

BYLAWS OF REAL COMMUNITY RADIO NETWORK, INC.

Approved by unanimous vote of the board of directors, August 8, 2005; amended February 5, 2007 (bank account); April 4, 2007 (FCC compliance of board composition).

ARTICLE I: Nature of Corporation

Section 1.1 Name. The name of this corporation shall be Real Community Radio Network, Inc.

Section 1.2 Principal Office. The location of the principal office of Real Community Radio Network, Inc. shall be 1211 Ozark Street, Cabool, Missouri.

Section 1.3 Type, Powers and Limitations of Corporation.

(a) Real Community Radio Network, Inc shall be organized in Missouri as a non-stock, not-for-profit corporation. The headquarters of the corporation shall be within the city limits of Cabool, Missouri.

(b) Real Community Radio Network, Inc. shall have all powers permitted by law, the Articles of Incorporation, and these bylaws.

(c) The activities of Real Community Radio Network, Incorporated shall be limited so as to qualify as exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, and so as to ensure that the requirements thereof are satisfied.

(d) Real Community Radio shall at all times maintain the characteristics necessary to be an "established local entity," pursuant to Section 73.7003(b)(1) of the Federal Communication's rules and to provide "local diversity of ownership" pursuant to Section 73.7003(b)(2) of the Federal Communications Commission's rules with respect to any application filed by the corporation for a permit to construct a noncommercial educational radio station.

Section 1.4 Purpose.

(a) Real Community Radio Network, Inc. shall be the license-holder for a noncommercial, community-sponsored radio station in Cabool, Missouri dependent upon FCC approval.

(b) Prior to receiving FCC licensing for a station Real Community Radio Network, Inc. shall promote localism in broadcasting through program creation, local workshops, and distribution of such programming via schools, the internet, and CDs.

(c) The mission of Real Community Radio Network, Inc. shall be defined by the following Mission Statement:

Real Community Radio Network, Inc. plans to establish a non-commercial, listener-sponsored, educational community radio station broadcasting to South-Central Missouri. Real Community Radio Network, Inc. volunteers and staff shall provide quality educational programming and services to a

broad spectrum of the community through:

(i) Promotion of communication, education, entertainment, and understanding by providing a forum for both the discussion of public issues, and the expansion of musical and cultural experience.

(ii) Facilitation of community expression and provision of community access to the airwaves for the purpose of sharing music, culture, news, and information.

(iii) Challenge of the cultural and intellectual assumptions of our listeners through unique and diverse programming.

(iv) Orientation towards the audience with concern for those under-represented by other media.

Real Community Radio Network, Inc. shall be committed to radio programming with a human perspective, respecting all peoples and their environments.

ARTICLE II: Definitions

Section 2.1 Organization.

(a) Director. A Director is a person seated on the Board of Directors of Real Community Radio Network, Inc. All Directors each have one vote on decisions involving corporate business or issues brought to the board of directors for consideration.

Section 2.2 Miscellaneous.

(a) Actual. In reference Directors, actual refers to the total number of seated Directors, whether present at a meeting or not. Vacant seats on the Board are not counted as actual Directors. Any references such as "majority of" or "two-thirds of" the members or Directors that do not include the word "actual" are understood to refer to those present or voting.

ARTICLE III: Board of Directors

Section 3.1 Number. The Board of Directors (Board) shall consist of three (3) persons. The number of directors may be increased to five (5) persons upon unanimous vote of three (3) directors.

Section 3.2 Method of Selection/Term of Office

In the event a director is unable to further serve as director, a replacement director may be chosen

Newly elected directors will be elected for a trial period of one calendar year. Upon completion of the one year trial period a director can be confirmed as a permanent director by unanimous vote of all permanent directors.

Directors shall be elected from those nominated by existing directors.

Directors must be actively involved in the operation of Real Community Radio Network, Inc. This

includes attendance of the annual business meeting as well as at least 75% of operational meetings.

A member of the board of directors may also be a paid staff member.

Directors must uphold the mission of Real Community Radio Network, Inc. in respect to localism, programming, and community involvement.

No person may be considered for directorship who lives further than 25 miles from Cabool, Missouri.

No person may be considered for director which would alter characteristics necessary to be an “established local entity,” pursuant to Section 73.7003(b)(1) of the Federal Communication's rules and to provide “local diversity of ownership” pursuant to Section 73.7003(b)(2) of the Federal Communications Commission's rules with respect to any application filed by the corporation for a permit to construct a noncommercial educational radio station.

Section 3.4 Term of office.

The terms of Directors shall be permanent.

Section 3.5 Compensation. Each Director shall serve without compensation.

Section 3.6 Removal.

(a) Any director who fails to uphold the standards and mission of Real Community Radio Network, Inc. shall be considered for removal by the board of directors.

(b) Any director who moves from the local area served by Real Community Radio Network, Inc. shall be replaced by vote of the balance of directors at the next meeting. This will be in compliance with characteristics necessary to be an “established local entity,” pursuant to Section 73.7003(b)(1) of the Federal Communication's rules and to provide “local diversity of ownership” pursuant to Section 73.7003(b)(2) of the Federal Communications Commission's rules with respect to any application filed by the corporation for a permit to construct a noncommercial educational radio station.

(c) Any Director may be removed for cause at any time by a two-thirds (2/3) vote of the actual Directors. A vote to remove any Director may take place only at a scheduled meeting of the Board of Directors where the removal of said Director has been placed as an item on the agenda at least five (5) days prior to the start of the meeting and said Director has been notified by certified mail at least five (5) days prior to the start of the meeting. Removal under this provision does not become effective until the end of the meeting at which the vote is taken.

Section 3.7 Resignation.

A Director may resign at any time by notifying the Secretary in writing.

Section 3.8 Vacancies.

(a) Any vacancy on the Board due to death, resignation, or removal shall be filled by special election at a regular or special board of directors meeting within 30 days of the vacancy. A replacement

director elected at such meeting will be subject to the one year trial period as any new director.

Section 3.9 Functions. The Board of Directors shall:

(a) Establish Real Community Radio Network, Inc. overall educational goals, priorities, and policies.

(b) Establish rules, policies and guidelines regarding the facility, equipment, committees, staff, volunteers, employees, and programming of Real Community Radio Network, Inc..

(c) Manage the business, finances, and properties of Real Community Radio Network, Inc..

Section 3.10

Delegation. The Board may not delegate its authority to act with respect to any provision of these bylaws to any committee or individual. The Board is fully responsible for all operations of the station including programming.

ARTICLE IV: Officers

Section 4.1 Number.

The Board shall elect from among its number a President, Vice-President, Secretary/Treasurer.

Section 4.2 Restrictions.

Section 4.3 Method of Selection. Nominations for election to an office may be made by any Director. The election of officers shall take place no later than the first scheduled meeting of the Board following the Annual Meeting.

Section 4.4 Term of Office. The terms of the officers shall be one year in length, commencing upon the announcement of election results and ending upon the election of their successors at the same point the following year.

Section 4.5 Resignation. Any officer may resign at any time by notifying the Secretary.

Section 4.6 Removal. Any officer may be removed for cause at any time by a two-thirds (2/3) vote of the actual Directors.

Section 4.7 Vacancies. Any vacancy in an office due to death, resignation, or removal shall be filled by election as soon as practicable and for the remainder of the unexpired term.

Section 4.8 Duties and powers. The duties and powers of the officers shall be those usually associated with the respective offices.

ARTICLE V: Committees

Real Community Radio Network, Inc. may establish various committees to provide input and assist

with various projects related to the operation of a radio station.

No committee shall have veto power over the board of directors in regard to any aspect of the operations of the station.

Section 5.1 Types.

(a) Permanent committees are specified within these bylaws.

(b) Standing committees are specified within the Policy on Committees.

(c) Temporary committees are specified by resolution of the Board for a duration of no more than one year.

(d) Ad hoc committees are specified by the Board to accomplish a specific purpose and are automatically dissolved upon the accomplishment of that purpose.

(e) A special committee is completely specified within a separate policy, and shall be exempt from committee policies other than those specified in these bylaws.

(f) No committee shall have any powers exceeding those of the Board. The Board must retain the right to overturn all decisions by any committee.

Section 5.2 Permanent Committees.

(a) The Executive Committee shall consist of the three (3) officers of the Board. It may, if it deems appropriate and necessary, take any action which may be taken by a majority vote of the Board. All actions taken by the Executive Committee shall be reported to the Board as soon as possible and shall be included in the minutes of the next Board meeting. Any Director may move for reconsideration by the full Board of any action taken by the Executive Committee.

(b) The Finance Committee shall consist of at least three (3) persons, including the Treasurer. It shall, with appropriate staff input, prepare and submit to the Board a budget for the fiscal year, and may submit amendments to the current budget as it deems appropriate. It shall also prepare periodic financial reports for the Board, and provide such other information as would benefit the Board's understanding of the corporation's finances.

(c) The Personnel Committee shall consist of three (3) Directors, including at least one (1) officer and such additional member as approved by the Board. It shall develop personnel policies under the direction of the Board, and, in accordance with these policies, implement procedures for the hiring and evaluating of employees and volunteers.

Section 5.3 Creation and Dissolution.

The Board is entitled to establish or dissolve any committee(s) as it deems appropriate, except that permanent committees may only be dissolved by an amendment to these bylaws. The Board shall maintain and observe a Policy on Committees, which shall set forth guidelines concerning the creation,

maintenance, dissolution and responsibilities of committees.

ARTICLE VI: Meetings.

Section 6.1 Annual Meeting.

The Annual Meeting of the membership shall be held each year during the month of February at a time and place designated by the Board.

(a) Only directors defined in Section 2.1 shall be eligible to vote.

(c) The Annual Meeting shall elect new Directors, if necessary, and may vote on proposed amendments to the bylaws and/or transact such other business as may be presented to it by the Board.

(d) The newly elected Board shall convene a brief meeting at the conclusion of the Annual Meeting, the main purpose of which shall be to set the time and place of the next regular Board meeting. The Board may also choose to elect officers and/or transact any business which may be presented to it.

Section 6.2 Regular Meetings of the Board.

The Board shall hold at least ten (10) regularly scheduled meetings each year.

Section 6.3 Special Meetings.

(a) Special meetings of the Board may be called by the President or by any three (3) Directors.

Section 6.5 Quorum

(b) The business conducted at an Annual Meeting shall be limited to amending the proposed amendments to the Bylaws in accordance with Section 9.2. and to voting, without further amendments, on items contained in the official notice that was posted in accordance with Section 6.8(a).

(c) A quorum of the Board comprises a majority of the actual Directors or a minimum of three (3) Directors, whichever is greater.

(d) Any meeting of the Board which was commenced with a quorum present may continue until adjourned even though a quorum is no longer present. Any actions of the Board at such a meeting shall have the same force and effect as if a quorum were present for the entire meeting.

Section 6.6 Voting.

At all meetings, each member of the body which is meeting shall have one vote. No proxy votes shall be permitted.

Section 6.7 Written Action. Any action which might be taken at a meeting of the Board may be taken without a meeting provided that action is later put into writing and passed by all Directors at the next

scheduled meeting.

Section 6.8 Notice.

(a) Notice of the Annual Meeting shall be prominently posted at the main office of Real Community Radio Network, Inc. at least one month before the date of the meeting.

(c) Notice of all other meetings shall be posted at least ten (10) days before the date of the meeting.

ARTICLE VII: Financial Authority

Section 7.1 Contracts and Proposals. Any contracts or proposals which are negotiated or ratified on behalf of Real Community Radio Network, Inc. must be approved by the Board. To be binding, any contracts must be signed by an authorized agent of the Board.

Section 7.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of Real Community Radio Network, Inc., and no evidences of such indebtedness shall be issued in its name, unless authorized by the Board. Such authorization may be general or confined to specific instances.

Section 7.3 Signatures. All checks, drafts, or other orders of payment of money and all notes or other evidences of indebtedness issued in the name of Real Community Radio Network, Inc. shall be signed by such officers in such manner as authorized by the Board.

Section 7.4 Engineering Fund. By unanimous vote the directors of Real Community Radio Network, Inc. voted to establish an "Engineering Fund" as a savings account at Cabool State Bank, 601 Main Street, Cabool, Missouri. A copy of the resolution below was submitted by the secretary of Real Community Radio Network to Cabool State Bank. All directors signed signature cards in person at the bank on February 5, 2007.

ARTICLE XIII: Amendments

Section 8.1 Policy Documents.

The Policy Documents of Real Community Radio Network, Inc. are the bylaws and the Policy Handbook.

Section 8.2 Bylaws.

Amendments to these bylaws may be proposed by the Board of Directors of Real Community Radio Network, Inc. by written submission to the Secretary at least sixty (60) days prior to the next membership meeting. The Board shall consider each proposed amendment, the notice of which included the proposed amendment. A proposed amendment may be amended at a board meeting only to make minor technical corrections or to narrow its scope (that is, to make it more like the existing bylaws). Amendments shall take effect at the end of the meeting at which they are adopted, unless the amendment itself provides for a different effective date. The Board may also provide for a vote on a proposed amendment by mail ballot between meetings.

Section 8.3 Policy Handbook.

The Board of Directors shall be responsible for maintaining and keeping up to date the Real Community Radio Network, Inc. Policy Handbook, an organized collection of all Real Community Radio Network, Inc. policies. Any policy may be established, amended or rescinded by majority vote of the Board.

Section 8.4 Technical Amendments.

The Board of Directors is empowered to make technical amendments to the Policy Documents, provided the proposed amendments are presented in writing at a Board meeting. A proposed technical amendment may be rejected by majority vote of the Directors present at that meeting. A technical amendment may address only numbers and titles of the parts of the Policy Documents, cross-references, spelling, grammar, punctuation, capitalization, abbreviation, consistent terminology, and parallel structure. Numbers and titles of the parts of the Policy Documents are for ease of reference only and have no substantive effect. An approved technical amendment shall take effect at the end of the meeting at which it is presented.

ARTICLE IX: Severability

Section 9.1 Severance. If any section, clause, provision or portion of these bylaws is judged unconstitutional or invalid by a court of competent jurisdiction, the remainder of the bylaws shall not be affected.