

**BYLAWS OF
CHESAPEAKE CATHOLIC RADIO, INC.**

Article 1: Name of Corporation

The name of the corporation shall be Chesapeake Catholic Radio, Inc.

Article 2: Purpose

I. Chesapeake Catholic Radio, Inc., was organized to provide a lay Catholic education apostolate. This apostolate will communicate Christian truth as expressed in Sacred Scripture, Sacred Tradition, and by the Magisterium of the Catholic Church. Activities may include the following:

- A. The operation of one or more radio stations to broadcast Catholic religious and educational programs aimed at fostering a renewal of the Catholic faith.
- B. Rebroadcast religious programming produced by organizations within the Catholic Church, and delivered via satellite or magnetic media.
- C. Originate local programming that focuses on local Catholic events that are of interest to the Catholic population within the broadcast area of each radio station.
- D. The redistribution of religious and educational material that may be available, and furnished by the Catholic Church, and various religious organizations that are a part of the Catholic Church.
- E. Broadcast Catholic news of local, national and international nature covering events that are of interest to all Catholics.
- F. Provide broadcast services at 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.
- G. Provide broadcast services at no charge to the general public for the airing of general public service announcements.
- H. Provide for the rebroadcast of emergency announcements and information received from local, state and federal governmental units as defined and required by the Federal Communications Commission.

Article 3: Dedication of Assets to Exempt Purposes and Dissolution

I. Educational and Charitable Purpose. 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 either (i) utilize the proceeds for the establishment of another Catholic radio station in a different market or (ii) 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. 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 Chesapeake Catholic Radio, Inc.,: Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all debts and liabilities of this corporation, 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. 501(c)(3). (a) 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. (b) 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. (c) 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 4: Organization and Operations

I. Board of Directors: There shall be a minimum of one and a maximum of five directors. Initial directors are stated in the Articles of Incorporation of Chesapeake Catholic Radio, Inc. Each new director shall be elected by a majority vote of the existing board and shall serve for a 2 year term which can be renewed. Terms shall start on January 1 of the year elected. Vacancies on the board of directors for less than a 2 year term shall be filled by a majority vote of the remaining directors and shall be for the remainder of the term. A director may be removed from the board of directors by a unanimous vote of the remaining directors when said directors determine by a unanimous vote that a director has by his or her words or actions caused serious damage to the apostolate of Chesapeake Catholic Radio, Inc.

II. Board of directors-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 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. Board of directors-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. Board of directors-Acquisition and encumbrance of property: The board of directors 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 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. 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.

V. Board of directors-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; and to establish salary schedules for employees of the corporation.

E. To determine salaries and other remuneration of agents appointed for the corporation.

F. To select banks and other depositories for the funds and securities of the corporation.

G. 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 in 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.

VI. Board of directors-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.

VII. Board of directors-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.

VIII. 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.

IX. Quorum: A quorum shall consist of the president and three directors (or all directors if less than three are elected). In the event of the president's inability to attend, a quorum shall consist of four directors, one of which shall be elected president pro tem.

X. Meetings: There shall be one regular meeting of the board of directors every year. Special meetings may be called by any director.

XI. 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).

XII. 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.

XIII. Election of Officers: The officers of the corporation shall be elected by the board of directors. These officers shall consist of President, Secretary and Treasurer. Each shall serve for a two year term which can be renewed. The president's term shall coincide with his term as director.

A. Powers and duties of president: The president of the corporation shall be the corporation's principal executive 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 all meetings of the Board of Directors at which he or she is present.
2. To have general management of the business of the corporation.
3. To see that all orders and resolutions of the board are carried into effect.
4. To execute mortgages and other contracts as authorized by the board of directors.
5. To have general superintendence and direction of all other officers of the corporation and of the agents and employees thereof and to see that their respective duties are performed.

6. 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.

7. To submit a report of the operations of the corporation to the directors at the regular meeting each quarter, and an annual report thereof to the directors at the first quarter meeting of each year, and from time to time to report to the directors all matters within his knowledge that should be brought to their attention in the best interests of the corporation.

8. 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.

B. 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 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.

7. In addition to the forgoing, 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.

C. 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 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 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 transactions as treasurer, and a financial statement in form satisfactory to them, showing the condition of the corporation.
7. In addition to the forgoing, 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.

XIV. Bylaws: The initial Bylaws shall be approved by a 4/5 (four-fifths) majority vote of the board of directors. The Bylaws may be subsequently amended by a 4/5 (four-fifths) majority vote of the board of directors.

XV. Compensation: The Board of Directors of Chesapeake Catholic Radio, Inc., will not receive any compensation for services rendered. The Board of Directors may be reimbursed for expenses incurred for travel, when such travel is to conduct corporate business.

XVI. Advisory committee: The board of directors may establish an advisory committee for the purpose of making recommendations to the board of directors in the area of prayer, programming, marketing, fundraising and finance.

XVII. Federal Communications Commission: Radio stations owned by Chesapeake Catholic Radio, Inc. shall be operated in complete compliance with all requirements as set forth by the Federal Communications Commission.

XVIII. Internal Revenue Service: All corporate activity will follow guidelines and directives as set forth by the IRS which govern 501(c)(3) entities.

XIX. Not for Profit. All radio stations purchased and owned by Chesapeake Catholic Radio, Inc. will be operated as ‘Not for Profit’ stations.

Article 5: Programming

I. Catholic Programming: All programming aired on each station will be approved by the General Manager as per guidelines issued by the Board of Directors of Chesapeake Catholic Radio, Inc. These directives and guidelines shall be based upon the following:

- A. The program or information shall be consistent with the teachings of the Magisterium of the Catholic Church.
- B. The program or information shall foster a renewal of the Catholic faith.
- C. The program or information shall serve the local Catholic community.

II. Public Service Programming: Each radio station may air Public Service announcements as defined by the Federal Communications Commission based upon the following guidelines:

- A. Catholic public service: Each station may air public service announcements free of charge to all Catholic organizations under and in union with the Catholic Church.
- B. Community public service: Each station may air public service announcements free of charge to community organizations which are recognized as nonprofit or charity in nature, (e.g., Catholic Charities, city, state or federal agencies offering educational information, etc.).
- C. Fidelity to the Church: No public service announcement shall be aired which is in conflict with the teachings of the Catholic Church.

IV. Underwriter Acknowledgments: Each radio station shall acknowledge contributors who have made contributions to, or have contributed funds to underwrite special programs aired on each station. This acknowledgment will only occur if requested by the contributor. All acknowledgments will be aired after approval of the General Manager.

Article 6: Noncommercial Educational FM Application(s)

The following provisions of these by-laws are set forth to reflect the commitment of Chesapeake Catholic Radio, Inc., to maintain certain characteristics important in the process of seeking a federal broadcast permit to build one or more new noncommercial educational FM radio facilities:

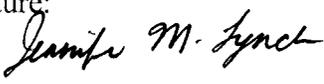
I. Educational Purpose. This organization will seek authority (the “Permits”) to construct one or more new noncommercial educational FM radio facilities (the “Station”) via submission of the appropriate applications on FCC Form 340 (the “Applications”). In the event one or more Permits are secured, the organization will ensure that each Station offers educational

programming to the relevant local community. Specifically, the Stations shall offer programming that is evangelical and catechetical in nature, providing instruction in the teachings of Christianity and insight into the Gospels, with fidelity to the teachings of the Magisterium of the Roman Catholic Church.

II. Local Diversity of Ownership. In addition, in the event the Permit is secured, pursuant to the requirements of the Federal Communications Commission set forth at 47 C.F.R. §73.7003(b)(2), the organization will maintain its “local diversity of ownership” as claimed in the Application throughout a period of not less than four years from the date the relevant Station commences operations. For example, during this period, the organization will not own (nor shall any party to the Applications hold any “attributable interest” in) any broadcast station whose principal community or “city-grade” contour (as defined by the Commission’s Rules) overlaps that of the Station.

APPROVED AND ADOPTED this 8th day of August, 2007.

Certification: I certify that the foregoing By-Laws were approved and made effective as of the date noted above.

Person Signing: Jennifer M. Lynch	Title of Person Signing: Secretary
Signature: 	Date: 8 August 2007