

ST. MARK RADIO ASSOCIATION BYLAWS

Article 1: Association Name and Address

The name of the association is **St. MARK Radio Association**. The association shall have an office located at 1345 Regatta Drive, Wilmington, NC 28405 and at such other places as shall be designated by the Board of Directors from time to time by resolution.

Article 2: Purpose

The association has been formed as a non-profit unincorporated educational association for the purpose of disseminating the doctrines of the Roman Catholic Church. This will be accomplished primarily through the establishment and operation of a radio station which will broadcast programming consistently operating in accord with the principles and truths of the Catholic Faith as expressed in Sacred Scripture, Sacred Tradition and the living Magisterium of the Church. Our goal is to always provide the community with a source of Catholic educational teaching so Catholics can have an easy way to learn more about their faith, and for non-Catholics to learn what the Catholic Church really teaches.

Article 3: Board of Directors

3.1 Duties: The business and affairs of the Association shall be operated by the Board of Directors, except as otherwise stated in the bylaws.

3.2 Composition of Board: The initial Board of Directors shall consist of three (3) board members.

3.3 Term: The initial board members shall be Edward C. Basso, Paul S. Covington and Robert A. Philips and each shall hold office perpetually until death, resignation or removal by a majority vote of the board members.

3.4 Vacancies: Vacancies on the Board of Directors shall be filled by a majority vote of the remaining board members.

3.5 Organizational Meetings of the Board: The Board of Directors shall meet for the purpose of electing its officers, appointing new committee chairpersons and for transacting such business as may be deemed appropriate.

3.6 Regular Meetings: The Board of Directors shall have regular meetings every quarter, the schedule of which shall be established at the annual meeting, to accomplish the business of the Association.

3.7 Special meetings: Special meetings of the Board may be called by a least one-third of the directors by written notice to all other board members at least seven (7) days prior to the meeting.

3.8 Quorum: A majority of Directors shall constitute a quorum for the transaction of business at any properly called meeting of the Board.

3.9 Procedures: The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. The Board shall keep written minutes of its proceedings in its permanent records.

3.10 Compensation: Board members will not receive compensation of any kind except for reimbursement of expenses paid for with advance approval of the Board of Directors.

3.11 Non-Liability of Directors: The Directors shall not be personally liable for the debts, liabilities, or obligations of the Association.

3.12 Annual meeting: A meeting in January shall be designated by the President as the Annual Meeting of the Association for the purpose of reporting conditions of the Association, approval of the Annual Action Agenda of the Association and conducting such business as may properly come before the Board of Directors.

3.13 Standing Committees: There shall be three (3) standing committees of the association: executive, nominating and fund raising/public relations. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors. All committee appointments shall terminate upon the election of a new President unless specifically determined otherwise at the annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

3.14 Budgets: The Board of Directors shall approve the annual budget of the association during the First quarter of each calendar year upon the recommendation of the Executive Committee.

3.15 Records: Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the association.

Article 4: Officers

4.1 Officers: The officers of the association shall consist of a President, Vice President, Secretary and Treasurer. The initial officers shall be Edward C. Basso, President; Paul S. Covington, Vice President and Secretary; and Robert A. Philips, Treasurer. Officers shall hold office perpetually until death, resignation or removal by a majority vote of the board members.

4.2 Executive Committee: The executive committee shall be composed of the officers of the association and shall have full authority to undertake the duties and powers of the Board

between meetings of the Board. All actions of the Executive Committee shall be reported to the Board at its next meeting.

4.3 President: The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

4.4 Vice President: The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

4.5 Secretary: The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee; shall keep an accurate list of Directors; shall have the authority to certify any records or copies of records as the official records of the Association; and maintain the minutes of the Board of Directors meetings and all committee meetings.

4.6 Treasurer: The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of the Association's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Article 5: Policy and Procedure Documents

The operating procedures of the Association shall be contained in a written document which shall be reviewed annually by the Executive Committee in conjunction with the annual plan and the budget of the Association. Any changes made in policy and procedures shall be reviewed by the Board prior to implementation.

Article 6: Fiscal Year of the Association

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

Article 7: Amendment

The bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Board of Directors at any regular meeting or special meeting called for that purpose. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the meeting.

Article 8: Dissolution

In the event of the dissolution of the Association, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged. The remaining assets shall be distributed, transferred, or conveyed to a charitable, educational, or religious organization of a similar nature to this Association and also be at the time of transfer, qualified as a exempt organization under Section 501(c)(3).

Certificate

It is hereby certified that the foregoing Bylaws were adopted as the Bylaws of the ST. MARK RADIO ASSOCIATION and that the following were elected as the initial Board of Directors:

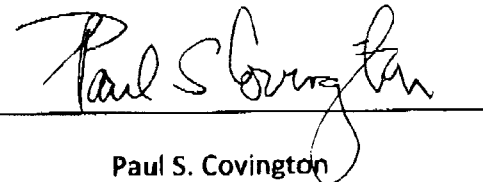
1. Edward C. Basso
2. Paul S. Covington
3. Robert A. Philips

and that said action was approved by the Board of Directors of the ST. MARK RADIO ASSOCIATION on the 15th day of August 2013.

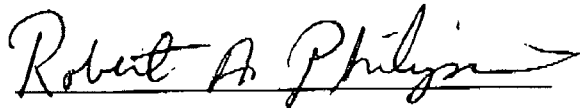
This 23th day of August, 2013.



Edward C. Basso



Paul S. Covington



Robert A. Philips