

**BYLAWS
OF
CHEHALIS VALLEY EDUCATIONAL FOUNDATION**

ARTICLE I - OFFICES

1. Registered Office. The registered office of the Corporation shall be in Chehalis, Washington.
2. Other Offices. The Corporation may have its principal office and other offices at such places both within and without this State as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II - MEMBERS

1. The Corporation shall not have members.

ARTICLE III - DIRECTORS

1. Number and Term. The number of Directors that shall constitute the whole Board shall be no less than three and no more than nine, as determined initially by the incorporator(s) or by the Directors at any annual or other meeting. Each Elected Director shall serve for a term of two (2) years commencing upon the conclusion of the annual meeting of the Board of Directors at which he or she is elected, and expiring upon the conclusion of the annual meeting of the Board of Directors two years thereafter. Except as provided in section 3 of this Article III, each Director elected shall hold office until his or her successor is elected and qualified. Terms of Elected Directors shall be staggered so that, as nearly as possible, only one half of them expire in any one year. A Director may serve for an unlimited number of terms.
2. Qualifications and Manner of Election. Directors shall be at least 18 years of age and members in good and regular standing of the Seventh-day Adventist Church. Not less than eighty percent (80%) of the Directors in office at any time shall be citizens of the United States. The General Manager of the Corporation's radio broadcasting operation shall be an ex officio Director. One Director shall be appointed by the Washington Conference of Seventh-day Adventists. All other Directors shall be elected by a majority vote of the Directors then in office (the "Elected Directors"). At its annual meeting, the Board of Directors shall elect by a majority vote (without cumulative voting) the Directors to fill the seats on the Board of Directors of those Directors whose terms expire at the conclusion of that meeting.

3. Vacancies. Vacancies and newly-created directorships resulting from an increase in the Board of Directors and all vacancies occurring in the Board of Directors, including vacancies caused by removal, may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until their respective terms expire and until their successors are duly elected and qualified, unless sooner displaced.

4. Functions of the Board. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts in the name of the Corporation. The Directors shall take due care to observe all legal requirements for maintaining the viability of the Corporation as a legal entity distinct from any other.

5. Performance by the Directors. Each member of the Board of Directors and each member of any committee designated by the Board of Directors shall, in the performance of his or her duties as a Director or committee member, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of the Corporation's officers or employees or committees of the Board of Directors, or by any other person as to matters such member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

6. Meetings of the Board of Directors.

(a) The Board of Directors of the Corporation may hold meetings either within or without the State.

(b) The Board of Directors shall hold its annual meeting at 7:00 p.m. local time on the second Tuesday of the month of January, each year, at the Corporation's Principal Office, or at such other place and time as determined by the President or by a majority of the Directors. Each Director shall be notified of such time and place by the Secretary at least two (2) weeks prior to the annual meeting.

(c) Regular quarterly meetings of the Board of Directors shall be convened at 7:00 p.m. local time on the second Tuesday of April, July, and October, at the Corporation's Principal Office, or at such other place and time as determined by the President or by a majority of the Directors. Other meetings of the Board of Directors shall be held at such time and at such place as shall from time to time be determined by the Board at a prior meeting, or upon at least three days' advance notice by the call of the President, the Secretary, or at least two Directors, or, if the Board shall consist of one Director, on the request of the sole Director.

(d) Any Director who fails to attend four consecutive meetings of the Board of Directors (whether in person or electronically) shall be deemed to have resigned from the Board unless there are extenuating circumstances to justify an excuse from this requirement as determined by a majority of the other Directors then in office.

7. Quorum of Directors. At all meetings of the Board of Directors, 50% of the directors in office shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or the Articles of Incorporation. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. Except for business conducted pursuant to Article VIII, if a quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

8. Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.

9. Meetings by Conference Telephone. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

10. Committees of Directors.

(a) The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, and such other persons as the Board may appoint. Such committee or committees shall have such powers as may be determined from time to time by resolution adopted by the Board of Directors subject to any statutory limitations.

(b) Meetings of each committee may be called by any member of the committee upon notice given to each member of the committee not later than the day before the day on which the meeting is to be held. Notice of any meeting may be waived by all members of the committee.

(c) A majority of each committee shall constitute a quorum for transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee.

(d) Any member of any committee may be removed with or without cause, at any time, by the Board of Directors. Any vacancy on any committee shall be filled by the Board of Directors.

(e) Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

11. Compensation of Directors. Unless otherwise restricted by the Articles of Incorporation, the Board of Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. Directors shall not otherwise be compensated for their services performed in the course of acting as a Director for the Corporation. The foregoing provision shall not preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings or such compensation as the Board of Directors may fix.

12. Removal of Directors. Any Director may be removed with or without cause, at any time, by the vote of three fourths of the remaining Directors then in office. Any action by the Board of Directors to remove a Director at an annual or other meeting of the Board must be announced by way of a written notice to each Director not less than two (2) weeks prior to the meeting.

13. Corporate Records. Except for items that are required by law to be kept within this State, the Directors may keep the books and records of the Corporation at any location, within or without this State, as they may from time to time determine.

ARTICLE IV - NOTICES

1. Form and Time of Notice. Whenever, under the provisions of the laws of this State or of the Articles of Incorporation or of these bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice shall be in writing and shall be delivered in person or sent by mail, facsimile, or e-mail addressed to such Director at his or her address as it appears on the records of the Corporation.

2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the laws of this State or of the Articles of Incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V - OFFICERS

1. Officers. The officers of the Corporation shall be chosen by the Board of Directors and shall be a president, a secretary, and a treasurer. The Board of Directors may also choose one or more vice presidents (any one or more of whom may be designated executive vice president or senior vice president), one or more assistant secretaries and assistant treasurers, as well as other officers and agents, with such titles, duties, and powers as the Board of Directors may from time to time determine. Any number of offices may be held by the same person, unless the laws of this State or the Articles of Incorporation otherwise provide. At its discretion, the Board of Directors may select persons to be officers of the Corporation who are not residents of this State or Directors.

2. Appointment of Officers. The Board of Directors shall elect the officers of the Corporation at its annual meeting.

3. Salaries of Officers. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

4. Term, Removal, and Vacancies. The regular term of office for each officer except the Secretary shall begin at the conclusion of the annual meeting of the Board of Directors at which he or she is elected and shall conclude at the end of the Board's next annual meeting. Each officer of the Corporation shall hold office until his or her successor is chosen and qualified or until he or she resigns or is removed. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

5. President. The president shall be the chief executive officer of the Corporation. It shall be the president's duty to supervise generally the management of the business of the Corporation. Without limiting the generality of the foregoing, the president shall preside at all meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have the power to sign contracts, powers of attorney, and other instruments on behalf of the Corporation.

6. Vice Presidents. In the absence of the president or in the event of the president's inability or refusal to act, the vice president, if any, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. In the event there is more than one vice president, the vice presidents shall perform such duties and have such powers in the following order of seniority: executive vice president, senior vice president, and vice president; within each category the vice presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election. The vice presidents shall have the power to sign contracts, powers of attorney, and other instruments on behalf of the Corporation and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

7. Secretary. The General Manager of the Corporation's broadcast operations shall be, ex officio, the secretary of the Corporation. The secretary shall attend all meetings of the Board of Directors record all the proceedings of such meetings in a book to be kept for that purpose. Such records shall include the minutes of each meeting, in which the Secretary shall record the name of the group meeting, the time, date and place of the meeting, the names of all persons present, and a description of the items discussed and actions taken (including the precise language of any motion or resolution adopted). The secretary shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by, and shall be under the supervision of, the Board of Directors or president. The secretary shall have custody of the corporate seal of the Corporation and the secretary or an assistant secretary shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by the signature of the secretary or assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

8. Treasurer.

(a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as treasurer and of the financial condition of the Corporation.

(c) If required by the Board of Directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of the treasurer's death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property belonging to the Corporation of whatever kind that is in the possession or under the control of the treasurer.

ARTICLE VI - GENERAL PROVISIONS

1. Nature and Purpose of Business. The Corporation has been established for recognized nonprofit charitable, educational or religious purposes. The business and affairs of the Corporation shall at all times and in all ways be conducted so as to achieve those purposes by the efficient and prudent use of the Corporation's resources. The Corporation shall operate as a true and faithful steward of the resources entrusted to it. The Corporation is not in business for its own pecuniary gain, nor for that of any Director or Officer.

2. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

3. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period ending on December 31.

4. Seal. The Board of Directors, in its discretion, may adopt a corporate seal for the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

5. Gender and Number. Whenever used in these bylaws, the use of either gender shall include the other, and the use of the singular shall include the plural and vice-versa.

6. Conflicts of Interest. The Board of Directors shall adopt by a majority vote, and amend or revise as it may deem appropriate from time to time, a Conflict of Interest Policy for the Corporation that is no less stringent than that required by the Internal Revenue Service in connection with an application for tax-exempt status. Each Director and Officer shall be required upon being elected or appointed to execute a statement to the effect that he or she is in compliance with the Policy, and shall be required to renew that statement of compliance annually. Such executed statements shall be maintained by the secretary with the records of the Corporation.

7. Local Community Presence. The Corporation shall maintain its headquarters or maintain a governing board, 75% of whose members reside, within 25 miles of the reference coordinates of the community of license proposed in each application for a new radio station submitted to the FCC by the Corporation in which comparative points are claimed for being an established local entity.

8. Diversity of Media Ownership. At no time shall the Corporation hold an attributable interest in another radio station authorization, if the principal community contour of such station would overlap, in whole or in part, the principal community contour of the radio station that results from an application for a new station submitted to the FCC in which comparative points are claimed for diversity of media ownership.

9. Order of Conduct. Meetings of the Directors shall be conducted pursuant to the most current edition of Robert's Rules of Order.

ARTICLE VII - INDEMNIFICATION

1. In this Article:

"applicant" means the person seeking indemnification pursuant to this Article.

a.. "Expenses" includes counsel fees.

b. "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

c. "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

d. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

2. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of Directors of the Corporation, no director or officer of the Corporation shall be liable to the Corporation for monetary damages with respect to any transaction, occurrence, or course of conduct, whether prior or subsequent to the effective date of this Article, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

3. The Corporation shall indemnify (a) any person who was or is a party to any proceeding, by reason of the fact that he or she is or was a director or officer of the Corporation or (b) any director or officer who is or was serving at the request of the Corporation as a director, trustee, partner, or officer of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability incurred by him or her in connection with such proceeding unless he or she engaged in willful misconduct or a knowing violation of the criminal law. The Board of Directors is hereby empowered, by a majority vote of a quorum of disinterested directors, to enter into a contract to indemnify any director or officer in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

4. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring before such amendment or repeal. The Corporation shall promptly take all such actions and make all such determinations as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses including attorney fees incurred by any such director, officer, employee, or agent in connection with such actions and determinations or proceedings of any kind arising therefrom.

5. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in section 2 or 3 of this Article.

6. Any indemnification under section 3 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in section 3. Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate.

7. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation.

ARTICLE VIII – LIMITATION OF LIABILITY

The liability of any officer or director of the Corporation for monetary damages to the Corporation due to such person's conduct shall be limited to the maximum extent permitted under the laws of Washington. No such reduction of liability shall be permitted on account of acts or omissions that involve intentional misconduct or a knowing violation of law by such person, or for any transaction from which such person will receive a benefit of money, property or services to which such person is not legally entitled.

ARTICLE IX- AMENDMENTS

1. Articles of Incorporation. Unless contrary to the laws of the State or the Articles of Incorporation, the Articles of Incorporation may be altered, amended, or repealed and new Articles may be adopted by the Directors at any annual or other meeting of the Board of Directors, if notice of such proposed alteration, amendment, repeal or adoption of new Articles is contained in the notice of such meeting. Such an action may be approved only upon the concurrence of a super majority, consisting of not less than Two Thirds of the Directors then in office.

2. Bylaws. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the simple majority vote of the Directors then in office at any regular meeting of the Board of Directors or at any meeting of the Board of Directors if notice of such alteration, amendment, repeal, or adoption of new bylaws is contained in the notice of such meeting.

3. Super Majority Provision. Notwithstanding the foregoing, Article IX, Section 1 of these Bylaws may NOT be altered, amended or repealed except the concurrence of a super majority of the Board consisting of not less than Two Thirds of the Directors then in office.

ARTICLE IX – DISTRIBUTIONS

Upon dissolution of the Corporation, after the satisfaction of its just debts and obligations, remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future tax law. The Board of Directors shall first determine whether one or more entities that would qualify to receive such a distribution exists that is affiliated with any local Seventh-day Adventist Church which would be committed to continuing local media ministry of the Seventh-day Adventist Church. Upon due consideration, the Directors may distribute the Corporation's assets to such entity or entities. In the alternative, the Directors may decide to distribute the Corporation's remaining assets to the Washington Conference of Seventh-day Adventists.