

# **KSER FOUNDATION BY-LAWS**

## **I. NAME AND LOCATION**

The name of the corporation is “KSER FOUNDATION” (“Foundation”). Its main offices are in Everett, Washington, and shall remain within 25 miles of the reference coordinates of Freeland, Washington.

## **II. POWERS**

The Foundation shall have the powers authorized under Revised Code of Washington (RCW) Chapter 24.03 and any revisions of that law. It shall exercise power in accordance with its purposes as set forth in its Articles of Incorporation, including powers necessary or incidental to affect its purposes. Its powers shall include those related to non-commercial radio broadcasting and program production, sponsorship or co-sponsorship of public activity programs, and those involved in fostering and promoting educational and cultural activities related to the communications media. The Foundation will not hold any other FCC-defined attributable interest in any other radio broadcast station or authorized construction permit for a radio station the FCC-defined principal community contour of which overlaps that of the Foundation’s proposed or, if applicable, constructed station at Freeland, Washington.

## **III. MEMBERSHIP**

A. Membership: The membership shall consist of:

1. Persons and organizations which contribute Board-established dues.
2. Persons and organizations which contribute Board-established hours.
3. Anyone else designated by the Board.

B. Membership Meetings: There shall be an annual meeting of the membership, on a date set by the Board of Directors in the months of May or June.

#### **IV. BOARD OF DIRECTORS**

A. Composition of the Board of Directors shall be up to eighteen people. The Directors shall each serve for three years. Up to six directors may be elected each year. Directors are limited to three consecutive terms. Once a Director completes their three consecutive terms, they must sit out one year before being reelected and/or reappointed. Directors may vote for themselves. Directors shall be United States citizens with no felony convictions. The KSER Board of Directors shall actively seek a diverse representation that is broadly representative of the community served by its members and volunteers, and is dedicated to the purposes of the KSER Foundation, and is willing to engage its talents and the resources of the community in the implementation of those purposes.

Paid Staff are not eligible to serve on the Board of Directors.

Directors must not hold any FCC-defined attributable interest in any other radio broadcast station or authorized construction permit for a radio station the FCC-defined principal community contour of which overlaps that of the Foundation's proposed or, if applicable, constructed station at Freeland, Washington.

#### **B. Election of Directors**

##### **1. Nominations:**

Nominations for Directors (Member-At-Large, and Selected Staff) shall be made by the Board Development Committee. The Board Development Committee shall solicit names of individuals for open board positions from the communities served by the KSER Foundation.

##### **2. Elections:**

Nominations as presented by the Board Development Committee will be submitted to the Board of Directors 60 days prior to the Annual Meeting. Upon approval by the Board of Directors, ballots will be mailed to all current members 30 days prior to the Annual meeting. All votes received at the Annual Meeting shall be counted and results will be announced at the Annual Meeting. Nominations "from the floor" at the Annual Meeting are not allowed. Candidates

receiving the most votes shall be elected to the board corresponding to the number of open seats. There shall be no proxy voting.

C. General Powers of the Board of Directors: The KSER Foundation Board of Directors shall be responsible for compliance with all regulations and requirements imposed by the FCC upon its broadcast licensees, for the general control of the property of the Foundation, for the employment of managerial staff and for general direction of the Foundation's activities

D. Board of Directors Meetings: The Board shall hold regular meetings on such date and time as they may agree by majority vote. Board meetings will be held monthly.

Special meetings to act upon matters necessary to the conduct of the business of the Foundation may be conducted at times other than regular meetings and may be in person, or by telephone, email, or regular mail, at the direction of the Foundation President. Any decision made by such method shall be valid only if the signed consent of each Director is secured or if said decision is otherwise ratified at the next subsequent regular meeting after the special meeting. Special Meetings of the Board may be held at any reasonable time and place, whenever called by the Foundation President, Executive Committee, or by any three or more Directors. All Board Meetings shall be open to the public except for Executive Sessions.

E. Notice of Meetings:

1. Board Meetings:

Except in the case of special meetings as described above in Bylaw IV E, dates, times and locations of Board meetings will appear regularly in publications sent to the membership at large, including the KSER Program Guide, its web pages at <http://kser.org>, and will be broadcast on KSER, as appropriate.

2. Annual Meeting:

Notice of the annual meeting of the Board of Directors stating the location, date, and hour of the meeting shall be delivered to each member not less than 30 days and no more than 50 days before the meeting, either personally, by mail, by or at the direction of the Board of Directors. If mailed, such notice shall be deemed to be

delivered when deposited in the United States Mail, addressed to the address appearing in the record of the Foundation, with postage paid.

F. Quorum: Not less than one half of the Board of Directors, not counting vacancies, shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Directors, and shall constitute the act of the Board of Directors. Proxy voting by Directors is prohibited.

G. Attendance: The Board may consider as having resigned any Director with four or more unexcused absences in any 12 month period. Unexcused shall be determined by the Foundation President

H. Vacancies: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors on recommendation of the Board Development Committee. A Director appointed to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

I. Conflict of Interest: Any potential conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest is the subject of or otherwise implicated in any proposed or pending Board action, such Director shall not vote or use personal influence in the matter; and shall not be counted in the quorum for a meeting at which Board action is to be taken on the matter. The minutes of all actions taken on such matters shall reflect that these requirements have been met.

## **V. OFFICERS**

A. Officers: The officers of the Foundation shall be elected from the Board of Directors. The Positions shall be President, Vice-President, Secretary and Treasurer.

1. **President:** The President shall preside at all meetings of the Foundation and shall be a member ex-officio of all committees. The President shall perform such other duties as prescribed by the Board of Directors.
2. **Vice President:** In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President, and the Vice President shall perform such other duties as the Board shall prescribe. The Vice President is deemed to be the next President.
3. **Secretary:** The Secretary shall record or cause to be recorded the minutes of all proceedings in a book or file to be kept for that purpose. They shall give or cause to be given required notice of all meetings of the members of the Foundation, and the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.
4. **Treasurer:** The Treasurer shall be responsible for the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts or receipts and disbursements of the Foundation and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Foundation when appropriate, taking receipts for such disbursements, and shall render or cause to be rendered to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all financial transactions and of the financial condition of the Foundation.

B. **Election of Officers:** The Board of Directors shall elect by a majority of the Directors in office at the annual meeting of the Foundation the positions of President, Vice President, Secretary, Treasurer and such other officers as the Board deems necessary who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by these bylaws and the Board of Directors.

C. **Terms of Officers:** The officers of the Foundation shall hold office until the next annual election of officers. Officers are elected to office for a 1

year term. Any officer elected or appointed by the Board of Directors may be removed or suspended by the Board whenever in its judgment the best interests of the Foundation will be served thereby. Removal or suspension shall be by affirmative vote of at least 3/4 of the directors voting. If the office of any of the officers becomes vacant the vacancy shall be filled by the Board of Directors.

## **VI. COMPENSATION**

No salaries or other compensation shall be paid to members of the KSER Foundation, Board of Directors and/or officers of the Foundation except as authorized by the Board of Directors for compensation of reasonable expenses incurred in attending meetings or Board directed travel, conference expenses, and other expenses incurred at the direction of the Board. The Foundation may enter into a contractual agreement with a Director and/or Officer-for services or goods subject to the approval of at least 3/4 of the Directors present. Any agreement of this nature must be included in the minutes.

## **VII. ADVISORY COUNCIL AND STANDING COMMITTEES**

**A.** Advisory Council: The Directors shall establish and appoint a Community Advisory Council which shall represent varying views on broadcast media and program ideas. The Advisory Council shall consist of up to 12 individuals who shall be representative of the communities served. Advisory Council members may be former members of the Board of Directors, members of the Foundation, and/or Foundation volunteers. Advisory Council members shall serve for two years and may be reappointed by the Board of Directors. The Advisory Council shall meet at least annually. The President of the Board of Directors shall be an ex-officio member of the Advisory Council and shall consult with the Chairperson(s) of the Advisory Council as appropriate. The President may appoint a Liaison to serve in this role. The Liaison shall be a member of the Board of Directors and this appointment must be reflected in the minutes. The Advisory Council shall elect a Chairperson at its first meeting following the annual

meeting of the general membership. This Chairperson shall be responsible for making reports to the membership and to the Board of Directors. Any reports and recommendations of the Council shall be given to the President or appointed Liaison, who shall submit them for consideration by the Board of Directors.

B. Standing Committees: The Board of Directors shall have the following standing committees with the power and authority as provided below: Executive Committee, Budget and Finance Committee, Board Development Committee, and Long-Range Planning Committee. Except to the extent provided by law, all Committee meetings are to be open to the public. In addition, the Board of Directors may add additional committees as needed. Unless specified below, the Board President shall appoint a chair for each committee.

1. Executive Committee: The Executive Committee shall be composed of the officers of the Foundation. It shall have power to develop Board agendas, compile information, and act on business matters which are pursuant to Board policies, procedures and/or contracts. It may frame issues and propose policies and actions for Board disposition. The Executive Committee can take action when the full Board can not convene, but such action must be approved by the Board at the next monthly meeting. The appointment of this committee and the delegation to it of authority shall not relieve the Board or any individual Director of any responsibility imposed by law.
2. Budget and Finance Committee: The Budget and Finance Committee shall consist of at least three Directors, including the Treasurer, and up to two non-board members. The Treasurer shall be the chair of the Committee. The Budget and Finance Committee shall meet at least four times a year to oversee the Foundation's financial operation and the management of its financial resources including preparation and review of a annual budget, recommending an auditing firm for the books and records of the foundation to the Board and initially reviewing the audit of the foundation and presenting the report to the Board.

3. **Board Development Committee:** The Board Development Committee shall consist of three Directors and up to two non-board members. This committee shall create and implement a plan to recruit and nominate candidates for all open positions on the Board of Directors consistent with these bylaws. This Committee shall report its list of nominees to the Board 60 days before the annual meeting and elections. This committee shall also create and implement a plan for regular, on-going board training and skill development.
  
4. **Long-Range Planning Committee:** The Long-Range Planning Committee shall consist of three Directors, including the President or Vice President, and up to four non-board members. The Long-Range Planning Committee shall oversee the development of a strategic plan and monitor the implementation of said plan.

## **VIII. EMPLOYEES AND STAFF**

A. **General Manager:** The Board of Directors may select a General Manager who shall be responsible for the administration and conduct of the business and affairs of the Foundation pursuant to guidelines established by the Board of Directors. The General Manager shall have an annual performance review by the Executive Committee. The General Manager shall have full authority for the direction of the employees of the Foundation.

B. **Additional Staff:** Additional employee and staff positions may be created by the Board of Directors, as it deems necessary and in the best interests of the station. Such positions will be filled by persons selected by the General Manager, provided that funding for any such position has been provided for by the Board of Directors in the applicable approved budget.

## **IX. GENERAL PROVISIONS**

A. Fiscal Year: The fiscal year of the foundation shall commence on January 1st of each year.

B. Books and Records: The foundation shall keep current and complete books and records as necessary and desirable, and they may be inspected by a member or director for any proper purpose at any reasonable time, the cost of research or copying is to be paid by the person making the request.

C. Budget: The Board shall annually approve a budget and no disbursement shall be made in excess of the amount specified in the budget without the specific authorization, or timely ratification, by the Board of Directors.

D. Rules of Procedure: The rules at meeting of the Board and the general membership shall be the "Robert's Rules of Order on Parliamentary Procedure," as amended, so far as is applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Directors.

## **X. INDEMNIFICATION**

Insofar as is consistent with applicable law, each director or officer now or hereafter serving the foundation and his/her respective heirs, executors, and personal representatives shall be indemnified by the Foundation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceedings in which he/she is made a party by reason of being or having served in any such capacity, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duties, but such indemnification shall not be deemed exclusive of any other rights to which such person may legally be entitled under any bylaw, agreement, vote or Board of Directors, or otherwise.

## **XI. AMENDMENTS**

These Bylaws may be amended by the affirmative vote of two-thirds of the Directors, provided that at least ten days notice of proposed changes be given by the party or parties calling the meeting of the Board of Directors considering such proposed amendments; at any meeting of the Board of Directors, or without a meeting if consent or agreement in writing, including the text thereof, is signed by all Directors. Amendments will be announced to members either via direct mail or on the air by pointing listeners to a website. Copies of the proposed By-Law Amendments shall be posted on the KSER website and will be sent to members upon request.

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Original By-laws adopted September, 1994

Amended May, 1995

Amended February 10, 1998

Amended March 12, 2002

Amended November 18, 2003

Restated and Amended February 19, 2007

Amended October 09, 2007