

BY-LAWS OF
LISTENERS COMMUNITY RADIO OF UTAH, INC.

ARTICLE I

The principle officers of the Corporation in the State of Utah shall be located in the County of Salt Lake. The principal office of the Corporation may be changed from time to time by act of the Board of Trustees.

ARTICLE II – BOARD OF TRUSTEES

Section 1 – General Powers: The business and affairs of the Corporation shall be managed by the Board of Trustees. The Board of Trustees is responsible for programming, and hereby delegates day-to-day operations to the General Manager. The Board of Trustees shall establish a Coordinating Committee consisting of the chairs of standing committees of the Board and the Chair and Vice-Chair of the Board. The coordinating committee shall meet as needed to consider the affairs of the Corporation and make recommendations to the full Board. The entire Board shall approve, modify or take whatever action it wishes at a duly noticed meeting on recommendations of the Coordinating Committee.

Section 2 – Regular Meetings: Regular meetings of the Board of Trustees shall be held at least quarterly. The annual meeting shall be held during the first week of December each year. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings and a copy of said resolution shall be mailed to each trustee within ten days thereafter. Absence without excuse acceptable to the Board from three consecutive meetings will constitute resignation from the Board.

Section 3 – Special Meetings: Special meetings of the Board of Trustees may be called by or at the request of any two trustees and notice shall be given to all trustees of the special meeting not less than ten days prior to the meeting. Any trustee may waive notice of the meeting by a written waiver. The attendance of a trustee at a meeting shall constitute waiver of notice of such meeting except where such trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4 – Quorum: A quorum for the transaction of business by the Board of Trustees shall be a majority of the membership of the Board as constituted on the date of the meeting, but if less than such a majority is present at a meeting the majority of the trustees then present may either adjourn the meeting without further notice, or act on the business and obtain written ratification of their acts by the majority vote of the quorum present. A tie vote defeats the proposal.

Section 5 – Presumption of Assent: A trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the meeting not later than the end of the next business day after the adjournment of the meeting. This right of dissent shall apply to a trustee who voted in favor of such action.

ARTICLE III – OFFICERS

The officers of the Board of Trustees shall be a Chair and Vice Chair and such other offices as the Board of Trustees may by resolution determine. The term of office shall be one year. Officers may be elected to successive terms. Officers shall be elected at the annual meeting of the Board, which shall be held during December of each year.

The General Manager of KRCL shall be President of the Corporation who shall serve at the pleasure of the Board of Trustees. The President may designate other officers of the Corporation. The President may be removed by the Board of Trustees whenever in its judgement the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed.

A vacancy of any office because of the death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

The Board of Trustees may select committees consisting of at least two of its members to carry out the purposes of the Corporation and to conduct any business designated by the Board of Trustees.

The Chair of the Board together with the President of the Corporation shall be responsible for signing mortgages, bonds, contracts and other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board.

ARTICLE IV – DELEGATED AUTHORITY

The Board of Trustees may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to special instances.

Checks, Drafts, etc. All checks, drafts or other orders for the payment of money notes or other evidence of indebtedness issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

ARTICLE V

The Board of Trustees shall provide a Corporate Seal which shall be circular in form and have inscribed thereon the name of the Corporation, the state of incorporation and the words “Corporate Seal”.

ARTICLE VI

The provisions for the regulation of the internal affairs of the corporation are: The affairs and management of this corporation shall be under the control of the Board of Trustees as specified in the By-Laws. The day-to-day operations shall be directed by the President of the Corporation who shall be the General Manager of KRCL. The General Manager shall be selected by a majority vote of the Board of Trustees.

The number of Trustees may be altered at any time by a majority vote of the Trustees, but the number shall not be fewer than three.

The Board of Trustees shall by majority vote of its membership designate its officers.

The Board of Trustees may by resolution designate one or more committees, each of which shall consist of at least two trustees. Committees shall have and may exercise any authority given to them by the Board in the management of the Corporation; provided, however, that such authority does not conflict with the Utah Nonprofit Corporation and Cooperative Association Act.

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation, in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Third Judicial District Court of Salt Lake County in the State of Utah, exclusively for such purposes of to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII – AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Trustees at any regular meeting or special meeting of the Board of Trustees.

AMENDMENT TO BY-LAWS OF
LISTENERS COMMUNITY RADIO OF UTAH, INC.

The Board of Trustees of Listeners Community Radio of Utah, Inc., a Utah non-profit corporation (the "Corporation"), hereby amend the By-Laws of the Corporation.

1. Article II of the Bylaws is amended by adding new Sections 6, 7 and 8, to read as follows:

Section 6 - Number and Term: The Board of Trustees shall consist of not less than three (3) nor more than twenty-nine (29) members, as established from time to time by the Board. Each Trustee shall have a three (3) year term. Terms shall commence immediately following the annual meeting of the Board, to be held in January of each year. Terms shall be staggered so that four (4) or five (5) Trustees are re-elected each year. Attached hereto as Exhibit "A" is a schedule which sets the remaining term of each of the current Trustees.

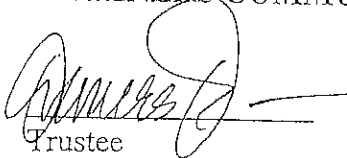
Section 7 - Term Limit: No Trustee may serve for more than two (2) consecutive terms. After a Trustee has been off the Board for least one (1) year, he or she shall be eligible to serve again on the Board. Exhibit "A" attached hereto specifies whether the current Trustee's are eligible for re-election at the end of their current terms.

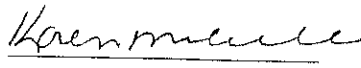
Section 8 - Emeritus Trustees: The Board may appoint Emeritus non-voting Trustees, who shall serve for three (3) year terms. Emeritus Trustees shall only be required to attend one (1) meeting per year. Emeritus Trustees shall receive copies of all minutes and other official communications of the Board.

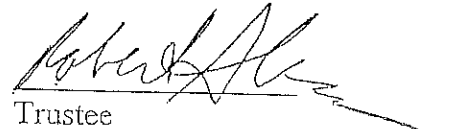
2. Except as expressly amended hereby, the By-Laws of the Corporation shall remain in full force and effect, as originally adopted.

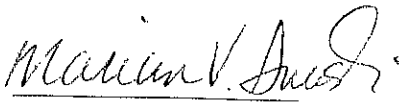
DATED this 7th day of NOVEMBER, 2001.

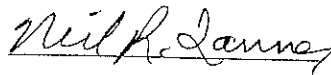
LISTENERS COMMUNITY RADIO OF UTAH, INC.


Trustee

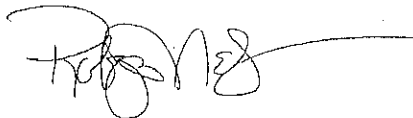

Trustee


Trustee

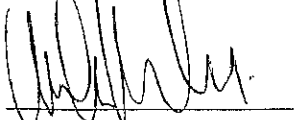




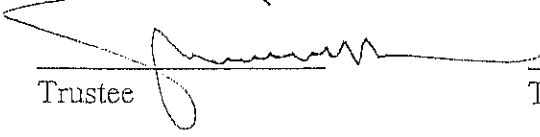




Trustee



Trustee



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KRCL

1/9/09

Nominations Committee Recommendations for Approval by Board

- Nominations Committee Composition.
 - Nominations Committee Chairperson.
 - Committee Member(s).
 - KRCL Chairperson.
 - KRCL Manager – Ex officio.
- Nominations Committee Responsibilities.
 - Recommend nominations process to the KRCL Board for vote.
 - Recommend KRCL Board of Trustee terms and Board composition to the Board for vote.
 - Develop nomination slate of candidates with input from Board and Director.
 - Vet nominees.
 - Cultivate nominees using staff and board as resources.
 - Recommend nominees to the KRCL Board.
- Nominations Process.
 - Solicit nominations providing strategic demographic/expertise representation on the board.
 - Make nominee recommendations to the Chair of the Nominations Committee.
 - Vet nominees with full Nominations Committee.
 - Assess nominee interest in a trustee invitation.
 - Present nominee names to the full KRCL Board for vote.
 - Trustee invitation extended by Executive Director and Board Chair, and/or Board contact.
- KRCL Board of Trustees.
 - Board Composition --Trustee representation providing balance in the following demographics/expertise:
 - Foundation Development.
 - Corporate Partnerships.
 - Political Expertise.
 - Legal Expertise.
 - Financial Expertise.
 - Fundraising/Events.
 - Leadership.
 - The full board will be comprised of 19 to 21 Trustees.

- Trustee Terms.
 - Three years term.
 - Renewal for an additional term at the pleasure of the Trustee and the Board.
 - Renewal for unlimited additional terms at the pleasure of the Trustee and the Board if the Trustee is an officer or in a committee chair role.
 - Terms will be staggered.
 - Terms may begin anytime during the year with the term end date the closest July to three years from appointment.
 - One time issues:
 - Trustees coming to the Board thru June 2009 will fill term ending January 2012.
 - The Station Manager and/or the Chair of the Board will assess with each present Trustee their term commitment.