

BYLAWS OF SOUTHERN COMMUNICATION VOLUNTEERS INC.  
9-27-01

ARTICLE I  
OFFICES

Section 1.01. Registered Office.

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office. Such registered office shall be located at Memphis, Tennessee or at such other place within the State of Tennessee as may from time to time be fixed and determined by the board of directors.

Section 1.02. Other Offices.

The corporation may have offices at such other places within the State of Tennessee as the Board of Directors may from time to time determine.

ARTICLE II  
OPERATION OF THE CORPORATION

Section 2.01. Nonprofit Corporation.

The corporation is a nonprofit corporation. The corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes. The corporation is of a type which is charitable and for purposes set forth under the corporation charter and in furtherance of its purposes the corporation shall comply with Title VI of the Civil Rights Act of 1964 and regulations pursuant thereto Title VII of the Civil Rights Act of 1968 and Executive Order 11063 on Equal Opportunity and shall prohibit discrimination of any person on the grounds of race color national origin creed or handicap. The purposes for which the corporation is organized are exclusively charitable educational and within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. No part of the net earnings shall inure to the benefit of or be distributable to its members officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the charter of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws this organization shall not carry on any other activities not permitted to be carried on (a) as an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

Section 2.02. Distribution of Assets Upon Dissolution.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as

organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law or to the federal state or local government. In the event of such dissolution of the corporation or other liquidation of its assets the corporation's property shall not be conveyed to any individual or organization for less than fair market value of such property.

### ARTICLE III MEMBERSHIP

#### Section 3.01. Members.

This corporation shall admit as a member for one year any person who timely pays the minimum donation in the amount and at the time as set from time to time by the Board of Directors. No person shall be admitted as a member without his or her consent. Each member shall have the same rights and obligations as every other member.

#### Section 3.02 Liability for dues.

This corporation shall have the power to terminate or suspend a member's membership for nonpayment of dues with no notice.

#### Section 3.03 Resignation.

A member may resign at any time with notice.

#### Section 3.04 Termination.

This corporation shall have the power to remove or terminate the membership of any member with cause. In the event of removal or termination for any reason other than nonpayment of dues, this corporation shall provide the affected person (a) not less than fifteen days prior written notice of expulsion, suspension or termination and the reasons therefore; and (b) an opportunity for a member to be heard, orally or in writing, as the Board shall decide, not less than five days before the effective date of the expulsion, suspension, or termination. Said hearing shall be by a person or persons authorized by the Board to decide that the proposed expulsion suspension or termination is appropriate. Any expulsion, suspension, or termination shall be executed in a manner that is both reasonable and fair.

### ARTICLE IV BOARD OF DIRECTORS

#### Section 4.01. Qualifications, Powers and Duties.

A Director shall at a minimum be a member in good standing of the organization, a United States Citizen, at least 18 (eighteen) years of age and cannot be a convicted felon. All corporate powers and duties shall be exercised by or under the authority of and the business and affairs of the Corporation managed under the direction of the Board of Directors.

#### Section 4.02. Number and Term.

(a) Number: The Board of Directors shall consist of no fewer than six (6) members and no more than 12 (twelve). ~~WEVL's station/general manager shall automatically be appointed to the Board in every term, but shall not participate in Board discussion on nor vote on matters regarding his/her salary or job performance. The staff board member shall not be eligible to serve as an officer (President, Vice President, Secretary, Treasurer), but may serve other board member functions as are appropriate within the guidelines of these bylaws.\*~~ Up to One third (1/3) of the Board determined number of total Directors can be WEVL Programmers. One Director shall be elected by the annual members by a

majority vote of those members present at each annual meeting, provided there shall be no cumulative voting by members. Notice will be given to the members that candidates for directorship will be voted on by the membership at such meeting. The remainder of the Directors shall be appointed by the Board. Vacancies on the Board may be filled for the unexpired term by the President with the approval of the Executive Committee:

(b)Term: Directors shall be elected/appointed at the annual meeting for the Corporation and at each annual meeting thereafter. At the first annual meeting, two classes of directors shall be created in as nearly equal number as possible. The first class shall be appointed for a term of one year; and the other class shall be appointed/elected for two years. At subsequent annual meetings, elected and appointed directors shall each serve a term of 2 years. Directors may not serve more than three complete consecutive terms. After serving three complete terms, a period of one year must elapse before they may again be eligible to serve. In any given year, one half (6) of the maximum number of regular term positions (12), shall be open for appointment or election. Despite the expiration of a director's term such director shall continue to serve until a successor is elected or appointed.

(c) If a Director fails to attend at least 75% of the Board's regularly called meetings in a calendar year, said Board member may be removed by a majority vote of Directors present at a duly constituted meeting.

#### Section 4.03. Regular Annual and Other Meetings.

A regular annual meeting of the Board of Directors shall be held at the office of the corporation or another venue as specified by the Board at the third Board meeting after the end of each SCV fiscal year. The Board of Directors may provide by resolution for the holding of regular meetings and may fix the time and place within or without the State of Tennessee for the holding of such regular meetings of the Board without other notice than such resolution.

#### Section 4.04. Substitute Annual Meeting.

If an annual meeting shall not be held at the time designated as provided by these bylaws a substitute annual meeting may be called in the manner provided in section 4.05; and a substitute annual meeting so called shall be designated as and shall be treated for all purposes as the regular annual meeting.

#### Section 4.05. Special Board meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or by two or more of the directors. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State of Tennessee as the place for holding such special meetings.

#### Section 4.06. Notice of Meetings.

Notice of each annual meeting of the Board of Directors shall be given at least ten (10) days prior thereto. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto. All notices shall be in writing delivered personally or sent by mail, telegram, facsimile or e-mail to each Director at his address as shown on the records of the corporation. It is the Director's responsibility to insure that the Corporation has accurate contact information. If mailed such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by telegram such notice shall be deemed to be delivered when delivered to the telegraph

company. If notice be given by facsimile such notice shall be deemed to be delivered on the date on which the notice was faxed. If by e-mail it will be deemed delivered when acknowledged. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting need be specified in the notice or waiver of such meeting unless specifically required by these bylaws or law.

Section 4.07. Quorum.

The presence of one third of the then serving Board Members, but no fewer than 3 Board members, at a meeting duly assembled shall constitute a quorum for the transaction of business, provided that if less than a quorum of directors shall be present at the time and place of any meeting the directors present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.

Section 4.08. Voting.

Except as otherwise expressly provided by statute, by the charter of the corporation or by these bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 4.08(a) Action by a majority of the members present at a duly authorized and notified member meeting be it annual or special shall constitute an action by the members.

Section 4.09. Resignation of Directors.

Any director may resign at any time by giving notice thereof in writing to the president or secretary of the corporation. Such resignation shall take effect at the time specified therein or if no time is specified at the time such resignation is received by the president or secretary unless it shall be necessary to accept by its term before it becomes effective in which event the resignation shall take effect upon its acceptance by the Board of Directors.

Section 4.10. Vacancies.

In the event of any vacancy occurring in the Board of Directors by death resignation disqualification end of term or otherwise the remaining directors shall continue to act; and such vacancy shall be filled by the appropriate designated body as described in section 4.02. Any director so chosen shall hold office for the unexpired portion of the term to which the newly elected director succeeds and until his/her successor shall have been duly elected and qualified or until his/her death or until he/she shall resign or shall become disqualified.

Section 4.11. Compensation of Directors.

Directors shall not receive any compensation for their services as such; provided however that nothing herein contained shall be construed to preclude any person who is a director from also serving the corporation in another capacity and receiving compensation therefore.

Section 4.12. Action without a Meeting.

Unless the charter otherwise provides, any action required or permitted by the T.C.A. to be taken at a Board of Directors meeting may be taken without a

meeting. If all directors consent to taking such action without a meeting the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken at least one of which is signed by each director indicating the director's vote or abstention on the action which consents shall be included in the consents shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent unless the consent specifies a different effective date.

## ARTICLE V OFFICERS

### Section 5.01. Number of officers.

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer and such other officers as may be appointed in accordance with the provisions of Section 5.03. Any two or more offices may be held by the same person except the offices of president and secretary.

### Section 5.02. Election Term of Office and Qualifications.

Each officer shall be a member of the Board of Directors and elected by the Board of Directors at its annual meeting and shall hold office until the next annual meeting of the Board of Directors or until his/her successor shall have been duly chosen and qualified or until his/her death or until he/she shall resign or shall have been disqualified or shall have been removed from office.

### Section 5.03. Subordinate Officers and Agents.

The Board of Directors from time to time may appoint other officers or agents each of whom shall hold office for such period have such authority and perform such duties as the Board of Directors may delegate to them.

### Section 5.04. Removal.

The officers specifically designated in Section 5.01 may be removed either with or without cause by a majority vote of the Board of Directors at a special meeting of the Board called for that purpose. The officers appointed in accordance with the provisions of Section 5.03 may be removed by the Board of Directors either with or without cause by a majority vote of the directors present at any meeting or by any officer or agent upon whom such power of removal may be conferred by the Board of Directors. The removal of any person from office shall be without prejudice to the contract rights if any of the person so removed.

### Section 5.05. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the corporation; if he/she were appointed by an officer or agent in accordance with Section 5.03 by giving written notice to the officer or agent who appointed him/her. Any such resignation shall take effect upon its being accepted by the Board of Directors or by the officer or agent who appointed the person so resigning.

### Section 5.06. Vacancies.

A vacancy in any office because of death resignation removal or disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these bylaws in 5.03 for regular appointments or elections to such offices.

Section 5.07. President.

The president shall preside at all meetings of the Board of Directors and the Executive Committee at which he/she may be present. The president shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors or the Executive Committee.

Section 5.08 Vice President.

The vice president shall preside at all meetings of the Board of Directors where the president is not present or cannot preside. The vice president shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors or the Executive Committee.

Section 5.09. Secretary.

The secretary shall keep or cause to be kept the minutes of the Board of Directors and the Executive Committee and shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. He/she shall be custodian of the records books reports statements certificates and other documents of the corporation. In general he/she shall perform all duties and possess all authority incident to the office of secretary and he/she shall perform such other duties and have such other authority as from time to time may be assigned to him/her by the Board of Directors or the Executive Committee.

Section 5.10. Treasurer.

The treasurer shall have supervision over the funds securities receipts and disbursements of the corporation. He/she shall in general perform all duties and have all authority incident to the office of treasurer and shall perform such other duties and have such other authority as may from time to time may be assigned to him/her by the Board of Directors or the Executive Committee. He/she may be required to give a bond for the faithful performance of his/her duties in such form and amount as the Board of Directors may determine.

Section 5.11. Duties of Officers May Be Delegated.

In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient the Board may delegate the powers or duties of such officer to any other officer or to any director provided a majority of the entire Board of Directors concurs.

Section 5.12. Salaries of Officers.

No officer of the corporation shall receive a salary for his/her services as such officer, if he/she is also a director of the corporation. The salaries of such officers of the corporation other than such officer/directors shall be fixed by the Board of Directors.

ARTICLE VI  
COMMITTEES

Section 6.01. General.

Committees of the Board shall be standing and special.

The Board of directors may appoint one or more committees of the Board. The committee(s) may consist of one or more natural persons who have an interest in the purpose and advancement of the cause of the corporation. The president with the concurrence of the Board shall appoint the chair and designate members for each committee and each committee shall be required to

make regular minutes of their transactions and shall report the same to the Board at the next regular scheduled meeting.

The creation of a committee and the appointment of members to it must be approved by a majority of directors in attendance at such meeting when the action is taken. Committees shall be governed by the same voting requirements of the Board of Directors as set forth in these bylaws. Each committee of the Board may exercise the Board's authority invested in such committee by the Board subject to the following restrictions:

- (a) A committee may not authorize distributions.
- (b) A committee may not approve or recommend dissolution merger or sale or pledge or transfer all or substantially all of the corporation's assets.
- (c) A committee may not elect or appoint or remove directors or fill vacancies on the Board or any of its committees.
- (d) A committee may not adopt amend or repeal the charter or bylaws of this corporation.

The creation of delegation of authority to or action of a committee does not alone constitute compliance by a director with the standards of conduct described under the Tennessee Nonprofit Corporation Act or required under these bylaws.

The chairperson and all other members of each standing committee shall hold office for one (1) year or until their successors are appointed and approved or the committee is discharged or ceases to function; i.e. ad hoc committees. The chairperson of a committee shall have the power to fill any vacancies that occur within the committee for the remainder of the year.

Except as provided in this bylaws persons may be appointed to committees in an advisory and consulting capacity who are not members of the Board but the chairperson of the committee shall be a director. The president or his/her designee shall be an advisory and consulting member of each committee. Employees of the corporation may be considered by the chairperson for appointment to committees.

Reports: Except as otherwise provided in these bylaws or in the Board's resolution appointing a special committee all committees of the Board shall maintain written minutes of their meetings which shall be available to the Board. They shall report in writing in the form of reports or recommendations to the full Board of Directors as necessary.

Meetings: All committees of the Board shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

#### Section 6.02. Standing Committees.

Standing committees shall be:

##### (a) Executive Committee.

There shall be an Executive Committee consisting of the officers of the corporation: President, Vice-President, Secretary, and Treasurer. The board may delegate such duties and tasks to the Executive Committee from time to time as it sees fit.

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(b) Nominating Committee.

The Executive Committee shall serve as the Nominating Committee whose job shall be to receive information on Board nominees proffered to the Committee by Board members, or members in good standing, 90 days prior to the WEVL annual meeting in written form with biographical and other pertinent information attached, and then recommend a slate of candidates for appointment and candidates for election to the Board for approval at a regular Board meeting prior to the annual meeting.

Section 6.03. Special Committees.

The president or the Board of Directors shall from time to time appoint special committees comprised of members of the Board of Directors and with the concurrence of the Board of Directors for such special tasks as shall be needful or desirable for the conduct of the affairs of the corporation. With the concurrence of the Board of Directors individuals having special knowledge or background may be appointed to serve on such committees in an advisory or consultative capacity. A Special Committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers except those specifically conferred by action of the Board of Directors. Upon completion of the task for which such committee was appointed the committee shall be discharged. The Board of Directors may at any time pursuant to proper notice duly given in accordance with Section 4.06 discharge the special committee.

ARTICLE VII

CONTRACTS, LOANS, DEPOSITS CHECKS, DRAFTS, ETC.

Section 7.01. Contracts.

Except as otherwise provided in these bylaws the Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the corporation and such authority may be general or confined to specific instances.

Section 7.02. Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors. Any officer or agent of the corporation so authorized may mortgage pledge hypothecate or transfer as security for the payment of any and all loans advances indebtedness and liabilities of the corporation any real property at any time held by the corporation and to that end may endorse assign and deliver the same and do every act and thing necessary or proper in connection therewith. Such authority shall be general or confined to specific instances.

Section 7.03. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or trust companies or such bankers or other depositories as the Board of Directors may select or as may be selected by an officer or officers or an agent or agents of the corporation to whom such power may from time to time be given by the Board of Directors.

Section 7.04. Checks, Drafts, Etc.

All notes drafts acceptances checks and endorsements or other evidence of indebtedness shall be signed by the president or by the secretary or by the treasurer or in such other manner as the Board of Directors shall from time to time may determine. Endorsements for depositories will be made by the



treasurer or be any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

Section 7.05. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution gift bequest or devise for general purposes or for any special purpose of the corporation.

ARTICLE VIII  
GENERAL PROVISIONS

Section 8.01. Corporate Seal.

The corporation will not have a corporate seal.

Section 8.02. Fiscal Year.

The fiscal year of the corporation shall be established from time to time by resolution of the Board of Directors.

Section 8.03. Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Act of the State of Tennessee or under the provisions of the charter or bylaws of this corporation a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 8.04. Amendment to Bylaws.

These bylaws may be altered amended or repealed and new bylaws may be adopted by the affirmative vote of two thirds (2/3) of the directors. However at least seven (7) days notice in writing shall be given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.