



Kachemak Bay Broadcasting, Inc. (KBBI)

BYLAWS

Proposed Revisions – June 2019

ARTICLE IV. Board of Directors.

- **F. Quorum, p. 2**

The proposed revision clarifies the number of directors required for a quorum for the transaction of business.

- **K. Conflicts of Interest. Section 1: Definition of a Conflict of Interest, p. 3**

The proposed revision expands the definition beyond financial conflicts to include personal conflicts that may arise when a Director, as a KBBI volunteer outside of regular Board duties, is subject to the supervision and discipline of a member of the staff.

ARTICLE V. OFFICERS.

- **H. Secretary. 1., p. 5**

The proposed revision makes the language more specific in regard to production of the minutes of Board meetings. The proposed language is consistent with the requirements of the secretary of the Community Advisory Board.

ARTICLE XI. Community Advisory Board

- **D. Regular Meetings., p. 7**

The proposed revision makes it possible for the Community Advisory Board to meet at locations other than the station.

PLEASE NOTE: Throughout the document, the word Chairman has been replaced with the word Chair. In addition, the formatting of this revised Bylaws document has been updated so that the entire document is in outline format. Previously the document included some sections with bulleted lists. The change is intended to facilitate reference of items for discussion.



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ARTICLE I. Office and Registered Agent

The principal office of the Corporation shall be located at Homer, Alaska. The registered agent and office of said registered agent shall be at Homer, Alaska, the address of which may be changed at the discretion of the Board of Directors.

ARTICLE II. Members

- A. Membership.** The general public is eligible for membership, by paying annual membership dues.
- B. Voting Rights.** Each member 16 years or older shall be entitled to one vote on each matter submitted to a vote of the members with at least 30 days valid membership.
- C. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.
- D. Transfer of Membership.** Membership in this corporation is not transferable or assignable.
- E. Annual Dues.** The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members of each class.

ARTICLE III. Meeting of Members

- A. 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, at a designated location at or near Homer, Alaska, for the purpose of discussing and otherwise reviewing the activities of the Corporation.
 - 1. All questions 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.
 - 2. Ballots for electing Directors and other major actions affecting the Corporation will be made available in sufficient time for such members to reasonably dispatch their ballots to meet the deadline established by the Corporation. All ballots shall be certified by an Election Committee of not less than three members, which shall be appointed by the Board of Directors sufficiently in advance of the meeting to ensure validation of ballots to be counted at the meeting. If less than a quorum, as established under Item E of this article, is present at the meeting, the Election Committee shall destroy all ballots.
- B. 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.
- C. Place of Meeting.** The Board of Directors shall designate the location of any Annual Meeting or special meeting, but at or near Homer, Alaska.
- D. 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 ten nor

more than twenty days before the date of the meeting either personally or by mail, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership roll of the Corporation. Matters to be placed on the agenda for a Corporate Membership Meeting must be submitted to the Corporate office a minimum of 25 days prior to the date of the meeting.

- E. Quorum.** Ten percent of the members of the Corporation entitled to vote and represented in person or by mail, shall constitute a quorum at a meeting of the membership. No votes by proxy are permitted at membership meetings.

ARTICLE IV. Board of Directors

- A. General Power.** The affairs of the Corporation shall be governed by its Board of Directors.
- B. General Manager.** The Board of Directors shall appoint or hire a General Manager and the Board of Directors delegates day-to-day management and operations of the station to the General Manager.
- C. Number, Tenure and Qualification.** The number of Directors of the Corporation shall be at least seven. All directors shall be members of the Corporation. A term shall last no longer than three years, and there is a three-term limit, regardless of the length of any term. After serving three terms, a Director must take a period of not less than one year off. No employee of the Corporation or employee who worked for the Corporation within the twelve months prior to the close of nominations shall be eligible to hold office as a Board of Directors. All directors shall be voting members of Kachemak Bay Broadcasting, Inc. for six consecutive months preceding the date of the Annual Meeting.
- D. Regular Meetings.** A regular meeting of the Board of Directors shall be held with notice immediately after and at the same place as the Annual Meeting of the members. The Board of Directors shall provide, by resolution, the time and place for holding of regular meetings at least six times per year. The meetings of the Board of Directors will be open to the public and notice of such meetings will be given pursuant to state and federal law.
- E. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, 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 of the Board of Directors, provided that the meeting is open to the public and notice of such meeting is given, pursuant to state and federal law.
- F. Quorum.** A majority of the number of ~~elected~~ Directors ~~fixed by Section C. of this article~~ shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. No votes by proxy are permitted at Board meetings. Participation via electronic means, including telephone and teleconferencing, is permitted.
- G. Manner of Acting.** The Act of the majority of the Directors present shall be the act of the Board of Directors, only if the meeting is open to the public.
- H. 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 which the Director refused to acknowledge or any other reason which would jeopardize their ability to serve in the public interest, convenience and necessity. A Director shall automatically be removed from office if convicted of a felony.
- I. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a quorum of the Board of Directors. A Director appointed to fill a vacancy shall be appointed until the next Board of Directors election, at which time that seat shall be vacated and opened for election for the remainder of the original term.

J. Election of Directors. At each Annual Meeting, vacancies on the Board of Directors shall be filled by a vote of the membership from a slate of candidates. A slate will be developed with terms of memberships and expiration dates established by resolution of the Board of Directors. Terms for seats shall be staggered. In an effort to maintain institutional memory, a reasonable attempt will be made to avoid having more than one-third of seats on the board of Directors expire in any given year. The candidate with the most votes will be awarded the longest available term, the candidate with the second highest vote total will be awarded the second longest available term, and so on, until all seats are filled.

K. Conflicts of Interest.

Section 1: Definition of a Conflict of Interest. Board business may present a conflict. A conflict of interest may also arise when a Board member performs volunteer duties for the organization, other than those directly related to being a Board member, and is therefore subject to the supervision and discipline of a member of the staff. It is important to recognize and state the conflict so that the Board member may immediately disqualify himself or herself from participation in Board activity on the matter for which there is a conflict. A conflict of interest is considered to exist when a Board member has a substantial financial interest in the matter under consideration or when a Board member's performance as a volunteer requires disciplinary action by a staff member. A Board member may move to disqualify another Board member if she or he does not disqualify her/himself. It is recognized that, from time to time, Board members cannot avoid the circumstance of conflict of interest or its appearance. How these possible conflicts are handled is of prime importance to the Board member and KBBI.

"Substantial financial interest" means that an official action might reasonably result in a pecuniary gain or loss exceeding \$300. When the pecuniary value of a financial interest is not apparent or is otherwise at issue, the Chair or other presiding officer will determine whether ~~or not~~ the value constitutes a substantial financial interest.

- a. A person's financial interest includes the following:
 - i. Any financial interest of a member of that person's immediate family including involvement of ownership interest in a business including property or a professional or private relationship that is a source of income, or from which the person has received a financial benefit.
 - ii. Any affiliation with an organization in which the person has an ownership interest, holds a management position, or is an officer, director, trustee, employee, or the like.
 - iii. A financial interest does not include the following:
 - iv. Affiliation with an organization solely as a volunteer, club member, or the like.
 - v. A personal or financial interest of a type that is shared in common with all other citizens or a large class of citizens.
- b. "Immediate family" includes the following relationships to the member of the Board of Directors:
 - i. father
 - ii. mother
 - iii. daughter
 - iv. son
 - v. sister
 - vi. brother
 - vii. husband
 - viii. wife
 - ix. grandfather
 - x. grandmother
 - xi. grandchild
 - xii. significant other and domestic partner

- xiii. father-in-law
- xiv. mother-in-law
- xv. daughter-in-law
- xvi. son-in-law
- xvii. brother-in-law
- xviii. sister-in-law

- c. "Organization" means any business, corporation, partnership, firm, or association whether organized for profit or non-profit.

Section 2: Declaration of Conflict. When a real or apparent conflict of interest arises for any KBBI Board member in the course of KBBI business, that person shall immediately declare the conflict for the record and shall abstain from voting with respect to that matter. Conflicts may be declared at any point in the meeting.

Section 3: Request for Guidance. In the event that a Board member is in doubt as to whether he or she may have a conflict of interest on a matter to be discussed or voted upon, that individual shall request guidance from the Chair. The Chair shall rule directly, or the decision on the status of the conflict will rest upon the vote of the Board members.

Section 4: Challenges of Conflict. Any KBBI Board member, or general member of KBBI may inquire as to whether any individual on the KBBI Board of Directors has a conflict of interest. Upon challenge of the conflict of interest status of such individual, the Chair shall either rule directly or call for a vote of the Board members on the matter.

ARTICLE V. Officers

A. Officers. The officers of the corporation shall be a Chair of the Board of Directors; a President; one or more Vice Presidents, the number to be determined by the Board of Directors; a Secretary and a Treasurer, each of whom shall be elected at the Annual Meeting by the Board of Directors. Other officers and assistant officers deemed necessary may be elected by the Board of Directors. A person may hold two or more office, except the offices of President and Secretary, and President and Vice President.

B. Term of Office. The term of office is one year.

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 a person selected by the Board of Directors to serve the unexpired portion of the term.

E. Chair of the Board of Directors. The Chair of the Board of Directors shall preside over meetings of the Board of Directors and shall act as temporary presiding officer at meetings of the membership. In the event of absence of the Chair of the Board of Directors, the President of the Board shall perform the duties of the Chair.

F. 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. The President may sign, with the Secretary or any other proper officer of the Corporation 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 signing and execution 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 described by the Board of Directors from time to time.

G. Vice President(s). Vice Presidents are elected by the Board of Directors, and the duties of such Vice

Presidents shall be described by resolution of the Board of Directors.

H. Secretary. The Secretary has the following responsibilities:

1. Keep the minutes of each meeting and provide a draft of the minutes ~~then~~ no later than 14 days following a meeting to ~~KBBI officers~~ the General Manager and the President for ~~recordin in KBBI's public records~~ review and approval at the next meeting of the Board of Directors. Upon approval, the minutes become a part of KBBI's public records.
2. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law
3. Be custodian of the Corporate records
4. Keep a register of each member
5. Perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

I. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum as the Board of Directors shall determine. The Treasurer has the following responsibilities:

1. 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 provision of Article VII of these bylaws
2. Review financial records of the Corporation for accuracy and shall be responsible for the review of a monthly financial statement.
3. 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.

ARTICLE VI. Committees

- A. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, shall designate and appoint committees. Each committee shall consist of at least two Directors and may include staff and members of the corporation. Each committee will report to the Board of Directors for action by the Board. Committees represent the Board of Directors but do not have the authority of the Board.
- B. Term of Office.** Each member of a committee shall continue as such until the next Annual Meeting of the members of the Corporation or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- C. Chair.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.
- D. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- E. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- F. Rules.** Each committee may adopt rules for its own government consistent with the bylaws or with rules adopted by the Board of Directors.

ARTICLE VII. Contracts, Loans, Checks, and Deposits

- A. 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.
- B. 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.
- C. Deposits.** The Corporation shall have a checking account or accounts and may have a savings 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 checking account or savings account.
- D. 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 by resolution of the Board of Directors. Transfers between accounts shall require the approval of the General Manager or a Board member authorized to make withdrawals by a majority of the Board of Directors. All withdrawals from special accounts and the savings account must be deposited in the checking accounts. The Board of Directors shall determine as necessary, by resolution, the minimum amount requiring a second signature on checks and verbal authorization on credit card purchases. Staff signers must be authorized by Board resolution. The Finance Committee shall maintain and publish a “Financial Policy” which tracks all formal changes to procedures.

ARTICLE VIII. Books and Records

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 committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member, or his 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 IX. Fiscal Year

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 X. 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 provision of the Articles of Incorporation 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 XI. Community Advisory Board

- A. Power and Responsibility.** The Community Advisory Board (CAB) shall review the programming goals and service provided by the Corporation, as well as the policy decisions of the Board of Directors in order to advise the Board of the Corporation's effectiveness in meeting the needs of the community.
- B. Number, Tenure and Eligibility.** The CAB shall have a minimum number of seven members, who shall be appointed by the Board of Directors for a term of one year which runs from October 1 through September

30 of the following year. Members of the CAB may be reappointed by the Board of Directors up to four additional, consecutive terms, and would be eligible for appointment to the CAB after at least a one-year absence. The Board of Directors shall select CAB members in order to achieve a composite membership that 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 CAB.

- C. Officers.** The CAB shall elect from its membership a Chair and a Secretary. Officers shall be elected by the members of the CAB at its first meeting after its own selection by the Board of Directors. The Chair shall preside over all meetings of the CAB. The Chair or a designee shall attend all meetings of the Board of Directors. The Secretary or designee shall attend all CAB meetings and send unapproved minutes of each meeting to the General Manager and the CAB Chair within 14 days of the meeting.
- D. Regular Meetings.** The CAB shall meet at least quarterly at either KBBI studios or at another location, provided that the owners or managers of the location agree in advance and the location does not exclude or create a disincentive for participation by members of the public. In addition to these quarterly meetings, CAB members should also attend the Annual Meeting of KBBI's members held in January each year.
- E. Special Meetings.** Special meetings of the CAB may be called by its Chair or by the Corporation's President. Adequate notice must be given to the members of the CAB.
- F. Open Meetings.** All meetings of the CAB shall be open to the public. Adequate notice must be given to the public.
- G. Quorum.** A majority of the members of the CAB shall constitute a quorum.
- H. Removal.** A member of the CAB may be removed by a vote of the majority of the Board of Directors if the member is found to have a conflict of interest that interferes with the member's duties on the CAB.
- I. Vacancies.** Vacancies in the CAB shall be filled by the Board of Directors.

ARTICLE XII. Amendments

The bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the members of the Board of Directors voting at any regular or special meeting of the Board where a quorum is represented, provided that any proposed changes to the bylaws shall be announced and advertised not less than 30 days prior to any action of the Board.

Dated this xxth day of xxxxx in the year 2019

President of the Board of Directors
Genie Hambrick

Kachemak Bay Broadcasting, Inc. (KBBI)

Comments on Proposed Revisions to Bylaws – June 2019

KBBI member name _____ **Date** _____

Please add your comments in the space below each item.

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Making language consistent with the requirements of the secretary of the Community Advisory Board.

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OTHER

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If you need more space, please attach another page for your comments.