

**BY-LAWS  
OF  
COASTALASKA, INC.**

**Adopted December 15, 1997  
Amended: June 22, 1998; April 6, 2000; April 23, 2001; May 19, 2003**

**ARTICLE I**  
**NAME AND OFFICES**

**Section 1.** The name of the Corporation is CoastAlaska, Inc.

**Section 2.** The principal office of the Corporation shall be at the offices of Capital Community Broadcasting at 360 Egan Drive, Juneau, Alaska, or at such other place as the Board of Directors determines. The corporation may have such other offices, either within or without the State of Alaska, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall also have and continuously maintain in the State of Alaska a registered office, and a registered agent whose office is identical with such registered office, as required by the Alaska Nonprofit Corporation Act, which shall be as set forth in the articles of incorporation of the corporation. The registered office may be, but need not be, identical with the business office in the State of Alaska, and the address of the registered office and name of the registered agent may be changed from time to time by the board of directors as provided by law.

**ARTICLE II**  
**PURPOSE AND POLICY**

The Corporation has as its primary objects and purposes the establishment and operation of an organization to develop and to promote the funding, conduct, and collaboration of public broadcasting within Southeast Alaska; and to assist and to facilitate the business management, marketing, and cooperation of its member stations.

This corporation is organized exclusively for educational and charitable purposes of the corporation and the requirements of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Corporation is not organized for profit; and no part of its earnings shall inure to the benefit of any private shareholder or individual.

**ARTICLE III**  
**MEMBERS**

**Section 1.** Members and Qualifications. There shall be two classes of members: member stations and associate members. Charter member stations shall be those public broadcasting stations whose application for membership is accepted by the Corporation's organizing Board of Directors before November 15, 1997. New station members may be admitted upon approval by a majority plus one of the board of directors, and shall be restricted to Alaska public broadcasting stations incorporated or operating not for profit and licensed by the Federal Communications Commission.

Associate members may be admitted upon the sponsorship of any two Directors. The amount of dues will be set by the board of directors. An associate member may be any individual or organization with an interest in public broadcasting. Associate members have no rights other than those of the public in general.

**Section 2.** Term of Membership shall be from July 1 to June 30 of the following year. By nominating directors in the above procedure, a member is automatically renewing its membership.

A member may withdraw from the corporation at the end of its term by resolution from the member's board of directors, or earlier if by such resolution and direction from the CoastAlaska board of directors.

**Section 3. Voting Rights.** Neither station members nor associate members shall have the right to vote. Directors shall have sole voting power within the corporation.

**Section 4. Annual Meeting.** The annual meeting of members shall be held at the registered office of the corporation, or at such other place designated by the board of directors either within or outside the state of Alaska, and between the dates of December 1 and March 31 of each fiscal year. As the members have no voting rights, the only action to be taken at the annual meeting of members shall be the nomination by station members of candidates for the board of directors as described in Article IV, Section 1. No notice of any kind for the annual meeting of members shall be required, other than the provisions of this section.

**Section 5. Special Meetings.** Special meetings of the members may be called by the president or by the board of directors. The purpose of the special meeting must be stated in any notice of such a meeting.

**Section 6. Notice of Special Meetings.** Written notice stating the place, day and hour of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five, 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, to each member of the corporation. If mailed, the notice shall be considered to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage prepaid. Notice of any special meeting of the members may be waived in a writing signed by the person or persons entitled to the notice whether before, at or after the time of the meeting.

#### **ARTICLE IV** **RIGHTS AND LIABILITIES OF DIRECTORS**

**Section 1. Property Interest of Directors.** No director of the corporation shall have any right, title or interest in or to any property or assets of the corporation, either prior to or at the time of any liquidation or dissolution of the corporation.

**Section 2. Non-Liability for Debts.** The private property of the directors shall be exempt from execution or other liability or any debts of the corporation and no director shall be liable or responsible for any debts or liabilities of the corporation.

**Section 3. Indemnification.** Each present or future director or officer of the corporation shall be indemnified by the corporation against expenses, including attorneys' fees, reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of being or having been a director or officer of the corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance or duty. In the event of a compromise or settlement of such action, suit, or proceeding before final adjudication thereof, indemnification shall be provided only in connection with such matters as to which the corporation is advised by counsel selected by the board of directors that the director or officer to be indemnified was not liable for negligence or misconduct in the performance of duty. The indemnification herein above provided shall, in the case of death of a director or officer, inure to the benefit of his estate.

#### **ARTICLE V** **BOARD OF DIRECTORS**

**Section 1. General Powers and Qualifications.** Subject to the articles of incorporation, these bylaws and the laws of the State of Alaska, the business and affairs of the corporation shall be managed by a board of directors, which shall exercise all of the powers of the corporation.

Prior to the annual meeting of directors, each member station shall nominate two current station members for election to the board of directors, one of whom must serve on the station's board of directors. No member of the member stations' professional staff or CoastAlaska staff shall serve as a CoastAlaska director. Member stations may also appoint alternate directors for each of their two seats. These alternates

would serve, without proxy, in the absence of the director. Each director shall have one vote for the election of board members, and there shall be no cumulative voting. A nominee must receive at least four votes in order to be elected.

**Section 2.** Member-station managers shall serve as non-voting, ex-officio members of the board of directors.

**Section 3.** Executive Committee. When the board of directors is not meeting, the powers of the board may be exercised by an executive committee, consisting of the president, the vice president, the treasurer, and the secretary. Except as provided by these bylaws, or by resolutions of the board, the executive committee shall have and exercise the authority of the board of directors in the management of the business and affairs of the corporation between meetings of the board. Should the executive committee take such action, they shall make a report of it at the next regular meeting of the board of directors.

**Section 4.** Finance Committee. The Finance Committee shall be appointed by the chair to include one representative of each member station. The annual budget shall be presented by the finance committee at each annual meeting. Budget revisions, and matters with a financial impact upon the corporation, or from the corporation to its members, shall be referred to the finance committee.

**Section 5.** Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be appointed in such manner or may be designated by a resolution adopted by the board of directors. Any member thereof may be removed by the president whenever in his or her judgment the best interests of the corporation shall be served by such removal. One member of each committee shall be appointed chair by the president.

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.

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.

Each committee may adopt rules for its procedures not inconsistent with these bylaws or with rules adopted by the board of directors.

**Section 6.** Terms of Office. The initial members of the board of directors shall be designated in the articles of incorporation. When charter member stations are accepted, they will appoint two directors as outlined in Article V, Section 1. Newly elected directors shall hold office for two years, except for the term beginning in the year 2000 when one director from each member station shall serve for one year and the second director shall serve for two years. All vacancies on the board of directors shall be filled for the unexpired term in the same manner.

**Section 7.** Removal From Office. The board of directors, in an annual meeting or special meeting called for said purpose, may, by a majority vote of the directors present at said meeting, remove any person from his or her position for any cause.

**Section 8.** Compensation. Directors shall not receive any salary for their services but, by resolution of the board of directors, actual travel expenses, if any, may be paid for attendance at any regular or special meeting or while engaged in specific tasks requested by the board. No director shall receive compensation for service to the corporation in any capacity, nor shall any close relative of a director or officer receive compensation for serving the corporation. The term "close relative" as used herein shall mean any brother or sister of any incumbent director or officer, the forebears and descendants of a director or officer or any such brother or sister, and any spouse or domestic partner of an incumbent director or officer or any aforesaid person. Nothing in this section shall prohibit a member of the board from doing business with the corporation and receiving payment from the corporation for the furnishing of materials, supplies, merchandise or services.

**ARTICLE VI**  
**MEETINGS OF DIRECTORS**

**Section 1. Annual Meeting.** The annual meeting of the directors shall be held immediately following the annual meetings of members at the same location as the annual meeting of members, for the purpose of electing directors and officers, passing upon reports of the previous fiscal year and transacting such other business as may come before the meeting. No notice of any kind of this meeting shall be required other than the provisions of this section. Failure to hold the annual meeting at the time designated shall not work a forfeiture or dissolution of the corporation and, in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

**Section 2. Regular Meetings.** The board of directors may provide, by resolution, for the holding of regular meetings. No notice of any kind need be given to any members of the board of directors of any regular meetings so provided by resolution.

**Section 3. Special Meetings.** A special meeting of the board of directors may be called by the president or any three (3) directors, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The person or persons calling the meeting shall fix the time and place for the holding of the meeting.

**Section 4. Notice of Director's Special Meetings.** Notice of the time, place and purpose of any special meeting of the board of directors shall be delivered to each director by the secretary or the directors calling the meeting, either personally or by mail, electronic mail or facsimile, not less than five (5) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation with postage thereon prepaid.

**Section 5. Quorum.** A majority of the members of the board of directors shall constitute a quorum, provided that, if less than such majority of the directors is present at a meeting, a majority of the directors present may adjourn the meeting; and provided further that the secretary shall notify any absent directors of the time and place of such adjourned meetings. Unless otherwise provided in these bylaws, or in the standing rules of order, the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the board of directors.

**Section 6. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote thereon.

**Section 7. Participation by Telephone.** Any director may participate by telephone, to the fullest extent permitted by the Alaska Nonprofit Corporation Act, as it may from time to time be amended, in any meeting of the board of directors or any committee thereof.

**Section 8. Proxy Voting.** In the case where a director or the designated alternate must be absent from a membership meeting, directors may choose a proxy to represent the director in their absence. Proxies may be used only to establish a quorum at membership meetings, but cannot vote in place of the absent director in accordance with AAC 55.030(2)(G). This proxy must be designated in writing and transmitted to the Chair of the Board prior to or during any regular or special meeting. Proxies must be from the same member station. The secretary shall note such proxies in the minutes of the meeting in which they are filed. The chair of the board shall see that such written proxies are filed with the registered agent of the corporation.

**ARTICLE VII**  
**OFFICERS**

**Section 1. Number.** The officers of the corporation shall be a president, vice president, secretary, treasurer, and such other officers as may be determined by the board of directors from time to time to perform such duties as may be designated by the board of directors. Each of the officers shall be a director.

**Section 2.** Election and Term of Office. The officers shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The slate of candidates shall be nominated at the meeting prior to the meeting at which election of officers takes place. Each officer shall hold office until removal by the board of directors, the next annual meeting of the board of directors or until a successor shall have been elected. Except as otherwise provided in these bylaws, a vacancy in any office shall be filled by the board of directors for the unexpired portion of the term.

**Section 3.** Removal of Officers and Agent by Directors. 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 will be served thereby.

**Section 4.** President. The president, who initially shall be the principal executive officer of the corporation:

- (a) shall be the principal executive officer of the corporation, shall in general supervise and control all of the business and affairs of the corporation subject to the advice and consent of the board of directors;
- (b) shall preside over all meetings of the board of directors;
- (c) may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly 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 otherwise signed or executed; and
- (d) shall be, ex-officio, a member of all committees
- (e) shall in general perform all duties as may be prescribed by the board of directors from time to time.

**Section 5.** Vice President. The vice president initially shall be the second principal executive officer of the corporation. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

**Section 6.** Treasurer. The treasurer shall:

- (a) chair the finance committee
- (b) shall render to the president and the directors, at regular annual meetings of the board of directors, or whenever they require, an accounting of any transactions and the financial condition of the corporation;
- (c) in general perform all such other duties as from time to time may be assigned by the president or board of directors.

**Section 7.** Secretary. The secretary shall:

- (a) keep the minutes of the meetings of the board of directors in one or more books provided for that purpose, or see that they are taken;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the corporation and affix the seal of the corporation to documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws;
- (d) keep a register of the names and post office addresses of all directors and officers;
- (e) keep on file at all times a complete copy of the articles of incorporation and bylaws of the corporation containing all amendments thereto (which copy shall always be open to inspection by any director) and, at the expense of the corporation, forward a copy of the bylaws and of all amendments thereto to each director; and
- (f) in general perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned by the president of board of directors.

**Section 8.** Compensation. The powers, duties and compensation, if any, of officers, agents and employees shall be fixed by the board of directors.

**ARTICLE VIII**  
**NON-PROFIT OPERATION**

The corporation shall at all times be operated on a non-profit basis, shall be operated for the charitable purposes for which the corporation was created, and no interest or dividends shall be paid or payable by the corporation to any director as such.

**ARTICLE IX**  
**FINANCIAL TRANSACTIONS**

**Section 1.** Annual Budget. The annual budget of the corporation and in broad terms that of its member stations, shall be introduced by the finance committee for consideration at each annual meeting. The budget may not be approved at the same meeting in which it was introduced except by unanimous consent. The budget must be approved by a majority plus one of all directors entitled to vote.

**Section 2.** Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 3.** Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or secretary of the corporation.

**Section 4.** Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank or banks, trust companies or other depositories or financial institutions as the board of directors may select.

**Section 5.** Fiscal Year. The fiscal year of the corporation shall mean a twelve month period commencing July 1 of each and every year and shall end on the following June 30.

**Section 6.** Gifts. The board of directors may accept on behalf of the corporation any contribution, gift bequest or devise for the general purposes or any special purpose of the corporation.

**ARTICLE IX**  
**BOOKS, RECORDS AND AUDITS**

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 board of directors and committees having any of the authority of the board of directors. Such books, records and minutes shall be kept at the business office of the corporation. The corporation shall also keep at the registered office a record of the names and addresses of the directors.

**ARTICLES X**  
**ALTERATION, REPEAL OR AMENDMENT**

These bylaws may be altered, repealed or amended by the affirmative vote of a majority plus one, provided that notice of a proposal to make, alter, amend or repeal shall be included in the notice of such meeting at least ten (10) days prior to the meeting, or waived in writing either before or after such meeting by those directors who do not attend such meeting.

**ARTICLE XI**  
**MISCELLANEOUS**

**Section 1.** Waiver of Notice. Any director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by such director, except in the case where a director shall attend a meeting for the express

purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

**Section 2.** Rules and Regulations. The board of directors shall have power to make and adopt such rules and regulations not inconsistent with the law, the articles of incorporation, or these bylaws, as it may deem advisable for the management of the business and affairs of the corporation.

**Section 3.** Robert's Rules. Notwithstanding section 2 of this Article, Robert's Rules of Order 1990 Edition (9<sup>th</sup> Edition) published by, Scott Foresman, shall be the operating rules for the board of directors and its committees.

Disciplinary action taken against any director, associate member, or member shall be according to Robert's Rules.

## **ARTICLE XII**

### **SEAL**

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation (or an abbreviation thereof) and the words "Corporate Seal" or "Seal".

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the laws of the State relating to nonprofit corporations or under the provisions of the articles of incorporation or the bylaws of the corporation, 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 XIV**

### **RIGHTS AND LIABILITIES OF MEMBER STATIONS**

**Section 1.** Property. All real and personal property held and managed by community licenses shall remain with those licensees.

**Section 2.** Operating Baseline. For budgeting purposes, the FY 98 CoastAlaska budget is considered the baseline for each station's future year non-federal operating revenues and expenses. Subsequent year station revenue and expenses shall be indexed to reflect inflation. An individual station will have to demonstrate a condition of extreme hardship before the CoastAlaska Board will consider revising the station's baseline budget.

**Section 3.** Revenue Incentive. Zero to fifteen percent of each station's non-restricted net revenue raised in excess of those projected in the CoastAlaska fiscal year budget shall be dedicated to the CoastAlaska Infrastructure Fund. Non-restricted funds include money raised from local membership drives, underwriting, auctions, raffles, T-shirt sales, audiotape sales, etc.

I, Chris Weiss, the duly elected secretary of CoastAlaska, do hereby certify that the above bylaws represent the bylaws of said corporation, with all amendments thereto, as of this 15<sup>th</sup> day of December 1997.