

Unalaska Community Broadcasting

Bylaws

(Revised March 14, 2009, June 28, 2011, December 11, 2012, April 8, 2014, April 15, 2015)

ARTICLE I: Name of the Corporation

The name of the Corporation is Unalaska Community Broadcasting, Inc. (hereafter referred to as UCB), which is organized as a non-profit organization under AS 10.20 and is qualified as tax-exempt by the United States Internal Revenue Service, and the period of duration is perpetual.

ARTICLE II: Purpose and Goals

Our core purpose is to inform, educate, entertain, and engage. Our organization's main core values are community, volunteerism, trusted news, local content, and fun.

ARTICLE III: Board of Directors

- 1) General responsibilities. The Board of Directors shall have control and management over the affairs, funds, and property of UCB.
- 2) Specific Responsibilities. The Board of Directors must:
 - a) Hire a General Manager
 - b) Contract with any or all agencies or departments for the provision of services, facilities or supplies
 - c) Determine its own fiscal procedures and approve yearly budgets
 - d) Adopt regulations governing organization policies and procedures for the operation of any facility owned or managed by UCB
- 3) The Members of the Board of Directors have the following duties:
 - a) Be responsive to the collective will of the membership
 - b) Attend all regular meetings and special meetings
 - c) Vote in all matters before the board
 - d) Serve on committees
 - e) Be available for fiscal duties, such as check signing, if so directed by the board
 - f) Perform all duties outlined further in these bylaws
 - g) The board acts as the unit. No single board member may take authority in directing the General Manager or dealing with the staff, volunteers or the public. The board chair (or designee) shall be the official representative of the board.
- 4) Number of Members. The Board shall be made of at least 7, and not more than 11, board members, including a youth/student representative. The Board of Directors will be broadly representative of the geographic area and population served by this facility.
- 5) Membership of Board
 - a) Board members will be elected at large by majority vote of those present at annual membership meetings or by absentee ballot, except for the youth/student seat, which will be appointed by the Board of Directors.
 - b) Board members must be of legal voting age in the State of Alaska, except for the youth/student representative (Seat K), who must be of high school age.
 - c) Board members must be residents of the state.
 - d) Three unexcused absences, as determined by the chair, in any six-month period shall result in the dismissal of a board member.
- 6) Terms of board members. Terms of office will be three years, except for the youth/student seat (Seat K), which is a one year term. Terms of office will be staggered

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Deleted: <#>An operating policy and guidelines will be established in writing by the Board of Directors. .

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by the following procedure: At least two board seats will be open for election each year on a rotating basis.

7) Seats A, B, C and I expire at the membership meeting in 2012, 2015, 2018; Seats D, E and J expire at the membership meeting in 2013, 2016, 2019; Seats F, G and H expire at the membership meeting in 2011, 2014, 2017; Seat K is a youth/student seat which is a one-year term expiring annually at the start of the school year.

8) Resignations. Resignations will be directed in writing to the chair of the board.

9) Removal from the board. Board members may be removed from the board for just cause. For the purpose of these bylaws, just cause is defined as behavior deemed to be fiscally dangerous to the organization or behavior deemed to damage the organization's public visibility. Procedures for removal of a board member shall be as follows:

- a) Formal charges may be brought against any board member at a regular board meeting. Charges must be presented in written form.
- b) Charges shall be placed on the agenda, and all board members notified of this agenda item at least two days prior to the meeting.
- c) A board member may not be removed from the board at the meeting which formal charges are brought against him/her for the first time. In order to act on such charges, the board must vote to hold a special meeting, for this purpose only, not later than one week after the regular meeting at which charges were brought.
- d) A board member against whom charges have been brought must have the opportunity, at this special meeting, to answer the charges personally and to bring witnesses to answer questions on his/her behalf.
- e) A board member may only be removed from office at this special meeting by a vote of 2/3 of the entire board.

10) Vacancies. The board will fill vacancies. Board-appointed members will serve on the board until the next general membership meeting, when the seat will be filled by election by the general membership. Board members so elected will then serve the remainder of the term of the seat vacated.

11) Election of officers. The board of directors shall elect from among themselves the following officers: Chair, Vice Chair, and Secretary/Treasurer. This shall be the first order of business of the first meeting of the board following the election of directors at the annual meeting.

12) Officers. Officer positions can be filled by any members of the UCB Board of Directors, except for Seat K (Youth/Student seat). Officer duties are outlined as follows:

- a) Chair
 - i) The Chair is the elected leader of the board.
 - ii) The Chair is the agent of the board to management.
 - iii) The Chair plans and conducts board meetings.
 - iv) The Chair is the chief spokesperson for the board.
- b) Vice Chair
 - i) Performs the duties of the chair in his/her absence.
- c) Secretary/Treasurer
 - i) Ensures that an accurate record of the proceedings of the board is kept and a copy is placed in the files.
 - ii) Presents the minutes of the previous meeting at each board meeting for approval by the board.
 - iii) Ensures that an accurate record of the proceedings at all member meetings is kept and a copy is placed in the files.

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~~Election will be held annually at the first board meeting after the annual membership meeting, and will follow the these procedures:~~
~~<#>a) Election shall be the first item of business~~
~~<#>b) The nominees will be comprised of board members~~
~~<#>c) A nominee for the Chair office needs a majority of the entire board in order to be elected; however for all other officers a majority of the quorum present will result in the election to that office.~~
All board members must be present for the election of officers to the board.

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~~The officers of the board shall be: 1) Chair; 2) Vice Chair; 3) Secretary/Treasurer. Their~~

- iv) Keeps accurate records of all income and disbursements of the corporation.
- v) Either the Treasurer or General Manager makes financial reports at regular meetings and at other times as required by the board or bylaws.

13) Standing Committees. Standing committees shall be established for finance and board development. All other committees shall be ad hoc committees formed as needed. The board Chair shall appoint committees. Committees shall meet at least quarterly, or as needed.

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14) Community Advisory Board. The Board of Directors shall establish a community advisory board to bring input from the community to the board. The advisory board shall meet at least twice annually. Its members shall be appointed by the board of directors and shall be representative of the geographic area and population served by this facility.

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ARTICLE IV: General Manager

- 1) The General Manager is the operating manager of the stations.
- 2) The General Manager implements board policy.
- 3) The General Manager is delegated specific but limited authority by the board.
- 4) The General Manager reports to the board as a whole.
- 5) The General Manager hires and supervises all other employees of the station.

ARTICLE V: Contracts, Loans, Checks, Deposits, Job Descriptions, Dissolution

- 1) Contracts. The Board of Directors may authorize any officer or officers or 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 specified instances. The General Manager shall not commit to any contracts, purchases or expenditures of greater than \$1,000; unless they are a specifically budgeted item in the approved budget, without a board vote.
- 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 the Board of Directors. Such authority may be general or confined to specific instances.
- 3) Deposits. The Corporation may have a savings account and shall have a checking account or accounts. 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 accounts.
- 4) Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence 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. Withdrawals from the savings account and any special accounts shall require the signature of two board members or one board member and one staff 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 accounts. All checks issued on the checking accounts must be signed by two board members, or one board member and one staff member, authorized to make withdrawals from the savings account.
- 5) Job Descriptions. The General Manager shall submit in writing to the board for approval all job descriptions with proposed salary or pay rates and benefits of all permanent part-time and full-time positions prior to hiring. The General Manager shall maintain a file of all job descriptions and shall provide these descriptions to the board on request.
- 6) Dissolution. Unalaska Community Broadcasting shall use its funds only to accomplish the objectives and purposes specified in Article II of the Bylaws, and no part of such

funds shall inure or be distributed to the members of UCB. Upon dissolution all liabilities and obligations of UCB shall be paid, satisfied, and discharged, or adequate provision shall be made. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE VI: Board Meetings

- 1) Regular board meetings. Regular board meetings will be held monthly, time and place to be set by the board. These meetings are open to the membership and will operate under the general guidelines of Roberts Rules of Order.
- 2) Special Meetings. Special meetings will be called by the Chair of the board or at the request of two members. Each board member will be notified by written or verbal notice at least 24 hours in advance. There will be no additions to the agenda. Special meetings are open to the membership.
- 3) The General Manager or the Board Chair will prepare the agenda and submit it to the Chair for approval at least 5 days prior to a regularly scheduled board meeting.
- 4) Quorum. Attendance by board members holding 50% of non-vacant seats shall constitute a quorum.
- 5) Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Method of voting shall be at the Chair's discretion. Votes shall be recorded accurately in the minutes. Any board member may request a roll call vote.
- 6) Minutes. Minutes shall be kept by the secretary or designated party, and shall reflect an accurate, complete and true recording of each meeting, including type of meeting, date and members present.
- 6) Executive Sessions. Executive sessions may be called by majority vote of the board members present at regular or special meetings. Executive sessions shall be for the purpose of discussing financial or personal matters the publication of which might be detrimental to the reputation of the corporation or the individual involved. No action may be taken in an executive session.

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ARTICLE VII: Members

- 1) Qualifications. Any person or organization may become a member of UCB who supports the Purposes and Goals of the corporation and pays annual membership dues. Each membership shall have one vote.
- 2) Dues. Dues are established in the operating policy and guidelines of the corporation.

ARTICLE VIII: Membership Meetings

- 1) Annual Membership Meetings. The annual membership meeting shall be held in the last half of the fiscal year for the purposes of electing persons from the membership to fill vacancies on the board; hearing annual reports on the business and finances of the corporation; and offering direction from the membership to the board for the coming year. Event can be scheduled at the discretion of board, but it must take place after the final pledge drive of the fiscal year.
- 2) All members shall receive written notice of the annual meeting and opportunity to obtain an absentee ballot at least two weeks before the annual meeting.
- 3) Special Membership Meetings. Special membership meetings may be called by the board. Notice must be given to members by means of publication of meeting place, date and agenda in at least four prominent locations in the Unalaska/Dutch Harbor area. There will be no additions to the agenda.

- 4) Voting shall be by written ballot at the annual meeting.
- 5) Minutes. Minutes shall be kept by the Secretary, or designated party, and shall reflect an accurate, complete and true recording of each meeting including type of meeting, date and number of members present.

ARTICLE IX: Bylaws

These bylaws may be amended at any regular board meeting by a majority vote of the entire board. Those revisions will stand until approved by the general membership meeting, at which time a ~~majority vote of those present will pass the amended articles.~~

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