

**KOTZEBUE BROADCASTING, INC.
BYLAWS**

ARTICLE I. OFFICES

The principal office of the corporation shall be located at Kotzebue, Alaska. The registered office of the corporation, required by the Alaska Nonprofit Corporation Act, to be maintained in the State of Alaska, shall be at Kotzebue, Alaska. The address of the registered office may be changed from time to time by the Board of Directors,

ARTICLE II, MEMBERS

Section 1. Annual Meeting:

The date of the annual meeting of the members shall be determined at the winter meeting of the board of directors. The purpose of the meeting is to review the operation and activities of the corporation, discuss future activities and elect a slate of directors that will be announced at the meeting. The President of the Board of Directors, or their designated substitute, shall chair the annual meeting.

Section 2. Special Meetings Called by Directors:

Any three (3) Directors can call a special meeting of the membership upon written notice to the Board of Directors. Notice of a special meeting of the membership shall be given in the same manner as that provided herein for notice of regular meetings, except that five (5) days' notice shall be deemed adequate.

Section 3. Special Meetings Called by Membership:

Special meetings shall be called upon written request of ten percent (10%) of the membership. Such request will take the form of signatures on a petition presented to the General Manager, with a copy sent to the Board of Directors. Upon receiving such a request, the General manager shall, within two (2) working days, notify the membership as provided herein for notice of regular meetings, except that ten (10) days' notice of the meeting date shall be deemed adequate. After verification of the petition a special meeting shall take place within twenty (20) days of the receipt of the petition by the General Manager. If the General manager is unavailable, the petition for a special meeting shall be delivered to the president of the board, and he shall act in accordance with the above.

Section 4. Place of Meeting:

The Board of Directors may designate any place within the City of Kotzebue, as the location for the annual membership meeting, or a special meeting of the membership.

Section 5. Notice of Meeting:

There shall be a written or printed notice stating the place, day, and hour of the meeting to be posted at the major places of business in the community, the meeting notice will also be aired for a minimum of one week and will be posted on the corporation's website. In case of a special meeting, the purpose, or purposes, for which the meeting is called shall be delivered not less than ten (10), nor more than fifty (50), days before the date of the meeting.

The notice of the meeting shall be delivered by the method stated above. The requirement for notice will have been met when delivered as stated above.

Section 6. Membership:

This corporation shall be composed of members rather than shareholders and shall not issue stock. Membership categories, and annual dues shall be established by the Board of Directors.

Section 7. Voting:

Each member is entitled to one vote, and no votes by proxy are permitted at membership meetings. To be eligible to vote for the Board of Directors, or to vote at any meeting of the membership requires that a member has been enrolled at least thirty (30) days prior to the meeting,

Section 8. Membership Resolutions:

Resolutions passed at any meeting of the corporation shall be addressed by the Board of Directors at the next board meeting,

Section 9. Quorum:

Five (5) percent of the members of the corporation entitled to vote, represented in person shall constitute a quorum at a meeting of the membership.

Section 10. Nominating Committee:

The nominating committee will be established by the Board of Directors at the winter meeting of the board. A nominating committee will be composed of five (5) members of the corporation. The Nominating Committee shall be a standing committee of the corporation and shall make recommendations to the members for the filling of all vacancies in the Board. At least forty five (45) days before the annual meeting of the corporation, the Nominating Committee shall notify all members of the corporation, over the air for at least one week, that nominations are open, and shall request recommendations from the membership for all directorships to be filled, At least thirty five (35) days before the annual meeting of the corporation, the Nominating Committee shall recommend a slate of candidates consisting of not more than three (3) names for each seat to be filled at the annual meeting.

Nominees shall provide information regarding their qualifications to serve. To be eligible to be included on the slate a nominee shall have been a member of the corporation for at a minimum of one (1) month prior to being nominated. Paid employees are not eligible for election and remain ineligible for a period of one year after paid employment ends.

Persons not nominated by the nominating Committee may submit a petition signed by at least ten (10) members of the corporation up until thirty-five (35) days before the annual meeting. The same qualifications for nomination also applies to petition candidates.

KOTZ may broadcast information about and/or interviews with all candidates, provided

equal opportunities are offered to all candidates.

Section 11, Balloting:

The list of recommended nominees shall be mailed to the members of the corporation in the form of a ballot, upon which the members may vote. In addition to a listing of the recommended nominees, and those nominees presented by petition, the ballot shall include a blank line so that the members may write in, the names of any member they wish to vote for. The ballots will be mailed out at least twenty (20) days before the annual meeting. Ballots may be cast either by mail, or in person. Those ballots returned by mail must be received no later than 12:00 noon the day of the annual meeting, at the KOTZ studio. The results of voting will be released by an election committee of five (5) members established for that purpose at the annual meeting. Directors shall be elected according to the highest number of votes received.

ARTICLE V. BOARD OF DIRECTORS

Section 1, General Power:

The business affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may appoint administrative officers, and shall set corporation and broadcast station policy, to reflect public interest, convenience, and necessity, The Board of Directors shall exercise its responsibilities in accordance with the continual determination of community needs.

Section 2, Number, Tenure, and Qualifications:

The number of directors of the corporation shall be five-member representatives of the area served by the facility, and one ex officio member, who is an agent of the Alaska Public Broadcasting Commission. Each director shall hold office for two years. Directors shall be residents of the broadcast community. No director shall be an employee, spouse, partner or immediate family member of an employee of KOTZ, New Directors shall be seated immediately after the Annual Meeting at a special meeting of the board and will be seated, according to the following schedule:

YEAR	SEAT
2018	1, 2, 3, 4, 5
2019	4,5
2020	1,2,3

Section 3. Regular Meeting:

Regular meetings shall be held four times per year. They will be held on the first Wednesday of February, May, September and November, unless otherwise specified by the President, whose responsibility it is to notify the Directors of the time and place of meetings. Regular meetings shall be open to the public, and public notice shall be given at least one week prior to each meeting.

Section 4. Special Meeting:

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

Section 5. Notice:

A minimum of twenty-four hours' notice shall be given each director for a special meeting of the Board of Directors. Such notice may be written and delivered personally or may be delivered by telephone.

Section 6. Quorum:

Three directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the remaining directors may adjourn the meeting without further notice.

Section 7, Manner of Acting:

The act of a majority of the director's present, shall be an act of the Board of Directors.

Section B. Removal of a Director:

A director shall be removed when found by a vote of two-thirds of the Board of Directors to have a conflict of interest, that would jeopardize their ability to serve in the corporation's and public's best interest. A director shall be removed automatically from office if convicted of a felony. A director shall be removed automatically from the board when that director is absent, unexcused from three meetings, Board members shall attempt to notify the General Manager or Board President prior to meeting if they are unable to attend.

Section 9. Vacancies:

After consulting with the nominating committee, the Board of Directors may fill any vacancy, occurring in the Board of Directors with the affirmative vote of a majority of the remaining directors, even when that majority is less than a quorum. A director elected to fill a vacancy shall be appointed until the next Annual Meeting of the members.

ARTICLE VI. OFFICERS

Section 1. Number:

The officers of the corporation shall be a President, a Vice President, and a Secretary/Treasurer. Each of these officers shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary, may be elected by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office:

The officers of the corporation seated each year, shall be elected at the first regular meeting following the Annual Meeting of the Members. Each officer shall hold office until his successor has been duly elected and qualified to serve.

Section 3. Removal of an Officer:

Any officer, or agent elected or appointed by the Board of Directors may be removed whenever in its judgement the best interests of the corporation would be served thereby, such removal shall be without prejudice.

Section 4. Vacancies:

A vacancy in any office because of death, resignation, removal, or disqualification, may be filled by the Board of Directors for the unexpired portion of the term,

Section 5. President of the Board of Directors:

The President of the Board of Directors shall preside over meetings of the Board, The President may sign, with the Secretary/Treasurer, or other authorized officer of the corporation, any deeds, contracts or other corporate instruments, unless that duty has been delegated by the Board of Directors, to some other officer or agent of the corporation, in general, he shall perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President:

The Vice President, shall in the absence of the President assume the responsibilities of the President.

Section 7. Secretary/Treasurer:

The Secretary/Treasurer shall: (a) be responsible for the minutes of the Board of Directors meetings in one or more books provided for that purpose: (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law: (c) be custodian of the corporate records, and seal of the corporation, and shall affix said seal to all duly authorized documents in accordance with the provisions of Article IX: (d) be responsible for the register containing the post office address of each member: (e) and, in general, perform all duties incident to the office of the Secretary/ Treasurer and such duties as may be assigned to him, by the President or by the Board of Directors. He shall be charged with the custody and responsibility for monies due, and payable to the corporation from any source whatsoever.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts:

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

Section 2. 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.

Section 3. Accounts:

The corporation shall maintain savings or investment account(s) and checking account(s). The Board of Directors may establish checking accounts for purposes designated for the general operation of the corporation. All income other than that designated for checking accounts shall be deposited in savings or investment account(s).

Section 4. Checks, Drafts, etc.:

All authorized signatures for checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be determined by resolution of the Board of Directors. All withdrawals from saving accounts must be deposited in appropriate checking accounts before being disbursed. Unless expressly determined by the Board of Directors resolution, all checks issued on the checking accounts of the corporation shall require two signatures, of either the President, Secretary/Treasurer, or General Manager, and the signature of other station staff assigned by the General Manager and approved by board resolution. To make withdrawals from the savings account one authorized board member, or the General Manager's signature is necessary, as authorized by board resolution.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July, and end on the last day of June of each year.

ARTICLE IX, SEAL

The seal of this corporation shall consist of two concentric circles between which is the name of the corporation. In the center shall be inscribed the words "Corporation Seal of the State of Alaska".

ARTICLE X. WAIVER OF NOTICE

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

ARTICLE XI. DISOLUTION OF CORPORATION

Upon dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the borough in which the principal office of the corporation is then located, exclusively for such purpose or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. AMENDMENTS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of the members of the corporation (present) at any regular or special meeting of the members.

ADOPTED: April 4, 1984
REVISED: May 22, 1985
AMENDED: March 2, 1988
AMENDED: August 1, 2018
AMENDED: November 28, 2018



Wilbur Karmun, President



Hannah Atkinson, Secretary