

# **Bylaws of the Corporation**



## **Thurston Community Television**

Revised January 2016

**THURSTON COMMUNITY TELEVISION**  
**Bylaws of the Corporation**  
 Revised Dec 2015

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## ARTICLE I - PURPOSES

The purposes for which the corporation is organized are as follows:

1. To develop and promote the concepts of public, educational and governmental access to existing and future communications media.
2. To establish, maintain and operate one or more media access centers, to:
  - a) educate individuals and nonprofit organizations in the use of various media tools and techniques,
  - b) provide individuals and nonprofit organizations with access to various media tools and assistance in their use,
  - c) produce programs and other media materials in the public interest, and
  - d) establish, maintain and operate one or more systems for the distribution of various media programs and other materials in the public interest.
3. To sponsor and conduct public events for the purposes of promoting and supporting the nonprofit use of various communications media.
4. To apply for and receive contributions, grants, donations, loans and other funding from individuals, organizations, corporations, governmental agencies and others to support the purposes set forth in these Bylaws.
5. To make payments, grants, donations, loans or other contributions in order to support the purposes set forth in these Bylaws.
6. To support and conduct, in any manner, any and all other lawful things in furtherance of the aforementioned charitable and educational purposes, either manifest and latent. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on;
  - a) by a corporation exempt from Federal income tax under Section 501c3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law,
  - b) by a corporation, contributions to which are deductible under Section 170c2 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or

c) by a corporation under the Washington Nonprofit Corporation Act RCW 24.03.

## **ARTICLE II - MEMBERSHIP**

### Section 1 - Categories and Voting Rights

Membership in the corporation is open to any individual who completes a membership application. Supporting Members are those individuals who make a donation to the organization equal to or greater than the minimum established by the Board of Directors. Producing Members are those individuals who pay an annual facility usage fee as determined by the Board of Directors. Supporting Members and Producing Members may vote for the board of directors.

### Section 2 - Annual *Minimum Donation*

The Board of Directors shall set the minimum donation payable to the Corporation by Supporting Members and shall give appropriate notice of such donation minimum to members.

### Section 3 - Term of Membership

Membership rights and privileges extend 12 months from the date joined or renewed. Membership must be renewed annually.

### Section 4 - Rights and Privileges

The rights and privileges of members shall be determined by the Board of Directors and shall be consistent with the Washington Nonprofit Corporation Act (RCW 24.03).

### Section 5 - Eligibility

Membership is a requirement in order to access TCTV services, facilities and equipment. Membership is open to any individual who provides required information and completes a TCTV membership agreement. Members who reside in Thurston County are considered resident members. Members who reside outside of Thurston County are nonresident members. Nonresidents wishing to use TCTV facilities and equipment must pay a fee equal to twice the amount of any facilities and equipment fee charged to resident members.

### Section 6 - Transferability

Membership in the Corporation shall not be transferable.

### Section 7 - Termination

The membership of any member shall be terminated when said member fails to complete the annual renewal process.

## **ARTICLE III - MEETINGS OF THE MEMBERSHIP**

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### Section 1 - Annual Meetings

Annual meetings shall be held each year during the fourth quarter, chaired by the President of the Board of Directors, in order to conduct corporation business and to present candidates for the Board of Directors. Any proper business of the corporation may be transacted at the Annual Meeting without prior notice having been given.

### Section 2 - Special Meetings

Special meetings of the membership may be called by the Board of Directors or President, and shall be called by the President with the receipt by the Secretary of a written petition signed by one-quarter of the voting membership. No business shall be transacted except that mentioned in the notice of the special meeting.

### Section 3 - Notice of Meetings

Notice stating the place, date and time of the annual meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be delivered to each voting member not less than ten nor more than fifty days prior to the date of the meeting, by or at the direction of the President, Secretary or members calling the meeting. Notice of the annual meeting shall include an agenda for the meeting as determined by the Board of Directors.

### Section 4 - Place of Meetings

Meetings shall be held within Thurston County at a place determined by the Board of Directors.

### Section 5 - Procedure at Meetings

The President, or other officer as designated, shall preside at all meetings which shall be conducted according to Robert's Rules of Order, Revised. All meetings of the membership shall be open to the public.

### Section 6 - Quorum

One-tenth of the voting membership shall constitute a quorum. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum. The decision of the majority of the voting membership present in person or by mail at a meeting at which a quorum has been attained shall be the decision of the membership.

## **ARTICLE IV – BOARD OF DIRECTORS**

### Section 1 - General Powers

The Board of Directors shall be responsible for the control and management of the business and property of the Corporation and may employ an executive manager and other such individuals as deemed necessary.

The Board shall serve without pay, though the Directors may be reimbursed for properly documented expenses incurred in the performance of their duties as Directors as approved by the Board. Absentee directors (directors who miss a board meeting or a portion of a board meeting) have a responsibility to give

their vote by proxy in writing to another board member of the absentee's choice. Each proxy is valid only for that particular meeting or portion of the meeting the absentee director missed. The proxy vote is equal to one vote. An email message assigning the proxy will be considered written notice.

At the beginning of each board meeting, the secretary shall take role call and make note of all proxy vote assignments for the record.

#### Section 2 - Number

The number of Directors shall not be less than seven or more than fifteen.

#### Section 3 - Categories of Board Membership

The Board of Directors shall be comprised of three categories of Directors with equal rights, authority and responsibility. Upon taking office, board members must become either a ~~individual member or an affiliate~~ Supporting Member or a Producing Member of Thurston Community Television.

1. **Jurisdictional Appointees** – Each cable franchising jurisdiction with which the Corporation has a contractual service agreement shall have one appointee to the Board of Directors. Each jurisdictional appointee may be re-appointed at the discretion of the jurisdiction that he or she represents.
2. **Member Representatives** - The Member Representatives are nominated and elected by the Supporting Members and Producing members of the corporation. Five positions on the Board of Directors shall be designated as Member Representatives.
3. **Community Representatives** - The TCTV Board of Directors shall recruit and appoint the Community Representatives to the Board of Directors. Six positions on the Board of Directors shall be designated as Community Representatives.

#### Section 4 – Elections for Member Representatives

Elections for Member Representatives will be held in the 4<sup>th</sup> quarter of each year. The elections must be completed no later than December 31st of each year. TCTV Supporting Members and Producing Members will vote for candidates nominated for the Member Representative positions on the Board of Directors.

Nominations for Member Representatives will be generated by a “Call for Nominations” mailed to Producing Members and Supporting Members. Nominees must be a current Producing Member or Supporting Member of TCTV. The Call for Nominations will be mailed to current members only.

In the event that the number of nominations received is equal to or less than the number of seats available for Member Representatives, the election shall be considered completed and no ballot will be required.

In the event that the nomination process results in more candidates than there are available positions, a ballot will be distributed by mail to all Producing Members and Supporting Members. New members joining after this date will not be eligible to vote until the next election. All ballots must be returned to

TCTV no later than the return date on the ballot. Facsimiles or copies of ballots are not permitted. When a ballot is required, write-in votes will be accepted.

The returned ballots shall be kept in safekeeping when they are received. One board member who is not on the ballot, and one TCTV member who is not serving on the board will tabulate the ballots. The Secretary of the board will certify the results of the election. The election is to be completed no later than December 31st of each year.

#### Section 5 - Term of Office, Eligibility

Directors will be elected to 2-year terms with staggered expiration dates. The term of office for newly elected Directors shall commence on January 1st following the election.

#### Section 6 - Restrictions to Board Member Eligibility

Directors who have served six consecutive years as a TCTV Board member must retire from the Board and wait for a period of one year before being eligible to return to the Board of Directors. Individuals who have been employees of the Corporation in a paid full-time or part-time position must wait for a period of one year from the last day of work before being eligible to serve on the Board of Directors. Board members must be at least 18 years of age.

#### Section 7 - Appointing Community Representatives

When a vacancy occurs, Community Representatives will be appointed by the board. The Vice-President shall lead the recruiting process for Community Representatives. Interested individuals shall submit an application of interest to the board. All submitted applications will be shared with the board. After receipt of the application, the vice-president will conduct an interview with the applicant. The interview time and location will be shared with the full board so that directors may participate and observe the interview if they wish. Any board member may nominate an applicant. A nominee must be elected by a majority vote of the members present when a quorum exists.

#### Section 8 – Vacancies

The board may appoint, by a majority vote, a new Member Representative or Community Representative if a board members leaves the prior to the end of their term. The appointed representative will have full status through the remainder of the vacant term.

#### Section 9 – Board of Director Recruitment

The Board shall endeavor to maintain full membership by recruiting, interviewing, and nominating potential community and member representatives. Member representatives shall be recruited from current Producing Members and Supporting Members. Community Representatives shall be recruited for their community connections or for having expertise deemed valuable to the board. TCTV membership does not disqualify a person from serving as a Community Representative; however, the Community Representative should bring to the board either a needed expertise or a valuable community connection. At least once a year, the Board

shall evaluate its needs for expertise and community connections and identify what groups and potential candidates to target for future membership on the Board.

#### Section 10 - Resignation

Any Director may resign by filing a written notice. Such resignation shall take effect at any time specified. Email will be considered a written notice.

#### Section 11 - Termination

The service of any Member Representative or Community Representative may be terminated by three-quarters vote of the Board of Directors if said Director has:

1. been absent from three consecutive Board meetings without prior notice;
2. knowingly violated the rules and policies of the Corporation; or
3. carried out activities without Board authorization which have legal or financial consequences for the Corporation.

Such termination may take place at any Board meeting provided that, at least ten 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 termination.

#### Section 12 - Salaries

During their terms of office, Directors shall not be employees of the Corporation, nor be awarded exclusive service contracts by the Corporation. Directors must resign from the board before applying for employment with the corporation.

#### Section 13 - Regular Meetings

The Board of Directors shall determine the place, date and time of the regular Board meetings, which shall occur no less than six times each year.

#### Section 14 - Special Meetings

Special meetings of the Board of Directors may be called by the President or by one-quarter of the Board.

#### Section 15 - Executive Session

Except upon motion properly passed to conduct an executive session, all meetings of the Board of Directors shall be open to the public. Executive sessions may exclude anyone including members not designated in the motion for executive session, but shall be only for the purposes of personnel matters, property acquisition and to communicate with legal counsel.

#### Section 16 - Notice

Notice of all meetings shall be given to each Director not less than three days prior to the date of the meeting, by or at the direction of the President, Secretary, or Directors calling the meeting.



### Section 17 - Procedure at Meetings

The President shall preside at all meetings, which shall be conducted according to Robert's Rules of Order, revised.

### Section 18 - Quorum

A majority of the Directors, being present at the meeting, shall constitute a quorum. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough Directors to leave less than a quorum. The decision of the majority of the Directors present in person or by proxy at a meeting at which a quorum has been attained shall be the decision of the Board of Directors.

### Section 19 – Committees

The board of directors shall create various ad hoc committees as necessary to meet the needs of the Board of Directors. However to maintain stability and continuity, there shall be two permanent and perpetual committees:

1. The Executive Committee; The voting members of this committee will include at a minimum the officers of the Board of Directors
2. The Finance Committee which will be chaired by the Treasurer of the Board of Directors

## **ARTICLE V - OFFICERS**

### Section 1 - Number

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other Officers and assistant Officers, as may be determined by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### Section 2 - Election and Term of Office

The term of office shall be one calendar year. Officers for the ensuing year shall be elected at the December Board of Directors meeting. Nominations for officers may begin at the November meeting. Such Officers shall serve until their successor shall have been elected and qualified, or until their death, resignation or termination.

### Section 3 - Vacancies

A vacancy in any office may be filled by the Board of Directors for the remainder of the un-expired term.

### Section 4 - Resignation

Any officer may resign his or her office by filing a written notice. Such resignation shall take effect at any time specified therein. Email will be considered written notice.

### Section 5 - Termination

Any Officer may be removed from office by a two-thirds vote of the members of the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby. Such termination

shall be made without prejudice to the contract rights, if any, of the Officer so terminated. Such removal shall not require a showing of cause.

#### Section 6 - Salaries

Officers of the Corporation shall serve without pay, though they may be reimbursed for properly documented expenses incurred in the performance of their duties as Officers as approved by the Board of Directors.

#### Section 7 - President

The President shall preside at all meetings of the membership and Board and perform all general duties of the office of President of a corporation. The President will sign, along with other such officers or individuals authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, unless otherwise delegated by the Board or these Bylaws to some other Officer or individual of the Corporation, or as otherwise required by law. The President shall, in general, perform all duties incident to the office and such other duties as may be determined by the Board.

#### Section 8 - Vice-President

In the event of the President's absence, death, inability or refusal to act, the Vice-President, or other officer in order designated, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President is responsible for leading the board's recruitment effort for new community representatives, including leading a board process to evaluate its need for expertise and community connections, targeting candidates and communities capable of filling those needs and supervising the screening of applicants. The Vice-President shall, in general, perform all duties incident to the office and such other duties as may be determined by the President or Board of Directors.

#### Section 9 - Secretary

The Secretary shall be responsible for ensuring the minutes of the meetings of the Board of Directors and the membership are properly recorded. The Secretary shall certify the results of the Board elections. The Secretary shall ensure that a record is kept at the corporate office of the names and addresses of the Directors, Officers and members, and shall, in general, perform all duties incident to the office and such other duties as may be determined by the President or Board, and serve as presiding officer in absence of the President and Vice President.

#### Section 10 - Treasurer

The Treasurer shall oversee the fiscal administration of the corporation. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be determined by the President or Board of Directors, and serve as in absence of presiding officer in the absence of the President, Vice President and Secretary. The Treasurer will serve as the chair of the Finance Committee

## **ARTICLE VI - FINANCIAL MANAGEMENT**

### Section 1 - Contracts

The Board of Directors may authorize any Officer or designated employee of the Corporation, to enter into any contract or execute and deliver any instruments on behalf of the Corporation.

### Section 2 - Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless approved by the Board of Directors.

### Section 3 - Checks and Drafts

Approved signers on all bank accounts shall be the officers of the corporation and the CEO or other designee as approved by the Board of Directors. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued on behalf of the Corporation shall be signed by an Officer or designated employee of the Corporation and in such manner as determined by the Board of Directors.

### Section 4 - Signature Authority

TCTV checks exceeding \$3,000 shall carry at least two signatures one of which shall be the Treasurer or other board officer. Contracts for purchase of services or products in the amount of \$8,500 or more shall be approved by the board of directors.

### Section 5 – Disclosure of TCTV’s Financial Records

The Executive Director shall, at least quarterly, make available to the board of directors financial reports including: income statements, balance sheets, general ledger, and sources and use of cash statement.

### Section 6 - Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as determined by the Board of Directors.

### Section 7- Competitive Pricing

TCTV expenditures occur within an annual budget approved by the Board of Directors. TCTV employees shall obtain three or more quotes when the total value of the expenditure is expected to exceed \$5,000. Exceptions to the requirement for at least three quotes include instances where there is only one source of supply. Long-term contracts shall be re-bid periodically in order to obtain the best value. In selecting a product or service TCTV employees may consider price, quality, convenience and local origination.

## **ARTICLE VII - MISCELLANEOUS**

### Section 1 - Fiscal Year

The fiscal year shall be the calendar year, or such other period as may be determined by the Board of Directors.

### Section 2 - Form and Waiver of Notice

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TCTV Bylaws of the Corporation  
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Any notice required to be given to any Director, Officer or member under the provisions of these Bylaws or as otherwise required by law shall be given in writing delivered in person, by mail, or by email. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to such Director, Officer or member at the address as it appears in the records of the Corporation, with postage thereon prepaid. A waiver of any notice in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### Section 3 - Seal

The Board of Directors may provide a corporate seal, which shall be circular in form and have inscribed thereon the name of the Corporation, the State of incorporation and the words, "Corporate Seal - Washington."

### Section 4 - Books and Records

The Corporation shall keep correct and complete books and records of account, minutes of the meetings of its members, Board of Directors and committees having any authority of the Board, at its corporate *office* and a record of the names and addresses of the Directors, Officers and voting members. All books and records of the Corporation that are required to be available for public inspection may be reviewed by any person, or their attorney, for any proper purpose, at a date and time agreed to by the management during regular business hours.

### Section 5 - Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Corporation by reason of the fact that the person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as Director or Officer of another corporation, partnership, joint venture, trust of other enterprise, against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding unless the person acted in bad faith and in a manner reasonably believed to be against or opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, unless the person has reasonable cause to believe that the conduct was unlawful. Any determination of indemnification shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

## **ARTICLE VIII - AMENDMENTS**

These Bylaws may be amended by a three-quarters vote of the Board of Directors at any Board meeting provided that as amended the Bylaws shall not contain any provision that shall permit the Corporation to carry on any activities not permitted under Sections 501c3 or 170c2 of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law and which are also not permitted under the Washington Nonprofit Corporation Act RCW 24.03. Notice setting forth the proposed amendment or a summary of changes to be affected thereby, and stating the place, date and time of the meeting shall be delivered to each Director not less than ten days prior to the date of the meeting.