

**Bylaws
of
Raven Radio Foundation**

(Last amended by Board vote August 23, 2023)

Section I. Offices

The principal office of the corporation shall be located at Sitka, Alaska. The registered office of the corporation to be maintained in the State of Alaska shall be at Sitka, Alaska, and the address of the registered office may be changed by the Board of Directors.

Section II. Annual Meetings and Special Meetings of the Corporation

A. Annual Meeting. The annual meeting of the members shall be held in November or December on a day set by the Board of Directors for the purpose of reviewing the activities of the corporation, announcing the election results for the Board of Directors, and discussing future activities.

B. Special Meetings. Special meetings of the members may be called by the President/Chair of the Board, Secretary, or Board of Directors, or shall be called by the President/Chair of the Board at the request of 25% of the voting membership.

C. Place of Meeting. The Board of Directors may designate any place within the City-Borough of Sitka as the place of meeting for any annual meeting or any special meeting called by the Board of Directors.

D. Notice of Meeting. A written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten or more than fifty days before the date of the meeting either personally or by mail, or at the direction of the President/Chair of the Board or the Secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service, addressed to the member at his address as it appears on the membership roll of the corporation.

E. Quorum. Ten percent of the members of the corporation entitled to vote, represented in person, or by proxy shall constitute a quorum at a meeting of the membership.

Section III. Membership & Voting

The corporation shall be composed of members rather than shareholders and shall not issue stock. Voting members must meet the requirements set forth in Article VI of the Articles of Incorporation. Membership dues are \$10.00 annually. Each voting member is entitled to one vote. No votes by proxy are permitted at membership meetings. However, proxies may be used to establish a quorum in such a manner as provided by law. Members may vote on changes to the Articles of Incorporation by mail ballot, and as set forth in Article X of the Articles of Incorporation. Members may vote for candidates for election to the Board of Directors.

Section IV. Board of Directors

A. General Power. The business affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall hire a General Manager, set compensation for corporation employees, and shall

set corporation and broadcast station policies to reflect the public interest, convenience and necessity. The Board of Directors shall exercise its responsibilities in accordance with continual determination of community needs.

B. Number, Tenure, and Qualifications. The number of Directors on the Board of Directors shall not be less than 9 nor more than 17. The term of office for Board Directors is three years. There is no limit on the number of terms a Director is eligible to serve, given they are re-elected. Directors must meet the qualifications defined in Article VIII of the Articles of Incorporation.

Directors must have or have had physical presence in a translator community and simultaneously have the intent to remain in or continue to make the listening area the Director's home. Candidates for the Board of Directors shall have been members for 30 days prior to the deadline for nomination.

C. Election Process. At least nine (9) Directors shall be elected by the membership. The Board of Directors will give public notice that nominations are open 60 days before the Annual Meeting. Candidates shall meet the qualifications defined above in Part B. The candidate statements, ballots and proxies will be mailed with the notice of the Annual Meeting, at least 30 days prior to the Annual Meeting date. The nomination announcement must indicate that the election will not be conducted when there is only one nominee for each position to be filled, but rather those nominees will be appointed by the board. Written notice of the annual meeting will also indicate whether or not there will be an election. If there is an election, results will be announced at the Annual Meeting

D. Vacancies and Appointments. Unexpected vacancies may be filled by the affirmative vote of two-thirds of the remaining Directors as set forth in Article VIII of the Articles of Incorporation.

Additional seats beyond the minimum of nine (9) may be filled by the Directors and/or the membership. The Board of Directors shall have the discretion to appoint up to three (3) members of the Board by a two-thirds vote, for up to three year terms, excluding those appointed to fill vacancies as described above. Members so appointed must stand for ratification at the next general membership meeting, or by mail ballot, by a majority of voting members. Thereupon, the term of office shall run for three years from the date the Director was first seated. Directors appointed by the Board of Directors shall have full Board membership rights from the date of their appointment.

Up to five (5) additional Directors may be appointed by petition of the membership, by obtaining the signatures of at least 25% or 40 members, whichever number is greatest. Such a Director shall serve until the next general meeting of the corporation, at which time that Director shall be ratified by a majority of the members voting. Thereupon, the term of office shall run for three years from the date the Director was first seated. Directors appointed by the membership shall have full Board membership rights from the date of their appointment.

E. Regular Meetings. The Board of Directors shall provide by resolution and publicly announce the time and place for holding regular meetings. Reasonable public notice for all meetings is required. The Board will meet as set forth in Article IX of the Articles of Incorporation.

F. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Chair of the Board, 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 of the Board of Directors called by them.

G. Notice of Special Meeting. Reasonable notice , not less than five (5) days) shall be given to each director for a special meeting of the Board of Directors. Such notice may be written and delivered in person, or may be delivered by telephone or other suitable means.

H. Emergency Meetings. Emergency meetings are held to address situations that are so urgent that the governing body must meet right away. An emergency meeting may be held if a majority of the Directors are given at least 24 hours oral or written notice and reasonable efforts are made to notify all Directors.

I. Meetings open to the public. All meetings shall be open to the public unless there are matters, the immediate knowledge of which would clearly have an adverse effect upon KCAW's finances, involve subjects that tend to prejudice the reputation and character of any person, or legal matters.

J. Quorum. A majority of the total number of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

K. Manner of Action. The act of a majority of the Directors present shall be the act of the Board of Directors.

L. Removal of a Director. A director shall be removed for cause when found by a vote of two-thirds of the Board of Directors to:

1. Have had a conflict of interest which would jeopardize his or her ability to serve in the public interest, convenience and necessity.
2. Be convicted of a felony, misdemeanor or violation which would adversely affect the operation of the station.
3. Be guilty of non-performance of duty, to include, but not limited to the following:
 - a. failure to attend a minimum of five (5) Board meetings per year;
 - b. more than three (3) consecutive un-excused absences from a Board meeting;
 - c. failure to participate in necessary board activities outside of regular Board meetings;
 - d. failure to execute responsibilities while serving as an Officer of the Board.

M. Leave of Absence by a Board Member

A. Leave of Absence. A Board Member who is temporarily unable to continue her or his board of directors and is in good standing based on board service criteria, may request a leave of absence by sending an email to the Chair of the Board, giving start and ending date of the requested leave. The leave of absence request shall be considered as a notification to the Board and automatically accepted without any other action required by the Board Member or the Board of Directors.

B. Duration. The Leave of Absence duration is three months. A formal note requesting an extension can be submitted for review by the Board. Maximum leave of absence duration is 12 months. After 12 months from the leave effective start date, the board will consider the role vacant. At which time, the board will seek to recruit a replacement to meet the governance needs of the organization.

C. Voting Rights. During a leave of absence, a Board Member may not vote on Board business.

D. Quorum. Quorum shall be established without counting the member on a leave of absence.

Section V. Officers

A. Number. The officers of the corporation shall be a President/Chair of the Board of Directors, one or more Vice Chairs, the number thereof to be determined by the Board of Directors, a Secretary and a Treasurer, each of whom will 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, except for the offices of the President/Chair of the Board and Secretary.

B. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors at the regular meeting of the Board of Directors following election of new board members.

C. 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 interest of the corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the remainder of the term.

E. President of the Board of Directors. The President of the Board of Directors shall preside over meetings of the Board of Directors and shall act as the presiding officer at meetings of the membership. In the event of a general membership meeting at which the office of the President of the Board of Directors is up for re-election, a temporary chair may be selected from the membership to oversee the election process. The President of the Board may sign, with the Secretary or any other proper officer of the corporation there unto 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 where the signing or 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 as may be prescribed by the Board of Directors.

F. Vice President. The Vice President of the Board of Directors shall act as President of the Board when the individual having that position resigns, is absent or unable to perform his or her duties, and shall perform other duties as ordered by the Board of Directors. In the event that additional Vice Presidents are elected by the Board of Directors, the duties of such Vice Presidents shall be prescribed by resolution of the Board of Directors.

G. Resignation notice. Resignation of officers or directors is effective upon notice of the intent to resign served by email, text or other written form, to a member of the Executive Committee.

H. Secretary. The Secretary shall be responsible to: (a) keep the minutes of the Membership 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 or Official Letterhead and see that it is affixed in accordance with the provisions of Article VII thereof to all documents the execution of which on behalf

of the corporation under its seal is duly authorized; (d) keep the register of the post office address of each board member; (e) and in general perform all duties as may be assigned to him or her by the President/Chair of the Board or the Board of Directors.

H. Treasurer. The Treasurer shall: (a) assist the General Manager in preparing and overseeing the annual budget; (b) serve as Chair of the Finance Committee; (c) report the fiscal health of the corporation to the Board of Directors; and (d) in general perform all the duties incident to the Office of Treasurer and such other duties as may be assigned to him or her by the President/Chair of the Board or by the Board of Directors.

Section VI. General Manager

The General Manager of the corporation shall be hired by the Board of Directors and in general shall supervise and control the business affairs of the corporation via collaboration with CoastAlaska. He or she shall be responsible for the operation of the broadcast facilities with the consent and approval of the Board of Directors.

Section VII. Contracts

Contracts. The Board of Directors may authorize the General Manager, any officer or officers, and any 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 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.

Section IX. Robert's Rules

To the extent necessary and as determined by the Board President or other presiding officer, Robert's Rules will apply to meetings on a meeting by meeting basis.