

**KODIAK PUBLIC BROADCASTING CORPORATION BYLAWS**

**Amended: October, 1985**

**December, 1986**

**February, 1988**

**December, 1989**

**March, 1994**

**September, 1996**

**February, 2004**

## **KODIAK PUBLIC BROADCASTING CORPORATION BYLAWS**

### **I. PREAMBLE**

It is the intent of the Board of Directors that these bylaws be a stable guide for the Board, the manager, and the membership. Therefore, amendments to them may be made only after the Board has read the proposed amendments at two different Board meetings. Any amendments require a majority vote of the Board.

### **II. MEMBERSHIP MEETINGS**

#### **A. Annual Meeting**

An annual meeting of the members shall be held during the month of September in each year, at such a time as fixed by the Board of Directors. The purpose of the meeting shall be to elect directors and transact such other business as may come before the membership.

#### **B. Special Meetings**

Special Meetings shall be called by the President at the request of ten percent of the voting membership or by a majority vote of the Board of Directors.

#### **C. Place of Meeting**

The Board of Directors may designate within the Borough of Kodiak the place for conducting meetings.

#### **D. Notice of Meetings**

Written notice of membership meetings must be mailed or delivered to each member not less than five nor more than thirty days prior to the meeting date. Any notice of special meeting shall include the purpose or purposes for which it is called.

#### **E. Quorum**

The quorum of a membership meeting shall be eight percent (8%) of the voting membership. Members may return ballots by mail; these ballots shall be counted towards the quorum. Ample explanation of any ballot measure to be voted on by mail which would change the articles or bylaws of the corporation shall be included with the ballot.

### **III. BOARD OF DIRECTORS**

#### **A. General Power**

The business and affairs of the corporation shall be managed by the Board of Directors. The Board may appoint administrative officers and shall set corporation and broadcast station policies. The Board shall adhere to the mission and goals of the corporation.

#### **B. Term of Directors**

Board membership shall be for three years beginning at the first regular board meeting following the annual meeting. Membership on the Board is limited to two consecutive three-year terms.

#### **C. Regular Meetings**

Regular meetings shall be held on the fourth Tuesday of each month. However, a majority of the Board may change the next regularly scheduled meeting date. There will be a regular meeting of the Board of Directors within one week of the annual meeting for the purpose of electing officers.

#### **D. Special Meetings**

Special meetings may be called by or at the request of the President, the Secretary or a majority of the Board. The person or persons authorized to call a special meeting may fix the time and place for holding such a meeting.

#### **E. Notice**

Reasonable notice shall be given each director for a special meeting.

#### **F. Quorum**

A majority of the directors shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, a majority of those directors present may reschedule and adjourn the meeting.

#### **G. Manner of Acting**

The act of the majority of the directors at any duly called meeting shall be the act of the Board.

#### **H. Board Statement of Commitment**

All prospective and new members of the Board shall be given a copy of the Board Statement of Commitment. A copy of this statement can be found in the appendix.

## **I. Removal of a Director**

A director shall be removed when found by a vote of two-thirds of the entire, or remaining, Board to have a conflict of interest which would jeopardize the director's ability to serve in the best interests of the corporation. A director shall be removed automatically if convicted of a felony. A director may be removed by a majority vote of the other directors if found to be in substantial violation of the Board statement of Commitment. Any director who has three consecutive unexcused absences from regular meetings of the Board shall be reviewed by the Board for possible removal and replacement. Such removal requires a two-thirds vote of the entire, or remaining, Board. Notice of the proposed removal shall be given to the Board with a notice of the meeting. The director involved will be given an opportunity to be present and to be heard. Any director who, without requesting to be excused, fails to attend four consecutive meetings shall, upon resolution passed by a majority of the remaining Board members, have the term "turkey" placed besides his or her name for any purpose related to the corporation for a period of ten years.

## **J. Resignation**

A director's resignation must be submitted in writing to the Board for its acceptance.

## **K. Closed Sessions**

The Board may go into a closed session upon a majority vote. Closed sessions are those in which only the directors and those who have been so authorized by the Board are entitled to be present. Closed sessions are only appropriate in the following instances:

1. to discuss sensitive financial matters;
2. to discuss matter which may prejudice the reputation or character of any person (however, that person may request a public discussion); and
3. to discuss matter which by law are required to be confidential.

# **IV. OFFICERS**

## **A. Election and Term of Office**

Officers shall be elected annually by the Board of Directors at their first regular meeting following the annual meeting. An officer shall hold office until the first regular Board meeting following the next annual meeting, he/she resigns, or he/she is removed.

## **B. Removal**

Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the corporation would be served. Removal requires reasonable notice to, and an opportunity to be heard by, the officer being considered for removal.

### **C. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the remaining board.

### **D. President**

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall be given general supervise and control all the business and affairs of the corporation. He/she may sign, with any other officer, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to execute. He/she shall act as Chair of any membership meeting. However, at the start of the meeting a majority of the membership may elect someone else to so act. He/she shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

### **E. Vice President**

The Vice President shall act in the absence or disability of the President and shall perform such other duties as may be assigned by the President or by the Board. When acting under these circumstances, the act of the Vice President shall have the same force and effect as an act of the President.

### **F. Secretary**

The Secretary shall:

1. Keep the minutes of all membership and board meetings;
  2. See that all notices are duly given;
  3. Be custodian of the corporate records and the corporation seal;
  4. Keep a register of the mailing address of each member; and
- In general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

### **G. Treasurer**

The Treasurer shall:

1. Have charge of, and be responsible for, all monies of the corporation; and
2. In general, perform all duties incident to the office of the Treasurer and such other duties as may be assigned from time to time by the Board or by the President.

He/she shall keep accurate financial records of the corporation and such other financial statements as may be required. The Board may require that the Treasurer post bond in a reasonable amount.

## V. COMMITTEES

### A. Assignments

Each Board member, except the President, shall be a member of at least one committee and each committee shall include at least one Board member. Unless otherwise stated, the President shall be an ex-officio member of all committees. All director appointments shall be made by the President, with the approval of the Board, at the first regular meeting following the annual meeting. Each appointment shall be for a one year term.

### B. Standing Committees

**Finance Committee** –The Finance Committee shall be chaired by the Treasurer. It shall oversee and monitor fiscal operations of the corporation. If deemed advisable or necessary, the committee shall make recommendations to the board.

**Financial Development Committee** –The Financial Development Committee shall be responsible for development of policies and long-range planning for expansion of membership, underwriting and donation bases. If deemed advisable or necessary, the committee shall make recommendations to the board.

**Board Development Committee** –The Board Development Committee shall provide board training, develop a procedure for attracting and nurturing future Board Members, and develop methods for Board self-renewal, improvement and self-assessment. If deemed advisable or necessary, the committee shall make recommendations to the board.

### C. Ad Hoc Committees

The President shall have the authority to appoint such ad hoc committees as he or she deems warranted.

### D. Liaisons

**TV** .The President shall appoint one Board member to this position who shall oversee all facets of the corporation’s responsibilities as a mini-TV licensee and shall lead an annual review of the mini-TV operation. If deemed advisable or necessary, the liaison shall make recommendations to the Board.

**Personnel** –The President shall appoint one Board member to this position who shall lead an annual review of the personnel manual and shall act as an arbiter of employee

grievances when required. If deemed advisable or necessary, the liaison shall make recommendations to the Board.

## **V. FISCAL MATTERS**

### **A. Contracts**

The Board of Directors by resolution may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### **B. Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **C. Checks, Drafts, Orders for Payment**

All checks, drafts, other orders for the payment of money, or other evidences of indebtedness shall be issued in the name of the corporation shall be signed by such officer, officers, agent, or agents of the corporation and in such manner shall be determined from time to time by the resolution of the Board of Directors.

### **D. Indemnification**

The Corporation shall have the authority to indemnify and hold harmless any director, officer, or employee from any suit, damage claim, judgment, or liability arising out of or asserted to rise out of conduct of such person in his or her capacity as a director, officer, or employee. This authority to indemnify and hold harmless shall not apply in cases of willful misconduct. The corporation may obtain insurance for this purpose.

## **VI. PARLIAMNTARY PROCEDURE**

Robert's Rules of Order shall govern meetings of the corporation in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation or Bylaws.

## **VII. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation

under the provisions of the Articles of Incorporation, the Bylaws, or state law, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the times stated herein, shall be deemed equivalent to the giving of such notice.