

BY-LAWS

OF

ITHACA COMMUNITY RADIO, INC.

(A NOT-FOR-PROFIT CORPORATION)

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in the City of Ithaca, County of Tompkins, and State of New York. The corporation may also have offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II

BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each Director shall be at least eighteen (18) years of age. ~~The current Board of Directors after resignations by Rene Borgella and Jeff Kirby consists of three (3) individuals. Subject to the foregoing,~~ the number of the Board of Directors may be fixed from time to time by action of the directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

~~2. The current Board of Directors shall consist of the following individuals: Kenneth Ritter whose term shall expire on December 31, 2004, Jessica Lind whose term shall expire on December 31, 2005, and Lyn Gerry whose term shall expire on December 31, 2006.~~

Each Director shall hold office until his/her successor has been duly elected and qualified or until his/her prior resignation or removal as hereinafter provided. Newly elected directors shall serve for a term of three years. ~~3~~

3. (a) Any or all of the members of the Board of Directors may be removed by the Board of Directors for cause only. For the purpose of this paragraph missing three consecutive meetings of the Board of Directors without an excuse which is acceptable to the Board of Directors shall be

considered cause for which a member of the Board of Directors can be removed from the Board of Directors.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the remaining directors. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of her/her predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held annually. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meetings. The requirement for furnishing notice of a meeting may be waived by any director who signed a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act

of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Board of Directors shall consist of more than three (3) persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE III

OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the office of the President and Secretary.

2. Each officer shall hold office until the Annual meeting of the Board of Directors, and until his successor has been duly elected and qualifies. The Board of directors may remove any officer with or without cause at any time.

3: (a) The President shall be the chief executive of the Corporation, shall have the responsibility for the general management of the affairs of the corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence of disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from

time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors. Checks, drafts, notes and orders for the payment of money in an amount less than \$5,000.00 need not be specifically authorized by the Board of Directors.

(d) The Secretary shall keep the minutes of the Board of Directors. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of directors. He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE IV

MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the Board of Directors, or any committee appointed by the Board of Directors.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall end on the 31st day of December.

4. The Board of Directors shall have the power to make alter or repeal, from time to time, By-Laws of the Corporation.

5. The corporation shall indemnify the full extent authorized or permitted by New York State Law any person made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/his executor or administrator is or was a director, officer or employee of the corporation, or serves or served any other enterprise at the request of the corporation.