

**BYLAWS OF  
CLEAN AIR BROADCASTING CORPORATION**

**SECTION 1. OFFICES**

The initial principal office of the corporation shall be in Sullivan County, State of Tennessee. The corporation may have offices and places of business at such other places within and without the State of Tennessee as shall be determined by the Directors.

**SECTION 2. ANNUAL MEETING; REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

The annual meeting of the corporation shall be held in the principal office of the corporation at 11:00 a.m. on the fifteenth day of January of each year or at such other time, date and place as the officers and directors designate by proper notice. Immediately after the election of directors, the newly elected Board may meet for the purpose of organization and the transaction of other business. Other regular meetings of the Board may be held without notice at such times and places as the directors may determine.

**SECTION 3. SPECIAL MEETINGS**

Special meetings of the Directors for any purpose or purposes may be called by the President and must be called at the written request of fifty percent of the members of the Board.

**SECTION 4. NOTICE OF ANNUAL OR SPECIAL MEETINGS**

Notice of the annual meeting or of a special meeting of the Board, stating the time, place and purpose or purposes thereof shall be given to each Director not less than ten nor more than forty days prior to the meeting, but such notice may be waived in writing at any time.

**SECTION 5. QUORUM**

A majority of the Board of Directors shall constitute a quorum at all meetings of the Board, except as otherwise provided by law.

**SECTION 6. NUMBER OF DIRECTORS, TENURE, VACANCIES**

The business and affairs of the corporation shall be managed and controlled by a Board of not less than three (3) Directors, who shall be elected annually at the annual meeting. Each director shall hold office until the election of his or her successor. Any director may resign at any time. Vacancies occurring among the directors may be filled by the directors.

**SECTION 7. OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected annually by the Board of Directors and who shall hold office during the pleasure of the Board, and any other officers or assistants the Board of Directors may determine to elect at any time. All vacancies occurring among any of the above officers shall be filled by the Directors. Any officer may be removed at any time by vote of the Board at a special meeting called for that purpose.

#### SECTION 8. SUBORDINATE OFFICERS

The Board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

#### SECTION 9. THE PRESIDENT

The President shall preside at all meetings of the Board and shall have general management and control of the business and affairs of the corporation.

#### SECTION 10. THE VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

#### SECTION 11. THE TREASURER

The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in such bank or trust company as shall be designated by the Board or the President. The Treasurer shall receive and give receipts and acquittances for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity of the same; he or she shall enter regularly in the books of the corporation to be kept by him or her for that purpose full and accurate accounts of all monies received and paid out by him or her on account of the corporation and he or she shall perform all other duties incident to the office of Treasurer.

#### SECTION 12. THE SECRETARY

The Secretary shall keep the minutes of all proceedings of the Board of Directors; he or shall attend to the giving and serving of all notices to the Board of Directors, or any other notices required by law of these Bylaws; he or she shall affix the seal of the corporation to deeds, contracts and other instruments in writing requiring a seal, when duly signed; he or she shall have charge of the minute-books and such other books and papers as the Board may direct, and he or she shall perform all other duties incident to the office of Secretary.

#### SECTION 13. SEAL

The Board of Directors shall provide a suitable corporate seal which shall be in charge of the Secretary and shall be used as authorized by the Board of Directors.

#### SECTION 14. NOTICE AND WAIVER OF NOTICE

Any notice required to be given by these Bylaws may be given by United States mail or via a reputable courier service which guarantees overnight delivery, to the person entitled thereto at his or her address as shown on the corporation's books. Such notice shall be deemed to have been given at the time of being deposited in the mail or upon delivery to such courier service. Any notice required by these Bylaws to be given may be waived by the person entitled to such notice.

#### SECTION 15. DISSOLUTION; WINDING UP.

Upon the termination, dissolution or winding up of the corporation, in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the corporation shall be distributed to, and only to, one or more organizations described in Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954, as amended.

#### SECTION 16. PURPOSES; PRESERVATION OF DIVERSIFICATION OF OWNERSHIP OF MEDIA OF MASS COMMUNICATIONS

The purposes of the corporation shall include the ownership and operation of noncommercial educational broadcast stations licensed by the Federal Communications Commission ("FCC"). To preserve the validity of the corporation's representations in connection with its applications to the FCC for construction permits for new noncommercial educational stations, for so long as may be required by the FCC, neither the corporation nor any member of the Board of Directors of the corporation shall acquire the license (or any interest therein) of any other radio or television station the principal community contour of which would overlap the principal community contour of a station authorized pursuant to such application.

#### SECTION 17. POWER OF DIRECTORS TO AMEND, ETC.

The Board of Directors shall have power to make, amend and repeal the Bylaws of the corporation at any annual meeting or at a special meeting called for the purpose.

Adopted at the organization meeting  
of the Board of Directors of Clean Air  
Broadcasting Corporation, held on October  
12, 2007.

Secretary