



BYLAWS

ARTICLE I GENERAL AND REGISTERED AGENT

Section 1. Name. The name of this organization shall be WAY Media, Inc., herein referred to as such "WAY Media", "the Corporation" or "the Organization."

Section 2. Principle Office. The principal office for the transaction of the business is 5540 Tech Center Dr, Suite 200, Colorado Springs, CO 80919. The Organization may also have offices at such other places as the Board of Directors may designate.

Section 3. Voting Levels. The table below clarifies the voting levels of board members then in office used throughout these bylaws. Fractional math-results are rounded as indicated. Terms, such as "three quarters (3/4) vote" refer to 3/4 majority vote below. The same applies to two-thirds (2/3) vote is a 2/3 majority vote. A majority is a simple majority, as specified below. Quorum levels, as indicated in these bylaws, are noted in the table as well.

Board Member Level	Voting Levels		
	3/4 Majority	2/3 Majority	Simple Majority
	Quorum		
4	3	3	3
5	4	3	3
6	5	4	4
7	5	5	4
8	6	5	5
9	7	6	5
10	8	7	6
11	8	7	6
12	9	8	7

ARTICLE II PURPOSE

WAY Media is organized and shall be operated exclusively for religious, charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue (IRS) Code of 1986 or a related section of a successor statute (hereinafter "Code").

More specifically, the Corporation is organized to communicate in media dedicated to religious, charitable, educational and literary purposes. The Corporation will use any and all appropriate media and distribution channels, including but not limited to, radio, television and the Internet. Moreover WAY Media will occasionally transfer assets if the transactions end result can further the stated purposes of the Corporation. WAY Media is a non-stock Corporation.

ARTICLE III TAX EXEMPTION REQUIREMENTS

The WAY Media Articles of Incorporation detail limitations required to maintain tax-exempt status. For example, WAY Media is prohibited from participation in political campaigns.

ARTICLE IV AMENDING BYLAWS AND ARTICLES OF INCORPORATION

These bylaws and the articles of incorporation may be altered, amended, repealed or added to by a two-thirds majority vote at a board meeting with a quorum present. The Federal Communications Commission (FCC) and The IRS shall be properly notified by the President of any alteration, amendment, repeal or addition to the bylaws and/or Articles of Incorporation of this organization.

ARTICLE V DISSOLVING OR MERGING

WAY Media may be dissolved or merged by an affirmative vote of three-fourths of a quorum of the full Board of the Directors.

ARTICLE VI ASSET DISPOSITION

If dissolved, the remaining assets of WAY Media, after paying all debts and liabilities, must be applied toward one or more corporations within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). Assets must be dispersed in such a way that directors maintain the WAY Media conflict of interest policy.

ARTICLE VII MEMBERSHIP

The Corporation shall not have members but shall be governed by a Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation (herein "Board", "Board members" or "Directors"), which shall supervise and control the business, property and

affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these bylaws.

Section 2. Structure. Officers of the Board of Directors are comprised of Board members that serve in the designated roles as defined within these bylaws herein.

Section 3. Number. The Board of Directors of the Corporation shall be composed of no less than 4 and no more than 12 individuals. There shall be no dues to the Corporation; however, each Board member is expected to be a regular, consistent donor to the Corporation. Any Officer of the Board shall have the right to examine the Corporation donor records to insure the spirit of compliance. An annual financial commitment pledge is required by each Board member.

Section 4. Qualifications. Board members are individuals identified as being able to make a contribution to the strategic direction of the Corporation and reflect consistently the values of the Organization.

Section 5. Term of Office and Term Limits. A Board member shall serve for terms of three years, with a maximum of three consecutive terms (nine contiguous years). At which time, a minimum of one calendar year of board meetings is required before an individual can return to the board. The Board member's term can be extended until a successor is elected if this is the determination of the board by a simple majority vote. Directors shall be elected at board meeting of the Organization and a candidate requires a simple two-thirds majority vote of board members present with a board quorum. Each Director must be an adult legal United States citizen. FCC requirements mandate that directors not have a felony conviction before or during a board term. The Directors chosen for the term shall only act in the name of the Organization when it shall be convened by its Chair after due notice to all the Directors of such meeting.

The Executive Director of WAY Media, Inc., operating as the CEO, is considered an ex officio member of the board, and as such is exempt from all term of office and term limit provisions while employed in this role. All other provisions apply.

Section 6. Probationary Term. The first year of board service is probationary. Under this provision, the board or new board member may discontinue their Directorship. If the other board members elect to exercise the probationary option, it must do so by simple majority vote. The goal of this provision is to allow a candidate to experience the board and the board to experience the candidate with an "easy out" approach, while at the same time preserving the dignity of both board and new board member.

Section 7 Compensation. No compensation shall be paid to the Directors for their services as Directors; however, the Directors may receive compensation for their services to the Organization other than that of Director. A stipend or actual out of pocket expenses, such as reimbursement for travel to a board meeting is not considered compensation.

Section 8. Selection Process. Current board members will recommend board candidates. One or more Board members who advocate for the candidate will present information regarding candidates and the board will determine if it should pursue the qualification process with a

prospective candidate. The mechanism of such a process is likely via a committee, established by Board resolution.

Section 9. Resignation. Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the board Chair.

Section 10. Removal. Any Director may be removed from such office, with or without cause, by a three-fourths quorum vote of the full Board of Directors, excluding the member in question, at any regular or special meeting of the Board called expressly for that purpose.

Section 11. Process for Filling Vacancies. The board will operate within the range of directors required by the bylaws. Board members will be added when a particular/set of discipline(s) and value(s) can be added or enhance the board. By simple majority vote, the board will determine to pursue a candidate to qualify them for board membership.

Section 12. Frequency of Meetings. The board of Directors shall have regular meetings, special meetings as determined herein, and the frequency as required by law.

Section 13. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held; such time, day and place as shall be designated by the Board of Directors.

Section 14. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair, President or by a simple majority of the voting Directors then in office; to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 15. Notice. The Board Secretary shall cause notice to be given to each member of the Board by email, fax or first class mail, unless it was a topic discussed at the previous board meeting and reflected in the board minutes. The notification or board minutes shall include the location, date and time of the meeting. The purpose for which a special meeting is called shall be stated in the notice. Emails and faxes must include an acknowledgement from the recipient that notification has been received. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice. Voting affirmatively in favor of accepting the specific board minutes also constitutes a waiver of notice.

Section 16. Quorum. Three fourths of all directors presently in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 17. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these bylaws, the affirmative vote of a simple majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 18. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 19. Meeting by Telephone. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 20. Conflict of Interest. All members of the Board of Directors shall be required to agree to and sign the current Conflict of Interest policy, which shall be kept on file at the corporate office of WAY Media.

ARTICLE IX COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a simple majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these bylaws, elect or remove any officer or director, adopt a plan of merger or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces, as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Committee Term. Each member of a committee shall serve until a successor is appointed, unless the committee is sooner dissolved or some other term is established in the Board resolution that establishes or modifies the committee.

Section 5. Vacancies. The Chair of the Board may fill vacancies in the membership of committees.

Section 6. Rules. Each committee and task force may adopt rules for its meetings consistent with these bylaws and with any rules adopted by the Board of Directors.

ARTICLE X OFFICERS

Section 1. Officers. The officers of the Corporation shall minimally consist of a Chair, a President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person shall not hold two offices with the exception of Secretary-Treasurer and Chair-President, which may be filled by the same person.

Section 2. Election. The Directors at a meeting of the Board of Directors shall elect the officers of the Corporation by an affirmative simple majority vote.

Section 3. Term. The officers of the Corporation shall be installed at a meeting that they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a three-fourths quorum vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. The Board of Directors shall fill a vacancy in any office for the unexpired term.

Section 7. Chair. The Chair (or Chairman) shall aid the President in exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors. The Chair is responsible to conduct board meetings and facilitate the agenda and topical flow of the same and in general perform duties as may be assigned by the Board of Directors.

Section 8. President. The President, subject to the control of the Board of Directors, shall have general oversight, supervision, direction and control of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed. The President, in general performs all duties incident to the office of President and such other duties as may be assigned by the Board of Directors.

It is permissible but not required that the President function as Chief Executive Officer (CEO). The CEO shall have oversight of the day-to-day business affairs of the operation of WAY Media, Inc.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee financial matters and financial policies of the Corporation working as needed with the board President (or others as so designated by the President, such as the Chief Financial Officer (CFO). The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

Section 11. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE XI FISCAL MATTERS

Section 1. Audit Committee and Audits. The Board of Directors by simple majority vote shall appoint Board members to an audit committee. This committee shall select a qualified audit agency to conduct an independent annual audit.

Section 2. Fiscal Year of Corp. The WAY Media fiscal year starts July 1 of each year.

Section 3. Indemnification and Insurance for Officers and Directors. Unless otherwise prohibited by law, WAY Media, Inc. shall indemnify any Director or officer or any former director or officer and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him that arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XII CONFLICT OF INTEREST

In the event any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

No Director shall cast a vote, or take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such a Director has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Each Director is to complete the WAY Media Conflict of Interest Declaration Form and to keep the form up to date.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 1. Special Presidential Powers. The Board President of the Corporation shall have authority to execute any application for the Construction Permit and subsequent license to cover such Construction Permit to the FCC.

Section 2. Diversity Credit Limitation. Notwithstanding anything to the contrary in the Articles, neither the Corporation nor any of its Directors shall have an interest in or acquire a second station in a community where WAY Media has claimed a diversity credit. The FCC defines a second station as any attributable media interest whose city grade contour of the pending application(s) for which a diversity credit is claimed in non-commercial educational proceedings. An attributable interest is an interest as defined in CFR 73/3555. Alternatively, in the Memorandum Opinion and Order, Re-examination of the Competitive Standards for Non-Commercial Educational Applicants (MM Docket No. 95-31, FCC 01-64 February 28, 2001). The intent of this resolution is to amend the governing documents as envisioned by the FCC in the memorandum to insure the Corporation is entitled to the diversity credit. This resolution shall be interpreted and applied to insure compliance with the Commission rules and policies to maintain a diversification credit when it is claimed.