

TALKEETNA COMMUNITY RADIO, INC.

BYLAWS

Amended September 11, 2018

ARTICLE I - Name

The name of the organization is Talkeetna Community Radio, Inc., hereinafter called the "Corporation". The organization is also known by its FCC designated call letters: KTNA, Talkeetna.

ARTICLE II - Registered Office

The registered office of the Corporation shall be located in Talkeetna, Alaska.

ARTICLE III - Duration

The duration of the Corporation is perpetual.

ARTICLE IV - Purpose

The purposes of this organization are to construct and operate a non-profit, educational, community radio station with local access, to provide a broad base of educational, cultural and informational programming to challenge, broaden and enrich the listening audience; to foster a sense of community within the Upper Susitna Valley; and to share programming and services with a larger Alaskan community. This Corporation shall possess all powers and rights conferred by law upon non-profit corporations generally. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted of a non-profit corporation.

ARTICLE V - Membership

Section 1. Voting membership.

- A. Voting Membership is open to all natural persons sixteen years of age and older.
- B. Membership becomes effective upon payment of dues and terminates upon voluntary withdrawal, the death of the member, or at the expiration period for which the dues have been paid.
- C. The right to vote in corporation elections is effective upon payment of dues.

Section 2. Non-voting membership

- A. Non-voting membership is open to all organizations, businesses, boards, schools, libraries, government agencies, children under the age of 16, pets, or individuals interested in supporting the corporation but who do not desire voting rights.
- B. Non-voting membership becomes effective upon payment of dues and terminates upon voluntary withdrawal, death, (or dissolution in the case of a corporation) of the member or at the expiration of the period for which the dues have been paid.

Section 3. Dues and Levels of membership.

- A. Dues and membership levels for both voting and non-voting members shall be set by the board of directors.
- B. Dues for the basic level of membership will be maintained at a rate that is affordable by all members

of the community.

C. Dues are not refundable, nor are memberships transferable.

Section 4. Expulsion from membership.

A. Members who engage in behavior inimical to the purpose of, or to the existence of the corporation may be expelled from the membership by a unanimous vote of the directors present at any regular or special meeting of the board of directors at which there is a quorum present.

B. Members who are expelled lose all right of membership.

C. Previously expelled members may be readmitted to membership by a unanimous vote of the board.

ARTICLE VI - General Meeting Provisions

Section 1. All Corporation meetings are to be consistent with the provision of AS 44. 62. 300 and 44. 62. 310 regarding public meetings.

Section 2. In order to vote at a meeting, a member must be a member in good standing at the start of the meeting. Proxy voting shall not be permitted.

Section 3. The rules contained in Robert's Rules of Order shall govern the proceedings of the Corporation.

ARTICLE VII - General Membership Meetings

Section 1. Annual Membership Meetings.

A. The purpose of the annual meeting is to inform members of the progress of the Corporation as well as the direction headed, with reports on the finances and activities of the Corporation for the prior fiscal year July 1 to June 30. The report shall include projected activities for the current fiscal year as well as any expected financial changes. Board election results also will be compiled and announced.

B. A quorum to conduct business shall consist of not less than 20 of the voting members. No business may be conducted at any meeting of the general membership unless a quorum was present at the time the meeting was convened.

C. The Chairperson of the Board (Chair) will preside at the annual membership meeting.

D. The annual meeting of the membership shall be held in Talkeetna, Alaska, at a time and place designated by the Board.

Section 2. Special membership meetings.

A. Special membership meetings may be called at any time by four (4) Directors upon written notice to the Chair.

B. The Chair must schedule a special membership meeting when presented with a petition requesting one, signed by a minimum 20 of the voting members. Such meeting must be held within twenty-one (21) days of the validation of the petition by the Board Secretary.

C. Written notice stating the place, day, hour, and purpose of any special membership meeting shall be mailed to each member at least fourteen (14) days before the meeting. If the special meeting is called by the Board, the Secretary shall be responsible for preparation and mailing of written notice. If the special meeting is called by petitioners, the petitioners shall be responsible for preparation and mailing of written notice.

D. At special meetings of the membership a quorum shall exist if twenty voting members are present at the meeting.

- E. The Board Chair will preside at special membership meetings.
- F. Special membership meetings will be held in Talkeetna, Alaska.

ARTICLE VIII - Directors

Section 1. The business and property of the Corporation shall be managed by a Board consisting of seven Directors elected by the membership and up to two Directors appointed by the current Board of Directors

Section 2. The Board may employ a General Manager who shall be empowered to hire other persons as the work of the Corporation may, from time to time, require.

Section 3. To serve as a Director, a person must be at least 18 years of age, be a member of the Corporation prior to election, and must remain a member in good standing during his or her term in office.

Section 4. No employee or contractor of the Corporation or his or her spouse or cohabitant or immediate family member may serve as a Director.

Section 5. The term of a Director elected by the membership shall be three years on a staggered term basis. The term of office shall begin at the first Board Meeting following the annual meeting. The term of a Director appointed by the Board shall be three years and the term of office shall begin immediately after appointment.

Section 6. No person who has been elected Director for two full three-year terms shall be again eligible to hold that office until one full year has intervened. No person who has held a non-elected seat for two full three year terms shall be again eligible to hold that office until one full year has intervened.

Section 7. The majority of active members of the Board shall have power to fill any vacancy in any office occurring for any reason whatsoever. The appointee serves for the predecessor's unexpired term.

Section 8. All actions taken by the Board with proper quorum and majority shall be deemed to be the actions of the full Board. Any dissenting or abstaining member may, at his or her request, have his or her dissension or abstention made a matter of record in the minutes of the meeting.

Section 9. No Director shall receive any compensation for services as a Director.

Section 10. An agent of the Alaska Public Broadcasting Commission shall be a nonvoting, ex officio member of the Board.

ARTICLE IX - Board Elections

Section 1. At least 45 days prior to the annual election, the Board of Directors shall nominate at least one candidate for each vacancy. Additional candidates may be nominated from the general membership by petition. Such a petition must be signed by a minimum of three voting members (other than the candidate) in good standing. All such petitions must be received at the headquarters of the corporation not later than 45 days prior to the election.

Section 2. Election of Directors shall be by mail, e-mail, or electronic ballot sent to the membership no less than 30 days prior to the annual meeting. The list of nominees for election on the ballot shall be accompanied with a brief statement by each candidate.

Section 3. Ballots may be cast either by mail, e-mail, electronically, or in person as provided for in the election procedures. Ballots must be received prior to the commencement of counting ballots at the annual membership meeting.

Section 4. Votes shall be tabulated by the Membership Meeting & Election Committee, and the

tabulated results shall be released as an item of business at the annual meeting. Directors shall be elected according to the highest number of votes received. Ties shall be broken by a toss of the coin.

Section 5. The Board shall certify the results of the election at the first Board meeting following the annual meeting.

ARTICLE X - Director Impeachment and Removal

Section 1. Any Director may be impeached in accordance with these Bylaws for:

- A. Unexcused Absences.** Absence by a Director from three regular or special meetings of the Board during one year shall be considered resignation by that Director from the Board, unless an absence was excused for cause by the Chair of the Board.
- B. For Other Cause.** Cause sufficient to warrant removal shall include gross misconduct or malfeasance while in office, violation of the Director's fiduciary duty to the Corporation, mismanagement of Corporation resources, and any other reason permitted by law.

Section 2. Any Director may nominate a Director for impeachment. The membership may nominate a Director for impeachment by a petition signed by at least 20 members in good standing. Such nominations shall be in writing, and submitted to the Chair, unless the matter relates to the Chair, in which case the nomination shall be submitted to the Vice-Chair.

Section 3. Within thirty days of the nomination's presentation to the Board at a regular or special meeting, the Board shall by written resolution direct and charge the Mediation Committee with specific responsibilities including: hearing the nomination, reviewing the supporting documents and testimony, giving the accused member the opportunity to present a defense to all charges brought against the accused, and making a recommendation to the Board.

Section 4. After the Mediation Committee delivers its recommendation, final decision on Director removal rests with the Board; the vote of five of the remaining Directors shall be necessary for removal.

Section 5. Copies of all pertinent documents shall be provided the accused party.

ARTICLE XI - Officers

Section 1. Active members of the Board shall annually elect a Chairperson, a Vice-Chair, a Secretary, a Treasurer, and such other Officers as are deemed necessary at the first meeting held after the annual membership meeting.

Section 2. Any Officer elected by the Board may be removed by majority of the disinterested Directors whenever in their judgment the best interests of the Corporation will be served. The Officer will be given notice of the intent to remove and an opportunity to respond before the vote is taken.

Section 3. Chair. The Chair of the Board shall preside at all meetings of the Board. With the authorization of the Board, the Chair may sign on behalf of the Corporation all deeds, mortgages, bonds, leases, promissory notes, contracts, obligations, certificates and other papers and written instruments.

Section 4. Vice-Chair. The Vice-Chair shall assume the duties of the Chair of the Board when the Chair is unable to fulfill those duties described above. Other duties of the Vice Chair shall be prescribed by resolution of the Board.

Section 5. Secretary. The Secretary or designee shall attend all meetings of the Board and General Membership and shall take minutes of the proceedings of all such meetings. The Secretary shall have authority to affix the seal of the Corporation to all instruments where its use is required.

Section 6. Treasurer. The Treasurer shall chair the Finance Committee. The Treasurer shall, with the

assistance of the Finance Committee, be responsible for periodic reports to the Board, and annually to the membership, of the fiscal condition of the Corporation. The Treasurer shall be responsible for reviewing of all required financial reports, statements and forms, locally, within the State and nationally. The Treasurer shall review the selection of recognized accounting firms to perform required audits of the Corporation. The Treasurer shall ensure the Auditor reports are directed in writing to the entire Board.

Section 7. The duties of Officers other than those described above shall be defined at the time that such offices are created.

Section 8. No Officer shall receive any compensation for services as an Officer.

Section 9. A vacancy in any office may be filled by the active Board for the unexpired portion of the term.

ARTICLE XII - Board Meetings

Section 1. The regular meetings of the Board will be held at least quarterly at such time and place as to be determined by the Board, provided that any change in the time and place of such regular meeting shall be sent to all of the Directors.

Section 2. A majority of the Directors shall constitute a quorum at any meetings of said Board. No action can be taken on behalf of the Corporation unless a quorum is present.

Section 3. Special meetings of the Board shall be held whenever called by the Chair, or by three or more Directors of the Board. All Directors shall be given seven days notice of such special meetings and the purpose of the meeting by reasonable means prior to the time of holding such meetings. Special meetings of the Board shall be conducted only for the purpose for which it was called.

ARTICLE XIII - Committees

Section 1. Standing Committees shall be formed on an annual basis at the first meeting of the Board following the annual membership meeting of the Corporation. Non-board members are eligible for committee appointment, but may not chair a committee and may only sit on committees that do not have or exercise authority to bind or act for the Corporation, except in a non-voting ex officio capacity. All standing committees shall have a written statement of organization and purpose. The following are standing committees of the Board:

- A. Finance Committee.** The Finance Committee will review and amend as necessary the budget initially prepared by the General Manager. A final budget shall be submitted by the Committee to the Board for approval on an annual basis. The Finance Committee shall be responsible for long-range fiscal planning. The Finance Committee shall submit reports and recommendations to the Board as appropriate.
- B. Planning Committee.** The Planning Committee will draft the Corporation's long-range strategic plan and provide updates, develop action plans on behalf of the Board, and track progress toward completion of goals and objectives. It will study and report on the long-range needs and goals of the Corporation and make recommendations to the Board as appropriate.
- C. Fundraising Committee.** The Fundraising Committee is responsible for the planning and implementation of fundraising activities. This includes membership drives, special events, corporate underwriting, and other related activities. With the consent of the Board of Directors, the committee may delegate any or all of the fundraising duties to a paid member of the staff of the corporation. The Committee shall submit reports and recommendations to the Board as appropriate.
- D. Personnel Committee.** The Personnel Committee develops and oversees personnel policies for the Corporation. This committee shall submit reports and recommendations to the Board as appropriate.

Section 2. Executive Committees. The Board may, by resolution, establish Executive Committees consisting of two or more Directors to perform specific tasks and/or expend funds on behalf of the Board. Resolutions establishing such committees must include name of the committee members; specific task(s) of the committee; the maximum amount of corporate funds the committee may expend in achieving their goal. Actions of the Executive Committees acting within their instructions shall be deemed actions of the entire Board. Executive Committees shall be automatically dissolved upon completion of their assigned tasks or by a vote of the Board.

Section 3. Special Committees. Special Committees shall be formed by the Board as needed. Any member in good standing is eligible for appointment. Special committees will dissolve automatically upon completion of the task(s) for which such committees are created.

A. Mediation Committee. The Mediation Committee is responsible for hearing grievances filed in writing against Directors of the Board and for making recommendations to the Board.

B. Membership Meeting & Election Committee. The Membership Meeting & Election Committee will organize and plan the annual membership meeting. The Committee shall follow election procedures as established by the Board.

Section 4. Special Membership Committees. Special Membership Committees may be formed at any membership meeting by approval of the majority of eligible voters present. Special committees will dissolve automatically upon completion of the task(s) for which such committees are created.

ARTICLE XIV - Community Advisory Board

Section 1. In accordance with the provisions of the Public Telecommunications Financing Act of 1978, the purpose of the Talkeetna Community Radio Community Advisory Board (CAB) is to assist public broadcasting in being more responsive to community needs.

Section 2. Purpose: The role of the CAB is to advise the Corporation's Board by reviewing the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station. The CAB shall have no authority to exercise any control over the daily management or operation of the station, or to exercise control over areas of decision held by the Board of Directors. There shall be segregation between the function of the Board regarding management and operation of KTNA, from those of the CAB with its purely advisory capacity.

Section 3. Membership: The CAB shall have no fewer than 5 voting members, one of whom will be the Program Director. Membership in the CAB shall be open to any interested person in the listening area, excepting acting Board or Staff members (apart from the Program Manager as outlined above) or their spouse or cohabitant. The Board of Directors shall appoint members of the CAB. The CAB may submit to the Board of Directors the names of individuals for consideration for appointment by the Board of Directors. Members shall be recruited from the station's listening community to assure that the composition of the CAB is reasonably representative of the diverse needs and interests of the communities that are served by KTNA using criteria such as constituent groups, geographic location, age and gender. It is expected that each member of the CAB will be a member in good standing of KTNA.

Section 4. Terms: The term of a CAB member shall be two years, provided that newly created seats shall be divided as equally as possible into two- and three-year terms to produce staggered terms. An exception will be made for youth to provide a one-year term option. CAB member will serve no more than two (2) consecutive terms. The term of office shall begin immediately after the annual meeting of

the general membership, at which the appointment of members is approved by the general membership.

Section 5. Meetings: Regular meetings will be held a minimum of quarterly by the CAB. A quorum is established when a simple majority of the members are present. Absence by a CAB member from three meetings shall be considered resignation unless an absence was excused for cause by the Chair of the CAB.

Section 6. Officers: Members of the CAB shall annually elect a Chair, Vice-Chair, and Secretary at the first meeting held after the annual membership meeting.

Section 7. Vacancies: If a vacancy occurs, the remaining CAB members will have the authority to recommend a replacement for approval by the Board of Directors. The appointee serves for the predecessor's unexpired term.

Section 8. The CAB shall provide a copy of the CAB meeting minutes to the Board.

ARTICLE XV - Conflicts of Interest

Section 1. It is the policy of the Corporation that each Director, Officer, employee, contractor, and volunteer will conduct their affairs to avoid any conflict between their personal or outside interests and Corporation interests.

Section 2. Directors, Officer, employees, contractors, and volunteers must identify potential conflicts of interest to the Board. Any person may present to the Board evidence of any current or potential conflict of interest between the Corporations business and a Director, Officer, employee, contractor, volunteer or Corporation member. The Board shall determine the facts of the alleged conflict and vote upon a main motion as to the existence of said conflict. The potential conflict, the vote and treatment of the case shall be noted specifically in the minutes of the meeting.

Section 3. A Director, Officer, employee, contractor, or volunteer may have a financial arrangement with the Corporation, provided that the individual makes prior full disclosure of the proposed arrangement to the Board and a majority of the disinterested Directors authorize the Corporation to enter into the arrangement prior to the consummation of the arrangement. The individual may not take part in any debate on the arrangement except to explain or answer questions on it, and the individual if a Director shall abstain from any vote on the financial arrangement.

ARTICLE XVI - Representation

Section 1. No member, Officer, Director, contractor, or employee of the Corporation shall represent or appear to represent the Corporation in public statements of policy or action unless that person has the specific authority to do so either from his or her job description within the Corporation or by specific approval from the Board.

ARTICLE XVII - Amendments

Section 1. Bylaws may be altered, amended, or repealed and new bylaws adopted by a vote of two-thirds of the Directors.

Section 2. Any Bylaw change must be submitted to the Board of Directors as item under New Business at a regularly scheduled Board meeting. No action will be taken until the next regularly scheduled Board meeting.

ARTICLE XVIII - Indemnification

Each Board of Director, Officer, or employee of Talkeetna Community Radio, Inc., and their estates, shall be indemnified by the Corporation against expenses actually and necessarily incurred by them in connection with the defense of any legal proceedings in which they are made a part by reason of being or having been such Director, Officer or employee. However, no indemnification shall be provided if the Director, Officer, or employee is found to be liable for negligence or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive of any other rights to which the Director, Officer, member, committee member, employee, or volunteer may be entitled under any bylaw, agreement, vote of the Board, or otherwise. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or Corporation, which is organized and operated exclusively for charitable, education, religious and/or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.