

THE BYLAWS OF DIVINE MERCY RADIO, INC.

ARTICLE I:

NAME

Section 1.1 The name of the corporation shall be Divine Mercy Radio Inc.

ARTICLE II:

PURPOSE

Section 2.1. The Corporation is organized and operated exclusively for charitable, religious, and educational purposes. The Corporation is subject to the limitations stated in the Articles of Incorporation, the purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

Section 2.2. The Corporation operates as DIVINE MERCY RADIO, INC. with its primary purpose to serve as a means of uniting souls to Jesus Christ through the broadcasting of high quality, appealing, educational and spiritually enriching programming proclaiming the doctrinal truth as decreed by the Catholic Church.

Section 2.3 The Corporation's directors, officers, and employees shall carry out the Corporation's stated purposes under the direction of the current and future elected Directors, in accordance with such policies as it may adopt.

ARTICLE III:

EFFECTIVE DATE

Section 3.1 These bylaws supersede all previous versions, either adopted or amended. These bylaws shall be effective immediately upon adoption by an affirmative vote of a majority of all directors of the Board of Directors serving on January 16, 2018.

ARTICLES IV:

Members

Section 4.1. The corporation shall have no members and no member voting rights.

ARTICLE V:

BOARD OF DIRECTORS

Section 5.1 Number and Qualification: The business affairs of the corporation shall be managed by the Board of Directors within a range of five and no more than thirteen directors. (Amended see minutes 05-27-10) The directors shall be Catholics in good standing and live within the Catholic Diocese of Salina. Although the number and qualifications of the directors may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent directors during the terms for which they were elected.

Section 5.2 Terms and Elections: The terms of the Directors shall be staggered. Voting on directors, with terms expiring, will take place at the November meeting of the Board each year. Directors may be reelected for consecutive terms without limit. The founding directors as of January 2010 that continue on the Board are:

Names of Directors	Director Officer or Position
Lester Robben	President <u>1</u>
Alvin LeCount	Vice President <u>2</u>
Dr. Dan Loftus	Treasurer <u>3</u>
Donetta Robben	Secretary <u>4</u>

Other directors as of January 2018 are:

Allison Ochoa	Director <u>5</u>
Christian Lutz	Director <u>6</u>
Cory Munsch	Director <u>7</u>
Cody Marintzer	Director <u>8</u>
Sarah Meitner	Director <u>9</u>
Troy Schippers	Director <u>10</u>
Fr. Fred Gatschet	Director <u>11</u>

Section 5.3 Regular Meetings: The Board of Directors will meet in regular sessions monthly in each calendar year. Regular meetings will be called by the President at such time and place as he may designate. Regular meetings may be cancelled by the President due to inclement weather, lack of quorum or any other unforeseen circumstances.

Section 5.4 Special Meetings: Special meetings of the Board of Directors shall be held at the time and place to be determined by the President. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by email not less than 48 hours prior to the special meeting.

Section 5.5 Action Without a Meeting: Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent by email setting forth the action so taken, be approved by the majority of Directors. This type of consent shall have the same effect as a vote at a regular meeting, and shall be recorded in the minutes of the next regular meeting.

Section 5.6 Quorum: A majority of the number of Directors then in office shall be a quorum for the transaction of any business at any meeting of the Board of Directors. 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. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting without notice other than announcement at the meeting, until a quorum is present.

Section 5.7 Vacancies.

(1) Vacancies shall be filled by a majority vote of the Board.

(2) The normal term of each Board Director shall begin in January following his election, and shall end on December 31 of the year in which his term expires.

During the month of September in years in which vacancies are expected to occur, the Board may appoint an ad hoc committee to nominate persons to be a Board Director to fill such vacancies. Nominations shall be presented to the full Board at the October meeting, or as soon thereafter as possible. The Board will elect replacement Board Directors at its November meeting.

Section 5.8 Removal of Board Directors: At a meeting of the Board for which the notice of the meeting expressly states that it called expressly for the purpose of the removal of one or more Directors. Any Director may be removed by a vote of 70% of the other directors of the Board of Directors.

Section 5.9 No Compensation for Board Directors: The Board of Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, but no compensation shall be paid to any director for his or her services as a director.

ARTICLE VI:

OFFICERS

Section 6.1 Officers: The officers of this corporation shall be President, Vice President, Treasurer, and Secretary, elected by the Board. The treasurer/secretary may be one or two persons as the Board of Directors see fit.

Section 6.2 Eligibility: Any elected Board Director is eligible for office after serving one year as a Director. Nomination to office must be accepted by the nominee in writing.

Section 6.3 Election: Officers shall be elected by the Board at its November meeting (or as soon thereafter as practical). Officers shall serve for a 3-year term beginning in January of the year following the election. Each officer may be re-elected for consecutive terms without limit.

Section 6.4 Vacancy: The Board may fill a vacancy of any officer for the unexpired portion of the term. A term of office to which a person is elected that is less than a full year shall not be counted as a term of office. A vacancy of the office of President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 6.5 Executive Committee:

- (1) The Executive Committee shall consist of the elected officers of the Board of Directors.
- (2) The Executive Committee is authorized to transact the business of the Corporation between regular meetings, making decisions that cannot wait for regular Board meetings including financial and budgetary decisions. Reports of actions taken shall be made at the next regular Board meeting.

Section 6.6 Other Committees: The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees will be advisory committees and shall consist of one or more Directors of the Board of Directors. Any power exercised by a committee must be granted to it by a resolution approved by the Board of Directors.

Section 6.8 Limitations on the Powers of Committees: No committee (1) may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers, (2) may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets, (3) may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees, or (4) may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

Section 6.9 Duties of Officers:

(1) **The President** shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation. The President shall, when present, preside at all meetings of the directors of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(2) The **Vice President** assists the President in the performance of prescribed duties, assumes the duties of the President in his absence, and performs such other duties as may be assigned by the President.

(3) The **Secretary** is the recording officer of the Board of Directors and the custodian of its records. Duties include recording minutes of regular

and other meetings, keeping a file of all reports, conducting correspondence, and performing related duties as may be assigned by the President or the Board of Directors.

(4) The **Treasurer** shall have responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) oversee the keeping of full and accurate accounts of all financial records of the corporation; (b) oversee the deposit of 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; (c) oversee the disbursement of all funds when proper to do so; (d) review financial reports, as prepared by the Corporation's accountant, as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

Section 6.10 Salaries: The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the corporation.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be appointed or hired by the Board of Directors to protect the station's license, supervise the overall operation of the station and its staff or employees, and implement all appropriate policies established by the Board. At the discretion of the Board or the President, the Executive Director shall attend all, or a portion of, meetings of the Board and may be a voting member of the Board of Directors.

ARTICLE VIII: ADVISORY COMMITTEE

Section 8.1 The Board of Directors may, at its discretion, establish an Advisory Committee to assist in cultivating major donations and capital gifts to the Corporation.

ARTICLE IX:
CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 9.1 Contracts: The Board of Directors may authorize any officer or officers or agent or agents of the corporation, 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 the behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 9.2 Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 9.3 Deposits: All funds of the corporation shall be deposited weekly to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.4 Gifts: The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE X:

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 10.1 Indemnification: to the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

Section 10.2 Insurance to Indemnify: to the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

Section 10.3. Right to Indemnity Not Limited: The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

ARTICLE XI:
MISCELLANEOUS

Section 11.1 No Private Increment: No director officer or employee of or director of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation. This provision shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled of share in the distribution of any of the corporate assets upon the dissolution of the corporation.


Section 11.2 Fiscal Year: The fiscal year of the corporation shall be the calendar year.

Section 11.3 No Corporate Seal: The Board of Directors has determined at this time that there shall be no corporate seal. The Board reserves the right to establish a corporate seal at any time.

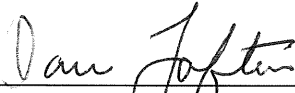
Section 11.4 Meaning of the Waiver of Notice: Whenever any notice is required to be given to any director or director of the corporation under the provisions of the Articles of Incorporation, these Bylaws or the Kansas Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.


Section 11.5 Amendments to Bylaws: Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting and signed by all the Directors. The Articles of Incorporation may not be amended, unless by a vote of approval by all the Board of Directors and certified by the Kansas Secretary of State.


REVISED & ADOPTED by the Board of Directors this 21st day of January 2020.



Lester J. Robben


Alvin LeCount

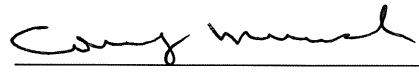

Dr. Dan Loftus



Donetta M. Robben


Father Ryan McCandless

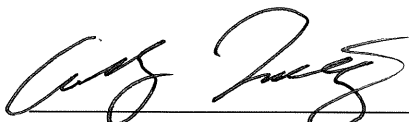

Allison Ochoa


Christian Lutz


Cory Munsch


Sarah Meitner


Troy Schippers


Cody Marintzer