

BYLAWS OF MORNING STAR CATHOLIC RADIO
Apostolate of the Church of the Holy Rosary, Lander WY

ARTICLE I

Offices

The name of the organization shall be Morning Star Catholic Radio (MSCR). She shall be an apostolate of Holy Rosary Catholic Church, Lander, Wyoming of the Diocese of Cheyenne. Said church operates as a corporation of the State of Wyoming (CID. 1980-00012137) and is a 501-C-3 non-for-profit (EIN #83-0211901) in accord with Federal Internal Revenue Service regulations and she is registered with the Secretary of State of Wyoming pursuant to all regulations (W.S. 122.99). The Church of the Holy Rosary is the official operating entity of record for MSCR (the organization) and will work in joint and equal partnership with Wyoming Catholic College of Lander, Wyoming for all her good works.

ARTICLE II

Purpose

The purpose of this organization is to serve the people of Lander, Wyoming and the Diocese of Cheyenne through the Word of God, acts of charity, comforting the sick, aiding the poor, the elderly, the abandoned, the needy, and advocating all corporal and spiritual works of mercy as espoused by the Gospel and our Catholic Tradition.

MSCR is therefore organized exclusively for charitable, educational, social, agricultural, and scientific purposes. As a beneficial means of assisting the people of Lander, Wyoming and the Diocese of Cheyenne, radio and other communications will be used to help foster support for existing charitable organizations such as food pantries, homeless shelters, soup kitchens, used clothing distribution centers, unwed-mothers' shelters, help for transients, hospice, and encourage support for, what Blessed Pope John Paul II calls, "the culture of life." All assistance provided by MSCR is free of charge to all people of the Lander Valley and the Diocese of Cheyenne.

Section 1. *Educational Purpose.* This organization will seek authority from the Federal Communications Commission (FCC) to secure the license (the "Permit") in order to construct a new noncommercial educational FM radio facility (the "Station") via submission of the appropriate application on FCC Form 340 (the "Application") and other FCC Forms. In the event the Permit is secured, the organization will ensure that the Station offers charitable, educational, social, and scientific programming beginning with the local community and perhaps spreading throughout the State of Wyoming and in full fidelity to the teachings of the Magisterium of the Roman Catholic Church.

Section 2. *Localism.* Should the Permit be secured, pursuant to the requirements of the FCC set forth at 47 C.F.R. §73.7003(b)(1), the organization will maintain its "established local" presence as claimed in the Application for a period of not less than four years from the date the Station commences operations (the "Commitment Term"). That is, during the Commitment Term, the organization will either (a) maintain its physical headquarters within 25 miles of the reference coordinates for the Station's community of license, or (b) ensure that at least three-fourths of its

governing board is comprised of individuals whose primary residences are within 25 miles of the Station's community of license.

Section 3. *Diversity*. Finally, should the Permit be secured, pursuant to the requirements of the FCC 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 the Commitment Term. Specifically, during this period, the organization will not own any other broadcast stations whose principal community or "city-grade" contour (as defined by the FCC Commitment Rules) overlaps that of the Station.

ARTICLE III: ORGANIZATION AND MEMBERSHIP

Board of Directors

Section 1: GENERAL POWERS. MSCR shall consist of at least three (3) voting board members and no more than seven (7). The affairs of the organization shall be managed by or under the direction of its Board of Directors, which will consist of the Pastor of Holy Rosary Catholic Church, the duly appointed executive officers, (excluding assistant officers), and the founding past president.

Section 2: NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be at least three (3). Each director, with exception of the Pastor, shall hold office for a term of five (5) years. Directors constituting the initial board who are individually named in the Articles of Incorporation shall hold office for the first five (5) year period beginning October 7, 2013 and ending October 31, 2018. Thereafter directors shall be appointed by majority vote of the Directors present at the final annual meeting of the then five (5) year term and the newly appointed members shall take office on November 1 thereafter. Directors must be residents of Wyoming and be baptized members of Holy Roman Catholic Church. The number of directors may be decreased to not fewer than three (3) or increased to no more than seven (7) time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall have the effect of shortening the term of an incumbent director, with the exception of the Pastor. The founding past president shall remain a voting director for not more than five (5) years, while not remaining an officer.

Section 3: REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held at least once each year. The Board may provide, by resolution, the time and place for the holding of additional regular meeting before or after July 1 of each fiscal year - electronically, digitally, or otherwise. Minutes will be recorded for each Meeting. Roberts Rules of Order may be followed.

Section 4: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5: NOTICE. Notice of any special meetings of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each director at his or her address as shown

by the records of the organization except that no special meeting of directors may remove a director, with the exception of the Pastor, unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given electronically or digitally, such notice shall be deemed to be delivered by date and time of delivery duly recorded. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6: QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7: MANNER OF ACTING. The act of a majority of the directors present at a meeting, either personally or via telephonic or video conferencing or digitally, at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

Section 8: VACANCIES. Any vacancy occurring in the Board of Directors, or any directorship to be filled by an increase in the number of directors, with the exception of the Pastor, shall be filled by a majority vote of the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 9: RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, upon the majority vote of the Board of Directors. The Pastor may not be removed by the Board of Directors.

Section 10: INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote. The authority of the Board of Directors shall not exceed in any manner the final authority of the Pastor insofar as it relates to the temporal goods, the spiritual goods, and the facilities of Holy Rosary Catholic Church Lander, Wyoming.

Section 11: COMPENSATION. The Board of Directors shall not receive any compensation from the apostolate of MSRC. Nothing contained in this section shall preclude any director from servicing the organization in any other capacity and receiving reasonable compensation thereupon.

Section 12: PRESUMPTION OF ASSENT. A director of the organization who is present at a meeting of the Board of Directors at which action on any organization matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the Minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the organization 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 IV *Officers*

Section 1: OFFICERS. The officers of MSRC shall be a president, a treasurer, a secretary, first vice president, second vice and so forth, who shall constitute the executive officers with voting rights on the Board of Directors. Such other officers or assistant officers may be elected by the Board of Directors, but shall not have voting power. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. By virtue of his ecclesial office, the Pastor of Holy Rosary Catholic Church Lander, Wyoming shall hold the office of president and treasurer of MSRC, without prejudice to canon 532 and all other applicable canons.

Section 2. ELECTION AND TERM OF OFFICE: The officers, except the office of the president and treasurer of the organization, shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. PRESIDENT. The president shall be the Pastor of Holy Rosary Church, Lander, Wyoming. He shall be the principal executive officer of the organization. Subject only to the laws of the United States, the State of Wyoming, and the universal law of the Roman Catholic Church, he shall be in charge of the business and affairs of the organization; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person, without prejudice to canon 532 and, in general, he shall discharge all duties incident to the office of president and such other duties as may be prescribed by these bylaws. He shall preside at all meetings of the Board of Directors. He may execute for the organization any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has advised to be executed, and he shall accomplish such execution either under or without the seal of the corporation and either individually or with other officer's thereunto advised by the Board of Directors.

Section 4: VICE PRESIDENTS. The vice presidents shall assist the president, in the discharge of his duties as the president may direct and shall perform such other duties as from time to time may