

**BYLAWS  
FOR  
ALASKA PUBLIC TELECOMMUNICATIONS, INC.**

BYLAWS  
OF  
ALASKA PUBLIC TELECOMMUNICATIONS, INC.  
(revised June 25, 2009)

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## ARTICLE I IDENTIFICATION

*Section 1. Corporate and Business Names. The legal name of the corporation is Alaska Public Telecommunications, Inc. (hereinafter called the “Corporation”). The Corporation may do business in its own name or using its initials APTI, may do business in the name of the call letters (e.g., KSKA or KAKM) of any noncommercial broadcast license which it may hold from time to time, may do business as Alaska Public Radio Network and/or APRN, and may do business in any other name as may from time to time be authorized by the Board of Directors and permitted under applicable law.*

Section 2. Principal Businesses. The principal businesses of the Corporation shall be —

- the statewide news reporting service known as Alaska Public Radio Network and APRN;
- the operation of noncommercial broadcast station KSKA (as used herein “KSKA” refers to the Corporation’s radio station and radio broadcast operations, including local production of programs, whether analog or digital or both); and
- the operation of noncommercial television station KAKM (as used herein “KAKM” refers to the Corporation’s television station and television broadcast operations, including local production of programs, whether analog or digital or both).

As used herein “broadcasting” refers not only to direct transmission of an electromagnetic signal from the station’s transmitter to the antenna and receive of the listener or viewer, but also includes (without being limited to) delivery of the station’s programming signal to the listener or viewer via telephony, coaxial or optical cable, so called “wireless cable”, satellite and the internet.

Section 3. Principal and Registered Offices. The registered office of the Corporation, required by the Alaska Nonprofit Corporations Act (AS 10.20), shall be at 3877 University Drive, Anchorage, Alaska 99508, or at such other location as may be determined by resolution of the Board of Directors from time to time. The principal office of the Corporation shall be at the same location as its registered office , unless otherwise determined by resolution of the Board of Directors, provided there is always at least one (1) location at which the principal offices of the Corporation are located.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of July and shall end at the close of the last day of June of the following year.

ARTICLE II  
MEMBERSHIP IN THE CORPORATION

Section 1. Membership. There shall be two (2) classes of membership in the Corporation:

- General Membership, which may be granted to any person, firm, corporation, organization, or association interested in furthering the objectives and purposes of the Corporation and who pays dues under Section 2 of this Article for being a member of KSKA or KAKM or both; and
- Station Membership, which may be granted only to a nonprofit corporation or institution holding a noncommercial broadcast license and operating a public radio broadcasting station; Station Membership may not be granted to any of the following: (i) a corporation or institution that is ineligible for state- or federal-government support funding; (ii) a corporation or institution whose facility is not a public radio broadcasting station or is not yet on the air; (iii) a corporation or institution whose broadcast operations are student-operated.

Section 2. General Membership Dues. The Board of Directors shall establish a base level for membership dues. Management may establish various higher levels of membership with different premiums and/or degrees of public recognition for the various levels. With the exception of premiums and public recognition, all General Members shall enjoy the same rights and privileges regardless of the amount of dues they may pay. A General Member who has paid membership dues to both KSKA and KAKM shall be counted only once as a General Member in the Corporation and shall be entitled to only one (1) vote as a member. A General Membership shall be for a period of twelve (12) months from the date of payment and may be renewed annually by payment of dues for KSKA or KAKM or both.

Section 3. Meetings of the General Membership. All meetings of the General Membership shall be governed by the provisions of Sections 3.1 – 3.7.

Section 3.1. Annual Meeting of the General Membership. The annual meeting of the General Members shall be held within the Municipality of Anchorage in the fourth quarter of the Corporation's fiscal year of each year at a time and place designated by the Board of Directors. The annual meeting shall include reports to the General Membership on activities and finances, announcement of the results of the election of the Board of Directors under Section 5.A of Article III, and such other matters as are deemed appropriate by the President/General Manager and Board Chair jointly or by the Board of Directors.

Section 3.2. Special Meetings of the General Membership Called by Directors. Any seven (7) directors can call a special meeting of the General Membership upon written notice to the Board of Directors, stating the purpose of the meeting. No business requiring a vote of the General Membership shall be conducted at such a special

meeting unless the subject matter of the action to be taken has been specified in the directors' call for that meeting.

Section 3.3. Special Meetings of the General Membership Called by Members. Special meetings of the General Membership shall be called upon written request of ten percent (10%) of the General Members. The request shall take the form of a petition duly signed by the requesting General Members, which shall state the purpose of the meeting. The petition shall be presented to the President/General Manager with a copy sent to the Board of Directors. Upon receiving and verifying such a petition, the President/General Manager shall, within ten (10) working days, schedule the special meeting and notify the General Membership of the time and place and the purpose of the special meeting. The special meeting shall take place within thirty (30) days of the presentation of the petition to the President/General Manager. If the President/General Manager is unavailable at the time the petition is presented, the Board Chair shall act in lieu of the President/General Manager under this section. No business requiring a vote of the General Membership shall be conducted at the special meeting unless the subject matter of the action to be taken has been specified in the petition for that meeting.

Section 3.4. Notice of Membership Meetings. All meetings of the General Membership are open meetings and shall be preceded by reasonable notice to the public, including broadcast notice. Notice of any meeting of the General Membership shall be delivered to each General Member at the address on record at the Corporation, either personally or by mail or electronic means such as e-mail, not less than ten (10) days nor more than fifty (50) days before the date of the meeting. The notice shall state the purpose or purposes for which the meeting is called. If notice is given by mail, the notice shall be deemed to have been given when it was deposited in the U.S. mail addressed to the General Member at his or her most recent address indicated in the Corporation's records, with postage prepaid. If notice is given by electronic means such as e-mail, it shall be deemed to have been given one (1) hour after it is sent.

Section 3.5. Quorum at Meetings of General Membership. The quorum for any meeting of the General Membership is ten percent (10%) of the total number of General Members entitled to vote at that meeting, and unless otherwise provided or required by these bylaws, by the Corporation's articles of incorporation or by law, business may be conducted at the meeting by the affirmative vote of a majority of the quorum for that meeting. A meeting of the General Membership may be called to order without a quorum being present and may be recessed or adjourned, without notice, to another time by those General Members who are present even though they are fewer than a quorum, but no business may be conducted at that meeting until a quorum is established for the meeting. Once a quorum has been established for a meeting, the General Members present may continue to transact business until adjournment, notwithstanding the withdrawal of enough General Members to leave less than a quorum; but when a quorum is no longer present, action can be taken on an item of business only if it receives the affirmative vote from a sufficient number of General Members to take that action if a quorum had been present. The preceding sentence does not authorize any action to be taken by less than a quorum when the number of affirmative votes required to take that action under these bylaws, the Articles of Incorporation or applicable law is greater than the actual number of General Members present at the meeting at the time of the vote.

Section 3.6. Conduct of Meetings of the General Membership. The Board Chair shall preside at all meetings of the General Membership; in the absence of the Board Chair, the Vice Chair shall preside; and in the absence of both, the President/General Manager shall preside. If the Board Chair, Vice Chair and President/General Manager are not present at a meeting of the General Membership twenty (20) minutes after the scheduled start of that meeting, the General Members present may choose an *ad hoc* presiding officer from among themselves to call the meeting to order, to establish whether a quorum is present or not, and to conduct an election for a presiding officer *pro tempore* to preside during the remainder of the meeting until the Board Chair, President/General Manager or Vice Chair arrives. Such an *ad hoc* presiding officer or presiding officer *pro tempore* shall automatically cease to hold such office upon the arrival of the Board Chair, Vice Chair or President/General Manager. The rules of procedure for conducting a meeting of the General Membership shall be “Robert’s Rules of Order Revised” unless the Board of Directors by resolution prescribes other procedures either for that specific meeting or for such meetings generally.

Section 3.7. Voting at Meetings of the General Membership. Every General Member in good standing thirty (30) days before a meeting of the General Membership shall have the right to one (1) vote in person on each matter that is voted upon by the General Membership at that meeting. Proxy voting (that is, authorizing another person to vote on a General Member’s behalf) shall not be permitted. General Members shall be entitled to vote by mail only on any item of business submitted to them for this purpose in advance of any regular or special General Membership meeting provided that they comply with the Corporation’s instructions for casting such mail ballots, and provided further that this shall not be construed to allow proxy voting.

Section 4. Station Members’ Dues. The dues for Station Members for a fiscal year shall equal their respective dues for the prior year unless the Board of Directors, acting upon the recommendation of the News Board, adopts a resolution changing those dues. The Board of Directors shall not —

- (a) increase Member Stations’ dues without a recommendation to do so by the News Board,
- (b) increase Member Stations’ dues more than recommended by the News Board, nor
- (c) change the way Member Stations’ dues are calculated,

unless the Station Members agree to the increase or change at a regular or special meeting of the Station Membership.

Section 5. Meetings of the Station Membership. All meetings of the Station Membership shall be governed by the provisions of Sections 5.1 – 5.6.

Section 5.1. Annual Meeting of the Station Membership. The annual meeting of the Station Membership shall be held in Alaska in the fourth quarter of the Corporation’s fiscal year at a time and place designated by the Board of Directors, which



shall if possible be on the same date (but not at the same time) as the annual meeting of the General Membership. The annual meeting of the Station Membership shall include reports to them on activities and finances, the election of persons to the Board of Directors under Section 5.B of Article III, and such other matters as are deemed appropriate by the President/General Manager and Board Chair jointly or by the Board of Directors.

Section 5.2. Call for a Special Meeting of the Station Membership. A special meeting of the Station Membership may be called by a resolution of the Board of Directors, by the News Board through a resolution adopted by at least two thirds (2/3) of its members, or by a petition duly executed by at least one third (1/3) of the Station Members and presented to the President/General Manager. The resolution or petition calling for such a special meeting shall state the purpose of the meeting. The special meeting shall be held no later than thirty (30) days after the adoption of the resolution or presentation of the petition calling for it, unless the resolution or petition authorizes the special meeting to be held later than that.

Section 5.3. Notice of Meetings of the Station Membership. All meetings of the Station Membership are public meetings. Notice of any meeting of the Station Membership shall be delivered to each Station Member at the address on record at the Corporation — either personally, electronically, by facsimile or by mail — not less than ten (10) days nor more than thirty (30) days before the date of the meeting. The notice shall state the purpose or purposes for which the meeting is called. If notice is given by mail, the notice shall be deemed to have been given when it was deposited in the U.S. mail addressed to the Station Member at his or her most recent address indicated in the Corporation's records, with postage prepaid.

Section 5.4. Quorum at Meetings of the Station Membership. The quorum for any meeting of the Station Membership is fifty percent (50%) of the total number of Station Members entitled to vote at that meeting, and unless otherwise provided or required by these bylaws, by the Corporation's articles of incorporation or by law, business may be conducted at the meeting by the affirmative vote of a majority of the quorum for that meeting. The meeting may be called to order without a quorum being present and may be recessed or adjourned, without notice, to another time by those Station Members who are present even though they are fewer than a quorum, but no business may be conducted at that meeting until a quorum is established. Once a quorum has been established for the meeting, the Station Members present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Station Members to leave less than a quorum; but when a quorum is no longer present, action can be taken on an item of business only if it receives the affirmative vote from a sufficient number of Station Members to take that action if a quorum had been present. The preceding sentence does not authorize any action to be taken by less than a quorum when the number of affirmative votes required to take that action under these bylaws, the Corporation's articles of incorporation or applicable law is greater than the actual number of Station Members present at the meeting at the time of the vote.

Section 5.5. Conduct of Meetings of the Station Membership. The Board

Chair shall preside at all meetings of the Station Membership; in the absence of the Board Chair, the President/General Manager shall preside; and in the absences of both the Board Chair and the President/General Manager, the chair of the News Board shall preside. If the Board Chair, President/General Manager and chair of the News Board are not present at a meeting of the Station Membership twenty (20) minutes after the scheduled start of that meeting, the Station Members present may choose an *ad hoc* presiding officer from among themselves to call the meeting to order, to establish whether a quorum is present or not, and to conduct an election for a presiding officer *pro tempore* to preside during the remainder of that meeting until the Board Chair, President/General Manager or chair of the News Board arrives. Such an *ad hoc* presiding officer or presiding officer *pro tempore* shall automatically cease to hold such office upon the arrival of the Board Chair, President/General Manager or chair of the News Board. The rules of procedure for conducting a meeting of the General Membership shall be "Robert's Rules of Order Revised" unless the Board of Directors or the Station Membership, by resolution, has prescribed other procedures either for that specific meeting or for such meetings generally. Proxy voting shall not be allowed.

Section 5.6. Meetings Held by Electronic Communications. Meetings of the Station Membership may be held by telephone conferences or through equipment or other electronic methods by means of which all persons participating can hear each other. Participation in a meeting held by such means shall constitute presence in person at the meeting. Arrangements shall be made to enable such a meeting to be open to the public.

Section 6. Removal of Station Members for Cause. Station Members may be removed from membership in the Corporation for cause, by resolution adopted by an affirmative vote of two thirds (2/3) of all the Station Members present at a meeting of the Station Membership and entitled to vote. A Station Member so removed shall not again be seated as a Station Member except by resolution adopted by affirmative vote of two thirds (2/3) of all the Station Members present at a meeting of the Station Membership and entitled to vote.

Section 7. Action by Station Members without a Meeting. Unless otherwise required by law, any action required to be taken at a meeting of the Station Members, or any other action which may be taken at a meeting of the Station Members, may be taken without a meeting if a written consent setting forth the action being so taken is signed by all Station Members entitled to vote with respect to the subject matter thereof. Such a written consent may be made through two (2) or more counterparts identical in content, and each such executed counterpart shall constitute an original document but all of them together shall constitute one and the same instrument.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Corporate Authority. The corporate authority and powers of the Corporation shall be vested in, and exercised by, a board of directors (referred to throughout these bylaws as the "Board of Directors"). The Board of Directors may

employ a President/General Manager who shall be generally empowered to hire such other persons as the work of the Corporation may from time to time require.

Section 2. Number of Directors.

A. *Voting Directors.* The Board of Directors shall consist of seventeen (17) to twenty (20) voting directors (the “Voting Directors”), of whom —

(1) sixteen (16) directors shall be elected (the “Elected Directors”) by the membership, twelve (12) by the General Membership and four (4) by the Station Membership; and

(2) up to four (4) directors shall be appointed (the “Appointed Directors”), three (3) by the Board Chair subject to confirmation by the Board of Directors and one (1) by the News Board.

B. *Ex Officio Directors.* One (1) or more non-voting *ex officio* directors may be appointed to the Board of Directors by the Board of Directors; however, for purposes of determining a quorum or how many votes may be required in order for the Board of Directors to take a particular action pursuant to these bylaws, the Corporation’s articles of incorporation or applicable law, all *ex officio* directors shall not be counted as directors even though the applicable law, article or law may refer to one (1) or more “directors.”

Section 3. Qualifications.

A. *Directors Elected by the General Membership.* To serve as an Elected Director elected by the General Membership, a person must be at least eighteen (18) years of age, be a General Member of the Corporation prior to election or appointment, and must remain a General Member in good standing during his or her term of office.

B. *Directors Elected by the Station Membership.* To serve as an Elected Director elected by the Station Membership, a person must be at least eighteen (18) years of age, must be a member of a noncommercial radio station in the same geographic region (as defined under section 8.B of Article VIII) as that of the Elected Director whose term is expiring, must remain in good standing as a General Member or member of that other radio station during his or her term of office, and may not be an employee of another radio or television station or an employee of related public broadcasting entities, whether commercial or noncommercial; however, the Board of Directors may, by an affirmative vote of two thirds (2/3) of the Voting Directors then in office, waive the latter prohibition against being an employee of another station.

C. *Directors Appointed by the Board Chair.* To serve as an Appointed Director appointed by the Board Chair and confirmed by the Board of Directors, a person must be at least eighteen (18) years of age and a General Member of the Corporation prior to appointment, and must remain a General Member in good standing during his or her term of office.

D. *Director Appointed by the News Board.* To serve as the Appointed Director appointed by the News Board, a person must be at least eighteen (18) years of age.

Section 4. Nepotism. No employee of the Corporation may serve as a director

on the Board of Directors, nor may a former employee of the Corporation serve as a director on the Board of Directors for one (1) year from the date of termination as an employee. The spouse of a current or former employee of the Corporation may not serve as a director on the Board of Directors during the term of that employee's employment.

Section 5. Election of Directors.

A. *Directors Elected by General Membership.* The Board of Directors shall select its nominees for election to the Board of Directors by the General Membership at least forty-five (45) days prior to the annual meeting of the General Membership. Persons may also be nominated by petition for election by the General Membership to the Board of Directors, and such a petition must be signed by at least twenty (20) General Members and must be received by the Corporation at least forty-five (45) days prior to the annual meeting of the General Membership. The list of nominees for election by the General Membership to the Board of Directors, together with a brief statement by each nominee, shall be mailed to the General Members of the Corporation in the form of a ballot upon which each General Member can vote, and these materials shall be mailed to the General Membership at least twenty (20) days prior to the annual meeting of the General Membership. The ballots may be cast either by mail or in person and must be received at a place designated by the Board of Directors no later than 12:00 noon of the day of the annual meeting of the General Membership. General Members may cast one (1) vote for each Elected Director position to be filled by them, but shall not cast more than one (1) vote for a single candidate or otherwise cumulate their votes. The votes on all valid ballots shall be tabulated by a person or persons designated by the Board of Directors for such purpose, and the tabulated results of voting shall be announced by the tabulator as an item of business at the annual meeting of the General Membership. The nominees who receive the highest number of votes shall be elected. At a special meeting held no later than twenty-four (24) hours after the adjournment of the annual meeting of the General Membership, the Board shall certify the results of the election, and the persons elected by the General Membership shall, immediately upon such certification, take office as Elected Directors.

B. *Directors Elected by Station Membership.* The News Board shall select its nominees for election to the Board of Directors by the Station Membership at least forty-five (45) days prior to the annual meeting of the Station Membership. Persons may also be nominated by petition for election by the Station Membership to the Board of Directors; the petition must be signed by at least three (3) Station Members and must be received by the Corporation at least forty-five (45) days prior to the annual meeting of the Station Membership. No person may be nominated under this subsection who is not a member of a noncommercial radio station in the same geographical area as that of an Elected Director elected by the Station Membership whose term is expiring in the current year. The list of all nominees for election by the Station Membership to the Board of Directors, together with a brief statement by each nominee, shall be mailed to the Station Members of the Corporation in the form of a ballot upon which each Station Member can vote, and these materials shall be mailed to the Station Membership at least twenty (20) days prior to the annual meeting of the Station Membership. A Station Member may cast a ballot in person at the annual meeting of the Station Membership or in advance of that meeting by mailing it or sending it by facsimile transmission to the place designated by

the Board of Directors so that it is received no later than 12:00 noon of the day of the annual meeting of the Station Membership. Station Members may cast one (1) vote for each Elected Director position to be filled by them, but shall not cast more than one (1) vote for a single candidate or otherwise cumulate their votes. The votes on all timely ballots shall be tabulated by the independent person or firm engaged by the Board of Directors for that purpose, and the tabulated results of voting shall be announced by the tabulator as an item of business at the annual meeting of the Station Membership, with the nominees receiving the highest number of votes being elected to the Board of Directors. At a special meeting held no later than twenty-four (24) hours after the adjournment of the annual meeting of the Station Membership, the Board of Directors shall certify the results of the election, and the persons elected by the Station Membership shall, immediately upon such certification, take office as Elected Directors.

*C. Supplemental Procedures.* The Board of Directors may establish policies and procedures supplementing the provisions of this section regarding the election of Elected Directors. Such policies and procedures shall remain in force unless and until changed by the Board of Directors. All such policies and procedures, and all changes to them, must be adopted by the Board of Directors at least four (4) months prior to the first election to which they will apply. Copies of the policies and procedures currently in effect shall be made available to the general public as well as all General Members and Station Members.

Section 6. Appointment of Directors. The Board Chair may appoint up to three (3) persons to the Board of Directors, subject to confirmation by the Board of Directors. The News Board may appoint one (1) person to the Board of Directors. No person may be appointed as an Appointed Director who does not meet the applicable qualifications for such office under Section 3 of this Article.

Section 7. Term of Office on the Board of Directors; Term Limits.

*A. Term of Office.* The term of each Elected Director shall be three (3) years on a staggered term basis over the three-year cycle so that —

- (i) each year the terms of four (4) Elected Directors elected by the General Membership shall be expiring; and
- (ii) in each of the first two (2) years of the cycle the term of one (1) Elected Director elected by the Station Membership shall be expiring, with the terms of the remaining two (2) such Elected Directors both expiring in the third year of the cycle.

The term of office for each Elected Director shall begin immediately upon the certification of his or her election by the Board of Directors pursuant to Section 5 of this Article. The term of an Appointed Director shall be one (1) year starting from the time when his or her appointment is confirmed by the Board of Directors in the case of an Appointed Director appointed by the Board Chair, and starting from the first regular meeting of the Board of Directors after his or her appointment in the case of an Appointed Director appointed by the News Board.

*B. Term Limits.* An Appointed Director may serve a maximum of two (2)

consecutive appointed terms, but may be elected an Elected Director (or appointed to fill a vacancy in an Elected Director position) at or before the completion of his or her second consecutive appointed term. No person may serve more than eight (8) consecutive years as a voting Directors, and accordingly no person may be elected or appointed as a Voting Director if his or her normal term in that position would run beyond this eight-year limitation on consecutive service. A person who leaves the Board of Directors as a result of the limitation under the preceding sentence may not be appointed or elected as a Voting Director for one (1) year after leaving office.

Section 8. Removal.

A. *For Unexcused Absences.* A Voting Director's unexcused absence from three (3) consecutive meetings of the Board of Directors shall constitute a resignation by that director from the Board of Directors. The President/General Manager shall notify a Voting Director about the provisions of this subsection whenever that director has missed two (2) consecutive meetings of the Board of Directors without being excused. The Board Chair may excuse a Voting Director from attending a meeting of the Board of Directors in advance of that meeting, and the Board of Directors may do so at the meeting itself, if that Voting Director requests to be excused and offers good cause for being absent, such as being out of town, personal illness or injury or illness or injury of a family member, or other circumstances generally beyond his or her reasonable control that make it impossible, impractical or unreasonably or unduly difficult to attend that meeting.

B. *For Other Cause.* Except as provided in A of this section regarding unexcused absences, a Voting Director may be removed from the Board of Directors by a vote of two thirds (2/3) of the remaining Voting Directors in office. No Voting Director may be removed without being given notice of the intent to remove and the grounds therefore, and he or she shall be afforded a reasonable opportunity to respond before the vote is taken. Cause sufficient to warrant removal shall include conviction of a felony, gross misconduct or malfeasance while in office, violation of the Voting Director's fiduciary duty to the Corporation, and any other reason permitted by law.

C. *Disqualification due to Removal.* A person removed for cause from the Board of Directors under B of this section shall be disqualified from holding any office or position in the Corporation, unless that disqualification is waived by a resolution adopted by the affirmative vote of three quarters (3/4) of the Voting Directors in office.

Section 9. Vacancies. Vacancies in Elected Director positions shall be filled by a majority vote of the remaining Voting Directors, even though less than quorum. A person so elected serves for the unexpired term of his or her predecessor in that office. Directors currently serving as Elected Directors shall not be considered for such vacancies. If an Appointed Director position becomes vacant, the Board Chair may appoint a new Appointed Directors pursuant to Section 6 of this Article who shall, upon confirmation by the Board of Directors, commence a full one (1) year term in that position.

ARTICLE IV  
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than quarterly at such time and place as the Board of Directors by resolution may prescribe from time to time. Notice of regular meetings shall be given to each member of the Board of Directors no less than six (6) days before the meeting. Notice of any change in the time and place of such regular meeting shall be given to all of the directors not less than two (2) days before the day appointed for the meeting.

Section 2. Public Notice. Adequate notice of the meetings of the Board of Directors shall be given to the public, including broadcast notice.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or upon the written request of six (6) Voting Directors.

Section 4. Notice of Special Meetings. Notices of special meetings of the Board of Directors shall be mailed, telephoned, faxed, sent by electronic means such as e-mail, or personally delivered to each member of the Board of Directors not less than five (5) days before the day appointed for the meeting. The written notice shall state the purpose of the meeting, and the meeting shall be conducted only for the purpose for which it was called.

Section 5. Quorum. A majority of the number of Voting Directors in office at the time the meeting is called to order shall constitute a quorum for the transaction of business.

Section 6. Voting Procedures. At any regular meeting of the Board of Directors at which a quorum is present any business may be transacted and the board may exercise any of its powers; and at any special meeting at which a quorum is present, any action relating to a purpose for which the meeting was called may be taken and the Board of Directors may exercise any of its powers in so acting. The act of the majority of the Voting Directors present shall be the act of the Board of Directors unless a greater number of votes is required by these bylaws, the Corporation's articles of incorporation or applicable law. Once a quorum has been established for the meeting, the Voting Directors present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Directors to leave less than a quorum; but when a quorum is no longer present, action can be taken on an item of business only if it receives the affirmative vote from a sufficient number of Voting Directors to take that action if a quorum had been present. The preceding sentence does not authorize any action to be taken by less than a quorum when the number of affirmative votes required to take that action under these bylaws, the Corporation's articles of incorporation or applicable law is greater than the actual number of Voting Directors present at the meeting at the time of the vote. Proxy voting by directors shall not be permitted.

Section 7. Teleconference Procedures. Directors may attend meetings of the

Board of Directors either by being physically present at the meeting or by calling in by conference telephone or similar electronic communications method allowing each director to hear and be heard by the other directors in attendance. Participation by such teleconferencing means shall constitute presence in person at a meeting the same as being physically present. Notice of the teleconferencing access point (e.g., a conference-call phone number or internet address) and password for attending by teleconference shall be given to each directors at least two (2) days before each meeting.

Section 8. Open Meetings. Meetings of the Board of Directors may not be held in closed session except that personnel matters and matters whose disclosure might reasonably be expected to affect adversely the business and affairs of the Corporation may be discussed in executive session; however, no vote or other action may be taken by the Board of Directors while in executive session.

Section 9. Action by Unanimous Written Consent. Unless otherwise required by law, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a written consent setting forth the action being so taken is signed by all Voting Directors entitled to vote with respect to the subject matter thereof. Such a written consent may be made through two (2) or more counterparts identical in content, and each such executed counterpart shall constitute an original document but all of them together shall constitute one (1) and the same instrument.

## ARTICLE V CORPORATE OFFICERS

Section 1. Number. The officers of the Corporation shall be the President/General Manager, Board Chair, Vice Chair, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. The Board Chair, Vice Chair, Secretary and Treasurer shall be chosen from among the Voting Directors, but the President/General Manager shall be an employee of the Corporation and shall not be a member of the Board of Directors while serving as President/General Manager.

Section 2. Election and Term of Office. The officers of the Corporation, other than the President/General Manager, shall be elected by the Board of Directors at the special meeting of the Board of Directors held after the annual meetings of the General Membership and Station Membership. Each officer shall hold office until his or her successor is duly elected the following year, or until his or her death, resignation or removal.

Section 3. Removal. Any officer elected by the Board of Directors, other than the President/General Manager, may be removed by a vote of at least two thirds (2/3) of the remaining directors in office whenever, in their judgment, the best interests of the Corporation will be served. The officer shall be given notice of any proposal to remove him or her from office and reasonable opportunity to respond before the vote is taken.



Section 4. Vacancies. A vacancy in any office, other than that of President/General Manager, because of death, resignation, removal, disqualification or otherwise may be filled by vote of the Board of Directors for the unexpired portion of the term.

Section 5. President/General Manager. The President/General Manager shall be the chief executive officer of the Corporation, appointed by and serving at the pleasure of the Board of Directors. The President/General Manager, shall, subject to the control of the Board of Directors, generally supervise and direct all of the business and affairs of the Corporation and shall have the duties, responsibilities and authorities normally associated with being the chief executive of a corporation, unless and to the extent otherwise proved by these by laws, the Corporation's articles of incorporation, or applicable law. The President/General Manager shall perform all other duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time. The President/General Manager may execute, on behalf of the Corporation, any contract, agreement, deed, mortgage, bond, or other instrument the execution of which has been authorized by the Board of Directors, unless and to the extent that the execution thereof has either been retained by the Board of Directors for the Board Chair and/or some other office of the corporation to sign or is legally required to be signed by one (1) or more other officers of the Corporation. The President/General Manager may attend all meetings of the Board of Directors except for those meetings, or portions of meetings, from which the Board of Directors specifically votes to exclude the President/General Manager.

Section 6. Board Chair. The chair of the Board of Directors (referred to as the "Board Chair" throughout these bylaws) shall preside at all meetings of the Board of Directors and at all meetings of the members. The Board Chair may call special meetings of the Board of Directors at such times as deemed proper. The Board Chair shall chair the Executive Committee and appoint persons to serve as chairs and members of the permanent, standing and special committees, consistent with the provisions of these bylaws, and shall serve as a member of each. The Board Chair shall perform all duties incidental to that office and such other duties which may be prescribed by the Board of Directors from time to time.

Section 7. Vice-Chair. The Vice-Chair shall assume the duties of the Board Chair when the Board Chair is absent or unable to fulfill those duties. Other duties of the Vice-Chair shall be prescribed by resolution of the Board of Directors.

Section 8. Secretary. The Secretary shall be the official custodian of the corporate records and the seal of the Corporation and shall ensure that minutes of the meetings of the Board of Directors and of the members are taken and kept. The Secretary shall perform all other duties as from time to time may be assigned by the Board Chair or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be the official custodian of the Corporation funds and securities and other valuables which may come into its possession. The Treasurer —

(1) shall provide periodic reports, and special reports if and as necessary or appropriate, regarding the financial affairs and status of the Corporation to the Board of Directors and the President/General Manager, as may be prescribed by these bylaws, the Corporation's articles of incorporation, applicable law, or resolution by the Board of Directors;

(2) may, with the approval of the Board of Directors, designate or contract with recognized accounting firms to perform an annual audit of the Corporation; however, the Treasurer shall retain overall responsibility of fiscal reporting to the Corporation;

(3) shall ensure the deposit, safeguarding, investment, management and availability of all moneys and other valuable effects in the name and to the credit of the Corporation in banks, depositories and other financial institutions in accordance with investment principles and/or guidelines adopted or approved by the Board of Directors;

(4) shall chair the Finance Committee; and

(5) shall perform such other duties as may be prescribed by the Board of Directors from time to time.

## ARTICLE VI COMMITTEES

Section 1. Permanent Committees. The following are established as permanent committees of the Corporation: the Executive Committee, the Finance Committee, and the Board Enrichment Committee.

A. *Executive Committee.* The officers of the Corporation, other than the President/General Manager, and immediate past Board Chair shall constitute the Executive Committee, which shall be chaired by the current Board Chair. If the immediate past Board Chair is not a current director, that person shall be a non-voting *ex officio* member of the Executive Committee. The Board of Directors may delegate to the Executive Committee any of the powers and authority of the Corporation except the power to make any changes in these bylaws, the Corporation's articles of incorporation, or its published policies; but such a delegation shall not relieve the Board of Directors of its legal responsibilities for the affairs of the Corporation. The Executive Committee shall present an annual evaluation of the President/General Manager to the Board of Directors for approval. The Executive Committee may not act unless a majority of its members are present.

B. *Finance Committee.* The Finance Committee shall —

(1) review and monitor the Corporation's current-year operating and capital budgets during the course of the fiscal year, and shall submit reports and recommendations to the Board of Directors as appropriate;

(2) review the operating and capital budgets being developed and proposed by the Corporation's management for the next fiscal year, discuss possible changes in those budgets with the President/General Manager (and with the News Board,

if and as appropriate), and make recommendations to the Board of Directors, no later than the last regular meeting of the Board of Directors of the current fiscal year, regarding the approval of the annual operating and capital budgets for the next fiscal year;

(3) review and monitor the financial condition of the Corporation;

(4) review and monitor the management and investment performance of the monetary assets of the Corporation, and ensure the compliance of such management and investments with the investment policies, procedures and/or guidelines established by the Board of Directors;

(5) report to the Board of Directors at each regular meeting on the matters being reviewed and monitored pursuant to paragraphs (1) – (4) of this subsection;

(6) review the report(s) of the independent auditor regarding the finances and balance sheet of the Corporation as of the close of each fiscal year, and make appropriate recommendations to the Board of Directors regarding the approval of the auditor's report(s);

(7) receive a report at least once each fiscal year on the status of the employee's savings plan and the plan's compliance with federal legal requirements regarding such plans, and make recommendations as appropriate to the Board of Directors regarding any changes to the plan; and

(8) receive periodic reports from the President/General Manager on the status of the endowment for the Corporation and on any special fundraising activities being planned or implemented by the President/General Manager.

Only Voting Directors may serve on the Finance Committee, which shall be chaired by the Treasurer.

*C. Board Enrichment Committee.* The Board Enrichment Committee is responsible for the corporate health and effectiveness of the Board. Its responsibilities include identifying and recommending to the Board the optimum mix of Board members. It shall be responsible (i) for soliciting expressions of interest and otherwise recruiting people for possible service on the Board of Directors, the KSKA Community Advisory Council and the KAKM Community Advisory Council; (ii) for reviewing, evaluating and, in its discretion, interviewing potential candidates for such service; and (iii) recommending candidates or nominees for appointment or election to fill any vacancy in such a position created by the expiration of a person's term or by his or her death, resignation or removal. The committee also is responsible for Board development, which includes training new Board members as well as ongoing Board training and evaluation. The Board Enrichment Committee also is responsible for seasonably reviewing the Corporation's bylaws and practices and recommending any changes it deems appropriate related to Board structure or operations. By way of example, the Board Enrichment Committee should periodically review the manner in which meetings are conducted, the size of the Board, the responsibilities of the Board officers, and the use of both standing and ad hoc committees. The committee shall consist of members of the Board of Directors and may include members from the KSKA or KAKM Community Advisory Councils and the News Board, and shall be chaired by a member of the Board of Directors appointed as the committee's chair by the Board Chair and confirmed in that

position by the Board of Directors.

Section 2. Standing Committees. The Board of Directors by resolution may establish standing committees that shall continue until terminated or reorganized by the Board of Directors. The scope of activity and responsibility for each standing committee shall be prescribed in the resolution establishing it or in a subsequent resolution altering its activities and responsibilities. The chair of each standing committee shall be a member of the Board of Directors appointed as the committee's chair by the Board Chair and confirmed in that position by the Board of Directors, but the other members of a standing committee need not be members of the Board of Directors nor members of the Corporation unless the Board of Directors prescribes otherwise.

Section 3. Special Committees and Working Groups. The Board Chair may appoint such special committees or working groups as are deemed necessary or appropriate in order to deal with a specific project or issue, subject to the approval of the Board of Directors. Special committees and working groups shall automatically dissolve upon completion of the task(s) for which they are created or at the conclusion of the next annual meeting of the General Membership, whichever occurs first.

## ARTICLE VII KSKA AND KAKM COMMUNITY ADVISORY COUNCILS

Preamble:

The Board of Directors has determined that it is within the best interests of the Corporation to establish a Community Advisory Council (referred to in this Article as the "CACs") for KSKA and KAKM each to broadly represent the communities served by the stations. The purpose of the CACs shall be to review the programming goals and service provided by KSKA and KAKM and the policy decisions of the Corporation and its Board of Directors in order to advise the Corporation and the Board of its effectiveness in meeting the needs of the communities each has been licensed to serve. The role of the CACs shall be solely advisory in nature.

It is the intent of the Board of Directors in establishing the CACs to comply with the provisions of the Public Telecommunications Financing Act of 1978, Pub. L. No. 95-567, and that these bylaws shall at all times be construed in a manner which will comply with the provisions of said law and the legislative intent evidenced thereby.

Section 1. Membership

A. *Appointment.* KSKA and KAKM CAC members shall be appointed by the Board of Directors for renewable two (2) year terms upon recommendation by individual board members, staff, or other interested persons. In appointing members to each CAC, the Board shall use its best good faith efforts to achieve a composite Advisory Council which will reasonably reflect the diverse needs and interests of the communities served by KSKA and KAKM.

B. *Number.* Each CAC shall consist of no fewer than five (5) members.

C. *Eligibility.* Each CAC member must be a General Member in good standing with the Corporation as described in ARTICLE II, Section 2 of these Bylaws.

D. *Resignation, Removal.*

1. Any member may resign at any time from either CAC by giving written notice to the Board of Directors. The resignation of a member shall be effective when given unless the member specifies a different time.

2. The Board of Directors may, in its absolute discretion, remove any member of the CACs from office at any time during a term upon written notice to such member. The notice shall be effective when given in person, email or letter.

### Section 2. Officers.

A. *Chair and Vice-Chair.* Each CAC shall elect a Chair and Vice-Chair from its membership, by a majority vote, to serve a term of one (1) year or until a successor is elected. The Chair and Vice-Chair may serve more than one successive term in office.

B. *Duties and Responsibilities of Chair and Vice-Chair.* The Chair shall preside at all regular meetings of their respective council. The Chair shall have the power to appoint committees and shall transact such other business as may be set forth herein or as usually pertains to such office. The Vice-Chair shall act in the absence of the Chair and shall perform such other duties as the Chair may request.

C. *Secretary.* The Secretarial duties of each CAC's meetings shall be performed by staff and reported to the Corporations' President/General Manager.

D. *Resignation.* The Chair or Vice-Chair may resign as such by delivering a written resignation to the Board Chair. Such resignation shall be effective upon the date specified.

### Section 3. Meetings.

A. *Regular Meetings.* Regular meetings of each CAC shall be held quarterly or on a more frequent basis as adopted by the CACs.

B. *Special Meetings.* Special meetings may be called at any time by the Chair of the Board of Directors or the Chair of either CAC. Forty-eight (48) hours notice shall be given.

C. *Notice of Meetings.* Meetings shall be open to the public. The Corporation shall provide reasonable notice of such meetings, including broadcast notice. Written notice of regular meetings stating place, day, hour, and agenda shall be mailed, emailed or faxed to the appropriate members at least seven (7) days prior to a meeting.

D. *Quorum.* Members in attendance shall constitute a quorum.

Section 4. Rules of Order. Disputed questions shall be referred to parliamentary rules laid down in "Roberts Rules of Order Revised."

Section 5. Amendment of Bylaws. Bylaws of the CACs may be adopted, amended or repealed by the Board of Directors.

## **ARTICLE VIII NEWS BOARD**

Section 1. Purpose of the News Board. The purpose of the News Board is to ensure that the statewide news reporting service division known as the Alaska Public Radio Network will remain an editorially independent and reliable source of news, with a statewide focus on gathering and reporting the news and with the same public identity.

Section 2. Standards of Journalistic Conduct. The News Board and the President/General Manager shall cooperate and collaborate to ensure that APRN complies with the code of professional journalistic conduct developed by the News Board and the President/General Manager and adopted by resolution of the Board of Directors.

Section 3. Monitoring and Review of APRN Operations. The News Board shall monitor the scope of news coverage, the quality and kind of news reporting being done, and similar matters regarding the content of the news programming that is being produced by APRN. The News Board serves as an advisory oversight board and shall provide all comments and suggestions to the President/General Manager collectively through the chair of the News Board or his or her designee rather than directly on an individual basis. The preceding sentence shall not prevent individual members of the News Board from expressing their personal views and opinions on such matters to the President/General Manager and the News Director. Areas of oversight include qualitative and quantitative aspects of the news programming, or programming deficiencies, which the News Board observes. The President/General Manager and News Director shall provide a budget analysis to the News Board regarding the costs and sources of funding for any specific recommendation which the News Board may offer.

Section 4. Selection, Performance Evaluation and Discipline of News Director.

A. *Annual Performance Evaluations.* Each year the News Board in the calendar month before the anniversary date of the News Director's employment shall develop an advisory evaluation of his or her performance during the year in terms of (i) the fulfillment of the standards of conduct under section 2 of this Article by APRN and (ii) the general scope and quality of the statewide news reporting by APRN. The News Board's evaluation of the News Director's performance shall be forwarded to the President/General Manager.

B. *Discipline; Dismissal.* For good cause, either the President/General Manager or the News Board may propose disciplinary action against the News Director, including dismissal if appropriate. The President/General Manager may unilaterally dismiss the News Director if there is reasonable cause to believe the News Director has committed

one (1) or more criminal acts or that the News Director's continued employment constitutes a clear and present danger of a material nature to the business and affairs of the Corporation; otherwise, the President/General Manager and News Board shall meet as soon as practicable and shall seek to reach agreement about what disciplinary action, if any, should be taken. If they fail to reach such an agreement, either the News Board or the President/General Manager may request the Board of Directors to review the matter. If the President/General Manager unilaterally dismisses the News Director pursuant to the second sentence of this subsection and the News Board does not agree that there was a proper basis under that sentence for the dismissal, the News Board may request the Board of Directors to review the matter.

*C. Selection and Hiring.* When a vacancy occurs in the News Director position, the President/General Manager shall promptly advertise and otherwise recruit qualified applicants for that position. If requested to do so by the News Board, the President/General Manager shall provide the News Board with copies of the applications and supporting documents that are received. If more than three (3) applications are received, the President/General Manager may eliminate applicants from consideration until there are no fewer than three (3) or more than five (5) finalists remaining as the most qualified. If three (3) or fewer applications are received, those applicants will be finalists for purposes of the remainder of this subsection. However, regardless of the number of applications received, the President/General Manager may elect to disregard all of the applications and recommence the application and recruitment process. Once the finalists have been chosen or identified, the President/General Manager shall invite the News Board to interview those finalists in conjunction with the President/General Manager's own interviews of them. The News Board may offer the President/General Manager its ranking of the finalists and the reasons therefore, and the President/General Manager may likewise offer the News Board his or her own ranking of the finalists and the reasons therefore. If the News Board offers no rankings or recommendation regarding the finalists, the President/General Manager may hire as News Director the person whom the President/General Manager believes to be best qualified; otherwise, the News Board and the President/General Manager shall confer about which finalist to hire and shall seek to reach agreement. If they fail to reach such an agreement, either the News Board or the President/General Manager may request the Board of Directors to review the matter.

Section 5. News Services Budget. The President/General Manager and News Director shall inform the News Board annually about the APRN budget proposed for the following fiscal year, including the expenses and revenues and the sources of the revenues. The News Board may — collectively as in Section 3 above, offer comments and suggestions regarding the proposed APRN budget. The preceding sentence shall not prevent individual members of the News Board from expressing their personal views and opinions on the budget to the President/General Manager and the News Director. The APRN draft budget is presented to the Board of Directors, by the News Board. Recommendations to the Board of Directors regarding that budget shall be advisory in nature, unless the proposed News Services budget involves changes to the Station Members' dues.

Section 6. Changes to Station Members' Dues.

A. Any proposal to change the way in which Station Members' dues are calculated, or to increase those dues, shall first be reviewed by the News Board before being presented to the Board of Directors. If the News Board rejects a proposal to change the way such dues are calculated or to increase them, the proposal shall not be presented to the Board of Directors for consideration. If the News Board supports a proposal to change the way such dues are calculated or to increase them, the proposal shall be presented to the Board of Directors for it to approve or reject as presented. The President/General Manager and/or the News Director may advise the News Board about the effects on News Services operations if a proposed change to Station Members' dues is approved and about the consequences if it is rejected.

B. If, on its own motion, the Board of Directors proposes —

- (1) to increase Station Members' dues beyond what the News Board has recommended, or to increase them in the absence of any recommendation by the News Board to increase those dues, or
- (2) to change the way in which Station Members' dues are calculated in a manner that is different from a change recommended by the News Board, or to do so in the absence of any such recommendation by the News Board,

then the Board of Directors shall submit its proposal to the Station Membership for approval either at the next annual meeting of the Station Membership or at a special meeting called for such purpose, and if its proposal is not approved by the Station Membership, the Board of Directors shall not implement it.

Section 7. Dues Relief.

A. Purpose: Granting dues relief in the event of a member station's severe fiscal crisis has been a customary practice at APRN. Section 7 A & B address the parameters for providing a level of dues relief that protects APTI from fiscal harm due to inadequate member station dues payments. Upon request by a Station Member the News Board may — in its discretion when exceptional circumstances exist, and after affording the President/General Manager and the News Director reasonable opportunity to make their respective recommendations on the matter — grant that Station Member appropriate relief from its dues for a fiscal year, except that the total amount of such relief granted during a fiscal year by the News Board may not exceed three percent (3%) of the total amount of the Station Members' dues in the Corporation's budget for that fiscal year. Upon request by the News Board or by any one (1) or more Station Members, the Board of Directors may increase the three percent (3%) limitation under the preceding sentence for the current fiscal year.

B. Dues relief shall not be granted to a Station Member under A of this section if that Station Member was given such relief for the preceding fiscal year except that, if the News Board recommends that the Board of Directors do so, the Board of Directors may, in its sole discretion, grant dues relief to a Station Member even though it received dues relief for the preceding fiscal year. Any such dues relief (i.e. second consecutive fiscal year relief to the same member station) granted by the Board of Directors shall be



included in calculating the current fiscal year three percent (3%) limitation in paragraph A of this section.

Section 8. News Board Members.

A. *Number, Tenure and Eligibility.* The News Board shall not have more than nine (9) members, who shall be chosen by the Station Members. Members of the News Board shall serve terms of three (3) years on a staggered basis so that one third (1/3) of the News Board members' terms will expire each year. Members of the News Board must be at least eighteen (18) years of age when they take office, and must be a dues-paying member of a noncommercial public broadcasting APRN Member Station.

B. *Geographic Representation.*

The intent of the News Board is to provide representation for station members located in geographical regions across the state to the APTI Board of Directors. These regional groups mirror the funding entities prescribed by the Alaska Public Broadcasting Commission and as such shall serve as the de facto geographical regions for News Board members. There shall be at least one (1) member and no more than three (3) members on the News Board from each of the following regions:

(1) the CoastAlaska region, including the communities of Juneau, Ketchikan, Petersburg, Sitka and Wrangell;

(2) the South central Alaska Radio Association (SARA) region, including the communities of Homer, Kenai, Kodiak and Valdez, as well as Anchorage with respect to noncommercial broadcasting entities of KSKA and KNBA;

(3) the Community Radio of Alaska (CRA) region, including the communities of Fairbanks, Fort Yukon, Galena, Haines, McGrath and Talkeetna; and

(4) the Alaska Association of Public Broadcasting Stations (AAPBS) region, including the communities of Barrow, Bethel, Chevak, Dillingham, Kotzebue, St. Paul, Sand Point, Unalakleet and Unalaska.

The News Board may (i) add communities not named above to any of these four regions if those communities are or will be served by a Station Member or a qualified broadcast licensee proposing to become a Station Member, (ii) remove a community from the list above if there is no Station Member serving that community or if the Station Member serving it requests such removal or ceases to be a Station Member, and (iii) transfer a community from one region to another at the request of a Station Member serving the community; and such changes by the News Board shall become final unless the Board of Directors adopts a resolution disapproving those changes at its next regular meeting after the News Board's action to make those changes.

C. *Election of News Board Members.*

The Chair of the News Board shall appoint at least three (3) members of the News Board to a News Board Nominating Committee. The Committee shall solicit nominations for vacant seats from member stations. The Committee shall be responsible for determining that each candidate satisfies the applicable eligibility requirements and is willing to serve. The Committee shall present all nominees to the News Board for the News Board's consideration and vote. Once nominees are accepted by the News Board, and the News

Board has closed nominations, the slate of candidates will be presented to the Station Members for their consideration and vote.

The election can take place at a Regular meeting or a Special meeting of station membership called for such a purpose. A quorum (50% +1) of members must be present for the election to be valid. Written ballots will be distributed at such a meeting, counted by staff, and elections results announced. Alternatively, the election may be conducted by mailed ballot. Station Members must be given 30 days from the date the ballots are mailed to return the ballots. The ballots will be counted by staff on the 31st day after they were mailed or as soon thereafter as practical. Results of the ballots will be announced by electronic mail to all Station Members and to the News Board upon completion of ballot counting.

A person elected to fill a vacancy as the result of a resignation or removal of a member of the News Board shall serve the remainder of the term of his or her predecessor. A person elected to fill an expiring term of a current director shall serve a three (3) year term

*D. Resignation.* A member of the News Board may resign from that position by giving written notice thereof, in person or by mail, to the President/General Manager and News Board Chair; and the resignation shall be effective immediately upon receipt by the President/General Manager or at such other time (not later than thirty (30) days after the notice is given) as the resigning News Board member may specify in the notice of resignation.

*E. Removal.* A member of the News Board may be removed for cause by a resolution adopted by an affirmative vote of two thirds (2/3) of the News Board members in office or by an affirmative vote of two thirds (2/3) of the Station Membership in a petition for such removal or at a general meeting or a special meeting of the Station Membership called for such purpose, or may also be removed for cause by a resolution adopted by an affirmative vote of three quarters (3/4) of the Voting Directors in office. A Person removed for cause from the News Board shall be disqualified from holding any office or position in the Corporation, unless that disqualification is waived by resolutions adopted by affirmative votes of three quarters (3/4) of the News Board members in office and three quarters (3/4) of the Voting Directors in office.

*F. Vacancies.* Any vacancy on the News Board (whether because of death, resignation, removal or any other reason) may be filled on an interim basis at any regular meeting of the News Board, or at a special meeting of the News Board called for such purpose, by an affirmative vote of the remaining members of the News Board, even if they are less than a quorum of the News Board. A person so appointed on an interim basis shall serve as a regular member of the News Board pending confirmation of his or her appointment by the Station Membership, which may be given either by a written ballot or at a regular meeting or a special meeting of the Station Membership called for such purpose. If the confirmation vote is by written ballot, the ballots shall be returned so as to be received by the Corporation no later than thirty (30) days after the date they were mailed to the Station Membership, and they shall be counted as soon as practicable after they have been received and verified. 51% of the ballots returned constitute an affirmative ballot result. Notice of the results of the confirmation ballot shall be given to the Station Membership and to all members of the News Board. If the person appointed

on an interim basis to the News Board is not confirmed by the Station Members, he or she shall thereupon cease to be a member of the News Board and the preceding process shall be repeated either until such an appointee is confirmed or until the expiration of the remaining term of the vacant office. A person so confirmed shall serve the remainder of the term of his or her predecessor.

Section 9. News Board Chair and Vice-Chair. The News Board shall elect one (1) of its members to serve as its chair and another as its vice-chair for terms of one (1) year. The chair of the News Board shall preside at all meetings of the News Board and may call special meetings of the News Board as he or she deems necessary or appropriate. The vice-chair shall act as chair in the chair's absence or during a vacancy in that office. The chair and vice-chair may resign their respective offices without resigning from their positions on the News Board, and either or both of them may be removed from their respective offices by a vote of at least two thirds (2/3) of the News Board after having been given notice of the proposed removal and a reasonable opportunity to be heard by the News Board before the vote. The resignation or removal of the chair or vice-chair from membership on the News Board pursuant to section 7.C or 7.D, respectively, of this Article shall also constitute resignation or removal from office as chair or vice-chair of the News Board. Vacancy in the office of chair or vice-chair of the News Board, (whether because of death, resignation, removal or any other reason) shall be filled by appointment of a person chosen by a majority of the remaining members of the News Board, for the unexpired portion of the term.

Section 10. Meetings.

A. *Regular Meetings.* Regular meetings of the News Board shall be held not less than once each calendar quarter at such time and place as may from time to time be prescribed by a resolution of the News Board. The News Board shall seek to avoid as much as possible scheduling conflicts between its meetings and those of the Board of Directors.

B. *Special Meetings.* A special meeting of the News Board may be held at any time at the call of the chair of the News Board or upon the written request of three (3) members of the News Board, except that it may not be scheduled for the same time as a regular meeting or an already called special meeting of the Board of Directors. A special meeting of the News Board may only be called to consider one or more specific actions or matters, and no other business may be considered or transacted at it.

C. *Meeting Notice.* Notice of each regular meeting of the News Board shall be given to the members of the News Board and to the Station Membership at least seven (7) days before the meeting. If the meeting is a special meeting, the notice shall be as timely as possible and state the specific matter(s) for which the meeting is being called.

D. *Quorum.* The presence of News Board Members representing a majority of the positions on the News Board shall constitute a quorum for the transaction of business.

E. *Voting Procedures.* The act of the majority of the News Board members present shall be the act of the News Board unless a greater number of votes are required by these bylaws. Once a quorum has been established for the meeting, the News Board members present may continue to transact business until adjournment, notwithstanding

the withdrawal of enough News Board members to leave less than a quorum; but when a quorum is no longer present, action can be taken on an item of business only if it receives the affirmative vote from a sufficient number of News Board members to take that action if a quorum had been present. The preceding sentence does not authorize any action to be taken by less than a quorum when the number of affirmative votes required to take that action under these bylaws is greater than the actual number of News Board members present at the meeting at the time of the vote. Proxy voting by News Board members shall not be permitted.

F. *Open Meetings.* Meetings of the News Board may not be held in closed session except that personnel matters and matters whose disclosure might reasonably be expected to affect adversely the business and affairs of the Corporation may be discussed in executive session; however, no vote or other action may be taken by the News Board while in executive session.

G. *Teleconference Procedures.* News Board members may attend meetings of the News Board either by being physically present at the meeting or by calling in by conference telephone or similar electronic communications method allowing each News Board member to hear and be heard by the other members in attendance. Participation by such teleconferencing means shall constitute presence in person at a meeting the same as being physically present. Notice of the teleconferencing access point (e.g. conference-call phone number or internet address) and password for attending by teleconference shall be given to each News Board member at least two (2) days before each meeting.

H. *Attendance by the President/General Manager and the News Director.* The President/General Manager and the News Director may attend any meeting of the News Board, except that the News Director shall not attend any executive session during such a meeting to discuss or evaluate his or her performance as News Director or to discuss any personnel action with respect to the News Director unless specifically asked to attend by the News Board. The News Board may also go into executive session without the President/General Manager to discuss financial matters related to the continued existence of APRN.

Section 11. Action by Unanimous Written Consent. Unless otherwise required by these bylaws, any action required to be taken at a meeting of the News Board, or any other action which may be taken at a meeting of the News Board, may be taken without a meeting if a written consent setting forth the action being so taken is signed by all News Board members entitled to vote with respect to the subject matter thereof. Such a written consent may be made through two (2) or more counterparts identical in content, and each such executed counterpart shall constitute an original document but all of them together shall constitute one and the same instrument.

Section 12. Appointment of a Director to the APTI Board of Directors. Under Article III, Section 2 of these bylaws the News Board shall appoint a Director to the APTI Board of Directors. The appointed Director on the APTI board selected by the News Board shall be the Chair of the News Board.

## ARTICLE IX INDEMNIFICATION

Section 1. Non-Derivative Actions. Subject to the provisions of Sections 3, 5 and 6 of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that he or she is or was a director or officer of the Corporation, against costs and expenses (including attorney's fees) of said suit, action, or proceeding, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if (i) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, did not know his or her conduct was unlawful, or (ii) his or her act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the Corporation or the benefit thereof received by the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence, that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, knew that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to the provisions of Sections 3, 5 and 6 of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of or arising from the fact that he or she is or was a director or officer of the Corporation, against costs and expenses (including attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if (i) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or (ii) his or her act or Omission giving rise to such action or suit is ratified, adopted or confirmed by the Corporation or the benefit thereof received by the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or deliberate misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of sections 5 and 6 of this Article, indemnification under Sections 1 and 2 of this Article automatically shall be made by the Corporation unless it is expressly determined by a majority vote of a quorum of the Board of Directors consisting of

directors who were not parties to such action, suit or proceeding, or by a majority vote of the required quorum of the members of the Corporation that indemnification of the person who is or was an officer or director, is not proper under the circumstances because he or she has not met the applicable standard of conduct set forth in sections 1 or 2 of this Article.

Section 4. Indemnification of Persons Other than Officers or Directors. In the event any person not included with the group of persons referred to in Sections 1 or 2 of this Article was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of a type referred to in Sections 1 or 2 of this Article by reason of or arising from the fact that he or she is or was an employee or agent of the Corporation, the Board of Directors by a majority vote of a quorum of the Board of Directors (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit or proceeding) or the members of the Corporation by a majority vote may, but shall not be required to, grant to such person a right of indemnification to the extent described in Sections 1 or 2 of this Article as if he or she were an officer or director referred to therein, provided that such person meets the applicable standard of conduct set forth in such sections.

Section 5. Successful Defense. Notwithstanding any other provisions of Sections 1, 2, 3 or 4 of this Article, but subject to the provisions of Section 6 of this Article, if a director, officer, employee or agent is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1, 2 or 4 of this article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Condition Precedent to Indemnification under Section 1, 2, 4 or 5. Any person who desires to receive the benefits otherwise conferred by Sections 1, 2, 4 or 5 of this Article shall notify the Corporation reasonably promptly that he or she has been named a defendant to an action, suit or proceeding of a type referred to in Sections 1 or 2 and that he or she intends to rely upon the right of indemnification described in Sections 1, 2, 4 or 5 of this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Board Chair at the executive offices of the Corporation or, in the event the notice is from the Board Chair, to the Vice Chair. Failure to give the notice required hereby shall entitle the Board of Directors by a majority vote of a quorum (consisting of directors who, insofar as indemnity of officers or directors is concerned, were not parties to such action, suit or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties) or the members of the Corporation by a majority vote of the required quorum of the membership of the corporation to make a determination, in their sole discretion, that such failure was prejudicial to the Corporation under the circumstances and that, therefore, the right to indemnification referred to in Sections 1, 2, 4 or 5 of this Article shall be denied in its entirety or reduced in amount.

Section 7. Insurance. At the discretion of the Board of Directors, the Corporation

may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against that person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article.

Section 8. Former Officers and Directors. The indemnification provisions of this Article or each or any of said provisions individually shall be extended to a person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors and administrators of such person.

Section 9. Advance of Expenses. Expenses incurred by any person referred to in Sections 1, 2 or 4 of this Article in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of the action or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the person to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 10. Purpose and Exclusivity. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the members or Board of Directors or otherwise.

## ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. Bonding. Officers and employees who are responsible for corporate funds shall be bonded at the expense of the Corporation in a sum and with one or more sureties satisfactory to the Board of Directors.

Section 2. Remuneration. No director shall receive any remuneration for serving as a director of the Corporation, except that expenses authorized by board policy may be reimbursed. A director may have a financial arrangement with the Corporation, provided that the director makes prior full disclosure of the proposed arrangement to the board and a majority of the disinterested directors authorize the Corporation to enter into the arrangement prior to the consummation of the arrangement. The director may not take part in any debate on the arrangement except to explain or answer questions on it, and the director shall abstain from any vote on the financial arrangement.

Section 3. Dissolution Clause. Upon dissolution of APTI, the disposition of net proceeds from charitable gaming conducted under this chapter will go to a permittee other than a multiple beneficiary permittee.

ARTICLE XI  
AMENDMENTS

Section 1. Repeal or Amendment. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of at least three quarters (3/4) of the Voting Directors at any regular or special meeting of the Board of Directors. At least fourteen (14) days before any meeting of the Board of Directors at which the amendment, repeal or replacement of these bylaws in whole or in part is to be considered for action, written notice summarizing the general nature of the proposed bylaw change(s) must be given to the Board of Directors, and written, electronic or broadcast notice summarizing the general nature of the proposed bylaw change(s) shall also be given to the General Membership and Station Membership. These notices shall state where and when copies of the actual text of the proposed bylaw change(s) will be available, as well as the date and location of the meeting of the Board of Directors that is scheduled to consider and act upon the proposed change(s).