

I, Michael O'Connor, do hereby certify that the following is a true and correct copy of the bylaws of Back Porch Radio Broadcasting as adopted as a duly called meeting of the Board of Directors of Back Porch Radio Broadcasting on December 17, 1973 at which a quorum was present and acting throughout and the same remain in force as of this Ninth of February, 1974.

*I don't recommend  
these bylaws — they've  
been changed several times  
since we went on the air*

*If you need a model, get WAIF's.*

*But these did pass the FCC.*

Michael O'Connor

President



BYLAWS OF BACK PORCH RADIO BROADCASTING, INC.

A Corporation Organized Under  
The General Not For Profit Corporation Law of Wisconsin

ARTICLE ONE - MEMBERSHIP

Section 1.01. Initial Membership and Number of Members. The initial members of the corporation shall be those named in the Articles of Incorporation and their term of membership shall be until the first annual membership meeting. The Board of Directors may at any time determine the number of persons to constitute the membership of this corporation. At no time shall the membership consist of less than three persons.

Section 1.02. Selection of Members. Membership in the corporation shall be granted to any natural person who:

- 1) Has completed "The Member's Information Statement" contained in Appendix I of these Bylaws; and
- 2) Has demonstrated, through regular participation in the operation of this corporation, a dedication to and understanding of the principles of this corporation; and
- 3) Is willing and capable of regular attendance of Board of Director's Meetings; and
- 4) Is approved for membership by a majority of the whole Board of Directors.

Section 1.03. Term of Membership. Members shall be elected to serve until the conclusion of the next annual meeting, or until otherwise removed (with or without cause) by the vote of a majority of the whole Board of Directors. Any member not participating in at least four hours per month of the operation of this corporation (exclusive of meetings) shall be suspended from membership unless the Board directs otherwise. Any member who is absent from two consecutive regular meetings of the Board of Directors shall be suspended unless the Board directs otherwise.

Section 1.04. Voting Rights. The members, as such, shall have no voting rights with respect to any matter concerning the corporation.

ARTICLE TWO - DIRECTORS

Section 2.01. Membership and General Powers. The Board of Directors shall consist of all the members, who shall serve as directors as long as they continue as members. The business of the corporation shall be managed by the Board of Directors.

Section 2.02. Annual Meeting. The Board of Directors shall meet annually on a date within one week of six calendar months following the granting of a construction permit to build a broadcast facility by the Federal Communications Commission at such place as may be designated by it for the purpose of electing the officers of the corporation, electing and re-electing members, and for the transaction of such other business as shall come before the meeting.

Section 2.03. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place as may be fixed by resolution adopted by a majority of the whole Board of Directors.

Section 2.04. Special Meetings. Special meetings of the Board of Directors may be called by any one director and shall be held from time to time at such time and place as may be designated in the notice of such meetings.

Section 2.05. Notice of Meetings. Notice shall be given of each annual, regular and special meeting of the Board of Directors. Notice of each annual or regular meeting of the Board of Directors shall be given in writing at least five days prior thereto to each director. Notice of special meetings shall be given to each director at least 24 hours in advance by mail, telephone, telegram or in person. Notice of all meetings shall be posted at each broadcast station operated by this corporation. Each director shall inform the Secretary of any changes of address or telephone number.

Section 2.06. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived either before, at or after such meeting in writing, signed by each director. A director, by attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

Section 2.07. Quorum: Required Vote. Except as otherwise provided in these Bylaws, a quorum for the transaction of business at any meeting of the directors shall consist of a majority of the entire Board, and 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. On any matter for which a specified vote is required by these Bylaws, a quorum shall consist of the number of members necessary to take the particular action. The vote of a majority of the Board shall be required for the election of officers, the approval of the annual budget, election or removal of members of the corporation, and the approval of unbudgeted expenditures in excess of an amount stated in that budget. No director may give a proxy for himself or herself or vote by proxy.

Section 2.08. Other Committees. The board of Directors may establish other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

Section 2.09. Written Action. Any action which might be taken at a meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting if done in writing and signed by all the directors or committee members.

### ARTICLE THREE - OFFICERS

Section 3.01. Number. The officers of the corporation shall consist of the President, one or more Vice Presidents, the Secretary, the Treasurer and such other officers and agents as may from time to time be elected by the Board of Directors. The President shall not hold the office of Vice-President, Secretary or Treasurer concurrent to any part of his or her term as President.

Section 3.02. Election, Term of Office and Qualifications. At each annual meeting of the Board of Directors and at any other meeting of the Board of Directors, the Board may elect a President, a Vice President, the Secretary, the Treasurer and such other officers as may be deemed advisable. Officers

need not be directors, but must nevertheless complete the "Member's Information Statement" contained in Appendix I of these Bylaws. The officers shall hold office until the next annual meeting of the directors or until their successors are elected and qualify. All officers shall continue to hold office until the election and qualification of their successors notwithstanding and earlier termination of their membership on the Board of Directors.

Section 3.03. Removal and Vacancies. Any officer may be removed from office by the election of a successor to his or her office, and no officer shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term of the Board of Directors.

Section 3.04. President. The duties of the President shall be:

- 1) to have general management of the business of the corporation, and
- 2) to preside at all meetings of the members and directors, and
- 3) to be the chief executive officer of the corporation and to see that all orders and resolutions of the Board of Directors are carried into effect, and
- 4) to be a member ex officio of all committees, and
- 5) to countersign all checks unless the Board of Directors shall have designated some other person to do so, and
- 6) to sign and execute other documents as may be required for the business of the corporation, and
- 7) to, in general, perform all duties usually incident to the office of the President and such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.05. Vice President. Each Vice President shall have such powers and perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, Vice Presidents shall succeed to the power and duties of the President in the order designated by the Board of Directors.

Section 3.06. Secretary. The Secretary shall be secretary of the meetings of the members and the Board of Directors and shall record all proceedings of such meetings in the minute book of the corporation. The secretary may also perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 3.07. Treasurer. The Treasurer shall cause to be kept accurate accounts of all monies of the corporation received or disbursed and shall render to the President and the directors, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

#### ARTICLE FOUR - STAFF, SALARIES AND RE-IMBURSEMENT

Section 4.01. Salaries. Salaries of all officers and staff members of the corporation must be approved by the affirmative vote of a majority of the whole Board of Directors. Salaries shall be based upon an evaluation of the honest needs of each individual and shall in no event exceed the salary rates in similar organizations. A person's position in the corporation shall not be a basis for setting the salary rate, but may be considered in determining whether that individual may receive a salary. No salary or fee shall be paid to a director for time or energy spent in the role of director.

Section 4.02. Re-Imbursements. Any person may be reimbursed for expenses incurred on behalf of the corporation, provided that an itemized account of the expenses incurred shall be signed by the person seeking reimbursement and submitted to the President prior to reimbursement.

Section 4.03. Staff. The daily operations of this corporation and each broadcasting station operated by this corporation shall be carried on by a staff which shall be allowed to direct and operate their respective areas of operation as they shall feel appropriate, provided that their actions do not conflict with the purposes or best interests of the corporation, or the policies of the Board of Directors.

#### ARTICLE FIVE - SEAL, BOOKS AND RECORDS, FISCAL YEAR, FINANCIAL STATEMENTS,

Section 5.01. Corporate Seal. The Board of Directors may adopt a corporate seal, which if adopted shall be a circular embossed seal having inscribed thereon "Back Porch Radio Broadcasting", "Corporate Seal" and "A Non-Profit Corporation".

Section 5.02. Books and Records. The Board of Directors of the corporation shall cause to be kept:

- 1) Correct and complete books of account; and
- 2) Minutes of proceedings of meetings of members, the Board of Directors and committees having any of the authority of the Board of Directors.

Section 5.03. Annual Accounting Period. The annual accounting period of the corporation shall be the calendar year.

Section 5.04. Examination by Members and Directors. Every member or director of the corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts therefrom.

Section 5.05. Financial Statements. The Board of Directors shall cause a statement showing the financial results of all operations and transactions affecting income and surplus during the corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period to be produced at the end of each annual accounting period, and shall cause those statements to be filed with the books of account and a copy to be posted for one year at each broadcast station operated by this corporation.