

WILD WORLD MEDIA, INC.
(“WWM”)

AMENDED BYLAWS

ARTICLE I: MISSION STATEMENT

Wild World Media, Inc. (hereinafter WWM) is organized as an Illinois Not-For-Profit Corporation in order to purchase and operate at least one non-commercial radio station pursuant to 47 CFR Ch. I, Section 73.503. We are committed to providing highly quality educational and charitable programming possible to the Northern Illinois broadcast area. We anticipate funding our organization via pledge drives, sponsorship sales, and similar fundraising opportunities.

ARTICLE II: MEMBERSHIP

Membership in WWM is comprised of any person who contributes financially at the **nonrefundable** donation level of \$75. Members are eligible to serve on the board of directors, nominate candidates for the board of directors and host on-air programs. The board retains final authority over all programming decisions. Membership in WWM **does not guarantee** on-air opportunities.

Members may attend all meetings other than closed executive sessions. Members shall remain a member until they notify the board of their resignation or are removed by the Board of Directors with or without cause. Missing three consecutive meetings without prior notice or explanation may be deemed a de facto resignation.

All members shall advise the Board of Directors with respect to whether the programming and other policies of WWM are meeting the educational and cultural needs of the intended broadcast area, and may make such recommendations as they consider appropriate to meet such need. Members shall be permitted to review the programming goals established by WWM and the community service provided by WWM.

ARTICLE III: MEETINGS

General membership meetings shall be held as frequently as necessary, with a minimum of one (1) meeting annually, and may be called at the request of the President or of any two Directors. It shall be the goal of WWM to hold meetings every other month, if at all possible. Executive session meetings, of only elected Board of Directors, may be called if deemed appropriate by the Board at any time. Timely notice of the time and place of all meetings shall be attempted to be given by email, phone, radio broadcast, or mail, to the extent practicable. Members of the Board of Directors may attend any meeting, participate, and vote by any electronic means or telephonic equipment that will allow all participants to hear all that is said or communicated by means of the electronic or telephonic equipment. Meetings will generally follow parliamentary procedure as outlined in Robert’s Rules of Order to the extent that such rules are not in conflict with these bylaws.

ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors shall consist of all elected Officers. The voting members of the Board of Directors shall consist of three positions, President, Vice President, and Secretary/Treasurer. No single person can hold multiple Board of Directors positions. The President shall have the power run the day-to-day operations of the organization and shall be the only Director whose signature is necessary to authorize any contracts, including employment contracts, assuming such contracts are approved by the Board of Directors. The President will preside at all meetings of the Board and shall be the sole spokesperson for WWM. The President is responsible for preparing the agenda for all meetings. The Vice President shall perform the functions of the President if authorized in writing to do so due to illness, absence, abstention, or any other reason the President cannot perform their normal role. The Secretary/Treasurer shall be responsible for keeping and maintaining all of the corporate records of the organization, including without limitation, all Articles of Incorporation and Articles of Amendment, Bylaws, Conflict of Interest Policies, Checking and Savings Account ledgers, Financial records, Budgets, Membership Lists, Contracts, Loans, and the like. The Secretary/Treasurer is responsible for keeping, preparing, and publishing to the membership written summary minutes of all public meetings of WWM.

Majority attendance by the Board of Directors shall constitute a quorum. With the advice of the membership, the Board of Directors shall set all WWM policy and programming goals and a simple majority vote shall decide all questions upon which consensus cannot be reached, other than to change these Bylaws; in which case a unanimous vote is needed. In the case of any tie, the President's vote shall break the tie. In cases of emergency authorizations, such authorization can be made via a vote in the affirmative by a majority of the members of the Board of Directors via email, text message, or other electronic means. If the President sends out an electronic request for an emergency authorization and there is no response within 72 hours thereof, such lack of response shall be deemed a vote in favor of the proposed authorization request. Members of the Board of Directors may designate another member of the Board of Directors as their proxy in writing if they are unable to attend a vote on any matter, including elections.

Members of the Board of Directors shall serve without compensation for their services as a Board member, but may be reimbursed for expenditures made on behalf of WWM, and may be compensated for any professional services rendered, if done pursuant to a valid contract approved by the other voting members of the Board of Directors, which follows the Conflict of Interest Policy as adopted.

Members of the Board of Directors shall serve two (2) year terms, or until their successors are elected, and may serve unlimited consecutive terms. Members of the Board of Directors shall have the power to repeal or amend these Bylaws, with the guidance of the general membership. The Board of Directors may retain legal counsel for the organization and may form subcommittees on a standing or ad hoc basis. The Board of Directors may remove a member with or without cause, a Director for any stated cause, and a Director may resign by submitting a written resignation at any time, or may be removed for good cause with prior written notice of the basis for such removal. The Board of Directors can create additional Directorships as

needed, provided that in no case shall there be in excess of seven (7) Board members without amendment of these Bylaws.

Vacancies and newly created Director positions may be filled by the affirmative vote of a majority of the members of the Board of Directors. Each Director so chosen shall hold office until the next regular election of directors and until their successor is duly elected or confirmed.

ARTICLE V: ELECTIONS

Every January of each odd numbered year, there shall be an election for the Board of Directors. Such election shall be widely advertised with information as to meeting date, time, and location, beginning at least 30 days prior to the election. Nominations for members of the Board of Directors shall be made at least 30 days prior to the election, and can be made orally, electronically, or in writing by members of WWM, or a member of the Board of Directors may nominate themselves for any position. Such nominations shall require an acceptance by the nominee and a second by a member of the Board of Directors.

For each position, if it is uncontested, then a voice vote of the members of the Board of Directors shall elect nominee for that position. If there are two or more nominees for any position, then that position shall be voted upon by secret ballot. The top vote-getters for each position shall constitute the Board of Directors, but in case of a tie, a second ballot, with only the names of the tied nominees, shall be cast to determine the winner. In case of a second tie, the winner shall be determined by the flip of a coin.

ARTICLE VI: INDEMNIFICATION

WWM shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the name of WWM) by reason of the fact that he or she is or was a director, officer or employee of WWM or is or was serving at the request of WWM as a director, officer, or employee of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of WWM and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, that no indemnification shall be made hereunder in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to WWM. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person (a) did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of WWM, (b) was guilty of negligence or misconduct in the performance of his or her duty to WWM, or (c) with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by WWM in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of WWM, or is or was serving at the request of WWM as a director, officer, or employee of another corporation, partnership, joint venture, trust or other entity, against any liability incurred by him or her in any such capacity or arising out of his or her status as such, whether or not WWM would be required to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VII: MISCELLANEOUS

The Board of Directors may hire any employees or form any contracts necessary to carry out the functions of operating a radio station.

The Board of Directors may, in their discretion, delegate any and all powers, duties and responsibilities given to them by these Bylaws or by the Articles of Incorporation as are not otherwise prohibited under the laws of the State of Illinois.

The Board of Directors are authorized to take any further steps necessary to procure tax-exempt status, FCC licensure, or any other necessary and proper step in order to facilitate its mission statement.

The Board of Directors may specifically authorize any two (2) officers to borrow funds in the name of and on behalf of WWM from any bank, trust company, individual or other entity, to execute and deliver promissory notes or other evidences of indebtedness of WWM and to mortgage, pledge, hypothecate or transfer any property of WWM as security for such borrowings.

Any provisions of these Bylaws, or any amendment or alteration thereof, which is determined to be unenforceable or in violation of any applicable laws and regulations shall not in any way render any of the remaining provisions invalid.

These Bylaws were adopted this
_____ day of _____, 2015,
by the WWM Board of Directors.

WWM President

Attest: _____
WWM Secretary

Wild World Media Inc. P. O. Box 122, Crete IL 60417
847-431-8606, info@wgenradio.org