

BYLAWS

ARTICLE I – OFFICE

The principal office of the corporation shall be located in Fort Yukon, 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 in Fort Yukon, Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – MEMBERS

1. **Regular Meeting.** The regular meeting of the members shall be held on the second (2nd) Thursday of each month, at the hour of 6 p.m. for the purpose of reviewing the activities of the corporation and discussing the future activities of the corporation.
2. **Special Meeting.** Special meetings of the members may be called by a majority of the Board of Directors, or by the President.
3. **Place of Meeting.** The place of meeting shall be in Fort Yukon, Alaska or designated by the board of directors.
4. **Notice of Meeting.** Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than (30) days before the date of the meeting, either personally or by mail to each member of record entitled to vote at such meeting. If mailed, such shall be deemed 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 role of the corporation.
5. **Membership.** This corporation shall be composed of members rather than shareholders, and shall not issue stock. Voting members shall be all adult members, be eighteen (18) years of age or older, and shall pay membership dues of \$20 per year or as set by the Board of Directors. Youth membership (17 years of age and under) is non-voting and is \$10 per year or as set by the Board of Directors. Senior citizen (60 years and older) is set for \$20 per year with no change.
6. **Quorum.** A quorum consist of four (4) board members.
7. **Proxies.** Same as Article VII, paragraph 2, Articles of Incorporation.

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 shall 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 determination of community needs.
2. **Number, Tenure and Qualification.** The number of Directors of the Corporation shall be seven (7).

Each Director shall hold office for three (3) years, except that the terms of the Directors elected or reconfirmed, on May 13, 2006, shall be staggered with three (3) members three (3) years, two (2) for two (2) years, and two (2) for one (1) year. Directors shall be residents of the Interior of Alaska, and members of the corporation. An agent of the Alaska Public Broadcasting Commission may serve as an ex-officio non-voting member of the Board of Director and a student representative shall serve as an ex-officio non-voting member of the Board of Directors.

3. **Regular Meetings.** A regular meeting of the Board of Directors shall be held on the second Thursday of each month.
The Board of Directors shall provide by resolution the time and place for holding of regular meetings.
4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or by a majority of the Board. Persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meetings of the Board of Directors called.
5. **Notice.** A minimum of forty-eight (48) hours notice shall be given each Director for a special meeting of the Board of Directors. Such a notice may be written and delivered personally or may be delivered by telephone.
6. **Quorum.** A majority of the board of directors or four board members consists of a quorum. No business may be conducted without the quorum of the board.
7. **Manner of Acting.** Any transaction requires a majority of the quorum.
8. **Conflict of Interest.** No member of the Board of Directors may hold a full time paid employment with Gwandak Public Broadcasting, Inc. Volunteers are excluded from this provision.
9. **Removal of a Director.** A Director shall be removed when found by a vote of two thirds of the Board of Directors to have a conflict of interest which would jeopardize the Director's ability to serve in the public interest, convenience or necessity. A board members shall be removed by missing three consecutive board meetings unexcused.
10. **Election.** Approximately eleven (11) weeks prior to each annual election, the President shall appoint a Nominating Committee composed of two (2) members of the corporation, one (1) of which shall be from the Board of Directors. The Nominating Committee shall draw up a list of candidates for Director positions which may contain two candidates for each position filled. The list shall be mailed to the membership of the corporation with instructions indicating that nominees may be added to the ballot by presenting to the Committee, six (6) weeks prior to the annual meeting, the name of a nominee supported by five (5) member signatures for each additional nominee.

The election shall be held at the annual election, and additional nominations may be made from the floor. The chairperson shall appoint a committee to count the ballots. The Counting Committee will announce the results of balloting and a Notary Public will certify the results of the election at the annual meeting.
11. **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 elected or

appointed to fill a vacancy shall serve until the next annual election. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an monthly meeting or at a special meeting of the members called for that purpose.

ARTICLE IV – OFFICERS OF GWANDAK PUBLIC BROADCASTING, INC.

1. **Number.** The officers of the corporation shall be: a President; a Vice President; a Secretary, and 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.
2. **Election and Term of Officer.** The officers of the corporation shall be elected by the Board of Directors at the first meeting of the Board held after the annual election. Officers shall hold office for a term of one year. Officers shall hold office until he or she has resigned or been removed in the manner hereinafter provided. Officers may succeed themselves.
3. **Vacancy.** A Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors of the unexpired portion of the term.
4. **Removal.** Any officers elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served.
5. **President.** The President of the corporation shall preside over meetings of the Board of Directors, and shall act as presiding officer at the meetings of the membership until the membership has elected a chairman for the membership.
6. **Vice President.** The Vice President shall be the presiding officer in the absence of the President.
7. **Secretary.** The Secretary of the Corporation shall act as presiding officer in the absence of the President and Vice President. This officer shall cause minutes to be kept of all regular and special meetings.

ARTICLE V – CONTACT, LOANS CHECKS AND DEPOSIT

1. **Contract.** 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 evidences of the 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. **Checks.** The Corporation will established special accounts as designated by the board of directors. The Board of Directors may establish special accounts for purposes designated by the Board of Directors.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness in the name of the corporation shall be signed such officers, agent or agents of the corporation and in such a manner shall be determined from time to time by the Board of Directors. All withdrawals from special accounts must be deposited in the checking account (s).

4. **Deposits.** All checks, drafts or other monies payable to Gwandak Public Broadcasting Corporation will be deposited in the accounts designated for that particular appropriation.

ARTICLE VI – 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 VII – SEAL

(Design to be determined)

ARTICLE VIII – WAIVER OF NOTICE

Whenever any notice is required to be given to any member of Director of the corporation under the provisions of the Bylaws or under the provisions of the Articles of Incorporated, 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 IX – AMENDMENTS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds or the Board of Directors at any regular or special meeting.

Proposed amendments shall not be adopted at the meeting of the introduction such proposed amendments, but shall be distributed for review at least thirty (30) days prior to a regular meeting or special meeting. Such amended Bylaws shall be executed and binding up acknowledgement by the management of the corporation.