

BYLAWS OF RADIO HATTERAS, INC.

The name of the organization is Radio Hatteras, Inc.

The organization shall have an office at 49815 NC Hwy. 12, Buxton, and such other places as the Board of Directors shall designate from time to time by resolution.

The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below.

Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.

The organization is organized exclusively for charitable and educational purposes.

This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax.

The organization shall not participate in any political campaign in any manner.

The organization shall not attempt to influence legislation.

The organization is organized exclusively for charitable, scientific and educational purposes.

Article I
Meetings

Section 1. Annual Meeting. An Annual Meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The Annual Meeting shall be held at the time and place designed by the Board of Directors from time to time.

Section 2. Organizational Meeting of the Board. The Board of Directors shall meet immediately after the election of directors for the purpose of electing its officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 3. Regular Meeting. The Board of Directors shall have regular meetings quarterly, the schedule for which shall be established at the annual meeting, to accomplish the business of the organization. No notice of such meetings shall be required.

Section 4. Special Meetings. Special meetings may be requested by the President, Vice President, Secretary or any two directors by providing five days' written notice by ordinary U.S. Mail or electronically to all directors of record at the address shown on the corporate books.

Section 5. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed by regular U.S. Mail or electronically to all directors of record at the address shown on the corporate books at least 10 days prior to the meeting, unless a special meeting.

Page 1 of 5

8-12-16

Section 6. Place of Meeting. Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

Section 7. Quorum. A simple majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Article II
Directors

Section 1. Number of directors. The organization shall be managed by a Board of Directors consisting of up to nine (9) voting members. The voting membership is comprised of elected officers and elected or appointed board members, all hereinafter referred to as directors.

Section 2. Election and Term of Office. The directors shall be elected at the Annual Meeting. Each director shall serve a term of three (3) years, or until a successor has been elected and qualified. In the event that 50 percent or more of the directors are being selected, each newly elected member will draw lots to determine his or her term. As closely as possible, one-third of the new members will receive a three-year term, one-third will receive a two-year term and one-third will receive a one-year term. Elected members will serve the full duration of his or her term, or until a successor has been elected and qualified.

Section 3. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 4. Procedures. The vote of a simple majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. An exception to the foregoing sentence is a declared conflict-of-interest by a board member and subsequent agreement by the Board of Directors. The Board shall keep written minutes of its proceedings in its permanent records.

Section 5. Informal Action. Any action required to be taken, or which may be taken, at a meeting of the directors or of a committee of directors, may be taken without a meeting and without prior notice if a consent in writing setting forth the action so taken is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 6. Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

Page 2 of 5

Section 7. Removal/Vacancies. A director shall be subject to removal, with or without cause, at a Board of Directors meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8. Board Committees. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors with the approval of the Board of Directors. Committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at an Annual Meeting. All committees shall function within the guidelines and budget established by the Board of Directors. Suggested committees are nominating, programming, engineering, fundraising, and/or others established by the Board of Directors.

Section 9. Budgets. The Board of Directors shall approve an annual budget for each calendar year.

Section 10. Personnel Responsibilities. The Board of Directors may employ and discharge employees and may prescribe duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation or the national origin of any person.

Section 11. Records. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

Section 12. Compensation. No board member or officer or any member of a committee shall receive at any time any of the net earnings from the operation of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors from time to time.

Section 13. Other Broadcast Interest. In the event that Radio Hatteras files applications with the Federal Communications Commission (FCC) for construction permits for new non-commercial education FM stations on Hatteras Island, North Carolina, and seeks to be awarded points by the FCC for the diversity of ownership, Radio Hatteras shall not during the period its applications are pending and for at least the first four years of station operations:

(i) seek consent from the FCC to obtain another AM, FM, FM translator station whose principal community contour would overlap with any of the Radio Hatteras applications or stations;

(ii) elect or permit to serve as an officer or director of Radio Hatteras any person who has an attributable interest in any AM, FM, or FM translator station whose principal community contour would overlap with that of the Radio Hatteras applications or stations;

(iii) take any other action which would jeopardize Radio Hatteras' entitlement to an FCC credit for diversity of ownership in connection with the Radio Hatteras applications.

The provisions of this paragraph shall expire and have no force of effect as to any Radio Hatteras application if and at such time as the FCC dismisses or denies that application and that action becomes final. The definitions of the terms "principal community contour," "attributable," and "final" shall be those contained in the rules, regulations and policies of the FCC.

Page 3 of 5

8-12-16

Article III
Officers

Section 1. Officers. The officers of the organization shall be determined by the Board of Directors. Two or more offices may be held by one person. Possible positions are:

(a) President. The president shall be the chief executive officer and shall preside at all meetings of the Board of Directors.

(b) Past President. A consultative office with voting privileges.

(c) Vice President(s). The Vice President(s) shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

(d) Secretary. The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records as the official records of the organization. The Secretary shall maintain the meeting minutes of the Board of Directors and all committee meetings.

(e) Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors shall make reports of organizational finances as required, but no less often than at each meeting of the Board of Directors.

Section 2. Term of Office. The officers shall be elected annually by the Board of Directors at the organizational meeting of the Board of Directors. Each officer shall serve a one-year term or until a successor has been elected and qualified. Following his or her term as an officer, a member may continue serving as a director for the remainder of his or her elected term as a board member.

Section 3. Election of Officers. Candidates for office may be nominated from the full membership of the board of directors. A quorum of directors must be present to conduct the vote. Voting shall be by secret ballot. A two-thirds (2/3s) majority vote is required to elect an officer. In the event that a two-thirds (2/3s) majority is not achieved on the first ballot, a second secret vote will be conducted between the top two contenders. If a two-thirds (2/3s) majority is not achieved on the second ballot, the candidate with the most votes will be awarded the office.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Article IV
Corporate Seal, Execution of Instruments

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executive by any officer(s) or agent(s) who are specifically designated by resolution of the Board of Directors.

Page 4 of 5

Article V
Amendment to Bylaws

The bylaws may be amended, altered or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

Article VI
Indemnification

Any director or officer who is involved in litigation and held harmless by Radio Hatteras, Inc. to the fullest extent authorized by law as it now existing or may subsequently be amended, but in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.

Article VII
Dissolution

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: all liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar of like nature to this organization, as determined by the Board of Directors.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of Radio Hatteras, Inc., duly adopted by the Board of Directors on August 12, 2016.

Jean Taylor President

Mary H. Godwin Secretary

Page 5 of 5

8-12-16