

BCTV By-laws

As approved by

BCTV Board of Directors

And ratified by BCTV Members

September 22, 2011

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ARTICLE 1

Section 1: Name

- 1.1 The name of this non-profit corporation as set forth in the Articles of Association is BRATTLEBORO COMMUNITY TELEVISION, INC. This name shall be used on all official instruments of the corporation. The corporation may use the name BCTV on other than official instruments.

Section 2: Place of Business

- 2.1 The corporation shall have its principal office and place of business at 230 Main Street, Brattleboro in the County of Windham and the State of Vermont.

Section 3: Fiscal Year

- 3.1 The fiscal year of the corporation begins July 1st in each year and ends on June 30th of the succeeding year.

ARTICLE II PURPOSE

Section 1: Purpose

- 1.1 Brattleboro Community Television, Inc. (BCTV) is a volunteer not-for-profit Vermont corporation formed to facilitate, encourage and promote community involvement in volunteer-produced non-commercial television and to oversee and ensure the contractual and regulatory commitments to public, educational and governmental access of the cable communication system provider for the towns which carry BCTV as one of its access channels. The corporation shall be committed to promoting access to communications media in communities served by BCTV.

Section 2: Prohibited Activities

- 2.1 The corporation will not engage in any activity that would disqualify the corporation for tax exempt status under Section 501(c)(3) or that would disqualify a charitable contribution to the corporation as defined at Section 170c(2) of the Internal Revenue Code, as now enacted or as may be amended from time to time.

ARTICLE III MEMBERS

Section 1: Membership shall consist of:

- 1.1 Subscribers to any cable system which carries BCTV and who have registered as BCTV members during the current membership year.
- 1.2 Non-subscribers residing in Windham County who have registered as BCTV members during the current membership year.
- 1.3 Any duly formed nonprofit organization having an office in Windham County and serving Windham County residents may join BCTV as an organizational member. Organizational members shall be entitled to all benefits of membership except voting.

Section 2: Voting Rights

- 2.1 At every regular or special meeting of the membership, each member authorized to vote shall be entitled to one (1) vote in person, on each matter submitted to a vote of the membership.
- 2.2 Any voting member in good standing for at least thirty (30) days prior to an annual meeting or special meeting shall be entitled to one vote on each matter submitted to a vote of the membership at such meeting. A member in good standing is one who is not in violation of BCTV's Policies and Procedures.

Section 3: Equal Opportunity

- 3.1 The corporation will ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of the corporation because of race, creed, national origin, sex, age, sexual preference, religious belief, physical challenges, developmental challenges, political belief or economic status.

Section 4: Annual Meeting of Members

- 4.1 The members shall conduct corporation business and elections for the Board. Any proper business of the corporation may be transacted at the Annual Meeting without prior notice having been given.
- 4.2 The annual meeting of members shall be held during the month of September, at a time and place to be determined by the Board.
- 4.3 Notice of the annual meeting shall be given pursuant to Vermont's Open Meeting Law.

Section 5: Special Meetings

- 5.1** A special meeting of the members shall be called by the president or the secretary within thirty (30) days upon written request of any five (5) Board members, or a signed petition of one percent (1%) of the members. The call for such Special Meeting shall contain a statement of purpose.
- 5.2** Notice of Special Meeting shall be given pursuant to Vermont's Open Meeting Law.

Section 6: Quorum

- 6.1** A quorum shall be present when 10% of the members are present, or 15 members, whichever is smaller, consistent with The Vermont Statutes, Title 11 B., §7.22 (a).

Section 7: Conduct of Meetings

- 7.1** *Robert's Rules of order, Revised* shall govern the conduct of all meetings of the members of the corporation, except where the same shall be in conflict with the law or these by-laws.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Duties and Powers

- 1.1 The Board of Directors shall have general control and management of the affairs, business and property of the corporation.
- 1.2 **Definitions:**
 - "Corporation" – BCTV
 - "Director" – any member of the BCTV Board of Directors
 - "At-Large Director" – a Board member elected by the membership of BCTV
 - "Appointee" – A Board member designated to represent one or more of the municipal authorities served by BCTV
- 1.3 The Directors, when convened in a properly warned meeting and with a quorum, shall act as the Board to transact any lawful business of the corporation.

Section 2: Manner of Election

- 2.1 **Five** At-Large Members shall be elected by a plurality vote at the annual meeting of BCTV members. In addition, there may be up to six Appointees representing the towns served by BCTV.

Section 3: Number and Qualifications

- 3.1 The Board of Directors shall consist of a minimum of five (5) seats and a maximum of thirteen (13) seats.
- 3.2 To be eligible for election, a member of the board must be at least 18 years of age and be a member of BCTV for thirty (30) days prior to the Annual Meeting. Exceptions to the thirty day waiting period may be granted if unanimously approved by the Board.
- 3.3 No employee of BCTV may serve as a director.

Section 4: Terms of office

- 4.1 The elected Directors shall serve for a term of three years from the date they take office, except when filling a vacancy for an un-expired term. Terms for elected members shall be limited to 2 consecutive full terms, plus any partial term, if served. Terms for appointed members shall be as determined by their respective Selectboards.

Section 5: Vacancies

- 5.1 If an At-Large Board seat is vacated 90 days or less prior to the Annual Meeting of the BCTV members, at the annual meeting the BCTV Members shall elect a replacement by plurality vote to fill the vacated seat for the remainder of the original term of election. At other times of the year, the Board shall elect a replacement for the vacated seat by 2/3 vote from candidates presented to the Board's Nominating Committee by BCTV members or by Directors. Such Board-elected replacements shall serve only until the subsequent BCTV members' Annual Meeting, at which time the members shall fill the seat by plurality vote. Vacancies of an appointed director shall be notified to the town they represent.

Section 6: Removal of Directors

6.1 Any Director may be removed from the Board by a vote of two-thirds of the then-current members of the Board if they determine that the said Director has:

- i. acted as a member of the Board in ways that involve gross misconduct or misappropriation of funds; or
- ii. carried out activities without Board authorization which have legal or financial consequences for BCTV.

Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the Board meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting prior to such vote for removal taking place. Such removal may take place at any Board meeting provided that, at least ten (10) days prior to the date of the meeting, all Directors have been notified of the place, date and time of the meeting and the just cause for the proposed removal.

Section 7: Resignation

7.1 Any director may resign his or her office any time, and such resignation shall be submitted in writing to the President. This letter will be acted upon at the next Board meeting.

7.2 Failure of a Director to attend three (3) consecutive Board meetings shall be deemed a voluntary resignation from office, effective immediately following the third meeting. Exceptions may be granted by resolution of the Board.

Section 8: Leave of absence

8.1 The Board may grant a leave of absence to a Board director.

Section 9: Compensation

9.1 No director shall be compensated for their services as a director of the Corporation. Any director may, if authorized by the Board of Directors, be reimbursed for necessary expenses for Board-related activities. Under no circumstances may a Board member be an employee of the Corporation.

9.2 Contracted labor or services for the Corporation may not be performed by a Board member, or his or her company, without Board authorization.

Section 10: Loans

10.1 The Corporation shall make no loans to its directors or officers.

Section 11: Executive Committee

11.1 The Board may create an Executive Committee of the Board's officers to act on its behalf. The Board at its next meeting shall approve all actions of the Executive Committee.

Section 12: Executive Director

12.1 The Board may hire an Executive Director who shall serve as the chief administrative coordinator in charge of daily activities of the Corporation, serving as an ex-officio non-voting member of the Board.

Section 13: Equal Opportunity

13.1 The Board will ensure that no individual is discriminated against with regard to membership, services, access to information or any other activity of the Corporation because of the race, creed, national origin, sex, age, sexual preference, religious belief, physical challenges, developmental challenges, political belief or economic status. The Board shall be committed to promoting access to all media for all persons.

**ARTICLE V
MEETINGS OF THE BOARD OF
DIRECTORS**

Section 1: Board Business

- 1.1 The Board of Directors shall meet for the transaction of any business at regularly scheduled meetings, special meetings and/or annual meetings.

Section 2: Meetings

- 2.1 Annual Meeting: BCTV shall hold an Annual Meeting during the month of September of each year, at a time and place to be determined by the Board. The annual meeting shall be held for the purpose of electing Directors of the Corporation, and for the transaction of such business as may come before the meeting. The annual meeting of the Board of Directors shall follow, at which the Directors shall elect their Officers.
- 2.2 Regular Meetings: The Board will meet monthly. The day of the month shall be set at the annual Board meeting.
- 2.3 Special Meetings: The president may call Special meetings of the Board of Directors at any time. The president must, upon written request of any three (3) directors, call a special Board meeting to be held not more than fourteen (14) days after the receipt of such a request.
- 2.4 Place of Meetings. The Board of Directors may hold its meeting at such place as may be designated in the notice of any such meeting.
- 2.4 Warning: All meetings of the Board of Directors shall be warned pursuant to Vermont's Open Meeting Law.

Section 3: Quorum

- 3.1 At any Board meeting, a majority of Board members will constitute a quorum. Likewise, at any meeting of a Board committee, a majority of committee members will constitute a quorum. In the absence of a quorum no binding business may be conducted. However, should a quorum not be present, the members present may reschedule the meeting to some future time, not more than seven (7) days later.

Section 4: Conduct of Meetings

- 4.1 Robert's Rules of Order, Revised shall govern the conduct of all meetings of the Board of Directors and its various committees, except where the same shall be in conflict with the law or these by-laws.

ARTICLE VI OFFICERS

Section 1: Election of Officers

- 1.1 The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. No person may hold more than one office at the same time. The officers shall be elected annually by and from the Board of Directors, at the first meeting after the annual meeting of the members. No member of the Board of Directors can be elected President of the corporation unless he or she has been a member of the Board for one year.

Section 2: Terms of Office

- 2.1 Officers shall serve one-year terms, and their service in one office shall be limited to three consecutive terms. After three consecutive terms in one office, they shall not be elected to serve in the same office except after an interval of one year.
- 2.2 The terms of office for the officers shall commence with the first Board meeting following the annual meeting and shall conclude at the first Board meeting following the next Annual Meeting.

Section 3: Removal of Officers

- 3.1 Any officer may be removed from office by resolution approved of two-thirds of Directors present at the meeting when, in their judgment, the purposes and/or best interests of BCTV shall be served thereby.

Section 4: Vacancies of Offices

- 4.1 Any vacancy in any office shall be filled promptly, for the unexpired term, either at a regular meeting or a meeting specially called for that purpose.

Section 5: Resignation of Officers

- 5.1 Any officer may resign their office at any time. Such resignation is to be made in writing and to take effect immediately without acceptance.

Section 6: Duties of Officers

- 6.1 The duties and powers of the officers of the corporation shall be as follows and shall thereafter be set by resolution of the Board of Directors from time to time.
- 6.2 **President:** The president shall be the principal Executive Officer of the Corporation, shall preside at all meetings of the Board of Directors and the Executive Committee, if any, and shall, in general, supervise and control all of the business and affairs of the corporation. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has to authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed. He/she shall, in general, perform all duties incidental to the office of the President and such other duties as may be prescribed from time to time by the Board of Directors.

- 6.3 Vice-President:** During the absence or incapacity of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of President. Otherwise, or in addition, the Vice-President shall perform such other duties and functions as the Board of Directors may from time to time prescribe.
- 6.4 Treasurer:** The Treasurer shall serve as the Chief Financial Officer. He/she shall oversee the corporation books and records of accounts and shall ensure that annual reports of the books and records of accounts are made to its members and to supervising tax authorities.
- 6.5 Secretary:** The Secretary shall be responsible for receiving and sending all communication to and from the Corporation, attending all meetings of the members and of the Board of Directors, preserving in the books of the Corporation true minutes of the proceedings of all such meetings, giving all notices and reports required by statute, by-laws, or resolution, and performing such other duties as may be delegated by the President of the Board of Directors.

ARTICLE VII COMMITTEES

Section 1: Committees

- 1.1** The Board of Directors may, from time to time, by resolution of a majority of the directors in office, create and dissolve committees, as the Board deems desirable. Such committees shall consist of not less than one Board member and shall contain fewer Board members than a quorum of the Board. Committee membership and powers shall be set forth in the Board's resolution creating them.
- 1.2** Committees of the corporation may include, but are not limited to the following.
- 1.2a:** Executive Committee: The Executive shall consist of the President, Secretary, Vice-President and Treasurer of the Board. The President shall be the chairperson of the Executive Committee. Meetings of the committee shall be called by the President, and can act on matters as directed by the Board or as arise out of necessity between regular Board meetings.
- 1.2b:** Finance Committee: The Finance Committee shall consist of the Executive Director and not less than three Board members, one of whom shall be the Treasurer of the Corporation. It shall make recommendations to the Board of Directors in regard to general financial policy, and develop and submit the Annual Operating Budget for approval.
- 1.2c:** Equipment Committee: The Equipment Committee shall include the Executive Director, and shall as necessary evaluate the equipment needs of the organization and make capital equipment budget and purchase recommendations to the Board.
- 1.2d:** Personnel Committee: The Personnel Committee shall formulate job descriptions for the corporation personnel and amend such descriptions as necessary. The Personnel Committee shall also review and evaluate personnel practices, salary ranges, benefits and other related personnel matters. The committee shall conduct performance reviews of the Executive Director and submit its findings to the Board.
- 1.2e:** Nominating Committee: The Nominating Committee shall consist only of members of the Board of Directors, and shall nominate any and all candidates for election as Directors and Officers. The nominating committee shall maintain a record of the names of all Directors and their terms of office.
- 1.2f:** Membership Committee: The Membership Committee shall develop and recommend strategies for developing a broad-based membership for the Corporation. The Membership Committee shall recommend to the Board categories of membership and the annual fees for each category.
- 1.2g:** Policies and Bylaws Committee: The Policies and Bylaws Committee shall consist only of members of the Board of Directors, and shall review and recommend any changes to existing organization policies and Bylaws.

Section 2: Terms of Appointment

- 2.1 Committee members shall be appointed by the President of the Board at the first meeting following the Annual Meeting. Each member of a committee shall serve for one year and until such member is replaced or reappointed. A committee member may be removed prior to the end of his/her term of appointment by motion of the Board.

Section 3: Quorum

- 3.1 Refer to Article V, Section 3.

Section 4: Rules

- 4.1 Each committee shall be provided a set of guidelines by the Board of Directors and may adopt rules for its own government not inconsistent with these Bylaws, or with the guidelines provided by the Board of Directors.

Section 5: Reports

- 5.1 The chairperson of each committee may report at each board meeting and a written annual report of the preceding fiscal year shall be prepared by the chairman of each committee and shall be submitted to the Board of Directors.

Section 6: Vacancies

- 6.1 Vacancies in membership of any committee may be filled by appointment by the President of the Board.

Section 7: Resignation

- 7.1 Any member of any committee may resign from the committee by submitting a written notice with the Secretary of the Board of Directors.

ARTICLE VIII EXECUTIVE DIRECTOR

Section 1: Executive Director

- 1.1 The Board of Directors shall appoint an Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the corporation's affairs in accordance with the general policies and directions specified by the Board of Directors.
- 1.2 He/she shall hire, fire and supervise the daily operations of the employees of the corporation, and conduct an annual staff performance review submitted to the Board at each March meeting, He/she shall have such additional authority and duties as the Board of Directors may prescribe.
- 1.3 The Executive Director, in his/her duties, shall be supervised by a member of the Board, as designated by the Board.
- 1.4 The Board of Directors shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal, and other provisions as appropriate.
- 1.5 The Executive Director shall not be deemed an officer of the Corporation. The Executive Director shall serve as an Agent of the Corporation, including responsibility for public, governmental and educational access.

ARTICLE IX INDEMNIFICATION

Section 1: Indemnification

- 1.1 Indemnification of Officers: Any member of the Board of Directors and any officer of BCTV, as a condition of accepting said office, shall be indemnified by BCTV against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of BCTV, except for breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the State of Vermont, these Bylaws, agreements, vote of members, or otherwise.
- 1.2 Exemption of Property: The private property of the members and Board of Directors of BCTV shall not be liable for corporate debts to any extent whatsoever. This section of these bylaws shall not be amended except by the unanimous vote of the members and the Board of Directors.
- 1.3 Insurance: BCTV shall have the right to purchase and maintain insurance on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such

capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

**ARTICLE X
AMENDMENT OF BY-LAWS**

Section 1: Amendment of By-Laws

- 1.1 These by-laws may be amended, altered, changed, added to, or repealed by the affirmative vote of two-thirds of the then-current Board of Directors at any regular or special meeting of the Board and by the affirmative vote of two-thirds of the members present at any annual or special meeting of the members or by mail ballot to all voting members, provided that notice of the proposed amendment, change, addition, or repeal is contained in the warning of the meeting or ballot issue. If mail ballot decision is chosen as the ratification method, discussion of the proposed changes at a regular or special meeting of the Board shall be warned to the members in advance of the ballot mailing, with such discussion open to the general membership.

**ARTICLE XI
DISSOLUTION**

Section 1: Dissolution

- 1.1 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to such institutions or for such charitable, educational or religious purposes as shall at the time qualify as an exempt organization for organizations under Section 501c(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.