

BYLAWS
OF
RADIO BILINGÜE, INC.

ARTICLE I

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is fixed and located at Fresno County, California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the County.

ARTICLE II

PURPOSE

The Corporation is a public charity.

ARTICLE III

MEMBERSHIP

The Corporation shall have no voting members.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Powers. Subject to the limitations imposed by law or contained in the Articles of Incorporation, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the ultimate direction of the Board of Directors.

SECTION 2. Number. The authorized number of Directors of the Corporation shall not be less than five (5) nor more than thirteen (13), until changed by amendment of these bylaws. The Board of Directors shall fix the exact number of directors from time to time, within these limits.

SECTION 3. Qualifications. The Corporation intends that at least fifty percent (50%) of elected Board of Directors shall be Latino so that the Board reflects the diversity of backgrounds and skills to enable the Board to make

informed balanced decisions on the economic viability and social impact of corporate activities.

Except with the consent of the Board of Directors, no Officer or Director of Radio Bilingüe, Inc. may have any attributable interest in a radio broadcast station the principal contours of which, as defined by the applicable FCC rules, overlap or come within ten miles of the principal contours of any station licensed to Radio Bilingüe, Inc. by the FCC or for which Radio Bilingüe, Inc. has applied, or will apply, for authorization by the Federal Communications Commission.

No more than 49% of the Directors of the Corporation may be interested persons, defined as (a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as full-time or part-time employee, independent contractor, or otherwise, excluding reasonable compensation paid to a Board member in his or her capacity as a Board member; or (b) anyone related to such a person either directly or by marriage.

SECTION 4. Nomination and Election. The Board of Directors shall appoint a committee to select qualified candidates for election to the board. This nominating committee shall have the authority to establish reasonable nomination and election procedures given the nature, size and operations of the corporation. The nominating committee shall include at least one staff member and members of the community can be invited to serve in this committee as well. Each Director shall serve a term of three (3) years and shall be eligible for re-election up to a maximum of four terms. Annually, one third of the directors shall be elected to a three (3) year term. All directors shall hold office until their successors are qualified and elected unless a Director vacates or is removed pursuant to these Bylaws.

SECTION 5. Vacancies. A vacancy on the Board shall exist in the event that the actual number of Directors is less than the authorized number for any reason or on the occurrence of the death, resignation, or removal of any Director;

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors. However, no term of an appointed director shall extend beyond the next annual meeting. At said meeting, a Director shall be elected by the members for the remainder of the term of such vacancy.

SECTION 6. Removal. The Board of Directors, by affirmative vote of a majority of the Directors then in office, may remove any director without cause at any regular or special meeting; provided that the Director to be removed has been

notified in writing in the manner set forth in Article 7, Section 5, that such action would be considered at the meeting.

SECTION 7. Annual Meeting. The annual meeting of the Board of Directors shall be held in September and no later than the last day of the month of December. The annual meeting shall be called by the Chairman, or any two Directors, and noticed in accordance with these Bylaws.

SECTION 8. Regular and Special Meetings. The Board of Directors shall meet at least once a year. Annual meetings shall be called by the Chairman, or any five trustees, and noticed in accordance with these by laws. Special meetings may be held at any time upon the call of the Executive Director or call by any five members of the Board of Directors and noticed in accordance with these Bylaws. .

SECTION 9. Quorum. Thirty percent (30%) of the Directors then in office are needed to constitute a quorum at any regular or special meeting. All or any of these directors may convene in person or by telephone or teleconference or other telecommunications means in accordance with these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 10. Notice and Attendance. Notice of any meeting shall state the date, place and time of the meeting and must be given at least four days before any such meeting if given by first-class mail, or forty eight (48) hours if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means.

Board members may participate in a meeting by conference telephone, electronic video screen communication or other communication equipment so long as (a) all Board members can communicate with each other currently; (b) each Director is provided with the means of participating in all matters before the Board including the ability to propose or object to any specific action to be taken by the Corporation; and (c) all other requirements of law regarding such meetings are met.

SECTION 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called or held, shall be valid as though taken at a meeting duly held after proper notice, if a quorum is present and if, either before or after the meeting, each Director not present signs a written waiver of notice, consent to holding the meeting or an approval of the minutes. All such waivers and consents shall be filed with the corporate records or made part of the minutes of the meeting.

SECTION 12. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent to such action in writing, including an electronic writing, which includes the valid signature of each Director. Such written consents shall be filed

with the minutes of the proceedings of the Board and shall have full force and affect of a unanimous vote of the Board.

SECTION 13. Reimbursement. The Board may authorize the reimbursement to a Board member of actual reasonable expenses incurred in carrying out the duties of a Board member including for attending meetings of the Board and Board Committees.

ARTICLE V

COMMITTEES

SECTION 1. Committees. The Board of Directors may, by resolution adopted by a majority of Directors then in office, establish any number of Board Committees. Appointments to such Committees shall be made by the chair of the board with the majority vote of the Directors then in office. No such Committees shall, however, exercise authority inconsistent with the general powers of the Board of Directors.

SECTION 2. Executive Committee. The elected Officers of the Corporation shall comprise the Executive Committee of the Corporation. The Executive Committee shall have the power to act on behalf of the full Board of Directors if the following conditions are met: (a) There is no quorum at a regular or special meeting; (b) and all board members have been informed in writing by first class mail at least four (4) days or by electronic mail at least forty eight (48) hours in advance of the meeting; (c) and there is the existence of pressing business.

SECTION 3. Audit Committee. The Board of Directors shall form an audit committee.

The function of the Audit committee shall be to recommend the independent certified public accountant to serve as auditor and approve the audit services; to confer with the auditor to determine to the committee's satisfaction that the financial affairs of the Corporation are in order; to review and determine whether to accept the audit. Non-directors may serve on the Audit committee.

SECTION 4. Meetings. Meetings and actions of Committees shall be held and governed by the provisions of Section IV of these Bylaws. Minutes shall be kept of each Committee meeting and filed with the corporate records.

ARTICLE VI

OFFICERS

SECTION 1. Officers. The Officers of the Corporation shall be Executive Director, Director of Broadcasting, Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other officers as the Board may designate by resolution.

SECTION 2. Elections. All Officers except the Executive Director and Director of Broadcasting, shall be elected annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. No elected Officer may serve more than three (3) consecutive terms.

Section 3. Appointment. The Executive Director and Director of Broadcasting shall be appointed by the Board of Directors initially, and shall continue to serve as Officers unless removed according to these Bylaws.

SECTION 4. Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for executing the actions of the Board; shall supervise, direct and control the business of the corporation; shall have the power to bind the corporation; shall have the power to sign checks on behalf of the corporation; shall have all powers and duties as may be prescribed by the Board (in a written job description or otherwise) or by these Bylaws.

SECTION 5. Director of Broadcasting. The Director of Broadcasting shall be responsible for the administration of the day to day operations; shall have the power to bind the corporation; shall have the power to sign checks on behalf of the corporation. The Director of Broadcasting is hired and supervised by the Executive Director.

SECTION 6. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall have the general powers and duties of management usually vested in this office and other powers and duties that may be prescribed by the Board or these Bylaws.

SECTION 7. Vice-Chairperson. The Vice-Chairperson, in the absence or disability of the Chairperson, shall perform the duties of the Chairperson and such other powers and duties as may be prescribed by the Board or these Bylaws, provided, however, that in case of death, resignation or disability of the Chairperson, the Board of Directors may declare the office vacant and elect his/her successor.

SECTION 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its Committees and shall supervise the keeping of the minute books of the Corporations and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

SECTION 9. Treasurer. The Treasurer, under the direction of the Board of Directors, shall have charge and custody of funds of this Corporation, shall deposit funds in the manner prescribed by the Board, shall keep and maintain adequate accounts of the Corporations' properties and business transactions and shall render

reports and accountings as required, and shall have such other powers or duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

STANDARD OF CARE

SECTION 1. General. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3.B, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

SECTION 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such

officer or director so long as such individual would be entitled to be reimbursed for such expenses.

ARTICLE VIII

MISCELLANEOUS

SECTION 1. Fiscal Year. The Fiscal year shall commence on October first of each year.

SECTION 2. Accounts and Auditing. The Corporation shall maintain a modern system of accounts. Audits shall be made at any time upon order of the Board of Directors, or on majority vote of the members at any regular meeting.

SECTION 3. Amendment. These Bylaws may be amended by a two-thirds majority vote of the Board of Directors.

SECTION 4. Contracts, Notes and Checks. All contracts entered into on behalf of the Corporation must be authorized by the Board or the person or persons on whom the Board has conferred such power; and except as otherwise provided by law, every check, draft, promissory note, money order or other evidence of indebtedness of the Corporation shall be signed by the person or persons on whom the Board has conferred such power.

SECTION 5. Governing Law. In all matters not specified by the these Bylaws, or in the event these Bylaws do not comply with applicable law, the laws of the State of California and specifically the California Nonprofit Public Benefit Corporation Law then in effect shall apply.

Log of Amendments to Bylaws

12/01/12 – Changes included:

- *Changing the minimum number of board members to five (5) and the maximum to thirteen (13) (Article IV, Section 2)*
- *Requiring that 50% of the board be Latino and eliminating the low-income requirement (Article IV, Section 3)*
- *Streamlining the nominations process (Article IV, Section 4)*
- *Term limits of 12 years are introduced (Article IV, Section 4)*
- *Board member terms are increased to three (3) years (Article IV, Section 4)*
- *Required meetings reduced to one (1) (Article IV, Section 8)*
- *Quorum requirement reduced to 30% (Article IV, Section 9)*
- *Permitting action to be taken by the board in writing without a meeting (Article IV, Section 12)*
- *Adding requirement for committee meeting minutes (Article V, Section 2)*
- *Addition of language empowering Executive Director and Director of Broadcasting to act on behalf of the organization (Article 6, Sections 3 and 4)*
- *Standard of care is spelled out (Article VII, Section 1)*
- *Prohibition of loans to board members (Article VII, Section 2)*

12/15/07 – The following text was added to Article II, Section 2 (Qualifications):

“No officer or director of Radio Bilingüe, Inc. may have any attributable interest in a radio broadcast station the principal contours of which, as defined by the applicable FCC rules, overlap or come within ten miles of the principal contours of any station licensed to Radio Bilingüe, Inc. by the FCC or for which Radio Bilingüe, Inc. has applied, or will apply, for authorization by the Federal Communications Commission.”

12/08/03 – Article II, Section 4 (Nomination): This sentence was deleted: “The slate of nominees shall consist of at least two (2) nominations for each director whose term shall expire at the end of the term.”

12/08/03 – Article III, Section 1 (Officers) and Section 4 (Deputy Director) amended to substitute “Deputy Director” by the title “Director of Broadcasting” within these Sections. This will make our new Director of Broadcasting to be classified as an “officer” of the corporation with all its powers.

12/14/02 – Article II, Section 6 (Meetings) was changed to allow a quorum to be established by convening in person or by telephone.

11/17/01 – Article II, Section 2 (Qualifications) was changed so that it is not required for a board member to be a U.S. citizen. (Redundant because the amendment was made on 08/26/00).

08/26/00 – Article II, Section 2 (Qualifications) was changed so that it is not required for a board member to be a U.S. citizen. This was an old FCC requirement.

12/08/84 - Resolution to reaffirm, as stated in the bylaws, the option of using the executive committee in the absence of a quorum on action items after ample notice of action items, in the form of letter and phone call reminders to board members.
Article IV, Section 1 (Executive Committee)

08/11/80 – Article IV, Section 3 changed “President” to “Executive Director.”