

# **PICKLE HILL PUBLIC BROADCASTING, Inc. Bylaws**

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Amended and approved on March 14, 2023 by the KDLL Board of Directors

## **ARTICLE 1. OFFICES**

Section 1.1: The principal office of the Corporation shall be located at or near Kenai. The registered agent and office of said registered agent shall be at or near Kenai, Alaska; and the Board of Directors may change the address of the registered office from time to time.

## **ARTICLE 2. NAME**

Section 2.1: Pickle Hill Public Broadcasting, Inc. (PHPB) is occasionally referred to as KDLL. As PHPB does business as KDLL 91.9 FM it is acceptable to refer to such as KDLL.

## **ARTICLE 3. MEMBERS**

Section 3.1: Membership – This Corporation shall be composed of members rather than shareholders and shall not issue stock.

Section 3.2: Eligibility - The general public is eligible for membership, by method of completing membership form and paying annual membership dues.

Section 3.3: Voting Rights - Members in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.4: Transfer of Membership - Membership in this corporation is not transferable or assignable.

Section 3.5: Annual Dues - The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation.

Section 3.6: Payment of Dues - Dues shall be payable annually, by expiration date of certificates of membership.

Section 3.7: Default and Termination of Membership - When any member of any class shall be in default in the payment of their dues, their membership is automatically terminated.

## **ARTICLE 4. MEETING OF MEMBERS**

Section 4.1: Annual Meeting - The annual meeting of the members shall be held during the month of January, at a date and time to be established by the Board of Directors, for the purpose of discussing and otherwise reviewing the activities of the Corporation.

Section 4.2: Special Meetings - Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 4.3: Quorum - Ten percent (10%) of the members of the Corporation entitled to vote and represented in person or by mail or email, shall constitute a quorum at a meeting of the membership.

- Section 4.4: All questions to the membership shall be decided by a vote of a majority of the members voting thereon, except as otherwise provided by law, the Articles of Incorporation or these bylaws. Each member shall be entitled to only one vote. No votes by proxy are permitted at membership meetings.
- Section 4.5: Place of Meeting - The Board of Directors shall designate the location of any annual meeting or special meeting at or near Kenai, Alaska.
- Section 4.6: Notice of Meetings - Written 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 10 days before the date of the meeting, either personally, by mail or by email.

## **ARTICLE 5. BOARD OF DIRECTORS**

- Section 5.1: General Powers - The corporate powers, business, and title to all property of this Corporation shall be vested in, exercised, controlled and conducted by a Board of nine (9) Directors who shall be members of the Corporation. The Board of Directors may appoint administrative officers; 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 a continual ascertainment of community needs.
- Section 5.2: Term of Office - Directors shall hold office for a term of three (3) years, on a staggered term basis. Each Director appointed in accordance with the provisions set forth herein below, shall hold office for the period for which they are appointed and until their successor shall have been appointed or elected.
- Section 5.3: Regular meetings - Regular meetings of the Board of Directors shall be held at least six (6) times per year. These meetings will be held at such time and place as determined by the Board of Directors, provided the notice of any change in the time and place of such regular meeting shall be sent to all the Directors.
- Section 5.4: Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the President, or upon the written request of three (3) Directors.
- Section 5.5: Notification of Special Meetings, Change in Regular Meeting - Notice of special meetings or changes in the regular meetings of the Board of Directors shall be mailed, telephoned, e-mailed or personally delivered to each Director not less than two (2) days before the day appointed for the meeting.
- Section 5.6: Quorum - A majority of the number of seated Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. No votes by proxy are permitted at Board meetings. Attendance via electronic means, including telephone and teleconferencing, is permitted.
- Section 5.7: Manner of Acting - The Action of the majority of the Directors present shall be the act of the Board of Directors.

- Section 5.8: Removal of a Director - A Director shall be removed when found by a vote of two thirds of the Board of Directors, or of the voting membership, to have a conflict of interest, to have more than 3 unexcused absences from board meetings in a calendar year, or for any other reason that would jeopardize their ability to serve in the public interest, convenience and necessity.
- Section 5.9: Board Vacancies - The Board of Directors shall fill vacancies by appointment. Such appointments shall be for the remainder of the unexpired term. Due consideration shall be given to those candidates for the Board of Directors at the most recent election.
- Section 5.10: Election of Directors - To be eligible as a candidate for the Board of Directors, an individual shall have been a member of the Corporation for a period of not less than six (6) months prior to commencement of balloting. The member shall not have been employed by the Corporation within twelve (12) months prior to the commencement of balloting. A candidate list shall be determined by the Board of Directors. Members may cast ballots by mail, email or in person. All ballots received prior to the tallying of votes at the annual meeting shall be counted. The Board of Directors shall appoint individuals to count the ballots, and the voting results shall be presented at the annual meeting. Candidates receiving the highest number of votes shall become Directors.

## **ARTICLE 6. OFFICERS**

- Section 6.1: Officers - The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, 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 by the Board of Directors. Any officer with the exception of the President may hold more than one office.
- Section 6.2: Election/Term of Office - The officers of the Corporation shall be elected by the Board of Directors at the first meeting of the Board of Directors held after the annual membership meeting. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death or until they resign or shall have been removed in the manner herein provided.
- Section 6.3: Removal of Officer - 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 contract rights, if any, of the person so removed.
- Section 6.4: 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 6.5: 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. They shall preside over meetings of the Board of Directors and shall act as presiding officer at meetings of the membership. They may sign with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deed, 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 incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 6.6: Vice President – The Vice President shall, in the absence of the President, perform the duties of the President.
- Section 6.7: Secretary - The Secretary shall: (a) Keep the minutes of the membership's and the Board of Directors' meetings (b) and, in general, perform all such duties as from time to time may be assigned by the President or by the Board of Directors.
- Section 6.8: Treasurer - The Treasurer shall: (a) Exercise through a Finance Committee oversight of those who have charge and custody of and are responsible for monies due and payable to the Corporation from any source whatsoever and for depositing all such monies in the name of the Corporation in such banks, trust companies, other depositories as shall be selected in accordance with the provisions of these bylaws, and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer shall review financial records of the Corporation for accuracy and shall be responsible for the review of a monthly financial statement.

## **ARTICLE 7. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

- Section 7.1: 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.
- Section 7.2: 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.
- Section 7.3: Deposits - The Corporation shall have a savings account and a checking account. The Board of Directors may establish special accounts for purposes designated by the Board of Directors. All income other than that designated for special accounts shall be deposited in the savings account or checking account

Section 7.4: 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 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. Transfers between accounts shall require the approval of the General Manager or a board member authorized by a majority of the Board of Directors to make withdrawals. All withdrawals from special accounts and the savings account must be deposited in the checking account. All checks more than two thousand dollars (\$2,000.00) issued on the checking accounts of the Corporation must be signed by two of the board members authorized to make withdrawals from the account, or an authorized board member and one staff member. All checks two thousand dollars (\$2,000.00) and less issued on the checking accounts of the Corporation must be signed by one staff member or by one of the board members authorized to make withdrawals from the account. All credit card purchases, electronic fund transfers or bank wires more than two thousand dollars (\$2,000.00) must be approved by resolution of the Board of Directors, two of the board members authorized to make withdrawals from a checking account, or an authorized board member and one staff member. The specific staff signers must be authorized by Board resolution.

Section 7.5: Anything not covered in Sections 7.1-7.4 shall be directed by the KDLL Finance Policy

## **ARTICLE 8. BOOKS AND RECORDS**

Section 8.1: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time. A certified audit will be performed of the Corporation's financial records annually.

## **ARTICLE 9. FISCAL YEAR**

Section 9.1: The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of each year.

## **ARTICLE 10. WAIVER OF NOTICE**

Section 10.1: Attendance of a director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Further, a director may waive notice of any such meeting in writing.

## **ARTICLE 11. COMMUNITY ADVISORY BOARD**

Section 11.1: The Community Advisory Board's responsibilities include:

- The right to review the station's programming goals;
- The right to review the service provided by the station;
- The right to review significant policy decisions rendered by the station; and
- The obligation to advise the station's governing body on whether the station's programming and other significant policies are meeting the specialized educational and cultural needs of the communities served by the station, and to make recommendations the CAB deems appropriate to meet such needs.

Section 11.2: Number, Term, Eligibility - The Community Advisory Board shall have a minimum of three (3) and maximum of nine (9) members, who shall be appointed by sitting Community Advisory Board members. CAB members may be appointed for consecutive terms. Community Advisory Board members shall be selected in order to achieve a composite membership, which reasonably reflects the diverse needs and interests of the communities served by the Corporation. No individual member of the public or representative of any particular organization, community or group shall have any legally enforceable right to membership on the Community Advisory Board.

Section 11.3: BOD Liaison - The Board of Directors shall appoint a Board Liaison to attend Community Advisory Board meetings and ensure minutes will be recorded and presented to the Board of Directors following each meeting.

Section 11.4: Regular Meetings -The Community Advisory Board shall meet at least quarterly.

Section 11.5: Special Meetings - Special meetings of the Community Advisory Board may be called by the Board of Directors Liaison or by the Board of Directors President. At least five (5) days notice must be given.

Section 11.6: Open Meetings - All meetings of the Community Advisory Board shall be open to the public. Each meeting shall be preceded by at least five (5) days notice to the public.

Section 11.7: Removal - A member of the Community Advisory Board may be removed by a vote of the majority of the Board of Directors if they are found to have acted in a manner inconsistent with the best interests of the corporation, found to have a conflict of interest that interferes with their duties on the Community Advisory Board, or if they have two unexcused absences from meetings of the Community Advisory Board.

## **ARTICLE 12. AMENDMENTS**

Section 12.1: These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of two thirds of the members of the Board of Directors at any regular or special meeting of the Board of Directors.