

Bylaws of Fresh Air, Incorporated

ARTICLE I MEMBERSHIP

1.0 Voting membership in the corporation shall be granted to any natural person under the following provisions:

1.1 PARTICIPATING MEMBER shall be any permanent employee of the corporation or any person who has met the minimum volunteer requirement established by the Board of Directors. The Board of Directors shall establish a minimum volunteer requirement of a specified number of hours in specified activities. The Board of Directors shall not change the minimum volunteer requirement more than once per year

1.2 CONTRIBUTING MEMBER shall be any person who, in the last 12 months, has contributed the minimum membership gift established by the Board of Directors, or who has made a contribution of property or services valued by the staff as equivalent to a membership gift.

1.3 WAIVER OF REQUIREMENTS. The Board of Directors may choose to waive the gift requirement for contributing members for reasons of financial hardship for anyone who, due to disability, cannot volunteer their time.

1.4 MINIMUM GIFT. The Board of Directors may choose to change the minimum membership gift, but may not do so more than once per year.

1.5 DUAL QUALIFICATION. If a member qualifies as both a Participating and Contributing Member, s/he will be deemed to be a Participating Member.

1.6 REMOVAL. Any member may be removed by a 2/3 vote of the Board of Directors provided that (1) the member be given at least fifteen days written notice of the removal and the reasons for it; and (2) the member be given a chance to appear before and speak to the membership of the Board at the next scheduled Board meeting or to provide a written response that is distributed to all Board members at the next scheduled Board meeting. This opportunity to be heard before the Board shall be not less than five days before the removal is to take effect.

ARTICLE II VOTING

2.0 All members shall have voting rights in accordance with the following provisions:

2.1 PARTICIPATING MEMBERS shall be able to vote for:

- a) election of a slate of nominees to the Board of Directors;
- b) ratification of amendments to the Articles of Incorporation or Bylaws, other than mandatory changes required by statute.
- c) the dissolution, merger or consolidation of the corporation;
- d) matters submitted to them by the Board of Directors.

2.2 CONTRIBUTING MEMBERS shall have the right to vote for the election of a slate of nominees to the Board of Directors and such other matters as may be submitted to them by the Board of Directors.

2.3 QUORUM. For purposes of votes by Contributing members, no quorum shall be necessary. A quorum of Participating members shall be 25% of the total number of Participating members.

2.4 MAIL BALLOTING shall be permitted in elections involving Contributing and/or Participating Members.

2.5 RESTRICTIONS. No Proxies or cumulative voting shall be allowed. Only one vote shall be allowed per person or membership. Members of the Board of Directors shall not be allowed to vote as Participating or Contributing Members.

2.6 NOTICE. Members eligible to vote shall be identified no more than 60 days prior to the annual meeting date and be notified of nominations for election at least 30 days before the annual meeting.

ARTICLE III DIRECTORS

3.0 The Board of Directors shall consist of 16 members selected by the Board of Directors from a slate of nominees in accordance with the following provisions.

3.1 QUALIFICATIONS. A member of the Board of Directors must be at least 18 years of age and must agree to abide by the Bylaws and Articles of the corporation, as well as by the applicable local, state, and federal laws and regulations. Nominees to the Board from the Participating members must be Participating members and nominees from Contributing members must be Contributing members. All Board appointments must be members as defined in Article I.

3.2 TERMS. Each member of the board of Directors shall serve a two-year term, except as provided for under these bylaws. Half of the membership of the Board (as divided among the

three represented constituencies) shall be seated in even numbered years, and half shall be seated in odd numbered years.

3.3 VACANCIES. Vacancies, if filled, shall be filled by an appointment of the Board of Directors to last until the end of the term.

3.4 REMOVAL. Any member who is absent from three consecutive regular meetings of the Board of Directors shall be deemed to have resigned from the Board and the Board may fill the resulting vacancy. Other than resignations, the vote of two-thirds (2/3) of the Board of Directors shall be required for the removal of a member of the Board.

3.5 FEES AND REMUNERATION. No member of the Board of Directors shall receive any fees or remuneration for serving on the Board. Expenses incurred in carrying out the business of the Board may be reimbursed.

3.6 RESTRICTIONS. No employee or contractor of the corporation, nor any person receiving any funds for work performed for the corporation or any entity for which it is acting as a fiscal agent, shall serve on the Board of Directors at any time during the course of employment or contract. The duration of a contract is from the date of which the contract requires services to begin until the date the contract services are completed.

3.7 NOMINATIONS. Prior to the annual meeting in December, Participating members and Contributing members shall vote in separate elections to nominate candidates for the Board of Directors. The Participating members shall nominate 3 candidates who shall be the top 3 vote getters in that election. The Contributing members shall nominate 2 candidates who shall be the top 2 vote getters in that election. In the event of a tie vote in either election, the Board of Directors shall, by majority vote, choose the person to be nominated from the tied vote.

A person may not run for nomination or election to the Board in both the Participating Member election and the Contributing Member election in the same year.

3.8 SEATING. At the annual meeting of the Board of Directors in December, the sitting Board of Directors shall appoint to the Board the two nominees elected by the Contributing members and the three nominees elected by the Participating members. The Board shall also appoint three qualified persons of its own choosing by majority vote.

The Board of Directors may, on a 2/3 vote, decline to seat any nominee provided there is a resolution setting forth the reasons for the action. In that event, the Board shall appoint a qualified person of its own choosing by majority vote.

3.9 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 procedure of such committees.

ARTICLE IV MEETINGS OF BOARD OF DIRECTORS

4.0 ANNUAL MEETING. The Board of Directors shall meet annually in December at such place as may be designated by it for the purpose of electing and re-electing members of the Board, and for the transaction of such other business as shall come before the meeting.

4.1 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be open to the public and shall be held from time to time at such place as may be fixed by resolution adopted by the Board of Directors.

4.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by four directors and shall be held from time to time at such time and place as may be designated in the notice of such meeting.

4.3 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. A resolution fixing the time, date and place of meetings shall constitute notice of upcoming meetings after all board members have received a copy of the resolution.

Notice of special meetings shall be given to each director at least 24 hours in advance by U.S. mail, email, telephone, telegram, or in person. Notice of all meetings shall be posted on the website and posted at each broadcast station operated by this corporation. Each director shall inform the Secretary of any changes of address, telephone number or email address.

4.4 WAIVER OF NOTICE. A director may waive notice of a meeting of the Board. A waiver of notice is effective whether given before, at or after the meeting and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

4.5 QUORUM, REQUIRED VOTE. Unless the bylaws require a larger proportion than the majority or unless they require the action of the entire Board, an action of the Board shall require the majority vote of the directors present at a duly-called meeting, provided that a quorum exists at the time a vote is taken. No director may give a proxy for himself or herself or vote by proxy.

4.6 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 V OFFICERS

5.0. The officers of the corporation shall be members of the Board of Directors, and shall consist of the President, the Vice President, the Secretary, the Treasurer, and such other officers 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 with any part of his or her term as President.

5.1 ELECTION AND TERM. At the first regular meeting following the annual meeting of the Board of Directors, the Board shall, and at any other meeting of the Board of Directors the Board may, elect a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be deemed advisable. The first regular meeting following the annual meeting may occur immediately, but in no event shall it take place more than eight weeks after the annual meeting. The term of office for each officer shall be one year, or until the first regular meeting of the Board of Directors following the next annual meeting.

The term for officers begins at the conclusion of the meeting at which they were elected.

5.2 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 rights 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 office.

5.3 PRESIDENT. The duties of the President shall be:

- a) When present, to preside at all meetings of the members and Board of Directors, and
- b) To be the chief executive officer of the corporation and see that all orders and resolutions of the Board of Directors are carried into effect, and
- c) To be a member "ex officio" of all committees, and
- d) To countersign all checks unless the Board of Directors shall designate some other person to do so, and
- e) To sign and execute other documents as may be required for the business of the corporation, and
- f) To, in general, perform all duties usually incident to the office of the President and such other duties as may be, from time to time, prescribed by the Board of Directors.

5.4 VICE PRESIDENT. The Vice President shall have such powers and perform such duties as may be specified by the Board of Directors. In the event of absence or disability of the President, the Vice President shall succeed to the power and duties of the President.

5.5 SECRETARY. The Secretary shall be secretary of the meetings of the members of the Board of Directors and shall record all proceedings of such meetings in the minute book of the corporation. The Secretary shall keep records of the membership of the Board of Directors and the terms of office, and shall also perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

5.6 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, disbursement and audit of the funds of the corporation in accordance with the policies established by the Board of Directors.

ARTICLE VI STAFF

6.0 STAFF. The daily operations of this corporation and each broadcasting station operated by this corporation shall be carried on by a staff which shall direct and operate their respective areas of operations in accordance with the purposes of the corporation and the policies of the Board of Directors.

ARTICLE VII SEAL, BOOKS AND RECORDS, FISCAL YEAR, FINANCIAL STATEMENTS AND BUDGETS

7.0 CORPORATE SEAL. The Board of Directors may adopt a corporate seal, which if adopted shall be a circular embossed seal having inscribed thereon "Fresh Air, Inc." and the words "Corporate Seal" and "Non-Profit Corporation".

7.1 BOOKS AND RECORDS. The Board of Directors of the corporation shall cause to be kept:
a) Correct and complete books of account, and
b) Minutes of proceedings of meetings of members, the Board of Directors, and committees having any authority of the Board of Directors.

7.2 ANNUAL ACCOUNTING PERIOD. The annual accounting period of the corporation shall be the calendar year.

7.3 EXAMINATION BY DIRECTORS. Every 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, the minutes of the Board of Directors, the financial statements of the corporation, and all books and records of the corporation, and to make extracts therefrom.

7.4 FINANCIAL STATEMENTS. The Board of Directors shall cause a statement of revenues and expenditures and changes in fund balances 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 these statements to be filed with the books of account and audited by a qualified, independent accountant.

7.5 BUDGET. There shall be an annual budget. The annual budget and subsequent changes therein must be approved by the Board of Directors. The budget shall also specify a maximum expenditure that may be made without specific approval of the Board of Directors.

ARTICLE VIII INDEMNIFICATION

8.0 Each present or future director or officer, whether or not in office, and the executors, administrators or other legal representatives of any such director or officer, shall be indemnified by the corporation against all reasonable costs and expenses (including the cost of reasonable settlements made with a view to curtailment of costs of litigation but exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with, or arising out of, any action, suit or proceeding to which any such director or officer or his executors, administrators or other legal representatives may hereafter be made a party to by reason of his or her being or having been a director or officer of the corporation; provided

- (1) the action, suit or proceeding shall be prosecuted to final determination, and it shall not be finally adjudged that he or she had been derelict in the performance of his or her duties as such director or officer, or
- (2) the action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his executors, administrators or other legal representatives without a final determination of the merits, and it shall be determined that such director or officer had not in any substantial way been derelict in the performance of his or her duties as charged in such action, suit or proceeding, such determination to be made by a majority of the members of the Board of Directors who were not parties to such action, suit or proceeding, although less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors.

For the purposes of the preceding sentence, (a) "action, suit or proceeding" shall include every action, suit or proceeding, civil, criminal or other; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding, and the failure to institute it shall be deemed its final determination; (c) a judgment of conviction in any criminal action, suit or proceeding shall not constitute a determination that the person so convicted has been derelict in the performance of his or her duties if it is determined by a majority of the members of the Board of Directors who were not a party thereto, although less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Directors that the person so convicted acted in good faith, for a purpose which he or she reasonably believed to be in the best interest of the corporation, and that he or she had no reasonable cause to believe that his or her conduct was unlawful.

The corporation shall also indemnify an employee who is not an officer to the same extent that it does an officer.

The foregoing rights of indemnification shall not be exclusive of any other rights to which any director or officer or employee may be entitled to as a matter of law or which may be lawfully granted to him or her.

ARTICLE IX OBLIGATIONS TO CANDIDATES FOR MEMBERSHIP

9.0 No person shall be offered any position, or promised any contract, based upon that person's monetary donations or donations of other assets to this corporation without the approval of 2/3 of the Board of Directors.

ARTICLE X PUBLICATION

10.0 A full current copy of these bylaws shall be either posted at each broadcast station operated by this corporation or included in a manual or manuals presented to each staff member and each Director of this corporation.

ARTICLE XI AMENDMENTS

11.0 These bylaws may be amended or altered by a vote of two-thirds of the entire Board of Directors, provided that notice of the proposed amendment shall have been given to the directors in the notice of such meeting. Such amendments or alterations shall not take effect until ratified by a quorum of the Participating Members.