

**REVISED BYLAWS**  
**of**  
**KOTZEBUE BROADCASTING, INC.**  
(As amended August 8, 2023)

**ARTICLE I**

**GENERAL CONDITIONS**

The corporation is a nonprofit organization formed under the Alaska Nonprofit Corporation Act, with its principal office of the corporation located in Kotzebue, Alaska. The corporation may have such other offices either within or without the State of Alaska as the Board of Directors may designate or as the business of the corporation may require from time to time. The corporation may not have or issue shares of stock. No dividends may be paid and no part of the income or profit of the corporation may be distributed to its directors or officers.

**ARTICLE II**

**MEMBERSHIP AND ANNUAL MEETING**

**Section 1. Membership Requirements.** Any person may become a member of the corporation by payment of membership dues in such amounts and at such times as established by the Board of Directors.

**Section 2. Election and Removal of Directors.** By adoption of these bylaws, the right of members to regularly elect directors is eliminated and the board will begin the practice of nominating and electing members itself.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the corporation shall be managed by the Board of Directors. Pursuant to AS 10.20.071(d), the directors shall have sole voting power.

**Section 2. Number, Tenure and Qualifications.** The number of directors of the corporation shall be seven (7). Each director shall hold office for a three-year term and until his/her successor shall have been elected and qualified. Directors must be members of the corporation and no director may serve more than two consecutive terms, unless retention for an additional term is unanimously approved by the Board of Directors. A director finishing a term that is not seeking reelection may nominate a successor, but the successor nominee must be

information and all board members respond within a period of ten business days from the time of receipt of the information to any action item proposed at a virtual meeting.

**Section 9. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director.

**Section 10. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to action being taken on such matter unless he/she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 11. Removal of a Director - Attendance at meetings.** A director may be removed from the Board of Directors by a vote of two-thirds of the full board if the director:

- a) fails to attend three (3) consecutive regular meetings of the Board of Directors;
- b) acts on a matter in which the director has an undisclosed conflict of interest;
- c) misuses confidential or proprietary information; or
- c) is convicted of a felony.

**Section 12. Conflicts of Interest.** When an item comes before the Board of Directors in which a director or a member of a director's immediate family, including a parent, spouse, sibling or child, has a direct private or business interest, the affected director shall so state, and shall refrain from voting or participating in any discussion or vote on the matter. The Secretary shall record the affected director's abstention in the minutes of the meeting, along with the stated reason or reasons for such abstention. A director who knowingly fails to abstain from participation or voting on the matter creating the conflict, is subject to removal from office in accordance with Section 11 above.

**Section 13. Misuse of Confidential or Proprietary Information.** No director shall misuse confidential or proprietary information. Confidential information is information, including but not necessarily limited to personnel records, which by Federal or State law, or city ordinance or corporate policy is classified as confidential. Proprietary information is information relating to the conduct of the corporation's business, which, if known to others, could result in the loss of funds, grants, or contracts, or which is known only to those employees, officers, or directors to whom it is necessary to confide information if it is to have value, which is not generally known to the public. A director misuses confidential or proprietary information if she or he learns such information through his or her service as a director and while in office, uses the confidential or proprietary information for personal gain or in a manner not connected with the performance of his or her official duties other than by giving testimony in an employee grievance proceeding or by giving sworn testimony or evidence in a legal proceeding in conformity with a Court order. A director who misuses confidential or proprietary information is subject to removal from office in accordance with Section 11 above.

the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general, perform all duties incidental to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall be responsible for all duties as from time to time may be assigned to the Treasurer by the Board of Directors.

## **ARTICLE V** **COMMITTEES**

**Section 1. Executive, Finance, and Audit Committees, and Other Standing Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, a Finance Committee, and an Audit Committee, and other standing committees consisting of three or more directors. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board or in any committee;
- (b) The removal of any directors or officers;
- (c) The amendment or repeal of the bylaws, or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable.

**Section 2. Vacancies.** Vacancies in the membership of committees may be filled by the President of the Board.

**Section 3. Meetings.** Meetings of committees, for which 24 hours' notice shall be given, shall be held at such time and place as shall be fixed by the President of the Board, the Chair of the committee or by vote of a majority of all of the members of the committee.

**Section 4. Quorum and Manner of Acting.** Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. Each committee shall designate, by majority vote of all of the members of the committee, a Chair to preside over meetings of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

**Section 5. Unanimous Written Consent In Lieu of a Meeting.** Any action required or permitted to be taken by a committee may be taken without a meeting if all members of the committee shall individually or collectively consent to such action. Such written consents shall

**WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Alaska Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**

**AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

**CERTIFICATE**

The undersigned, being the Secretary of Kotzebue Broadcasting, Inc., hereby certifies that the foregoing is a complete, true and correct copy of the revised bylaws of said corporation and that said bylaws were adopted by said corporation at a meeting of the Board of Directors held on the 8th day of August, 2023.

DATED this 31 day of October, 2023.



Secretary