

CHAPTER 4. BYLAWS & BOARD DUTIES

(As updated 7-17-2010)

ARTICLE I – OFFICES

The principal office of the corporation shall be located at Valdez, Alaska. The registered office of the corporation, required by the Alaska Non-Profit Corporation Act to be maintained in the state of Alaska shall be at Valdez, Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – MEMBERS

1. **ANNUAL MEETING.** The annual meeting of the members shall be held once yearly in the fall for the purpose of reviewing the activities of the corporation and discussing future activities. Results of board ballots shall be announced.
2. **SPECIAL MEETINGS.** Special meetings of the members may be called by the President, Secretary, or by a majority of the Board of Directors, and shall be called by the President at the request of twenty-five percent of the voting membership.
3. **PLACE OF MEETING.** The Board of Directors may designate any place within the Terminal Radio broadcast area as the place of meeting for any annual or special meeting of the members.
4. **NOTICE OF MEETINGS.**
 - a. **Annual Meeting.** Written or printed notice stating the place, day and hour of the meeting shall be delivered at least thirty 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 vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the membership roll of the corporation.
 - b. **Special Meeting.** Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered at least three 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 vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the membership roll of the corporation.
5. **MEMBERSHIP.** This corporation shall be composed of members rather than shareholders and shall not issue stock. Voting members shall pay membership dues by category and annual dues amounts as designated by resolution of the Board of Directors.
6. **VOTING.** Each voting member is entitled to one vote and no votes by proxy are permitted at membership meetings. Ballots shall be issued with the notice of meeting, and the voted ballots will be counted at the meeting. Ballots will be accepted by mail prior to the meeting, or at the meeting.
7. **QUORUM.** Ten percent of the members of the corporation entitled to vote, represented either in person or by **valid** ballot, shall constitute a quorum at a meeting of the membership.

ARTICLE III – BOARD OF DIRECTORS

1. **GENERAL POWER.** The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may appoint administrative officers; shall set broadcast station policies to reflect the public interest, convenience and necessity. The Board of Directors shall exercise its responsibilities in accordance with a continual determination to community needs and with consultation from the station's FCC Community Advisory Committee.
2. **NUMBER, TENURE, AND QUALIFICATIONS.** The number of directors shall not exceed nine, which shall be elected to serve staggered three year terms. Therefore annually one-third of the three year seats will be up for election. Each director shall hold office for the term elected. Directors shall be residents of the Terminal Radio broadcast area, and voting members of the corporation.
3. **REGULAR MEETINGS.** The Board of Directors shall hold regular meetings on a given day of every month with public notice with a minimum of 10 meetings a year. All meetings shall be open to the public in accordance with the applicable Alaska statutes.
4. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President, 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.
5. **NOTICE OF MEETING.** A minimum of four hours notice shall be given each director for a special meeting of the Board of Directors. Such notice may be written and delivered personally, or may be delivered by telephone.
6. **QUORUM.** At least five out of nine Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
7. **MANNER OF ACTING.** The act of a majority of the Directors present shall be the act of the Board of Directors.
8. **REMOVAL OF A DIRECTOR.** A Director shall be removed when found by vote of majority of the Board of Directors to have a conflict of interest which would jeopardize his/her ability to serve in the public interest, convenience, and necessity. A director who misses three consecutive monthly meetings without due cause shall be considered removed as of the adjournment of this third meeting.
9. **VACANCIES.** Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of remaining Directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.
10. **Terminal Radio, Inc. Conflict of Interest Policy:**

It is a general rule that no one can vote on a question in which s/he has a direct personal or pecuniary interest. Yet this does not prevent a member from voting for her/himself for any office or other position, as voting for a delegate or for a member of a committee; nor

from voting when other members are included with her/him in the motion, even though s/he has a personal or pecuniary interest in the result, as voting on charges preferred against more than one person at a time; or on a resolution to increase the salaries of all the members. If a member could in no case vote on a question affecting her/himself, it would be impossible for a society to vote to hold a banquet, or for a legislature to vote salaries to members or for the majority to prevent a small minority from preferring charges against them and suspending or expelling them. By simply including the names of all the members, except those of their own faction, in a resolution preferring charges against them, the minority could get all the power in their own hands, were it not for the fact that in such a case all the members are entitled to vote regardless of their personal interest. A sense of delicacy usually prevents a member from exercising this right of voting in matters affecting her/himself except where his/her vote might affect the result. After charges are preferred against a member; and the assembly has ordered him/her to appear for a trial, s/he is theoretically under arrest, and is deprived of all rights of membership and therefore cannot vote until his/her case is disposed of.

All members of Terminal Radio, Inc., Board of Directors are expected to disclose to The Board any potential conflict of interest as defined above in regard to a question before The Board or participation in the work of a specific committee. The Member may either ask to be excused from participation in the vote or committee work or seek the advice of the remainder of The Board as to whether or not a conflict exists. The remaining Board Members may ask the member for further information on which to base their decision then excuse him or her so that they can discuss the issue privately before making their decision. Intentional failure to disclose a potential conflict of interest is grounds for expulsion from The Board.

Adapted from Roberts Rules of Order

ARTICLE IV – OFFICERS

1. NUMBER. The officers of the corporation shall be a president, one or more vice-presidents, the number thereof to be determined by the Board of Directors, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. The Secretary and Treasurer offices may be held by the same person. Officers shall be members of the Board of Directors.
2. ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected by the Board of Directors at the first meeting of the Board of Directors held after the annual membership meeting at which the Board of Directors was elected, and shall serve for one year. Each officer shall hold office until his/her successor has been duly elected and shall have qualified or until his/her death or until he/she shall resign or have been removed in the manner provided herein.
3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed whenever in the Board's judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to contract rights, if any, of the person so removed.
4. VACANCIES. A vacancy in any office for whatever reasons may be filled by the Board of Directors for the unexpired portion of the term.

5. **PRESIDENT OF THE BOARD OF DIRECTORS.** The President of the Board of Directors shall preside over meetings of the Board of Directors and of the membership. In the absence of the President of the Board of Directors, the Vice-President shall perform the duties of the chair. She/he 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 incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.
6. **THE VICE-PRESIDENT.** The Vice-President or Presidents shall assist the President in all duties of that office and any additional functions as prescribed by the Board from time to time. 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. The Vice-President shall act as President in the absence of the President.
7. **SECRETARY.** The Secretary shall: a) be responsible for the minutes of the membership's and the Board of Directors' meetings; 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 of 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; d) see that a register of the post office address of each member is kept; e) and in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.
8. **TREASURER.** If required by the Board of Directors, the Treasurer shall file a bond for the faithful discharge of his/her duties in such sum as the Board of Directors shall determine. She/he shall: a) 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 incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors. In addition, the Treasurer along with the station manager or any authorized agent develop and present for approval to the Board an annual station operations budget.

ARTICLE V – CONTRACTS, LOANS, CHECKS AND DEPOSITS

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.
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.
3. **ACCOUNTS.** The corporation shall have a savings account and a checking account or accounts. The Board of Directors may establish special accounts for purposes designated by the Board of Directors.
4. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for 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. Withdrawals of \$500 or more from the checking, savings account and special accounts by the station manager or authorized agent shall in addition require the signature of one Board member authorized by a majority of the Board of Directors to make withdrawals, excluding obligations previously authorized by the Board of Directors such as payroll, equipment repair, utility service, and service of mortgage and loan debt. All withdrawals from special accounts and the savings accounts must be deposited in the checking accounts.