

BYLAWS
OF
WYOMING ASSOCIATION OF BROADCASTERS

ARTICLE I. NAME AND PURPOSES

The name of the association shall be “Wyoming Association of Broadcasters.”

The purpose of this Association shall be to advance the best interests of the free, local, over-the-air, full-power radio and television broadcast industry in the State of Wyoming and in that regard: to optimize the business and regulatory environment in which the broadcast industry operates on a state level, a regional level and on a federal level; to advance the state of the art of broadcasting; to increase the respect for and credibility of broadcasting; to otherwise engage in activities and other undertakings, including but not limited to Noncommercial Sustaining Announcement Programs, which serve those ends as well as help each broadcast station to better serve the public interest; and to engage in any other activities that are otherwise not unlawful.

ARTICLE II. OFFICES

The principal office shall be located within the State of Wyoming, and the Association may have such other offices, either within or without the State of Wyoming, as the Board of Directors may determine from time to time. The Association shall have and continuously maintain in the State of Wyoming a registered office, and a registered agent whose office is identical with such registered office, as required by the Wyoming Non-Profit Corporation Act.

ARTICLE III. MEMBERS

SECTION 1. Classes of Members. The Association shall have two classes of members:

(a) Regular Member - Regular membership in the Association shall be open to the licensee of any commercial full-power radio or television broadcast station licensed to a community in the State of Wyoming; provided, that if a licensee owns more than one such station, it may be granted a separate regular membership for each such station.

(b) Associate Member - Associate membership in the Association shall be open to individuals and legal entities which are connected to the commercial or non-commercial radio or television industry in the State of Wyoming and which are not otherwise eligible to be a Regular Member.

SECTION 2. Voting Rights. Only Regular members shall be entitled to vote on matters that come before the Association. Each Regular Member shall be entitled to cast only one vote per dues paid in full, full-power radio or television station licensed to a community in the State of Wyoming, irrespective of whether such station is owned by or affiliated with the same individual(s) or legal entit(ies) on each matter submitted to a vote of the Regular Members.

SECTION 3. Termination of Membership. The Board of Directors, by majority vote, may suspend or expel a member from the Association for just cause, terminate the membership of any member who becomes ineligible for membership, and suspend or expel any member who shall be in default in the payment of dues. In the case of suspension or expulsion for cause, the member shall be furnished a full statement of the charges against him and be provided adequate opportunity to reply at a hearing. Any suspension, expulsion or termination from membership shall be communicated to the entire membership of the Association at its next official meeting. Suspension,

expulsion, or termination of membership as herein provided, shall operate as a forfeiture of all rights or claims on the part of any such member to any rights or benefits of the Association.

SECTION 4. Resignation. Any member of the Association who desires to resign or withdraw may do so by giving notice, in writing, to the Secretary-Treasurer of the Association, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Resignations shall be effective immediately upon written notice. Any member so resigning or withdrawing shall thereupon forfeit all rights and claims to any rights or benefits of this Association.

SECTION 5. Reinstatement. Upon written request signed by a former or suspended member and filed with the Executive Secretary-Treasurer, the Board of Directors may, by majority vote, reinstate such former or suspended member to membership upon such terms as the Board of Directors may deem appropriate. Any member suspended, expelled or terminated from membership may apply for reinstatement no earlier than six (6) months from the effective date of the suspension, expulsion or termination.

SECTION 6. Transfer of Membership. Membership in the Association is not transferable or assignable, except upon the prior approval of, and under such terms as may be prescribed by, the Board of Directors.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The Association shall hold a meeting of its membership at least once each year. The date and location of such annual meeting

shall be fixed by the Board of Directors, for the purpose of transacting business and addressing other such issues, including but not limited to the election of directors.

SECTION 2. Special Meetings. Special meetings of the members may be called by the Chairman, the Board of Directors, or not less than twenty-five (25) percent of the Regular Members.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wyoming, as the place for any annual or special meeting called by the Board of Directors. If the Regular Members shall meet at any place and time, either within or without the State of Wyoming, and at least a quorum of Regular Members, as defined in Section 6 hereof shall have consented to the holding of such meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. Notice of Meeting. Written or printed notices stating the place, day and hour of any annual or special meeting of the members of the Association shall be sent either by U.S. mail or by any other means permitted by Wyoming law to each Regular Member and each Associate Member, not less than thirty (30) days before such meeting. In case of a special meeting or when required by law or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of

members, may be taken without a meeting if a consent in writing, setting forth action so taken, shall be signed by all of the Regular Members entitled to vote with respect to the subject matter thereof.

SECTION 6. Quorum. The Regular Members holding ten percent (10%) of the votes which may be cast on a matter shall constitute a quorum at any meeting of the members, including any annual or special meeting. If a quorum was present at the commencement of any such meeting, but due to the subsequent absence of one or more Regular Members from such meeting a quorum is no longer present at such meeting of members, a majority of the Regular Members present at any meeting may continue to conduct official business and vote on matters coming before the meeting with binding effect, as well as adjourn the meeting from time to time without further notice.

SECTION 7. Proxies. At any meeting of members, a Regular Member entitled to vote may vote by proxy executed in writing by such Regular Member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. Voting. When Directors or officers are to be elected by Regular Members, such election may be conducted by U.S. mail, postage prepaid or in such other manner permitted by law as the Board of Directors shall determine from time to time.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. Any member of the Board of Directors, including any Director

holding the title of Chair, First Vice-Chairman or Second Vice-Chairman, shall be either an employee of, or an independent contractor engaged as an agent by, a Regular Member or Associate Member in good standing. Residency within Wyoming shall not be a qualification.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be at least seven (7) and no more than nine (9) and each Director shall be elected to office for a one (1) year term or until his or her successor shall have been elected and qualified. Terms may be staggered. No more than two (2) Directors may be representatives of the same or affiliated legal entity. At least one (1) Director shall be a representative of a Wyoming full-power commercial television broadcast station. If no such television representative is nominated or qualified for the Board, a representative from another broadcasting medium may be nominated, at the discretion of the Board. If no person who is, or is duly representing, an Associate Member is nominated or qualified for the Board, a person who is, [or whose company is], an Association Member shall be nominated, at the discretion of the Board. A Director may serve a maximum of four (4) consecutive years on the Board as a Director, but may serve for a longer period, up to a total of seven (7) years on the Board if such Director also holds the title of Chair, First Vice-Chairman or Second Vice-Chairman. Only persons who are, or who are duly representing, a Regular Member or an Associate Member of the Association are eligible for nomination and election to the Board.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place,

either within or without the State of Wyoming, for the holding of additional regular meetings of the Board without notice other than such resolution. The Board of Directors shall meet at least semi-annually.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called at or by the request of the Chairman or upon written request of three (3) of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Wyoming, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any regular meeting or any special meeting of the Board of Directors, unless provided by resolution adopted by the Board of Directors, shall be given at least ten (10) days previously thereto by written notice sent in such a manner as permitted by law, as the Board may determine . 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 prepaid thereon. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors 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 Accordingly, if any

such meeting begins with a quorum but less than a majority of the Directors is later present at said meeting, the Directors remaining at said meeting may not conduct any official business. However, a majority of the Directors present may adjourn the meeting without further notice.

SECTION 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Vacancies. Any vacancy occurring on the Board of Directors before the next Annual Meeting may at its discretion, but shall not be required to, be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until the earlier of the unexpired term of his or her predecessor in office or until the next Annual Meeting. Consistent with Section 11 of this Article, a former Director must wait until after one (1) year has elapsed since he or she left the Board in order to be eligible to fill the vacant seat or to serve a regular term; provided, however, this one (1) year rule shall not bar the Board of Directors from selecting the immediate Past Chairman to fill a vacancy on the Board; provided further, however, if such Past Chairman fills that position, the one (1) year rule would bar him or her from holding the position of Director until one (1) year after the end of the term of the position such person was appointed to fill by the Board.

SECTION 9. Compensation. Persons holding the position of Director, Chairman, First Vice-Chairman and Second Vice-Chairman shall not receive any stated salaries for their services, but by resolution of the Board of Directors reasonable expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing here in contained shall be construed to

preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

SECTION 11. Nomination and Election of Directors and Officers. The Nominating Committee shall be a standing committee of the Association. Each year, the Nominating Committee shall be comprised of the then Chairman, First Vice-Chairman and President of the Association. The Nominating Committee shall nominate no fewer than seven (7) nor more than nine (9) persons to serve on the Board of Directors for the ensuing year. Among those Directors so nominated, the Nominating Committee shall also name the persons who are to hold the positions of Chairman, First Vice-Chairman, and Second Vice-Chairman. Directors, including those persons nominated to hold the positions of Chairman, First Vice-Chairman, Second Vice-Chairman, shall be subject to election by majority vote of the Regular Members at the Annual Meeting of the Association or as soon thereafter as possible in the event that no Annual Meeting of the Association for a particular year is held for any reason. Those Directors so elected will constitute the voting Board of Directors upon election. If the Nominating Committee is not able to nominate at least seven (7) persons to serve on the Board of Directors for the ensuing year, the Committee may nominate a former Board member whether or not such person has satisfied the one (1) year waiting period required in Section 8 of this Article. The Immediate Past Chairman may, at his or her option, choose to

participate on the Board for an additional year in an ex officio, non-voting advisory capacity. Such person shall not be regarded as a Director of the Association.

ARTICLE VI. OFFICERS

SECTION 1. Officers. The Officers of the Association shall be comprised of a Chairman, First Vice-Chairman, Second Vice-Chairman, President, Secretary-Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of these Bylaws. The offices of President and Secretary-Treasurer may be filled by the same person.

SECTION 2. Term of Office and Election. As set forth in Section 11 of Article V hereof, the officers of the corporation shall be elected annually by the members of the Association as part of the election of the Directors. However, the offices of President and Secretary-Treasurer shall be subject only to appointment by the Board of Directors for whatever term the Board shall decide from time to time. With the exception of the offices of President and Secretary-Treasurer, each officer shall hold office, which term is co-terminous with such person's term as a Director, until his or her successor shall have been duly elected and shall have begun to serve. A person not a Director shall be ineligible to fill the position of Chairman, First Vice-Chairman or Second Vice-Chairman. No person filling the positions of Chairman, First Vice-Chairman and/or Second Vice-Chairman shall occupy the same position for more than one year. .

SECTION 3. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors, for the unexpired portion of the term.

SECTION 5. Chairman. The Chairman shall be the principal executive officer of the Association and shall in general supervise and control the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Board of Directors and perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice- Chairman. In the absence of the Chairman or in the event of his or her inability or refusal to act, the First Vice-Chairman , or in the event there be more than one Vice Chairman, the Vice Chairmen in the order of their election, shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

SECTION 7. President. The President shall be appointed by the Board of Directors. The President shall be the Executive Director and Chief Operating Officer of the Association. Subject to the general supervision of the Chairman, the President shall report and be responsible to the Board of Directors. The President shall be an ex-officio member of all committees of the Association.

SECTION 8. Secretary-Treasurer. The Secretary-Treasurer shall be appointed by the Board of Directors. The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly

given in accordance with the provisions of these Bylaws and as required by law; be custodian of the corporate records; and in general, perform all duties incident to the Office of the Secretary and such other duties as may be from time to time assigned to him or her by the Chairman or the Board of Directors. In addition, the Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and in general, perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors. He or she shall upon ceasing to hold the position of Secretary-Treasurer surrender to his or her successor, when qualified, all monies, books, papers, and other properties of the Association under his or her control. He or she should also cause to be made, upon the completion of his or her tenure as Secretary-Treasurer, an audit of the Association's books to be completed prepared by an independent accounting firm at the expense of the Association. The Secretary-Treasurer shall be an ex-officio member of all committees of the Association.

SECTION 9. Succession. No elected officer of the Association may be re-elected to immediately succeed his or her position as officer.

ARTICLE VII. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office may establish and appoint its Directors to one or more committees, to the extent provided in said resolution. Such committees shall have and exercise the authority of the Board of Directors in the management of the Association. The designation and appointment of such committee and the delegation

thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members in good standing of the Association, and the Chairman of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

SECTION 3. Term of Office. Each member of a committee shall continue as such until the earlier of the next annual meeting of the members of the Association or his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member earlier resigns or is removed from such committee, or unless such member shall cease to qualify as a member in good standing of the Association.

SECTION 4. Chairmen. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute

a quorum and that act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may, from time to time, authorize any officer or officers as agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Directors may select.

SECTION 4. Gifts - The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX. RECORDS AND BOOKS

The Association shall keep correct and complete books and records of account

and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names, mailing addresses, telephone numbers (business and mobile), fax numbers and email addresses of all Regular and Associate members of the Association. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

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

ARTICLE XI. MEMBERSHIP DUES

SECTION 1. Annual Dues. The amount of annual dues for each class of membership shall be determined by the Board of Directors from time to time.

SECTION 2. Payment of Dues - The annual dues shall be payable on January 1 of each year and shall become delinquent on April 30 of each year. Any Regular Member who has failed to pay its, his or her dues by April 30 shall automatically forfeit its, his or her right to vote at the next annual meeting or written ballot unless such dues are paid in full no later than the commencement date of that year's annual meeting. If a Regular Member has not paid in full its, his or her dues by the commencement date of that year's Annual Meeting, such member may be reinstated by paying the current year's dues plus a ten (10) percent late fee.

SECTION 3. Default and Termination of Membership - The membership of any Regular Member whose dues have not been paid by the Annual Meeting of each year

shall be subject to termination by action of the Board of Directors. Prior to such action, at least fourteen (14) days notice thereof shall be given in writing by the Secretary-Treasurer to such delinquent member.

ARTICLE XII. ORDER OF BUSINESS OF THE ASSOCIATION

The Board of Directors may determine the order of business to be followed at the meeting of the members of the Association and at meetings of the Board of Directors. At any duly called meeting of the members of this Association, the Board of Directors, or any duly authorized committee, the rules set forth in the then-current edition of Roberts' Rules of Order shall govern.

ARTICLE XIII. INDEMNIFICATION

Directors, Officers, and other authorized employees or agents of the Association may be indemnified, upon action of the Board, against claims for liability arising in connection with their positions or activities on behalf of the Association to the full extent permitted by law.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended by a vote of two-thirds (2/3) of the votes cast by Regular Members in good standing present or duly represented at any general membership meeting or by written ballot. Proposed amendments shall have been sent,

by any means permitted by law and approved by the Board of Directors to all Regular and Associate members of the Association at least thirty (30) days prior to the date of such meeting.

Adopted by mail vote of membership 7/1/2010