

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.

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 three consecutive terms, that person must sit out one year before being reelected and/or reappointed. These term limitations do not apply to an Immediate Past President, who shall automatically serve on the Board of Directors as a full, voting member for one additional year following the end of their tenure as President, irrespective of the number of years or terms served prior to that additional year. Board membership may exceed 18 people to accommodate this additional year of service by the Immediate Past President.

Directors may vote for themselves. Directors shall be United States citizens with no felony convictions. Board members must also be members of KSER. Paid staff are not eligible to serve on the Board of Directors. The Board of Directors shall actively seek a diverse composition that is broadly representative of the community served by KSER. Board members must be dedicated to the purposes of the KSER Foundation, and willing to engage their talents and the resources of the community in the implementation of those purposes.

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.

Volunteer On-air hosts with regular, recurring shows may simultaneously serve as Directors, provided that no more than two such Volunteer On-air hosts are allowed to serve as Directors as well, at the same time. The Board Development Committee, as established by these Bylaws, shall designate up to two Board Member seats exclusively for such On-air hosts.

B. Election of Directors

1. Nominations:

Nominations for Directors 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. Board nominees must be members of KSER at the time of their election.

2. Elections:

Nominations as presented by the Board Development Committee will be submitted to the Board of Directors 30 days prior to the Annual Meeting. Upon approval by the Board of Directors, ballots will be sent to all current members as provided for in section IV E. (“Notice of Meetings”) of these bylaws. In the alternative, the Board may arrange for other means of voting, including electronic, providing such methods are deemed to reliably and accurately reflect the will of voting members. Completed ballots must be received at the station by 4pm the day before the Annual Meeting, or at the time of the vote count during the Annual Meeting. All votes so received shall be counted and results will be announced at the Annual Meeting. Write in candidates and nominations “from the floor” at the Annual Meeting are not allowed. Candidates receiving a majority of the votes cast shall be elected to the board.

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 at least quarterly, or more often if deemed necessary by the Executive Committee.

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 Bylaws section IV (“Board of Directors”), dates, times and locations of Board meetings will be communicated to the membership at large using the website, postings at the station, and will be broadcast on KSER, as appropriate.

2. Annual Meeting:

Notice of the annual meeting of the Foundation stating the location, date, and time of the meeting shall be sent to each member no less than 15 days and no more than 30 days before the meeting, either by mail 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: Subject to the provisions of section IV.A, any vacancy on the Board of Directors, previously filled or not, may be filled by the affirmative vote of a majority of the seated Directors on recommendation of the Board Development Committee. A Director appointed to fill a vacancy shall serve in the position designated by the Board. The Board will identify whether the appointee is starting in the first, second or third year of a three

year term. Any director appointed in this manner shall be placed on the ballot for the next annual meeting of the Foundation, and must be affirmed by a majority of votes cast as specified in Section IV (“Board of Directors”), above. Directors so appointed shall serve out the remainder of the term of the vacancy, as determined by the Board.

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. No Director may serve as an officer and be a Volunteer On-air host with a regular, recurring show at the same time. 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. The Secretary shall give or cause to be given notice of all meetings of the members of the Foundation as required in section IV (“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.

5. Immediate Past President: The Immediate Past President shall serve as an ex-officio member of the Executive Committee.

B. Election of Officers: Subject to the provisions of Section V.A above, the Board of Directors shall fill, by a majority vote, 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, with the President serving one additional year as the Immediate Past President. Any officer elected or appointed by the Board of Directors, or the Immediate Past President, 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 as specified in section IV (“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. COMMUNITY ADVISORY BOARD AND STANDING COMMITTEES

A. Community Advisory Board: The Directors shall establish and appoint a Community Advisory Board (CAB) which shall advise the Board of Directors whether the programming and other significant policies of the station are meeting the needs of the communities served by the station. The CAB is strictly an advisory body and has no authority over station operations or Foundation policies. The CAB shall consist of up to 12 individuals who shall be reasonably representative of the communities served by KSER. Former members of the Board of Directors, members of the Foundation, and/or Foundation volunteers may serve on the CAB. CAB members shall serve for two years and may be reappointed by the Board of Directors. The CAB shall meet at least annually. The President of the Board of Directors shall be an ex-officio member of the CAB and shall consult with the Chairperson(s) of the CAB 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 CAB 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, and shall include the Immediate Past President as an *ex officio* member. 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 cannot convene, but such action must be approved by the Board at its next scheduled 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 as required in section IV (“Board of Directors”). This committee shall also create and implement a plan for regular, on-going board training and skill development, and shall be responsible for assigning and tracking

position numbers to appointed and elected Directors, as the case may be.

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. Manager: The Board of Directors selects a 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 manager shall have an annual performance review by the Executive Committee. The 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 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. Any costs, including costs of research or copying, will be the responsibility of 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 meetings 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

A. These Bylaws may be amended by the affirmative vote of two-thirds of the Directors, provided that at least 15 days notice of proposed changes be given to the members prior to the meeting of the Board of Directors considering such proposed amendments.

B. The above notwithstanding, the Bylaws of the Foundation shall not be amended in any manner that causes the Foundation to lose its qualifications as an established local entity and for local diversity of ownership under FCC Rules 73.7003(b)(1) and (2), or any successor provisions, for as long as the Foundation has an application for a new noncommercial educational radio station pending for Freeland, Washington, and, if applicable, for the holding period under FCC Rule 73.7005, or any successor provision.

C. Proposed amendments will be announced to members either via direct mail or on the air by directing listeners to a website. Copies of the proposed Bylaw Amendments shall be posted on the KSER website and will be sent to members upon request.

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

Amended August 11, 2009

Amended June 8, 2010

Amended July 2011

Amended June 12, 2012