

Safe Harbor Broadcasting
bylaws
Adopted January 10, 2018

Article I – Name

The name of this Corporation shall be Safe Harbor Broadcasting.

Article II – Purpose

Section 1: The purpose of this Corporation shall be to operate a Non-commercial, Educational FM radio station in Homer, Alaska.

Section 2: This Corporation shall be a not-for-profit corporation and no officer, member, or employee of Safe Harbor Broadcasting shall receive any profit from the operation of this Corporation other than reasonable compensation for services rendered.

Article III – Membership

Section 1: This Corporation shall have no Members.

Article IV – Directors

Section 1: The Board of Directors shall consist of five (5) members of which one shall be the General Manager of the radio station.

Section 2: The Board of Directors shall be elected by the annual meeting of the Membership in such a manner that the terms of not more than 1/3 of the directors shall expire in any year and each director hereby elected shall serve for a term of three years.

Section 3: An elected director may only serve two consecutive terms on the Board of Directors. At the end of that director's second term that person must rotate off the Board of Directors for at least 12 months before being eligible to be elected to the Board of Directors for up to another two consecutive terms. This section shall not apply to the General Manager of the radio station. Notwithstanding the foregoing, the Board of Directors has the authority to waive the requirements of this section so as to ensure that no more than two directors rotate at one time, provided however a director who is exempted from this term limit requirement may not be exempted from the term limit requirement the next time that director is eligible for re-election.

Section 4: The Board of Directors shall have the authority to fill unexpired terms of any director who is unable to complete his or her elected term.

Section 5: The Board of Directors shall:

- a) Following the Annual Meeting of the membership, elect a president, a vice president, a secretary, a treasurer, and such other officers, which it deems necessary, who shall serve as the officers of this Corporation.
- b) Exercise general supervision over the affairs of this Corporation.
- c) Appoint a general manager.
- d) Employ and fix the compensation of such persons who are necessary for the efficient operation of the Corporation .
- e) Establish and change its working rules including the fixing of time, date and place of its meetings except as may be specified in these bylaws.

Section 6: Regular meetings of the Board of Directors shall be held not less than annually and shall be held at a time and place designated by the Directors. Notice of said meetings, the date, the time and the place, shall be given not less than five (5) days prior to said meetings.

Section 7: Special meetings of the Board of Directors may be called by the President at such time and place as the President may designate. Notice of said meetings, the date, the time, and the place shall be given not less than five (5) days prior to said meetings. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of 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 transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8: A quorum of all meetings of the Board of Directors shall consist of a majority of the number of directors in office at that time.

Section 9: Manner of Acting: The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board of Directors, unless

the act of a greater number is required by statute, the articles of incorporation or these by-laws.

Section 10: Meeting By Telephone Conference: Any or all Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 11: Removal: Directors may be removed with or without cause by a majority vote of the Members of the Corporation.

Section 12: Emeritus Board Member Status: The Board of Directors may confer Emeritus Board Status on those individuals who have served on the board. Emeritus Board Members shall have the right to attend board meetings, but shall have no voice unless recognized by the board president. Under no circumstances shall an Emeritus Board Member be allowed to vote on issues being contemplated by the board or attend executive sessions of the board.

Article V – Officers

Section 1: Tenure: The term for each corporate office shall be one (1) year; however, each officer may be reelected to the same office. Each officer shall serve until a successor is elected.

Section 2: Limitation of Officers: A person may hold only one officer position at a time, except however, a person may hold the offices of Secretary and Treasurer at the same time.

Section 3: President: The President shall preside at all meetings of the Board of Directors and perform generally all duties usually incident to such office and further duties as may be from time to time required of the President by the Membership or the Board of Directors. The President may sign and imprint the corporate seal on all office and/or legal documents that require the signature of the chief corporate officer of this Corporation.

Section 4: Vice President: The Vice President shall assume the duties of the President in the President's absence and such other and further duties as may be from time to time required of the Vice President by the President of the Board of Directors.

Section 5: Secretary: The Secretary shall perform the duties of a corporate secretary. The Secretary shall record and preserve the proceedings of all meetings of the Membership and the Board of Directors and may sign and imprint the corporate seal on such official and/or legal documents as require the Secretary's signature. The Secretary shall give official notice of meetings of the Board of Directors. Upon expiration of the Secretary's term of office, the Secretary shall surrender and deliver all records to the newly elected Secretary.

Section 6: Treasurer: The Treasurer shall perform the duties of a corporate treasurer. The Treasurer shall receive and have custody of all funds and securities of this Corporation and make disbursements as authorized. The Treasurer shall keep full and accurate accounts and shall deposit all funds in such financial institutions as the Board of Directors may direct. The Treasurer shall render a comprehensive annual report to the Board of Directors and submit for audit. The Treasurer may delegate certain responsibilities to a staff person, except that in such delegation the Treasurer shall retain full responsibility for the delegate's action.

Article VI – Dissolution

In case of the dissolution of this Corporation, the title of all property, real and personal, and all assets shall be sold and all proceeds become the property of Homer United Methodist Church.

Article VII – Amendments

Amendments to these Bylaws, after ratification by the Board of Directors, shall become immediately in force.

Article VIII – Indemnification and Insurance

As permitted or required by applicable law and as provided in these bylaws, the Corporation shall indemnify and provide liability insurance for any person acting as an officer, director, employee, or agent of the Corporation. The Board of Directors shall adopt such policies and take such action as may be necessary to carry out the provisions of this article.

Article IX Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Article X Rules of Order

All business meetings of the membership, board or committees of the Corporation shall be conducted according to the latest published edition of Robert's Rules of Order.