

Unalaska Community Broadcasting, Inc.
Board Member Packet
Updated 12/19/2011

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Attachment: Copy of most recent audit (FY11)

Basic Responsibilities of Nonprofit Boards

1. Determine the organization's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. Select the GM. Boards must reach consensus on the GM's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Approve contracts with agencies or departments for the provision of services, facilities, and supplies.
4. Provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
5. Adopt regulations, policies, and procedures for operation of non-profit.
6. Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. This includes participation in non-profit fundraising activities.
7. Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
8. Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
9. Recruit and orient new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
10. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
11. Determine, monitor, and strengthen the organization's programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
12. Support the GM and assess his or her performance. The board should ensure that the GM has the moral and professional support he or she needs to further the goals of the organization.
13. Board member must be a current member of the organization, having paid membership dues. A trait of a strong nonprofit board is their individual contribution to the organization. UCB recognizes that board members have varying capacities to give and that charitable giving is a personal decision. We recommend that each board member make a financial (cash) gift that is meaningful and significant by their own standards. Many grant applications require reports on board giving as a component of the application review process.

Legal Responsibilities of Non-Profit Boards

- Duty of Care. Act in the manner of an ordinarily prudent person.
- Duty of Loyalty. Serve with undivided allegiance to the organization.
- Duty of Obedience. Be faithful to the mission of the organization.

Relationship between the Non-Profit Board and GM

- The Board hires, supervises and fires the GM.
- The GM manages the day-to-day affairs of the organization.
- The Board sets policies and monitors progress.
- The Board should not intervene in day-to-day operations.
- The Board can overturn decisions of the GM.
- Usually, the GM hires, supervises and fires all other staff.
- Board members have no individual power. The Board can only act by majority within a meeting in open session.

Executive Sessions

- A motion and majority vote is required to enter executive session.
- The motion must include the subject of the session.
- Only the subject included in the motion can be discussed.
- The only allowed subjects are
 - matters that would have an adverse effect on finances
 - subjects that prejudice the character and reputation of an individual
 - matters that are required by law to be confidential, such as attorney-client privilege
- Votes are prohibited; they must be taken in open session.

Board Responsibilities Specific to Public Broadcasting as Mandated by the Federal Communications Act and the Federal Communications Commission

- Public Meetings. Including all board meetings, committee meetings, and advisory body meetings.
- Open Records. Annual financial and audit documents must be available for public inspection. The station must maintain an up to date Public File and this file must be made available to the FCC and any person who asks to see it during normal business hours. Station must also post broadcasting licenses in a conspicuous place.
- Community Advisory Board. The Board of Directors shall establish a five-member community advisory board to bring input from the community to the board. The advisory board shall meet at least twice annually. Its members shall be appointed by the board of directors and shall be representative of the geographic area and population served by this facility.

Board Responsibilities Specific to Public Broadcasting as Mandated by the Alaska Public Broadcasting Commission

- Station must be organized as a tax-exempt non-profit.
- Board must have at least 5 members representing the geographic area and populations served.
- Board must have a plan for rotating membership of the Board.
- Board meetings must be open to the public.
- Board must give public notice of meetings.
- Board must meet at least quarterly.
- The use of proxies is prohibited.
- No employees of the organization may serve on the Board.
- Organization must provide information as requested including salary and budget information.
- Organization must file a copy of meeting minutes with APBC within 30 days.
- Organizations must file timely grant reports.
- Board must submit resumes of GM candidates for comment.
- Organization must provide free airtime for educational programs.
- Organization must identify APBC as a funder twice a day on the air and on station letterhead.
- Organization must advise APBC of scheduled meetings.
- An agent of APBC can serve as an ex-officio member of the Board.

Open Meetings/Legal Issues of Alaska public radio stations

- Board must meet at least quarterly.
- Meetings must be open to the public, with public notice.
- Meetings must observe Robert's Rules of Order only if necessary.
- Meetings must have a written agenda.
- Meetings must observe a reasonable time limit.
- Must include a manager's report.
- Meetings must include a financial report.

- Minutes must be taken and votes must be recorded.
- Meetings must comply with the Alaska Open Meetings Act. All meetings must be open to the public and held in a public place. Reasonable public notice must be given.

**Unalaska Community Broadcasting, Inc. Board of Directors
As of 12/15/2011**

Seat A

Up for election: 2012, 2015, 2018

Holder: VACANT

Seat B

Up for election: 2012, 2015, 2018

Holder: VACANT

Seat C

Up for election: 2012, 2015, 2018

Holder: Stephen Flannery

Term Began: December, 2011

Training:

Email: Stephenflannery@gmail.com

Seat D

Up for election: 2013, 2016, 2019

Holder: Chris Bobbitt

Role: VICE CHAIR

Term Began: January, 2003

Training: Attended Board Training with Dennis MacMillian of the Foraker Group in November, 2010; with George Hieronomus of the Foraker Group in May, 2007 and May, 2003; with Bill Dan in 2006; and with Ruby Newell-Legner, CSP, in August of 2003; Attended UCB strategic planning sessions with Dennis MacMillian of the Foraker Group in November, 2010; with Sonia Handforth-Kome in 2008 and 2005; and with Debra Mack in 2003.

Email: chrisbobbitt@yahoo.com

Seat E

Up for election: 2013, 2016, 2019

Holder: Bryan Stafford

Role: BOARD CHAIR

Term Began: January, 2007

Training: Attended Board Training with Dennis MacMillian of the Foraker Group in November, 2010; with Scott Miller of the McDowell Group in May,

2009; and with George Hieronomus of the Foraker Group in May, 2007.

Attended UCB strategic planning sessions with Dennis MacMillian of the Foraker Group in November, 2010; with Sonia Handforth-Kome in 2008 and 2005; and with Debra Mack in 2003.

Email: bkstafford@gmail.com

Seat F

Up for election: 2014, 2017, 2020

Holder: VACANT

Seat G

Up for election: 2014, 2017, 2020

Holder: Melanie Magnusen

Role: SECRETARY/TREASURER

Term Began: April 2006

Training: Attended board training with Scott Miller of the McDowell Group in May, 2009; and School Board training in January of 2006. Attended UCB strategic planning session with Sonia Handforth-Kome in 2008.

Email: Magnusen@akwisp.com

Seat H

Up for election: 2014, 2017, 2020

Holder: VACANT

Seat I

Up for election: 2012, 2015, 2018

Holder: Shari Coleman

Term Began: January 2009

Training: Attended Board Training with Dennis MacMillian of the Foraker Group in November, 2010; and with Scott Miller of the McDowell Group in May, 2009. Attended UCB strategic planning session with Dennis MacMillian of the Foraker Group in November, 2010.

Email: txninak@arctic.net

Email: derbydirect@yahoo.com

Seat J

Up for election: 2013, 2016, 2019

Holder: Matt Lightner

Term Began: January 2010

Training: Attended Board Training and UCB strategic planning session with Dennis MacMillian of the Foraker Group in November, 2010.

Seat K:

Term: One year student seat appointed by Board of Directors.

Holder: Maia Kome

Term Began: November, 2011

Training:

Email: artsy.the.ish@gmail.com

FINANCE COMMITTEE: Bryan Stafford, Chris Bobbitt, Matt Lightner

TECHNOLOGY COMMITTEE: Bryan Stafford, Chris Bobbitt

BOARD DEVELOPMENT COMMITTEE: Bryan Stafford, Melanie Magnusen

Example of an Effective Contract for Board Members

Roles & responsibilities:

1. Define and oversee the mission of this agency and keep it relevant to the needs of our community
2. Approve programs and services and monitor their effectiveness
3. Provide strategic guidance to the organization and the chief executive officer
4. Ensure financial solvency and help raise resources
5. Select, support and evaluate the chief executive officer
6. Ensure continuous board improvement

As a member of this Board, I commit to:

- Attend 9 board meetings per year
- Participate in the board's annual retreat
- Participate in at least one board training event and an annual evaluation to identify ways in which our board can improve its performance
- Serve on one board committee (standing or ad hoc)
- Make an annual personal gift that is meaningful and significant
- Hold this agency to a high standard of performance and actively help make this a world class organization
- Understand my roles and responsibilities and become sufficiently knowledgeable about our agency and its operations to make informed decisions
- Read the materials sent to the board and come prepared to board and committee meetings
- Arrive at meetings on time and stay for the full agenda unless I have otherwise notified the board or committee chair
- Ask for clarification on any matters or material that I do not understand before making a decision
- Listen carefully to other board members and staff with an open mind and an objective perspective
- Actively work towards those decisions and solutions that are in the organization's best interests (speaking with one voice)
- Respect the confidentiality of the board's business

Optional Responsibilities: I agree to do 1 of the 3 items listed while serving my Board term

- Participate in at least one fundraising event
- Speak the message of this organization publicly at my civic meeting (Rotary, Elk, Moose etc.)
- Volunteer in a community-wide project as part of our agency's team

I agree to be informed about and to observe the following Board policies in our manual:

- Avoid conflict of interest
- Equal opportunity and avoid discrimination
- Enrollment in Board liability insurance program

Signed:_____ Date:_____

Adapted from worksheet developed by Dr. Mary Stewart Hall, Executive Master in Not-for-Profit Leadership Program, Seattle University, 2000

Example of a Board Self-Evaluation Form

The Board should be willing to evaluate itself honestly once a year. The initiative should come from the Board Chair or President. As their employee, you are responsible for providing needed materials, supporting your Board in their desire to do a good job. Make sure you leave enough room for Board comments (in the interest of document length, this example does not have enough room).

INSTRUCTIONS

Circle the number for each item that most clearly represents your opinion. Add a few words in the comments section on why you've selected the answer.

		Strongly Disagree					Strongly Agree
1. The board has a strong commitment to the agency's mission. Comments:	1	2	3	4	5	6	7
2. The board routinely educates itself about the work of the agency and issues it will face in the future. Comments:	1	2	3	4	5	6	7
3. The board agrees on how to judge the success and regularly monitors this. Comments:	1	2	3	4	5	6	7
4. All board members, old and new understand their roles and responsibilities. Comments:	1	2	3	4	5	6	7
5. The board spends its time on the issues that matter most to the agency's success. Comments:	1	2	3	4	5	6	7
6. The board works together as a team. Comments:	1	2	3	4	5	6	7
7. The board encourages differing points of view and is able to disagree without becoming personal. Comments:	1	2	3	4	5	6	7
8. The board has good attendance and members come to meetings prepared to participate. Comments:	1	2	3	4	5	6	7
9. The board is composed of sufficient diversity. Comments:	1	2	3	4	5	6	7
10. The board has a good relationship with the Executive Director and provides regular evaluation and coaching. Comments:	1	2	3	4	5	6	7

UCB Strategic Plan 2010-2015 . Approved December 15, 2010

Mission Statement

To provide quality information, educational, and entertainment programming and to serve as a forum for communication for the community.

Core Purpose

Public Broadcasting Content

Core Values

Community Engagement

Volunteerism

Trusted News

Local Content

Fun

Goal for 2025

UCB has the financial capacity to be in an improved work space and with resources to manage content for the new technologies and serve our region.

Strategic Directions

- Assess future need for space, technology, and staffing
 - Plan for staff and board turnover
 - Transition planning
 - Board matrix and job description
 - Create plan for renovation of existing facility or building or renovating a new facility
 - Develop capital budget for space and technology
 - Capital replacement
- Increase marketing and awareness so community does not take us for granted.
 - Develop and promote brand
 - Local
 - Fun
 - Connecting local, state, national and the world
 - Toot horn, let people know about “us”
 - Celebrate our success and increase community support and engagement
- Increase revenue, especially unrestricted funding, support TV and local programming
 - Grants
 - Fee for service and Underwriting
 - Memberships-levels
 - Other earned income
 - Maintain archives, digitize and Index

Operational Plan

- Assess need for office space and for additional technology to make sure KUCB can maintain current level of service as well as adapt to future changes in the environment
 - Appoint a (task force) committee to study options for space for KUCB offices, report to the board and then as warranted develop strategies to move ahead.
 - Look at all options
 - Adapt existing space
 - Find new space
 - Build new space
 - Analyze capacity to successfully complete each option
 - Develop report for board
 - Begin dialog with Rasmuson Foundation (Pre Development)
 - During the year appoint a (task force) committee to study need for current and future technology needs and develop a technology plan
 - Catalog current technology
 - Identify equipment needing immediate replacement
 - Project when other technology will need replacement, five years into future
 - Develop a technology plan, including timeline and budget for future needs
 - Seek Tier One support from Rasmuson for immediate needs.
- Create a committee to develop a communications strategy to “Toot your own horn,” and let people know about how unique our services are and how much the community depends on our services
 - Research unique qualities of KUCB as compared to sister stations in Alaska, around the country
 - Conduct “home grown” focus groups and surveys with community members to identify what people already think about KUCB
 - Invite viewers and listeners to come to an open house and engage them in a facilitated dialog about what they like about KUCB and what they would like to see at KUCB
 - Develop a simple online survey (Survey Monkey) to place on your website then advertise for people to go to site and respond to the survey
 - Using “core values” develop a strategy for every staff member, volunteer and board member to be “on message” about who KUCB is.
- Have the board learn about, then discuss options for increased membership levels (leadership giving) then determine what if any modifications to make concerning these levels.

- Have staff and board participate in fund raising training (Foraker website lists options.)
 - “Basic Fund Raising”
 - The Ask”
- Contact other similar stations to see if they have implemented similar approaches and seek their counsel.
- Working with staff, move as quickly as possible to better preserve archives at KUCB.

Goals & Objectives FY12

Program: Operational Funding for Channel 8 TV

Goal 1: Preserve our video library of Unalaska's cultural history.

OBJECTIVES/ACTIVITIES/TIMELINE:

Objective 1.1: UCB will log and digitize Unalaska Community Broadcasting's analog video library by **June 30, 2012**.

- **Activity 1.1.1** Log all archival UCB productions in the American Content Inventory Database. By the end of FY11, all Channel 8 productions will be searchable through AACIP's website, with keywords based on content, producer, and on-air talent.
Deadline: June 30, 2011
Assigned to: Archiving Project Coordinator
- **Activity 1.1.2** Seek funding for digitizing of analog video library.
Deadline: August 30, 2011
Assigned to: GM & Board of Directors
- **Activity 1.1.3** Staff will receive training through the AACIP program.
Deadline: October 31, 2011
Assigned to: GM & Archiving Project Coordinator
- **Activity 1.1.4** Staff will begin digitizing content.
Deadline: December 31, 2011
Assigned to: Archiving Project Coordinator
- **Activity 1.1.5** Staff will complete digitizing content following AACIP timeline.
Deadline: June 30, 2012
Assigned to: Archiving Project Coordinator

Goals & Objectives FY12

Component: Community Engagement

Goal 2: Maintain diverse programming schedules, adjusting when necessary in response to changing community needs.

OBJECTIVES/ACTIVITIES/TIMELINE:

Objective 2.1: Take on a comprehensive evaluation of programming services to determine ways of making the organization more sustainable, confirm that we are still serving Unalaska's needs, and improve our services for local businesses and organizations.

- **Activity 3.1.1** UCB Staff will release a viewer survey about our programming.
Deadline: October 31, 2011
Assigned To: GM, Television Director & Development Director
- **Activity 3.1.2** Development staff will communicate with local businesses and organizations about how we can better serve their needs and strengthen partnerships.
Deadline: December 31, 2011
Assigned To: Development Director
- **Activity 3.1.3** UCB Staff will hold an open house and engage community in facilitated discussion of what they like about UCB, and what they'd like to see on Channel 8 and hear on KUCB.
Deadline: June 30, 2012
Assigned To: GM, Television Director & Development Director

Objective 2.2: In FY12, UCB will hold Community Advisory Board Meetings twice per year.

- **Activity 2.2.1** UCB Staff and board will schedule, organize, and advertise the meetings.
Deadline: Ongoing, evaluated on a quarterly basis
Assigned To: Board, GM & Development Director
- **Activity 2.2.2** UCB Board will send a representative to the meeting in order to evaluate responses and ask questions directly of the group.
Deadline: Ongoing, evaluated on a quarterly basis
Assigned To: UCB Board
- **Activity 2.2.3** UCB Board and staff will work together to write up results of the session. Staff will use data to adjust programming, as needed.
Deadline: Ongoing, evaluated on a quarterly basis
Assigned To: UCB Board & Staff

Objective 2.3: In FY12, UCB will hold two formal volunteer training sessions, designed to recruit new volunteers and develop the skills of current volunteers.

- **Activity 3.2.1** UCB Staff will schedule, organize, and advertise the sessions.
Deadline: Ongoing, evaluated on a quarterly basis
Assigned To: Radio & TV Staff

Goals & Objectives FY12

Component: Television Programming
Goal 3: Increase access to UCB productions

OBJECTIVES/ACTIVITIES/TIMELINE:

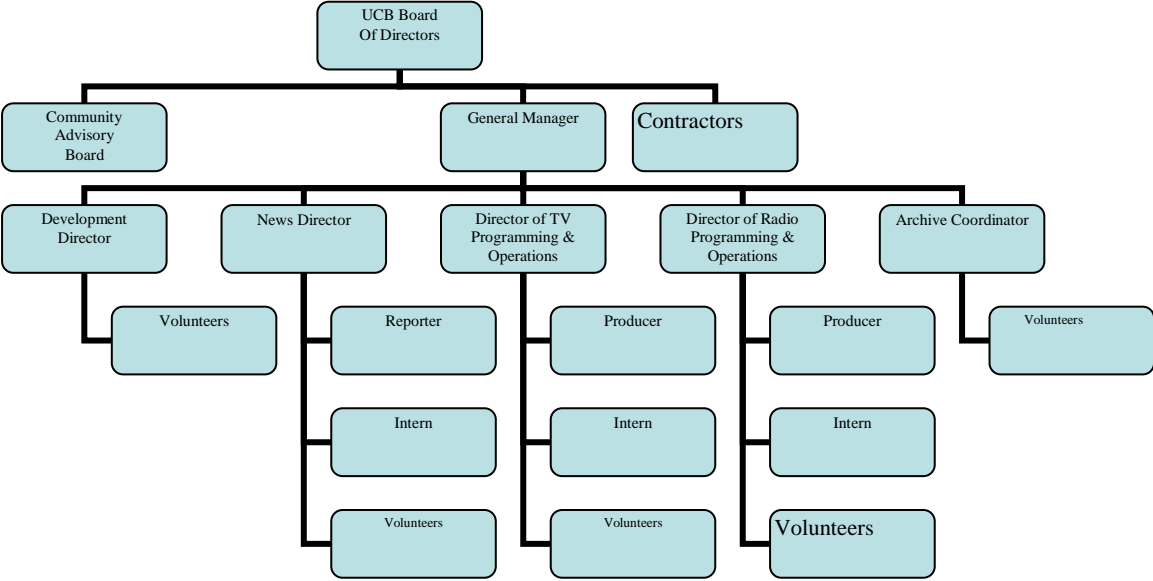
Objective 3.1: In FY12, Channel 8 Television will produce one long-form video project for broadcast on statewide public television. Program is designed to publicize Unalaska and Channel 8 to a statewide audience, and give local businesses and organizations increased visibility statewide.

- **Activity 3.1.1** Design production
Deadline: July 1, 2011
Assigned To: Television Director
- **Activity 3.1.2** Identify community partners and potential collaborations
Deadline: July 31, 2011
Assigned To: Television Director & Development Director
- **Activity 3.1.3** Seek underwriting for project from local businesses
Deadline: December 31, 2011
Assigned To: Development Director
- **Activity 3.1.4** Shoot video for project
Deadline: December 31, 2011
Assigned To: Television Director
- **Activity 3.1.5** Post production & project completion
Deadline: May 31, 2012
Assigned To: Television Director

Objective 3.2: Staff will draft plan for increased use of new media outlets to distribute Channel 8 productions.

- **Activity 3.2.1** Staff will evaluate current use of online Community Bulletin Board, and determine ways of increasing web traffic to this service.
Deadline: August 31, 2011
Assigned to: Development Director
- **Activity 3.2.1** Staff will receive training in multi-media platforms and determine best options for Channel 8 to launch in FY13.
Deadline: December 31, 2011
Assigned To: Television Director
- **Activity 3.2.2** Staff will draft plan for new media distribution for board approval
Deadline: June 30, 2012
Assigned To: GM & Television Director

Unalaska Community Broadcasting
Organizational Chart



Unalaska Community Broadcasting

Bylaws

(Revised March 14, 2009, June 28, 2011)

ARTICLE I: Name of the Corporation

The name of the Corporation is Unalaska Community Broadcasting, Inc. (hereafter referred to as UCB), which is organized as a non-profit organization under AS 10.20 and is qualified as tax-exempt by the United States Internal Revenue Service, and the period of duration is perpetual.

ARTICLE II: Purpose and Goals

Our core purpose is to provide quality informational, educational, and entertainment programming; and to serve as a forum for communication for the community. Our organization's main core values are integrity, service, and community.

ARTICLE III: Board of Directors

- 1) General responsibilities. The Board of Directors, being elected by the membership, shall have control and management over the affairs, funds, and property of UCB.
- 2) An operating policy and guidelines will be established in writing by the Board of Directors.
- 3) Specific Responsibilities. The Board of Directors must:
 - a) Hire a General Manager
 - b) Contract with any or all agencies or departments for the provision of services, facilities or supplies
 - c) Determine its own fiscal procedures and approve yearly budgets
 - d) Adopt regulations governing organization policies and procedures for the operation of any facility owned or managed by UCB
- 4) The Members of the Board of Directors have the following duties:
 - a) Be responsive to the collective will of the membership
 - b) Attend all regular meetings and special meetings
 - c) Vote in all matters before the board
 - d) Serve on committees
 - e) Be available for fiscal duties, such as check signing, if so directed by the board
 - f) Perform all duties outlined further in these bylaws
 - g) The board acts as the unit. No single board member may take authority in directing the General Manager or dealing with the staff, volunteers or the public. The board chair (or designee) shall be the official representative of the board.
- 5) Number of Members. The Board shall be made of at least 7, and not more than 11, board members, including a youth/student representative. The Board of Directors will be broadly representative of the geographic area and population served by this facility.
- 6) Membership of Board
 - a) Board members will be elected at large by majority vote of those present at annual membership meetings or by absentee ballot, except for the youth/student seat, which will be appointed by the Board of Directors.

- b) Board members must be of legal voting age in the State of Alaska, except for the youth/student representative (Seat K), who must be of high school age.
 - c) Board members must be residents of the state.
 - d) Three unexcused absences, as determined by the chair, in any six-month period shall result in the dismissal of a board member.
- 7) Terms of board members. Terms of office will be three years, except for the youth/student seat (Seat K), which is a one year term. Terms of office will be staggered by the following procedure: At least two board seats will be open for election each year on a rotating basis.
- 8) Seats A, B, C and I expire at the membership meeting in 2012, 2015, 2018; Seats D, E and J expire at the membership meeting in 2013, 2016, 2019; Seats F, G and H expire at the membership meeting in 2011, 2014, 2017; Seat K is a youth/student seat which is a one-year term expiring annually at the start of the school year.
- 9) Resignations. Resignations will be directed in writing to the chair of the board.
- 10) Removal from the board. Board members may be removed from the board for just cause. For the purpose of these bylaws, just cause is defined as behavior deemed to be fiscally dangerous to the organization or behavior deemed to damage the organization's public visibility. Procedures for removal of a board member shall be as follows:
 - a) Formal charges may be brought against any board member at a regular board meeting. Charges must be presented in written form.
 - b) Charges shall be placed on the agenda, and all board members notified of this agenda item at least two days prior to the meeting.
 - c) A board member may not be removed from the board at the meeting which formal charges are brought against him/her for the first time. In order to act on such charges, the board must vote to hold a special meeting, for this purpose only, not later than one week after the regular meeting at which charges were brought.
 - d) A board member against whom charges have been brought must have the opportunity, at this special meeting, to answer the charges personally and to bring witnesses to answer questions on his/her behalf.
 - e) A board member may only be removed from office at this special meeting by a vote of 2/3 of the entire board.
- 11) Vacancies. The board will fill vacancies. Board-appointed members will serve on the board until the next general membership meeting, when the seat will be filled by election by the general membership. Board members so elected will then serve the remainder of the term of the seat vacated.
- 12) Election of officers. Election will be held annually at the first board meeting after the annual membership meeting, and will follow the these procedures:
 - a) Election shall be the first item of business
 - b) The nominees will be comprised of board members
 - c) A nominee for the Chair office needs a majority of the entire board in order to be elected; however for all other officers a majority of the quorum present will result in the election to that office.
 - d) All board members must be present for the election of officers to the board.
- 13) Officers. Officer positions can be filled by any members of the UCB Board of Directors, except for Seat K (Youth/Student seat). The officers of the board shall

be: 1) Chair; 2) Vice Chair; 3) Secretary/Treasurer. Their duties are outlined as follows:

- a) Chair
 - i) The Chair is the elected leader of the board.
 - ii) The Chair is the agent of the board to management.
 - iii) The Chair plans and conducts board meetings.
 - iv) The Chair is the chief spokesperson for the board.
- b) Vice Chair
 - i) Performs the duties of the chair in his/her absence.
- c) Secretary/Treasurer
 - i) Ensures that an accurate record of the proceedings of the board is kept and a copy is placed in the files.
 - ii) Presents the minutes of the previous meeting at each board meeting for approval by the board.
 - iii) Ensures that an accurate record of the proceedings at all member meetings is kept and a copy is placed in the files.
 - iv) Keeps accurate records of all income and disbursements of the corporation.
 - v) Either the Treasurer or General Manager makes financial reports at regular meetings and at other times as required by the board or bylaws.
- 14) Standing Committees. Standing committees shall be established for finance and board development. All other committees shall be ad hoc committees formed as needed. The board Chair shall appoint committees. Committees shall meet at least quarterly, or as needed.
- 15) Community Advisory Board. The Board of Directors shall establish a five-member community advisory board to bring input from the community to the board. The advisory board shall meet at least twice annually. Its members shall be appointed by the board of directors and shall be representative of the geographic area and population served by this facility.

ARTICLE IV: General Manager

- 1) The General Manager is the operating manager of the stations.
- 2) The General Manager implements board policy.
- 3) The General Manager is delegated specific but limited authority by the board.
- 4) The General Manager reports to the board as a whole.
- 5) The General Manager hires and supervises all other employees of the station.

ARTICLE V: Contracts, Loans, Checks, Deposits, Job Descriptions, Dissolution

- 1) Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specified instances. The General Manager shall not commit to any contracts, purchases or expenditures of greater than \$1,000; unless they are a specifically budgeted item in the approved budget, without a board vote.
- 2) Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.
- 3) Deposits. The Corporation may have a savings account and shall have a checking account or accounts. The Board of Directors may establish special accounts for

purposes designated by the Board of Directors. All income other than that designated for special accounts shall be deposited in the savings account or checking accounts.

- 4) Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers, agent or agents, of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors. Withdrawals from the savings account and any special accounts shall require the signature of two board members or one board member and one staff member authorized by a majority of the Board of Directors to make withdrawals. All withdrawals from special accounts and the savings account must be deposited in the checking accounts. All checks issued on the checking accounts must be signed by two board members, or one board member and one staff member, authorized to make withdrawals from the savings account.
- 5) Job Descriptions. The General Manager shall submit in writing to the board for approval all job descriptions with proposed salary or pay rates and benefits of all permanent part-time and full-time positions prior to hiring. The General Manager shall maintain a file of all job descriptions and shall provide these descriptions to the board on request.
- 6) Dissolution. Unalaska Community Broadcasting shall use its funds only to accomplish the objectives and purposes specified in Article II of the Bylaws, and no part of such funds shall inure or be distributed to the members of UCB. Upon dissolution all liabilities and obligations of UCB shall be paid, satisfied, and discharged, or adequate provision shall be made. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE VI: Board Meetings

- 1) Regular board meetings. Regular board meetings will be held monthly, time and place to be set by resolution by the board. These meetings are open to the membership and will operate under the general guidelines of Roberts Rules of Order.
- 2) Special Meetings. Special meetings will be called by the Chair of the board or at the request of two members. Each board member will be notified by written or verbal notice at least 24 hours in advance. There will be no additions to the agenda. Special meetings are open to the membership.
- 3) The General Manager or the Board Chair will prepare the agenda and submit it to the Chair for approval at least 5 days prior to a regularly scheduled board meeting.
- 4) Quorum. Attendance by board members holding 50% of non-vacant seats shall constitute a quorum.
- 5) Voting. Method of voting shall be at the Chair's discretion. Votes shall be recorded accurately in the minutes. All matters before the board requiring voting shall come before the board at regular or special meetings. Any board member may request a roll call vote.
- 6) Minutes. Minutes shall be kept by the secretary or designated party, and shall reflect an accurate, complete and true recording of each meeting, including type of meeting, date and members present.
- 6) Executive Sessions. Executive sessions may be called by majority vote of the board members present at regular or special meetings. Executive sessions shall be

for the purpose of discussing financial or personal matters the publication of which might be detrimental to the reputation of the corporation or the individual involved. No action may be taken in an executive session.

ARTICLE VII: Members

- 1) Qualifications. Any person or organization may become a member of UCB who supports the Purposes and Goals of the corporation and pays annual membership dues. Each membership shall have one vote.
- 2) Dues. Dues are established in the operating policy and guidelines of the corporation.

ARTICLE VIII: Membership Meetings

- 1) Annual Membership Meetings. The annual membership meeting shall be held within 60 days of the first membership drive of the calendar year for the purposes of electing persons from the membership to fill vacancies on the board; hearing annual reports on the business and finances of the corporation and; and offering direction from the membership to the board for the coming year.
- 2) All members shall receive written notice of the annual meeting and opportunity to obtain an absentee ballot at least two weeks before the annual meeting.
- 3) Special Membership Meetings. Special membership meetings may be called by the board. Notice must be given to members by means of publication of meeting place, date and agenda in at least four prominent locations in the Unalaska/Dutch Harbor area. There will be no additions to the agenda.
- 4) Voting shall be by written ballot at the annual meeting.
- 5) Minutes. Minutes shall be kept by the Secretary, or designated party, and shall reflect an accurate, complete and true recording of each meeting including type of meeting, date and number of members present.

ARTICLE IX: Bylaws

These bylaws may be amended at any regular board meeting by a majority vote of the entire board. Those revisions will stand until approved by the general membership meeting, at which time a 2/3 vote of the members is required to pass the amended articles.

UNALASKA COMMUNITY BROADCASTING EMPLOYEE POLICY AND PROCEDURES MANUAL

**Last updated March, 2011
By the UCB Board of Directors**

Revision history: Adopted May, 2005. Revised September, 2008; April, 2010; and March, 2011.

WELCOME

The Board of Directors of Unalaska Community Broadcasting, Inc (UCB) would like to take this opportunity to welcome you and to provide an introduction to UCB. If you have any questions concerning the following personnel policy, please feel free to ask the General Manager for an explanation.

INTRODUCTION

The responsibility for approving personnel policies or any changes for UCB lies with the Board of Directors. The Board of Directors employs a General Manager to which it delegates the responsibility for the administration of personnel policies.

INTENT

This policy applies to all employees of Unalaska Community Broadcasting, Inc.

STATEMENT OF PURPOSE & GOALS

Our core purpose is to provide quality informational, educational, and entertainment programming and to serve as a forum for communication for the community. Our organization's main core values are community engagement, volunteerism, trusted news, local content, and fun.

GENERAL PROVISIONS

- A. The information in these personnel policies covers many subjects and it is necessarily general in nature. It is intended to acquaint you with the most important policies of our station. If you have any questions about these policies, please see your supervisor.
- B. These policies shall apply to all employees, unless otherwise negotiated by contract.
- C. The General Manager of UCB, or delegate, shall be responsible for the enforcement of these policies.
- D. It is the intent of these employee policies to comply with all Federal, State and Local laws applicable to this organization and its operations. If any part of this policy conflicts with any law or with the rules, regulations or conditions prescribed by any funding source, regulatory specifications shall prevail. The General Manager and Board of Directors (Board) of UCB shall have the responsibility for determining which Federal, State or other regulations apply to this program.
- E. A copy of these policies will be provided to all employees of UCB and a signed acknowledgement will be kept in each employee's file.

CATEGORIES OF PERSONNEL

- A. Regular Full -Time Employee

1. Exempt Employees: Executive, Administrative, and Professional Employee Status. The following employees are not required to be paid overtime at the rate of time and one-half of their regular rate of pay for all hours worked beyond 8 hours per day or 40 hours a week in accordance with applicable federal and state wage and hour laws and are exempt from the overtime compensation requirements of the Fair Labor Standards Act and the Alaska Wage & Hour Act if each of the following criteria is satisfied:

a. Executive Employee means an employee:

- whose primary duty consists of the management of the enterprise in which s/he is employed or of a customarily recognized branch, department, or subdivision of the enterprise;
- who customarily and regularly directs the work of two or more other employees;
- who has the authority to hire or fire or effect any other change of status of other employees or whose suggestions or recommendations regarding these kinds of changes are given particular weight;
- who customarily and regularly exercises discretionary authority; and
- who is compensated on a salary basis at the rate of not less than \$155 per week.

Reference: 8 AAC 15.910(7)
29 CFR S 541.1

b. Professional Employee means an employee:

- whose primary duty is to perform work requiring knowledge of an advanced type in a field of science or learning; and
- whose work requires the consistent exercise of discretion and judgment in its performance; and
- is predominantly intellectual and varied in character (as opposed to routine, manual, mechanical, or physical work) and is of such character that the output produced or the result accomplished cannot be standardized on a time basis; and
- is compensated on a salary or fee basis at a rate of not less than \$170 per week

Reference: 8 AAC 15.910(11)
29 CFR 541.3

c. Administrative Employee means an employee:

- whose primary duty consists of work directly related to management policies or supervising the general business operations of his/her employer;
- who customarily and regularly exercises discretion and independent judgment;
- who performs his/her work under only general supervision;
- who is paid on a salary or fee basis at a rate of not less than \$155 per week;
- who regularly and directly assists a proprietor or an exempt executive employee of the employer

Reference: 8 AAC 15.910(1)
29 CFR S 541.2

2. Non-exempt Employees: hourly workers or all other full-time employees. They are not exempt from provisions of the Alaska Wage and Hour Act of the State

of Alaska, and are required to be paid overtime at the rate of time and one-half of their regular rate of pay for all hours worked beyond a 40-hour week, or 8 hours per day as required by applicable federal and state wage and hour laws. At the mutual option of the employee and UCB, a flexible hour plan may be established. Overtime work must be approved in advance by the supervisor and is compensated at time and a half. Job descriptions will designate non-exempt employees.

B. Regular Part -Time Employee

Employees in this category regularly work 20 or more hours per week and are not eligible for any of the benefits outlined in this policy except where such is designated in the hiring letter. Exempt and non-exempt employees are defined above.

C. Temporary Employee

Temporary employees are expected to be hired for a period not more than six months. Temporary employees are not eligible for any of the benefits outlined in this policy except where such is designated in the hiring letter. Interns are considered temporary employees. In a case where a temporary employee works beyond six months, the employee may be eligible to earn certain benefits following six months of service.

D. Contractors

Contractors are not employees. They are contracted with to complete tasks outlined by agreement in writing and are eligible only for those benefits outlined in that contract.

E. Volunteers

Volunteers work without compensation for UCB and at the pleasure of the organization. They are not eligible for employee benefits.

POSITION DESCRIPTIONS

Specifications are written and maintained for each position which includes the employee's title, job description, salary, other compensation, job classification, and effective hiring date. Position descriptions will be approved by the Board of Directors. A copy of this document shall be kept in the employee's personnel file, and a copy provided to the employee. Job descriptions will be reviewed annually by the General Manager and supervisor at the time of evaluations. All job descriptions will be kept current.

HIRING

- A. The Board certifies that it does not now, or assures that it will not in the future, discriminate on the basis of race, ethnicity, gender, age, religious beliefs, disabilities, marital status or liability for the services in the Armed Forces of the United States.
- B. Criteria for employment include physical and mental ability, training, individual skills and proper certification in those positions that require local, state, or national registration, and/or license. Whenever possible, preference in hiring will be given to local residents.
- C. The Board will be responsible for hiring the General Manager for UCB. The General Manager will be responsible for screening and hiring all positions

related to the television and radio stations and all general office staff. The General Manager will keep the Board informed of new hires.

EQUAL OPPORTUNITY/AFFIRMATIVE ACTION

It is the policy of UCB to recruit, hire and promote for all job classifications without regard to age, race, ethnic origin, religion, sex, national origin, veteran status, sexual preference, parenthood or physical or mental disability (except due to a bona fide occupational qualification), and such other classifications as are protected by applicable federal, state or local law.

WORKING HOURS

- A. The working hours of the station will be scheduled to meet the needs of the community. The following factors will be considered when scheduling station working hours:
 - Staffing availability
 - Holiday schedules
 - Seasonal population changes in the community.
- B. The employees of UCB are expected to be on duty on regularly scheduled workdays, and a regular full-time employee is scheduled for work 40 hours each week. The General Manager will be accountable for all staff hours. Part-time employees work at the discretion of their supervisor and are not entitled to personal leave, medical insurance or holiday pay.
- C. Timesheets are due the work week immediately following the pay period. Failure to submit timesheets on time will result in delayed payment of wages, and/or appropriate disciplinary measures.

COMPENSATION

- A. Payroll: Pay periods are two weeks long. Payday is considered the date timesheets are due (the 16th and 1st of each month) but not guaranteed due to check signer availability and timesheet submittal.
- B. Deductions: Deductions are made for federal and state withholding as required by law and other court mandated deductions.
- C. Health Care: UCB will provide health insurance for regular full time employees, subject to the Group Insurance Program. Employees can add dependents to their policy, but the employee must pay the difference in rate to add additional dependents. COBRA is available to employees upon termination, but the employees must pay UCB the appropriate fees by the 15th of every month to continue COBRA. Coverage for dependents is provided and employees are responsible for the expense. The General Manager will periodically review the insurance package and will have the responsibility of obtaining maximum benefits for employees within budgetary guidelines. New employees will be eligible for health insurance on the first month following completion of the first 30 days of employment.
- D. Retirement: UCB will provide Simple IRA plans for all eligible UCB employees. Eligibility is determined by income: employees who have made at least \$5,000 in the preceding calendar year, or that UCB expects to compensate \$5,000 or more in the coming year are eligible. Employees will determine what amount or percent of their pay check they'd like to deposit into their

account each pay period, and this will be auto-deducted. UCB will provide *up to* a 2% employer match. All participating employees must have a signed Salary Deferral Agreement on file. Participants may make or amend his or her Salary Deferral Agreement on a quarterly basis.

- E. Workers Compensation & Unemployment: Each employee is covered by Worker's Compensation and unemployment insurance as required by law.
- F. Fringe Benefits: Personal leave, holiday pay, insurance, moving, signing, airfare & fuel bonuses/reimbursements are considered fringe benefits that in some cases are included specifically on contract paperwork per employee on an individual basis. Not all benefits are applicable per individual position and not all employees are entitled to these benefits.
- G. Overtime: All overtime is to be within budget and authorized by the General Manager. UCB will provide compensation for employee overtime in the form of wages equivalent to 1 ½ times straight hourly rate. Overtime is defined as any period of time over 8 hours in one 24 hour period, or over 40 straight time hours in a given work week. Compensation at the overtime rate is not required for exempt employees or in the following cases:
 - When UCB employs three or fewer people in the regular course of business
 - In a bona fide executive, professional or administrative capacity --- as defined by regulations of the Commissioner of Labor and Workforce Development and regulations as defined in the FLSA.

HOLIDAYS

- A. The following are official holidays for the station:
 - New Year's Day
 - Independence Day
 - President's Day
 - Memorial Day
 - Labor Day
 - Veteran's Day
 - Christmas Eve
 - Christmas Day
 - Thanksgiving Day
 - The day after Thanksgiving
- B. When one of these holidays falls on a Saturday or Sunday, the following Monday is considered a holiday. If official holidays fall during the work week, station employees will receive the day off with pay. Holidays that occur during an employee's approved vacation time do not count against the total vacation time to which the employee is entitled.
- C. In order to qualify for holiday pay, each employee must be a regularly scheduled, full time employee that would normally be scheduled and expected to work if that day were not a holiday. Employee must also be in a pay status and work, or use approved vacation time, the scheduled work day the day before and after a paid holiday to receive holiday pay.
- D. If employee is required to work the holiday by General Manager to maintain a level of service, they will receive the number of hours worked at regular pay, plus 8 hours of holiday pay. No overtime is given for holidays worked, hours worked are considered straight time.

- E. Employees who celebrate additional holidays due to religious preference may take the day off without pay, may take personal leave, or may substitute for an official holiday at the discretion of the General Manager. This leave request should be requested in advance, in writing, similar to vacation leave to ensure adequate staff coverage.

LEAVE

All leave accrued is considered personal leave, and is tracked in a personal leave bank. Personal leave is intended to take the place of vacation and sick leave. Personal leave is calculated based on years of service. For example from 0 (the first day in service) to 0.99 (the end of the first year of service) would span a full 1-year period of time. The accrual rates are as follows:

Accrual Rate	Years of Employment
18 hours/month	0 - 0.99
20 hours/month	1 - 2.99
21.25 hours/month	3 - 4.99
24 hours/month	5+

- A. An employee will not be eligible to take leave until the end of probation or 90 days, whichever is shorter. Leave will be considered earned and accrued on the 15th day of the month. Any employees in a pay status on the 15th will accrue the full month's leave. Employees who are on leave without pay on the 15th of the month will not accrue leave for the month.
- B. Accrued leave must be used by employees at the supervisor's discretion and should be requested in writing, and in advance to ensure adequate staff coverage. The General Manager's leave must be approved by the Board. The General Manager is accountable to the Board for all staff vacations. Unapproved leave in excess of 3 working days must have a written medical excuse. A medical release may be required before returning to work.
- C. Leave without pay may be granted at the discretion of the supervisor. However, leave without pay in excess of 10 days in any 30 day period constitutes a part time status and the employee forfeits one month of personal leave accrual and must reimburse UCB for any costs incurred for health insurance for the month. Employee will be notified in writing of the reimbursement cost of the health insurance for the month during the payday prior to the cost of insurance deducted from paycheck.
- D. Leave may accrue up to 400 hours. However, each employee is required to take at least 10 consecutive working days of leave in each fiscal year.
- E. At termination all personal leave is cashed out at the employee's current rate of pay.
- F. Jury duty will be granted at the employees' normal rate of pay without deductions of the employees personal leave bank. Any pay or stipend received as a result of these services will be turned over to the station.
- G. Military leave will be granted without pay on a case by case basis.

AIR FARE

Once each calendar year, qualifying regular full time employees are entitled to an airfare bonus to assist in travel costs from Unalaska to Anchorage. Employees will

receive \$1,000 on the payday following their employment anniversary after one year of continuous employment and employment contract is renewed or extended. This money is in lieu of an actual ticket and may be used at the discretion of the employee. This money is subject to employment taxation. If employee is no longer employed by the organization following their contract anniversary date, they are not eligible to receive the travel bonus.

PER DIEM & TRAVEL

- A. The term "per Diem" means a flat daily rate of payment and is to cover food and lodging.
- B. Per Diem begins when an employee leaves his/her duty station for the purpose of travel on official business and terminates upon the return of the first available flight following execution of that business. A per diem day is paid for each overnight stay for expenses incurred and is paid in addition to any salary or wages that are appropriate. Per Diem is paid at a rate of \$125.00 per day if employee is covering both lodging and meals. Per Diem is paid at a rate of \$50 per day if UCB covers hotel. If changes on ticket are incurred for personal reasons or vacation schedules, UCB will not be held responsible for per diem for additional days of leave nor the cost of the ticket changes.
- C. For travel involving per Diem, per Diem may be obtained prior to travel if requested in advance.
- D. Any other expenses must be approved by the Board.

PHONE & MILEAGE REIMBURSEMENT

- A. For staff required to be "on-call" for technical & volunteer reasons – you will be reimbursed for a flat rate of \$15.00/month if providing use of personal cell-phone. This reimbursement will be paid quarterly. Employees must complete a reimbursement form with a brief description of usage.
- B. For those using their own vehicles for company work purposes, (news coverage, fundraising, community events & Channel 8 filming) mileage will be reimbursed at a flat rate of \$50.00 per month for qualifying employees. Employees must complete a reimbursement form with a brief description of usage.

PERFORMANCE EVALUATION

- A. The performance review is a discussion between the employee and the supervisor during which the employee's performance is evaluated.
- B. A performance review is held with each employee at least once a year. All newly hired, transferred, or promoted employees' performance will be reviewed at the end of 90 days after their date of hire.
- C. A performance review will be made for all employees annually near the anniversary of hire.
- D. A written report will be made available to the employee and placed in his or her personnel file.
- E. Performance evaluations are not grievable, however, the employee has an opportunity to rebut (in writing) his/her evaluation within 10 business days, and that rebuttal will be attached to the evaluation and placed in their personnel file.

- F. Merit increases in salary may be granted by the General Manager upon recommendation by the immediate supervisor and only on the basis of superior job performance. Merit increases are subject to budgetary limitations. The following wage increase guidelines will be utilized by the General Manager for determining wage increases for employees:
- Recommendation by the Supervisor
 - Job performance meets or exceeds the job description
 - Quality of work and initiative
 - Financial condition of UCB
 - Cost of Living Allowance
- G. Approved wage increases will be effective the pay period following the anniversary of the employee's hire date.
- H. Wage changes whether increase/decreased based on performance and/or budgetary guidelines will be presented in writing to employee one payday prior to the changes taking place.

PROBATION/SUSPENSION/TERMINATION

- A. In Alaska, an employer does not need to give a reason to terminate an employee. If you are terminated by supervisor at UCB you are entitled to monies owed within three working days of termination (not including weekend and holidays) If you quit, you will be paid by the next regular payday that is at least three working days after your last day worked. No further benefits apply (various bonuses, compensation etc.) as of your last working day. Insurance benefits, however are applicable for the remaining portion of the month and no longer unless Cobra paperwork completed before end of the month and payment received by 15th of the following month. As defined in section XV. Health Care
- B. Each employee is hired on a probationary basis either for the first 90 days of employment, or for the term their contract states. During this time the individual and the supervisor or General Manager can individually and/or mutually determine whether or not continued employment is beneficial to both parties. At the end of 90 days, the employee will be evaluated by the following criteria:
- Determine whether a need still exists for the work being done by the employee
 - Performance of assigned duties
 - Ability to work with fellow employees
 - Dependability, initiative, and judgment
 - This evaluation will be discussed with the employee and a decision can then be made about whether the employee will remain and becomes a regular employee or will be terminated.
- C. An employee on regular status may be suspended with cause by the supervisor and considered for termination by the General Manager.
- D. An employee who is dismissed for cause will be provided with a statement in writing setting forth the reason for dismissal. A regular full time employee who is being dismissed for cause may file a grievance as outlined under the grievance procedures described in section XIII of this manual.

- E. A 10 working day notice is expected from all personnel prior to leaving their position with UCB.
- F. If any employees are laid-off because their services are no longer needed, they shall be given at least 30 days advance notice.

GRIEVANCE PROCEDURE

All grievances shall be reviewed and answered if the following procedure is followed:

1. Within five (5) working days of the occurrence or knowledge of the occurrence the employee must present the grievance in writing to his/her immediate supervisor.
2. The supervisor must respond to the grievance in writing within five (5) working days.
3. If not satisfied, the employee may submit the grievance to the General Manager in writing within three (3) working days of receiving the supervisor's written response.
4. The General Manager must respond to the grievance in writing within ten (10) working days.
5. If not satisfied, the employee may submit the grievance to the Chair of the UCB Board in writing within ten (10) working days of receiving the General Manager's written response.
6. The Chair will form a committee to respond to the grievance in writing within ten (10) working days; following the board meeting that notice of grievance was given.

CONFLICT OF INTEREST

Sale of program material is a source of income for UCB. Occasionally, another media organization may, through it's or an employee's initiatives, wish to purchase program material produced by a UCB employee. Therefore, upon advance approval of the General Manager, the following percentages of payments will be made to the employee upon sale of program material, unless otherwise stated in the employee's contract:

- 0% to employee - Where the outside organization is purchasing material produced by the employee as part of the employee's regularly scheduled work;
- 85% to employee - Where the outside organization is purchasing material produced on the employee's own time, but where facilities of UCB are used or where portions of such material were generated as part of the employee's regularly scheduled work;
- 100% to employee - Where the outside organization is purchasing material produced on the employee's own time, where no UCB facilities are used, and where none of the material was generated as part of the employee's regularly scheduled work.

The General Manager, based on the recommendation of the employee's immediate supervisor, will determine the percentage of compensation for the employee. Employees do not receive fees for stories produced for regular UCB programs unless the production of such a story is not part of the employee's regular job duties and the provision of a fee is approved in advance.

ETHICS POLICY

All KUCB journalists, defined as employees who report, edit or produce news programming are required to closely follow the UCB Ethics Policy. The ethics policy applies to all platforms for KUCB News content including television, radio, web or any other method of distribution of news content. A copy of the Ethics Policy will be provided to all KUCB journalists upon hire, and an acknowledgement form will be kept in their personnel file.

COMPUTER, PHONE & E-MAIL USE

UCB maintains computer and electronic communication systems to provide communications for its employees and the public and for other business purposes. These systems include computers, software, electronic mail, copiers, fax machines, telephones, voice mail, communication tools and various online services such as Internet access.

The use of these computer and electronic communications systems is for business only. Incidental and occasional use of these computer and electronic communications systems, including Internet access and electronic mail, for personal use is permitted only on a limited, non-commercial basis. However, access to the Internet for personal use via the UCB network is not permitted. Employees are encouraged to acquire a personal account for use of the Internet for non-UCB business. Employees violating this policy are subject to discipline, up to and including discharge.

UCB's electronic mail and other computer and electronic communications systems must not be used for the following purposes:

- Sending unauthorized communications under another person's identity or password, such that the true identity of the sender is concealed,
- Participating in chain letters,
- Transmitting copies of documents in violation of copyright laws,
- "Moonlighting",
- Promotion of illegal products or of lawful products in an illegal manner (such as illegal get rich or pyramid schemes),
- Transmitting or intentionally receiving electronic communications or other written or pictorial material of a harassing, offensive or defamatory nature, including materials which are obscene or pornographic, and accessing Internet sites which contain such materials, or
- Trading in securities in any fashion, including day trading.

The use of these computer and electronic communications systems is not private or confidential. UCB reserves all rights, to the fullest extent permitted by applicable law, to review, audit, monitor, intercept, access and search these

computer and electronic communications systems (including hard drives on UCB-owned PCs) and electronic communications (including electronic mail and voice mail) transmitted or received through these computer and electronic communications systems at will, without prior notice, at any time and for any lawful reason, and to disclose selected contents without prior notice or other restrictions. Computer files may not be password protected except for legitimate business reasons and with prior authorization from the General Manager. Messages sent through these systems remain the property of UCB. In addition, UCB may monitor and record individual Internet usage (whether business or personal, utilizing UCB computer and electronic communications systems), including sites visited and duration of use. UCB may investigate and address apparent patterns of inappropriate use.

It is a violation of UCB policy for any employee, including system administrators and supervisors, to intercept or access another UCB employee's electronic mail, voice mail, or other electronic communications without authorization and a lawful and substantial business purpose for doing so. Employees found to have engaged in such improper interception or access will be disciplined appropriately and may be terminated.

It is a violation of UCB policy to tamper with or modify electronic communications where you are not the originator so as to deceive others. Employees found to have engaged in such "tampering" will be disciplined appropriately and may be terminated.

The use of these computer and electronic communications systems is for current, active employees only. Your network password must not be disclosed to anyone to insure network security. Passwords should not include names of spouses, children, pets, birthdays or other similar information because these can be easily guessed, thus compromising network security. If virus checking software is installed on an employee's computer, it must be configured to run at all times the computer is turned on.

Employees are prohibited from remotely accessing UCB's computer and electronic communications systems without prior authorization and implementation of all security procedures required as part of such authorization.

All communications through these computer and electronic communications systems are subject to UCB's anti-harassment policy. It is important that UCB's computer and electronic communications systems are not used in any way that is disruptive, offensive to others, harmful to morale or otherwise improper. Receipt of any electronic communications perceived as harassing or inappropriate should be reported immediately to the General Manager.

UCB disclaims responsibility for the content of electronic communications sent through its computer and electronic communications systems. While UCB reserves the right to discipline for inappropriate use of e-mail and other computer and communications systems, it does not intend to routinely screen electronic communications in advance and cannot be responsible for their content.

SOFTWARE CONTROL

The following policy governs the acquisition, installation and use of commercial and non-commercial computer programs ("software") within UCB. All UCB employees are

expected to comply with the spirit, intent and terms of the procedures outlined below.

Software is subject to ownership of, copyrights of and license agreements from software owners, vendors or licensees. The right (license) to use Software normally stipulates restrictions on copying, distribution and use. UCB has adopted the policies set forth below to control the ordering, installation, copying and use of Software and to ensure that it and its employees do not infringe these copyrights or violate the terms and conditions of any of our license agreements with our vendors.

1. Registration of Software. All software installed on computer equipment owned by UCB must be registered with the designated Systems Manager. Registration provides UCB with software update notices and demonstrates its compliance with software licensing agreements.
2. Discovery of Illegal Copies. If, during any maintenance of computer equipment owned by UCB, unauthorized or possibly infringing copies of software are discovered, the Systems Manager will notify the user of the software to remove infringing or unauthorized copies. If appropriate to meet UCB's needs, the Systems Manager will arrange for acquisition of authorized copies of software.
3. No Copying Permitted. UCB employees may not make, possess, distribute or use any unauthorized or infringing copy of software. UCB employees will not make any copies of software without the express authorization of the Systems Manager.
4. No Personal Software. UCB employees may not install any personally owned software on UCB's computer equipment unless specifically authorized by the Systems Manager. Such software shall be registered with and approved by the Systems Manager as personally owned.
5. No UCB Software to be Taken Home. UCB employees may not make any copies of software owned or licensed by UCB for personal use. UCB employees may not take any copies of software owned or licensed by UCB off of UCB's business premises without the express authorization of the Systems Manager.
6. Control of Original Copies of Software. The original copy of each software acquired by UCB, or by any UCB employee for use on UCB's computer equipment pursuant to Paragraph 4, will be kept by the Systems Manager or General Manager. Normally, the working copy of the software will be installed on the intended user's hard disk. In the case where the software cannot be installed on a hard disk, the working copy will be kept by the intended user, subject to Paragraph 4 above.

7. No Lending. Software shall not be loaned or transferred from one individual within UCB to another without advising the Systems Manager so that records can be updated. Software shall not be loaned to any person or company outside of UCB. UCB employees may not accept or use software from outside UCB.
8. Disciplinary Action for Violations. UCB views software control as a serious matter. The unauthorized duplication, misappropriation or other improper use of software by UCB employees may violate the copyrights of the owners of the software or place UCB in breach of its license agreements with the owners of software, resulting in substantial penalties to UCB. Violations of this policy may result in disciplinary action, up to and including immediate discharge. The copying of software or removal of a copy of software from UCB's business premises for personal use will be viewed as a misappropriation or theft of UCB owned property.

COPYRIGHT AND TRADEMARK MATERIALS

UCB employees may not engage in illegal or unauthorized use, copying, duplication or distribution of material, whether belonging to UCB or third persons, which is subject to federal or state copyright or trademark law or which is subject to similar protections under common law.

SAFETY & SECURITY

Employee safety depends on the safety consciousness of everyone. Always observe the special safety rules applicable in your work area, as well as the following general rules of safety:

- A. Report immediately any injury, safety hazard, or property needing repair to your supervisor or to the General Manager.
- B. Keep your individual work area clean and orderly at all times.
- C. If you are assigned a job or task requiring protective clothing or equipment, use it. Do not dress in a way that might increase the risk of a job-related injury.
- D. Store all materials and equipment in their proper places.
- E. If your job duties include lifting heavy objects, do so with the appropriate equipment and/or assistance.
- F. The building in which UCB leases space is a non-smoking building. There must be no smoking and no alcohol on the premises.
- G. Only authorized personnel will be allowed in the building after 8 p.m. Authorized personnel include but are not limited to:
 - persons with radio programs
 - persons with T.V. programs
 - official UCB business
- H. There is to be no more than two people in the radio studio unless authorized by the General Manager.

ACCIDENTS AND ACCIDENT REPORTING

If you are injured or suspect that you have been injured on the job, or if you observe an accident on UCB premises involving any other person, whether they are a UCB employee or not, you must notify your supervisor immediately regardless of how

serious or minor you may believe the accident or injury to be. It is their responsibility to help you evaluate the situation and assist you or the other person in obtaining appropriate medical assistance, should that be necessary, and insuring that events are properly documented.

As soon as practical, but in no case later than 24 hours following your injury or suspected injury, you must complete an accident report form describing the circumstances surrounding the incident. You may obtain this form from your supervisor. This report will permit us to better assist you in obtaining insurance benefits if you qualify for them. You must also comply with all accident reporting and occupational health and safety rules and procedures required by any of the contracts UCB has with other companies.

ANTI- HARASSMENT

UCB is committed to providing a workplace that is free of verbal, physical and visual forms of harassment so that each employee can work in a productive, respectful and professional environment. Harassment in employment because of sex, race, national origin, religion, age, disability, or any other basis protected by local, state or federal law is strictly prohibited. UCB employees, supervisors, managers or officials who violate this policy are subject to discipline, up to and including possible termination of employment. Examples of harassment based on race, national origin, religion, age or disability can include, but are not limited to:

- Cartoons or other visual displays of objects, pictures or posters that depict any of these protected groups in a derogatory manner;
- Verbal conduct, including making or using derogatory comments, epithets, slurs and jokes towards such groups.
- Sexual harassment is generally defined as unwelcome sexual advances, requests for sexual favors, or other visual, verbal or physical conduct of a sexual nature. Sexual harassment includes harassment based on another person's gender or harassment based upon pregnancy, childbirth, or related medical conditions. It also includes harassment of another employee of the same gender as the harasser. Examples of sexual harassment include, but are not limited to, the following types of behavior:
 - Unwelcome sexual advances such as requests for dates or propositions for sexual favors;
 - Offering or conditioning an employment benefit, like a raise, a promotion or a special job assignment, in exchange for sexual favors;
 - Making or threatening reprisals after an employee has turned down a sexual advance;
 - Visual conduct, like leering, making sexual gestures, or displaying sexually suggestive objects, pictures, cartoons or posters;
 - Verbal conduct, like making or using derogatory comments, epithets, slurs and jokes of a sexual nature;
 - Other verbal abuse of a sexual nature, like graphic verbal commentaries about an individual's sex life or body, sexually degrading words used to describe an individual, or suggestive or obscene letters, notes or invitations; and
 - Unwelcome physical contact, including pats, hugs, touching, assault, or impeding or blocking movements.

This policy is also violated if an employee is fired, demoted, denied a job, or denied some other employment benefit because the employee refused to grant sexual favors, complained about harassment, or assisted in an investigation of harassment.

UCB is committed to taking reasonable steps to prevent harassment from occurring in the first place, and will take immediate and appropriate action when UCB learns that unlawful harassment has occurred. To do this, however, we need the cooperation of all employees. It is virtually impossible for management to know about all of your day-to-day interactions unless you bring problems like harassment to management's attention. No employee is expected to (or should) tolerate inappropriate harassing behavior in the workplace. You should make your feelings known to the offending employee. But if you are not comfortable doing that, then you must promptly report any offending behavior, whether such behavior is directed towards you personally or to other UCB employees, to your supervisor, UCB's General Manager or to the Chairperson of UCB's Board of Directors.

Any employee who believes that he or she, or a coworker, has been harassed by another coworker, a supervisor, or by anyone else with whom an employee comes in contact in the workplace (e.g., salespersons, vendors or clients) must promptly report such incidents and the names of the individuals involved to the General Manager or to the Chairperson of UCB's Board of Directors. UCB will promptly and thoroughly investigate all claims of harassment. Persons with relevant information will be interviewed. After the investigation is completed, UCB will share its findings with the complaining employee, the alleged harasser, and if appropriate, other employees directly concerned with the incident. If you have brought a complaint to your supervisor and you do not feel that the complaint was satisfactorily investigated or addressed, you should then take the complaint to the General Manager. Likewise, if you do not feel the General Manager satisfactorily investigated or addressed your complaint, you should take the complaint to the Chairperson of the UCB Board of Directors. If you believe any of these officials was involved in the harassment, you should take your complaint to the next higher level.

If, as a result of its investigation, UCB concludes that unlawful harassment occurred, prompt and effective remedial action will be taken. This may include discipline of the harasser and other actions to remedy the effects of the harassment and prevent further harassment. It may even include termination of the harasser's employment. No action will be taken against any employee who in good faith files a complaint of harassment or assists in the investigation of such a complaint. Employees who believe they have been retaliated against for having reported harassment or participated in an investigation of a harassment complaint are urged to promptly notify any of the UCB officials identified above.

Please contact the General Manager if you have any questions at all regarding this important policy. And remember, unlawful workplace harassment will not be tolerated at UCB. No employee, supervisor, manager or officer has any authority on behalf of UCB to engage in unlawful harassment at any time.

UNALASKA COMMUNITY BROADCASTING

FINANCIAL & OPERATIONS POLICY AND PROCEDURES MANUAL

**Last updated December 15, 2011
By the UCB Board of Directors**

Revision history: Adopted November, 2010. Revised December, 2011.

Equipment Capitalization

Adopted July 1, 2009

Equipment purchases over \$5,000 will be capitalized. Purchases over \$5,000 will be placed on the fixed asset listing and will be depreciated accordingly. Items under \$5,000 will be expensed in the same year of purchase.

Equipment Replacement

Adopted December, 2011

Acknowledging the rapid pace of changes in technology, Unalaska Community Broadcasting plans for the replacement of computers and equipment on a schedule in keeping with the best practices of industry. We will aim to replace computers every three to five years, cameras and audio recorders every five years, audio and video switchers and audio and video players every 10 years, and transmitters every 20 years. In cases of insufficient funding to address all of the identified needs, priorities will be established based on (1) number of computers available on site, (2) usage, (3) critical nature of work. Supplemental funds will be sought as necessary to address gaps in need.

Pay Periods

Revised July 1, 2010

Pay periods fall on the 15th and last day of every month. Payday is considered the date timesheets are due (the Monday following the end of a pay period) but not guaranteed due to check signer availability and timesheet submittal.

Signers

Revised April 15, 2008

Board officers (Chair, Vice Chair, and Secretary/Treasurer) and UCB General Manager are authorized signers on UCB Accounts.

Conflict of Interest

Revised November 16, 2010

Section 1, Purpose. The purpose of the conflict of interest provision is to protect Unalaska Community Broadcasting when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization

or might result in a possible excess benefit transaction. This provision is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Interested Party. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest or receives any remuneration from the corporation, is an interested person.

- a) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- b) **Compensation.** A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation (they are not prohibited from providing information to any committee regarding compensation).

Section 3. Procedures. The Board and its members will abide by the following procedures:

- a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
- b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 4 - Addressing Conflicts in Decision Making. After determining that a conflict does or may exist the board or committee shall:

- a) Allow an interested person to make a presentation at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest,
- b) The chairperson of the governing board or committee shall, if appropriate, appoint an independent and disinterested person or committee to investigate alternatives to the proposed transaction or arrangement,
- c) After exercising due diligence, they shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest,
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, they shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, and
- e) In conformity with the above determination it shall make and record in the minutes its decision as to whether to enter into the transaction or arrangement, including the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present,

Section 5. Violations

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest it shall take appropriate disciplinary and corrective action.

Section 6. Annual Representation Letter

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person has received, read, understood and agrees to comply with these conflicts of interest provisions. **See Conflict of Interest Acknowledgment Form at end of this document**

Whistle Blower

Adopted November 16, 2010

Section 1. Purpose. Unalaska Community Broadcasting, Inc. is committed to providing a workplace where employees and volunteers are free to raise good faith concerns regarding the Organization's

business practices, specifically: **(1)** reporting suspected violations of law on the part of the Organization, including but not limited to state and federal laws and regulations; **(2)** providing truthful information in connection with an inquiry of the public or investigation by a court, agency, law enforcement, or other governmental body; and **(3)** identifying potential violations of Organization's policy, specifically the policies contained in the Organization's Policies and Procedures Manual. By reference this policy is intended to incorporate those provisions of Section 301 of the Sarbanes-Oxley Act of 2002 and require Unalaska Community Broadcasting Audit Committee (the "Committee") of the Organization to establish formal procedures for:

- a) The receipt, retention, and treatment of complaints received by the Organization regarding accounting, internal accounting controls, or auditing matters; and
- b) The confidential, anonymous submission by employees of the Organization, of concerns regarding questionable legal, ethical and accounting or auditing matters. The Organization is committed to achieving compliance with all applicable laws and regulations, accounting standards, accounting controls and audit practices.

Accordingly, in order to facilitate the reporting of concerns and complaints, the Organization's Committee has established the following procedures for:

- a) The receipt, retention and treatment of complaints
- b) The confidential, anonymous submission by employees and volunteers of the Organization of concerns regarding certain matters, and
- c) The protection of those employees and volunteers.

Section 2. Procedures.

Section 2.1. Complaints Submission. Any person, including employees, with a concern or complaint regarding compliance with applicable laws, accounting matters, and violations of the organization's policy with regard to ethics may submit their concern or complaint ("Complaints"). Employees may forward concerns regarding Complaints on a *confidential and anonymous* basis to the Chair of the Committee through the mail, an Internet hotline or e-mail as follows:

- a) In writing to the Chair of the Committee of the Organization at its corporate headquarters by regular mail as follows: UCB Audit Committee, PO Box 181, Unalaska, AK 99685
- b) In writing to the Chair of the Committee of the Organization by facsimile: 907-581-1634.

- c) In writing directly to the Committee via the internet "hotline" at www.kucb.org/BOD. Be advised that to use this system with complete anonymity, you should send this message from an unidentifiable location such as a public library terminal.
- d) To send an e-mail message to the Committee, send to ucbboard@kucb.org. Be advised that sending a message from your business computer may not necessarily protect your anonymity. Use of a non-identifiable email address, like a Hotmail or Juno account is the most confidential way of leaving a message.
- e) To leave a message for the Committee via phone, call 907-581-1888. Be advised that leaving a message on this voice mail system may not necessarily protect your anonymity. For completely anonymous contribution, please use the Internet interface.

Section 2.2. Scope of Matters of Complaint.

These procedures relate to concerns or complaints relating to any questionable matter including, without limitation, the following:

- a) Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Organization;
- b) Fraud or deliberate error in the recording and maintaining of financial records of the Organization;
- c) Deficiencies in or noncompliance with the Organization's internal accounting controls;
- d) Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Organization;
- e) Violations of the law or regulations of the local, state or federal governments or agencies thereof;
- f) Willful and knowing misrepresentations to members of the public with regard to the Organization or the activities of the Organization;
- g) Willful and knowing misrepresentations to donors and entities providing grants to the Organization; or
- h) Deviation from full and fair reporting of the Organization's financial condition.

Section 2.3. Complaint Submission. The person submitting a Complaint should include a telephone number in the submission at which he or she may be contacted if the person requests contact or if the Committee determines that contact is appropriate. Any employee or volunteer of the Organization may submit a concern or Complaint to the management of the Organization without fear of dismissal or

retaliation of any kind. The Organization will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of an employee with respect to good faith reporting of concerns or Complaints.

Section 2.4. Complaint Handling

Upon receipt of a concern or Complaint:

- a) The Chair of the Committee will determine whether the concern or Complaint actually falls within the Scope of Matters of Complaint,
- b) When possible, the Committee shall acknowledge receipt of the concern or Complaint to the submitter;
- c) Concerns or Complaints relating to Accounting Matters will be reviewed under Committee direction and oversight of Counsel or such other persons as the Audit Committee determines to be appropriate;
- d) Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review;
- e) Concerns and complaints regarding questions of compliance with any law will be reviewed under Committee direction, the General Manager, and oversight of Counsel or such other persons as the General Manager or Committee Representative determines to be appropriate;
- f) Concerns and complaints regarding questions of ethics will be reviewed under Committee direction, the Board of Directors, and such other persons as the General Manager or Committee Representative determines to be appropriate;
- g) Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Committee; and
- h) When possible and when determined appropriate by the Committee, notice of any corrective action taken will be given to the person who submitted the concern or Complaint and employees and volunteers.

Section 2.5. Investigations and Reports. Reports of suspected violations of law or policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The Chairman of the Board of Directors, Counsel, and the General Manager, will conduct or designate other internal or external parties to conduct the investigations. The investigating parties will notify the concerned individuals of their findings directly, and prepare other reports as indicated by the circumstances. A summary of all such reports will be

presented to the Committee of the Board of Directors. In the event that a report of a suspected violation of law or policy or retaliation involves an individual who reports to the General Manager, or to staff who report directly to these officials, then that official will not participate in the investigation and the Committee will determine who will conduct the investigation. The Committee Secretary will maintain a log of all concerns or Complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Committee. Copies of Complaints and the log will be maintained in accordance with the Organization's document retention policy.

Section 3. Retaliation. Any employee who believes that he or she is being subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the retaliation to one of the following: the "hotline," the Chief Ethics and Compliance Officer, Organization Counsel, the General Manager, or the employee's immediate supervisor. Supervisors, managers, and staff who receive complaints of retaliation must immediately inform the Chairman of the Committee, or the General Manager.

Document Retention

Adopted November 16, 2010

Section 1. Purpose. Most organizations must keep copies of certain documents for legal, regulatory, and/or operational reasons. Unalaska Community Broadcasting, Inc. ("Organization") is committed to good business practice and upholding the laws and regulations that govern its operation. The goal of this policy is to outline, for employees of the Organization, proper procedures for storing and disposing of both electronic and paper documents.

Section 2. Business Records. A business record is any print or electronic document created and maintained in the ordinary course of business. However, not every document constitutes a business record that must be kept. A document should be retained if it contains business activities that have evidentiary or reference value, or if it is the sole copy of a document. This includes, for example, job offers, contract negotiations where final pricing is set, or a policy memo. It does not include, for example, in-progress drafts, discussions, or negotiations, received copies of policy memos where an original already exists, or non-business correspondence.

Section 3. Record Retention Schedule. The following table lists all document types created and maintained by the Organization that

qualify as business records. For each document type, a mandatory retention schedule and method of disposal have been stipulated, in addition to storage locations.

A. Accounting & General Records

Doc. Type	Doc. Owners	Onsite Storage (years)	Onsite Location	Offsite Storage (years)	Offsite Location	Total Years	Method of Disposal
Hard Copy	UCB	Current Year +1	GM Office	0	N/A	2	Burn
Digital	UCB	Forever	Bookkeeper Computer or ext. HD	Current Year +1	Trans Bldg	2+	Deletion

B. Payroll & Personnel Records

Doc. Type	Doc. Owners	Onsite Storage (years)	Onsite Location	Offsite Storage (years)	Offsite Location	Total Years	Method of Disposal
Hard Copy	UCB	7 Years	GM Office	0	N/A	7	Burn
Digital	UCB	Forever	Bookkeeper Computer or ext. HD	7	Trans Bldg	7+	Deletion

C. Other

Doc. Type	Doc. Owners	Onsite Storage (years)	Onsite Location	Offsite Storage (years)	Offsite Location	Total Years	Method of Disposal
Public File	UCB	Forever	Radio/ TV Studios	Forever	Trans Bldg	Unlimited	N/A
FCC Correspondence	UCB	Forever	GM Office	0	N/A	Unlimited	N/A
History	UCB	Forever	GM Office	0	N/A	Unlimited	N/A

Section 4. Policy Suspension. In some instances, this Document Retention Policy may be temporarily suspended, specifically if an investigation, litigation, or audit is anticipated. In some instances, this policy's disposal schedule may conflict with the need to produce documents relevant to the aforementioned legal or regulatory procedures. If this is the case, then the need to comply fully with the law and/or regulation will override this policy, causing this policy to be temporarily suspended until the matter in question is satisfactorily resolved. Suspension of this policy will take the form of no business documents being disposed of whatsoever for a period of time.

Section 5. Policy Non-Compliance. It is in violation of this policy to dispose of any business document types named in the retention schedule above. If you believe you have accidentally disposed of or destroyed a business document, please contact the policy administrator listed below immediately as the document may still be retrievable or salvageable, or may exist elsewhere as a copy. Your honesty in coming forward will have a significant positive impact on any disciplinary action taken, if any. If you know of anyone willfully disposing of or destroying any business documents of Organization, you are under obligation to report these activities to the policy administrator listed below. Any employee who is found to have violated this policy may be subject to disciplinary action, up to and including termination of employment. Failure to report known violations of this policy will be handled very seriously.

Section 6. Contacts. If you have any questions or concerns regarding this policy, or would like to report a policy violation, contact Lauren Adams, General Manager or Bryan Stafford, Board Chair.

UCB CONFLICT OF INTEREST ACKNOWLEDGEMENT

I have received a copy of UCB's *Conflict of Interest Policy* dated November, 2010. I have read this document and I understand that it is my sole responsibility to ensure my compliance with the policy as set forth in this document. I understand failure to comply with this policy will result in disciplinary action. I understand the receipt of this policy does not excuse me of any responsibility to comply with future changes in policy and/or procedure.

Name (print)_____

Signature _____ Date _____