

BYLAWS OF RADIO PORT TOWNSEND

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ARTICLE I - Mission

1.1 Radio Port Townsend (“the Corporation”) will contribute to the quality of life in the communities it serves by providing:

- A community-driven radio service that is educational, entertaining, informative and relevant.
- Exposure to music, arts, issues and current events.
- An inclusive forum for members of the community to constructively express their ideas, opinions and concerns.
- A long-term commitment to high quality in the areas of broadcasting, management, funding and programming.
- Emergency broadcast services as a communication and information hub in the event of an emergency.
- Charitable services as a tax-exempt, non-profit corporation per the rules and regulations of the State of Washington and the Internal Revenue Service.

ARTICLE II - Offices

2.1 Registered Office and Registered Agent. The registered office of the corporation shall be in the State of Washington within 25 miles of the main post office of Port Townsend, Washington. The registered agent shall have a business office identical with such registered office.

ARTICLE III - Board of Directors

3.1 Numbers and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of up to nine (9) persons. The initial Board of Directors will be elected at the first annual meeting of the Board of Directors. The Board shall be divided into three groups to serve staggered terms. The term of office of Group A shall have the first period of expiration, one year after the first annual meeting. The term of office of Group B shall expire one year after the expiration of Group A’s term, and the term of office of Group C shall expire two years after the expiration of group A’s term. At each annual meeting, directors shall be elected for a term of three years. Following this term expiration schedule, three terms should expire each year. The composition of the Board of Directors shall be maintained at all times with the characteristics necessary to qualify the Corporation as an “established local entity” and with not greater than 20 percent non-United States citizens, under Rules and Regulation of the Federal Communications Commission (FCC). In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation

and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

3.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director, and no decrease shall have the effect of rendering the board composed of more than 20 percent non-United States citizens.

3.3 Vacancies. Board members shall hold office until the end of their term, or until their successors are elected and qualified if they resign from their term early. In the event of a vacancy on the board, whether by resignation, termination, or otherwise, a Board Development Committee will identify new perspective board members, and will provide a slate of those potential new members to the board president two weeks in advance of the following regular board meeting. The president will notify the current board members about the proposed slate of new members as part of the board meeting announcement. Board members may request at that meeting that the slate of prospective board members be invited to the following meeting as guests prior to voting them onto the board. Nominated board members will be elected who receive two-thirds majority vote of a quorum of remaining directors. Vacancies will be filled only to the end of the term of the vacating board member.

3.4 Regular Meetings. Regular monthly meetings of the Board of Directors will be held at the registered office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall take the place of the regular monthly board meeting held each year in June, as the last monthly meeting of the fiscal year. All regular board meetings will include a public comment period, and the annual meeting each year is to be announced in local newspapers when possible. The board Secretary will send an agenda and meeting packet including committee reports to all board members at least 48 hours prior to the meeting, and the board secretary will provide meeting minutes from the prior monthly board meeting at least five calendar days prior to the meeting. A board member may vote either in person or by proxy executed in writing by the board member.

3.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

3.6 Notice. Notice of any change of time or place to regular meetings of the Board of Directors or of any special meeting of the Board of Directors shall be given to each director a minimum of three (3) days prior to the changed regular meeting or special meeting by letter, by email, or personally. Notice of special meetings shall indicate the business of the meeting and whether or not the meeting will include a vote.

3.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of regular business, not including that business listed in paragraph 3.10.

3.8 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. It is noted that registering dissent does not constitute a “nay” vote on any matter, or require that a “nay” vote be given in order to register such dissent. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.9 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- a) Amending, altering, or repealing these Bylaws;
- b) Electing, appointing, or removing any director or officer of the corporation;
- c) Amending the Articles of Incorporation;
- d) Adopting a plan of merger or consolidation with another corporation;
- e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall provide regular electronic reports of the transactions of their meetings and shall submit them to the President five business days prior to the next regular board meeting to be added to the agenda. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

3.10 Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. This remuneration clause applies to monetary payment and does not apply to in-kind contributions of time or materials made by board members.

3.11 Loans. No loans shall be made by the corporation to any director.

3.12 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors.

ARTICLE IV - Officers

4.1 Designations. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be voting members of the Board of Directors. Officer elections will take place in the regular December board meeting each year, and officer terms will begin January 1 and expire December 31 of each year.

4.2 The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

4.3 Vice President. During the absence or disability of the President, the Vice President shall have such powers and discharge such duties as may be assigned to them from time to time by the Board of Directors.

4.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

4.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

4.6 General Manager. The Board may select a General Manager who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The General Manager shall have full authority for direction of the employees of the corporation, if any. The

General Manager, if selected, may be compensated for their services in that capacity in such amount and manner as the Board of Directors shall determine. In the absence of a General Manager, the Executive Committee, led by the Board President, will serve in the General Manager's role, and will serve as direct supervisors of the Station Manager, and the Station Manager will then serve as direct supervisor of all other staff and volunteers.

4.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

4.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.10 Loans. No loan shall be made by the corporation to any officer.

4.11 Term - Removal. The officers of the corporation shall hold office until the end of their term or until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

4.12 Financial Commitment. Directors must be financially committed to the sustainability of the organization.

ARTICLE V - Fiscal Year

The corporation's fiscal year shall be from July 1st through June 30th.

ARTICLE VI - Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or electronic debit, or other order for payment of money signed or authorized by such persons, and in such manner, as may be determined by resolution of the Board of Directors. Signatories on

any bank or trust account must include, at a minimum, the board President and Treasurer as primary signatories, and the board Vice-President for use only in situations where the President is unavailable. Further board resolutions may determine other signers to be added, as appropriate, for specific bank or trust accounts. Entering into any contract of an aggregate sum of more than \$5,000 (five thousand dollars) requires a majority vote of the board.

ARTICLE VII - Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at their last known address in the records of the corporation, postage prepaid.

ARTICLE VIII - Indemnification of Officers, Directors, Employees and Agents

8.1 Indemnification. The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX – Diversity of Ownership

9.1 Diversity of Ownership. The Corporation at all times shall maintain “local diversity of ownership” as that is defined in FCC Rules and Regulations, Section 73.7003(b)(2), 47 C.F.R. Section 73.7003(b)(2). At no time shall the Corporation, any parent or subsidiary entity, any voting member, or any officer or director of the Corporation, have an attributable interest in another radio station, including any license, construction permit or debt or equity position, if the principal community contour of such station would overlap in any part with the principal community contour of a new noncommercial radio station for which the Corporation files an FCC application for construction permit.

ARTICLE X - Conflict of Interest

10.1 Definitions. For purposes of this Article:

- a) "Conflicting interest" means the interest a director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:
 - 1) The director knows at the time the corporation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or
 - 2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction:
 - A) An entity of which the director is a director, general partner, agent or employee;
 - B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or
 - C) An individual who is a general partner, principal, or employer of the director.
- b) "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a director of the corporation has a conflicting interest.
- c) "Qualified director" means any director who does not have either:
 - 1) A conflicting interest respecting the transaction; or
 - 2) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction
- d) "Related person" of a director means:
 - 1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
 - 2) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.
- e) "Required disclosure" means disclosure by the director who has a conflicting interest of:

- 1) The existence and nature of the director's conflicting interest; and
- 2) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

10.2 Directors' Action.

- a) Majority Vote. Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.
- b) Director's Disclosure. If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Paragraph 10.1(e), then disclosure is sufficient if the director:
 - 1) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and
 - 2) Plays no part, directly or indirectly in their deliberations or vote.
- c) Quorum. A majority (but no fewer than three) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.

ARTICLE XI - Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, either in physical or electronic form, that may be accessed at any time by public request; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XII - Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation, provided that any such change shall first have received the approval of 2/3 majority of the Directors; and further provided, that the Board will not approve any amendment made to matters of FCC eligibility, qualification or preference, unless such amendment is required, or is permitted with no detriment to the Corporation's qualifying

or comparative position, under revisions to FCC rules, regulations or policies as they may occur from time to time.

Revised and adopted by resolution of the corporation's Board of Directors on September 11, 2018.

Larry Dennison, *Secretary*