shall succeed to his or her powers and duties in the order designated by the Board of Directors.

5.08 SECRETARY. The Secretary shall be secretary of and when present, shall record proceedings of all meetings of the Board of Directors and of all of the meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these By-Laws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Secretary.

5.09 TREASURER. The Treasurer shall keep accurate accounts of all moneys of this corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes,

checks and drafts received by this corporation; shall disburse the funds of this corporation as ordered by the Board of Directors, making proper vouchers therefor; shall render to the President and the directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer.

5.10 OTHER OFFICERS, AGENTS, AND EMPLOYEES. This corporation may have such officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE VI.

EXECUTIVE COMMITTEE

6.01 NUMBER, QUALIFICATIONS, TERMS OF OFFICE. The Board of Directors may, by resolution adopted annually by two-thirds (2/3) of the total number of directors, establish an Executive Committee of the Board of Directors of this corporation and appoint two or more directors to serve as such Executive Committee, at least one of who shall be the President of this corporation. Only

persons who are directors of this corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a director of this corporation, such person automatically shall cease to be a member of the Executive Committee of this corporation.

6.02 POWERS. Except for the power to amend the Articles of Incorporation and the By-Laws of this corporation, which power is expressly reserved solely to the Board of Directors of this corporation as hereinafter provided, the Executive Committee shall have all of the powers and authority of the Board of Directors of this corporation in the management of the property, business, and affairs of this corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

6.03 MEETINGS. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by any one other member of the Executive Committee, upon the same notice as provided for special meetings of the Board of Directors.

6.04 QUORUM AND MANNER OF ACTING. One-third (1/3) of the

total number of members of the Executive Committee (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

6.05 ADVISORY COMMITTEE. The Board of Directors shall establish an Advisory Committee for purposes of making recommendations to the Board of Directors in the areas of prayer, programing, marketing, fund raising, and finances. The Advisory Committee shall have a minimum of one Catholic priest on the Committee. The number of committee members and the procedure for carrying out their duties shall be as set by the Board of Directors.

6.06 OTHER COMMITTEES. The Board of Directors may appoint such other committees as it deems necessary and designate the number of members to sit on such committees and procedure to be carried out by said committees.

ARTICLE VII.

FINANCIAL MATTERS

7.01 BOOKS AND RECORDS. The Board of Directors of this corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

7.02 DOCUMENTS KEPT AT REGISTERED OFFICE. The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any;
- (2) all financial statements of this corporation; and
- (3) Articles of Incorporation and By-Laws of this corporation and all amendments and restatements thereof.

7.03 ACCOUNTING SYSTEM AND AUDIT. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation.

7.04 FISCAL YEAR. The fiscal year of the corporation shall be from Sept 11 to December 31,.

7.05 CHECKS, DRAFTS, AND OTHER MATTERS. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or

agents, employee or employees of this corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII.

AMENDMENTS

8.01 These initial By-Laws shall be adopted by a two-thirds (2/3) majority vote of the Board of Directors. The Board of Directors may amend the Articles of Incorporation after its initial adoption at such times as they shall determine by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE IX.

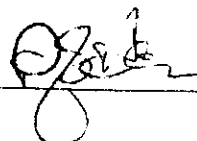
DISSOLUTION

9.01 This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to any state or local government, for a public purpose. The proportions of such division shall be determined (1) by the Board of Directors of this

corporation if the dissolution is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary herein above contained in this Article, if any assets are then held by the corporation in trust, or upon condition, or subject to any executory or special limitation, and if this condition of limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

CERTIFICATION

I, Doug Haider, do hereby certify that I am the duly elected, qualified or acting Secretary of this corporation, a corporation organized under the laws of the State of Minnesota, and that the foregoing is a true and correct copy of the By-Laws adopted by written consent of the Board of Directors on the 18 day of October, 2000.

X 
- Secretary