

**REVISED BYLAWS  
of  
KTOO PUBLIC MEDIA**

**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 Juneau, 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**

Any person may become a member of the corporation by satisfying the following qualifications:

Payment of membership dues as follows:

- a) a minimum of Fifteen Dollars (\$15.00) annually for regular membership
- b) a minimum of Ten Dollars (\$10.00) annually for full-time high school or college students or senior citizens (persons over sixty-five years of age)
- c) satisfaction of obligations prescribed for other special membership levels as may be established from time to time

Prior to the 2013 amendments to the Articles of Incorporation and Restatement of Articles, members were entitled to vote for the election of directors. By amendment to the Articles of Incorporation in that year, the right of members to elect directors was eliminated and the board began the practice of nominating and electing members itself. Members therefore have no rights to vote for the election of directors and the directors shall have sole voting power.

### **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 voting directors of the corporation shall be eleven. 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. The Board of Directors may, from time to time, appoint one or more additional directors as ex-officio, non-voting directors for terms of one to three years. Ex-officio directors may include, but are not limited to, board members who have served the maximum of two consecutive terms. Such ex-officio members have the rights and responsibilities of regular directors except they may not vote on motions before the corporation. Directors need not be residents of the state of Alaska.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be

held without other notice than this bylaw on a day that is within 30 days of September 23 of each year. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the chairman, president, the vice-president, or a majority of the Board. The person(s) authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

**Section 5. Notice.** Notice of any special meeting shall be given at least four hours previously thereto by written notice delivered personally or mailed or emailed to each director at his business address or email address or by telephone. Public notice of all special meetings shall also be broadcast at least four hours prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If emailed, such notice shall be deemed to be delivered when sent provided that the email is not immediately returned. If given by telephone, notice must be personally given to the director. Any director may waive notice of any meeting. The attendance of a director at a 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 called or convened lawfully. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 6. Quorum.** A quorum shall consist of a majority of directors who have been elected and are actually serving on the board. For example, if only five directors have been elected and have taken their seats on the board, a quorum shall consist of three directors. If seven directors have been elected, but three of them resign from office, a quorum shall consist of three directors. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time

to time without further notice.

**Section 7. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the members of the Board consent, in writing, to the action and the consents are filed with the minutes of the meeting. Proxies may not be used to establish a quorum or to vote at meetings of the Board of Directors.

**Section 8. Virtual and Telephonic attendance at Meetings.** Any number of directors may attend a meeting by telephone or video conference or any other device that allows all of the directors to hear all of the other board members. In addition, and as an alternative to a physical meeting, the Board may take action and conduct meetings by email. Voting at a virtual meeting by email need not be unanimous, provided that all members of the board receive the same 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.

## **ARTICLE IV**

### **OFFICERS**

**Section 1. Number.** The officers of the corporation shall be a President, a Vice-President, Secretary, a Treasurer, a Board Chair and a Board Vice-Chair, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected by the Board of Directors at their annual regular meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death or until he/she resigns or is removed as provided in Section 3 below.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the corporation

and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the members and the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases when the signing and execution thereof shall be delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be signed or executed otherwise; and in general, shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice-President.** In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of their designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

**Section 7. Secretary.** The Secretary shall (a) keep the minutes of the members and 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 the seal of 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.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall (a) have charge and custody of and be responsible for monies

due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (b) in general, perform all of the duties incidental to the office of Treasurer 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 9. Chair and Vice-Chair.** The Chair of the Board of Directors shall preside over meetings of the Board of Directors, and shall act as presiding officer at any meetings of the membership. The Vice Chair shall perform the duties of the Chair in his or her absence.

**Section 10. Salaries.** Pursuant to AS 10.20.136, the Board of Directors may provide for salaries for the officers, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the corporation.

## **ARTICLE V**

### **CONTRACTS, LOANS, CHECKS & DEPOSITS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or 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, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the corporation and no evidence 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. Checks, Drafts, etc.** All 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 signed by such officer or officers, agent or agents, of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**Section 4. Books and Records.** The corporation shall keep correct and complete books and



records of account, and minutes of the proceedings of its Board of Directors.

**Section 5. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VI**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January of each year and end on the last day of December of each year.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE**

The Board of Directors may, by resolution adopted by a majority of its members, designate two or more directors to constitute an executive committee, which to the extent provided in the resolution, may exercise the authority of the Board of Directors in the management of the corporation.

## **ARTICLE VIII**

### **SEAL**

The seal of the corporation shall consist of two concentric circles between which is the name of the corporation and the words "State of Alaska", and in the center shall be inscribed the word "Incorporated" and the year of incorporation.

## **ARTICLE IX**

### **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 KTOO Public Media, 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 4<sup>th</sup> day of June, 2020

DATED this \_\_\_\_ day of June, 2020

\_\_\_\_\_  
Secretary