

BY-LAWS
FOR
THE GOOD NEWS BROADCASTING FOUNDATION

ARTICLE I. NAME

The name of the corporation shall be The Good News Broadcasting Foundation, a non-profit corporation registered in the State of Oklahoma.

ARTICLE II. DEFINITIONS

Section 1. Definitions

- a. CORPORATION - The Good News Broadcasting Foundation
- b. BOARD - the Board of Directors of the Corporation

ARTICLE III. REGISTERED OFFICES

Section 1. The principal office of the Corporation shall be located in Ponca City, Kay County, Oklahoma.

Section 2. Additional business offices may be established at such other places as the Board may from time to time designate.

Section 3. The Corporation shall maintain a regular office in the State of Oklahoma which may, but need not be, the same as its present place of business. The Board shall have authority to change, from time to time, the registered office of the Corporation in the State of Oklahoma.

Section 4. The Corporation shall have and continuously maintain in the State of Oklahoma a registered agent, on whom service of summons may be had, and whose business address is identical with the registered office of the Corporation. The Board shall have authority to appoint or change, from time to time, the registered agent of this Corporation in the State of Oklahoma.

Exhibit C

ARTICLE IV. TERM

Section 1. The term of the Corporation is perpetual.

ARTICLE V. MEMBERSHIP

Section 1. The Corporation shall consist of the Board and a general membership. The Corporation is organized as a non-profit, non-stock corporation and therefore shall not issue stock of any class and shall not have stockholders.

ARTICLE VI. PURPOSE

Section 1. The purpose of this Corporation shall be to purchase, maintain and operate a non-profit Christian radio station with religious programming.

ARTICLE VII. OFFICERS

Section 1. The officers of the Corporation shall consist of a President, a Treasurer, a Secretary, and such Vice-Presidents and additional Assistant Secretaries. Assistant Treasurers, and other officers as may be from time to time elected or appointed by the Board. The Secretary and Treasurer may be the same person, and a Vice-President may hold, at any time, the office of Secretary and/or Treasurer.

Section 2. The Board shall elect the officers. The President must be a director of the Corporation. No other officers must be a director of the Corporation.

Section 3. The Board may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms, and shall exercise such powers and perform such duties, as shall be determined from time to time by the Board.

Section 4. The salaries, if any, of all officers and agents of the Corporation shall be fixed by the Board.

Section 5. The officers of the Corporation shall hold office until they resign or are removed. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. A vacancy or vacancies in Corporate offices shall be deemed to exist in the case of death, resignation, retirement, disqualification, or removal from office or the declaration of incompetency by an Order of Court, the conviction of a felony or if within sixty (60) days after a notice of his appointment such officer does not either accept such office in writing or engage in the activities of such office. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

TREASURER

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account 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 from time to time by the Board.

He shall see to the proper disbursements of the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements and shall render to the President and directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. No loan shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board. Such authority may be general or confined to the specific instances.

Section 3. All checks, drafts or other orders for the payment of money, notes or the evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5. The Board or any officer or officers or agent or agents of the Corporation to whom such authority maybe delegated by the Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE IX. THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be comprised of three (3) members. Board members shall serve until they resign or are removed.

Section 2. A change in the number of members of the Board may be done through an amendment to these By-Laws.

Section 3. Any vacancies in the Corporation's Board occurring because of death, resignation, refusal to serve, or otherwise shall be filled by action of the remaining directors for the unexpired term.

Section 4. Any director may resign at any time by giving written notice to the Board.

ARTICLE X. CORPORATE SEAL

Section 1. The Board shall provide a suitable seal, containing the name of the Corporation and the state of incorporation imprinted thereon, which seal shall be in the charge of the Secretary. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XI. FISCAL YEAR

Section 1. The Corporation shall operate on a calendar or fiscal year basis as determined by the Board and, if a fiscal year be adopted, the end thereof shall be fixed by a resolution of the Board.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify any director, officer or employee or former director, officer or employee of the Corporation or any person who may have served at its request as director, officer or employee of another corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any actions, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such actions, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable cost of settlement of any such action, suit or proceeding if it should be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to be the interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled under any By-Law agreement, vote of members or otherwise. The term "expenses" includes amounts paid in satisfaction of judgements or in settlement, other than amounts paid to the Corporation itself.

ARTICLE XIII. PARLIAMENTARY PROCEDURE

Section 1. Unless otherwise provide for in these By-Laws, Robert's Rules of Order shall govern the conduct of any and all meetings of the Company.

ARTICLE XIV. AMENDMENTS

Section 1. These By-Laws may be amended, repealed in whole or in part by a majority vote of the total membership of the Board. This may be accomplished at any meeting of the Board. The proposed changes in the By-Laws must be mailed to each member of the Board for their review at least 10 days prior to the meeting.

Approved this 28th day of January, 1990.

Douglas W. Brewer
President

Clarence Powell
Vice-President

Marilyn Knack
Secretary

Don J. Hayman
Treasurer