

# **BYLAWS**

## **LPCTV, CORPORATION**

Adopted June 15, 2001  
AMENDED June 30, 2005  
AMENDED May 31, 2006  
AMENDED July 16, 2014  
AMENDED June 16, 2016  
AMENDED May 30, 2017

### **ARTICLE I: OBJECTIVE & ACTIVITIES**

#### **Section 1: Name**

The name of the corporation shall be LPCTV, Corporation and shall be incorporated as a non-profit corporation under the laws of the State of Vermont.

#### **Section 2: Objectives**

The objectives of LPCTV shall be:

1. To enable, support and promote the production and distribution of PEG access television programs by and for educational, charitable, social service, religious, governmental, electoral or other non-profit organizations; residents of, or members of a non-profit group which operates or represents constituents in the Towns within LPCTV's service area.
2. To distribute these programs on its PEG access cable television channel(s) and other publicly accessible telecommunications network or facilities, as it deems appropriate.
3. To provide for care and custody of equipment, facilities and programs owned or used by LPCTV.
4. To seek and receive donations and grants from public and private sources in order to meet the expenses of aforesaid purposes.
5. To exercise any other rights or responsibilities incidental to or associated with the aforesaid purposes and in accordance with applicable law.

LPCTV is formed pursuant to the Vermont Non-Profit Corporation Act, Title 11 Chapter 19, Vermont Statutes Annotated. LPCTV is not organized for pecuniary profit. It shall not have power to issue certificates of stock or to declare dividends. No part of the net earnings of LPCTV shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that LPCTV shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. No substantial part of the activities of LPCTV shall be the carrying on of propaganda, or otherwise attempting to influence legislation and LPCTV shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, LPCTV shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law).

#### **Section 3: Activities and Responsibilities of LPCTV**

In order to achieve its objectives, LPCTV shall, among other things:

1. Train members of LPCTV in the effective use of electronic media, and distribute the resultant content by appropriate means.
2. To the extent possible and practical after the above goal has been reached, procure and produce video programs and information of interest to the community.
3. Acquire through gift, fund raising and purchase, equipment and facilities necessary for meeting the

objectives outlined above, and to hold, manage and convey these assets in a fiscally responsible manner.

3. Cooperate with the cable television company(s) serving Ludlow, Plymouth, Cavendish, and Mount Holly and with Town and Village officials and individuals interested in local access.
4. Schedule use of the access channel(s), facilities and equipment, and promulgate operating rules and procedures which will minimize conflicts arising from such use.
5. Educate members of LPCTV and the public about the activities and needs of LPCTV.
6. To monitor, insofar as it is consistent with LPCTV's mission and objectives, the cable service provider(s) as regards its compliance with its obligation to provide for PEG access service over cable and/or other media.

## **ARTICLE II: MEMBERSHIP & BOARD OF DIRECTORS**

### **Section 1: Members**

The following individuals are entitled to LPCTV membership: Any resident of the LPCTV service area, anyone attending or employed by a school within the service area, any elected official serving constituents within the service area, employees of the municipalities within the service area, or any member of a non-profit organization serving the area. Those eligible for membership are also eligible to serve on the Board of Directors.

### **Section 2: Directors**

"The Board of Directors shall consist of no less than five (5) and no more than fifteen (15) members. Effective July 1, 2016, all Directors shall be elected to serve three (3) year terms. Directors who are already serving on the Board on June 30, 2016 and whose terms are not ending may carry out their elected term. The process of moving to all 3-year terms will carry out until the last of the current members' terms expires on June 30, 2018. Fewer than 50% of the Board of Directors' terms may expire each year. A Director may serve consecutive terms if so elected.

The Board of Directors shall be elected at the annual meeting. Voting may take place in person at the annual meeting or by ballot during a period leading up to the annual meeting, as determined by the nominating committee.

Should a vacancy occur, the Board may elect or appoint another eligible member to serve as a Director for the remaining portion of the term vacated until the next election, at which time the position will be elected through the voting process. Each Director shall hold office until his or her successor has been duly elected and unqualified or until his/her death, resignation, or removal in the manner hereinafter provided.

All Directors must sign and submit a Code of Ethics document prior to carrying out any duties associated with their terms, verifying that they will be acting in the interest of the organization and abide by its policies while conducting organizational business.

### **Section 3: Removal**

No Director may be removed from the Board without cause. Removal shall be by a  $\frac{3}{4}$  majority vote of all then sitting Board Members, acting at a meeting, notice for which specifies that such a removal is to be considered and voted upon.

Any Director found to be in violation of LPCTV's Code of Ethics will be subject to removal from the board.

#### **Section 4: Purpose and Authority**

The Board of Directors shall carry out and/or delegate the purposes and functions LPCTV as set forth in LPCTV's Articles of Association, in its policies and these Bylaws, and also in accordance with any majority vote of the membership acting in a duly called public meeting where a quorum is present. LPCTV Board shall be ultimately responsible for the property and affairs of LPCTV, and shall promulgate effective and equitable operation, fiscal and personnel policies to be enforced by the Board and the chief executive staff, or others, as directed by the Board.

#### **Section 5: Governance**

These By-Laws are the primary authority in the governance of LPCTV and its Board of Directors.

The LPCTV Board of Directors adopts Robert's Rules of Order as its parliamentary authority in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order LPCTV may adopt.

#### **Section 6: Meetings**

The Board of Directors shall hold meetings at such times and location as it shall determine from time to time. Board meetings are open to the public, apart from executive sessions convened to consider LPCTV's personnel matters.

Notice of the Board of Directors meetings shall be given by the Secretary, or its designee, to all Board members in writing at least five days prior to the meeting. Public notice shall also be given through the facility operated by LPCTV and by other means deemed appropriate.

The annual elections of LPCTV shall be held at or before 7:00 PM on the last Thursday of the month of June. The meeting must be warned no later than thirty (30) days prior. All ballots will be due before the time of the Annual Meeting.

#### **Section 7: Quorum and Voting**

A simple majority of the then sitting Board shall constitute a quorum. All decisions made by the Board shall be made by majority vote of those then sitting Board members.

#### **Section 8: Conflict of Interest and Other Rules**

No employee of a cable television company operating within LPCTV's service area may serve as a Director. The Board shall adopt rules regarding conflicts of interest, and may adopt other rules governing order at meetings and other matters as it deems appropriate.

### **ARTICLE III: OFFICERS AND COMMITTEES**

#### **Section 1: Officers**

The Officers of LPCTV shall be a President, Vice-President, Treasurer and Secretary and such other Officers as the Board from time to time may determine, who shall all serve without compensation. The Officers shall be elected from the Board of Directors at its first meeting following the Annual Meeting of the Corporation. The officers shall serve for a term of one year, or until such time as their successors are duly qualified and elected. Should a vacancy occur, the Board may elect another eligible person to serve as an Officer for the unexpired portion of the term.

The duties of the Officers are as follows:

**President:** The President shall preside at all meetings of LPCTV and its Board. The President shall be an ex-officio, member of all LPCTV Committees, except the Nominating Committee.

S/he shall have the usual powers of supervision and management as may pertain to the office of the President, and perform other such duties as may be designated by the Board.

Vice-President: The Vice-President shall share duties with the President as delegated by the President. In the absence or disability of the President, the Vice-President shall preside at meetings.

Secretary: The Secretary shall keep and distribute in a timely fashion a written record of all LPCTV annual meetings and LPCTV Board meetings. Distribution shall be to members of the Board. In addition, a copy of the minutes from LPCTV annual meetings and the Board meetings will be kept on file at the LPCTV Office for public inspection. In the absence or disability of the Secretary, the Board shall appoint an Acting Secretary.

Treasurer: The Treasurer shall be bonded. S/he shall receive all monies due to LPCTV. S/he shall be the custodian of these monies, shall deposit them in a bank designated by the Board, and shall deposit, invest and expend money only upon order of the Board. S/he shall present financial statements to the board at its regular meetings and to the Membership at the annual LPCTV meeting. The treasurer shall acquire bids to have an outside firm prepare the annual Non-Profit tax returns. All contractual powers are held by the Board as a whole.

## **Section 2: Absences**

Any elected officer or Director who shall have been absent from three (3) consecutive regular meetings of the Board without good cause during a calendar year, upon recommendation of the President and vote of the Board, may be removed as Director.

## **Section 3: Nominating & Elections Committee**

The Board of Directors shall appoint a Nominating Committee to solicit and propose candidates to fill any vacancies and seek nominations from those eligible for LPCTV membership. The Nominating & Elections Committee will ensure LPCTV's compliance with the following:

1. Warn of the election and solicit candidates for election to the LPCTV Board by announcements on the PEG channels, LPCTV's website and other electronic media outlets, as well as in at least one newspaper of general circulation in the LPCTV service area.
2. Provide all potential candidates with information that delineates the organizations expectations and responsibilities of a Board of Directors member. All elected members of the Board of Directors will serve a 3 year term.
3. Coordinate in cooperation with LPCTV staff the production and telecast of video campaign statements by interested candidates.
4. Make a ballot available to community members. Physical ballots will be made available at specific locations and for download on the LPCTV website.
5. Determine and publicly declare the results of the election.
6. Election procedures must be coordinated and made public.

## **Section 4: Election Procedure & Voting**

1. All full time or part time residents age 14 and over residing in the LPCTV service area are eligible to vote for the LPCTV Board of Directors.
2. Eligible voters will be informed where ballots are available including the LPCTV website.
3. Each ballot must be signed by the voter in order to be counted.
4. The voting process will be open for a pre-determined period of time leading up to the Annual Meeting. All ballots are due prior to the start of the Annual Meeting.

5. Each ballot will be placed in an envelope and sealed with only one ballot per envelope. If ballots arrive at the office that are not in an envelope, the staff present will provide an envelope to the voter(s) presenting the ballot. The Executive Director or his/her designee(s) will place all received ballots in a secure location.
6. During the Annual Meeting the votes will be tallied by members of the Nominations and Elections Committee and any additional Board of Director members designated by the Executive Director. Any Board of Director members who are on the ballot will be recused from participating in the vote count.
7. The candidates who receive the most votes for the available positions will be declared the winners.
8. The chairperson of the Nominations and Elections Committee will notify all candidates of the election within 3 days. This responsibility will be deferred to the vice chair of the committee if the chairperson is up for re-election and does not win.

### **Section 5: Special Committees**

Special Committees of LPCTV may be appointed by LPCTV Board, or by the President, to carry out activities in furtherance of LPCTV's purposes and objectives. The Board shall oversee all affairs of any Special Committees.

### **Section 6: Staff**

The Board may provide for the employment and compensation of persons and employees to perform the activities of LPCTV, including a chief executive. The Board shall oversee all affairs of staff. No person may be employed as staff and concurrently occupy the position of Director or Officer of LPCTV. The chief executive shall serve as an ex-officio member of the Board. However, s/he will not have voting privileges pursuant to his/her role. Therefore, s/he will abstain from all voting of the Board of Directors.

### **ARTICLE IV: AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of not less than two-thirds (2/3) of the members of the Board at any regular meeting or special meeting, if at least thirty (30) days written notice, and a copy of the proposed amendment(s), is given to the Board of Directors of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

### **ARTICLE V: INDEMNIFICATION**

LPCTV shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonable incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which s/he may be involved or with which s/he may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or Officer, except with respect to any matter as to which s/he shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of LPCTV; provided, however, that as to any matter disposed of by a compromise payment by which such director or Officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved of as being in the best interest of LPCTV after notice that it involves indemnification; a) by a disinterested majority of the Director then in office; or b) by a majority of the disinterested Directors then in office after LPCTV has received an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of LPCTV. Expenses, including counsel fees reasonably incurred by any such Director or Officer in

connection with the Defense or disposition of any such action, suit or other proceeding, may be paid from time to time by LPCTV in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to LPCTV if s/he is not entitled to indemnification as stated above. The right of the indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

IN WITNESS WHEREOF, the duly authorized representatives of the Board of Directors of LPCTV Corporation certify the adoption of and enroll these Bylaws by signing where indicated below.

President Dated:

Secretary Dated: