

CAT-TV
BYLAWS

2021

Revised: September 27, 2021

ARTICLE 1: OBJECTIVES & ACTIVITIES

Section 1: Name

The name of the corporation shall be "Catamount Access Television Corporation" (the Corporation, or CAT-TV) and shall be incorporated as a non-profit corporation under the laws of the State of Vermont.

Section 2: Objectives

The objectives of the Corporation shall be:

1. To enable, support, and promote the production and distribution of Public, Educational and Governmental (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 group which operates primarily within Bennington County and contiguous areas.
2. To distribute these programs on its PEG access cable television channel(s) and other publicly accessible telecommunication networks or facilities as it deems appropriate.
3. To provide for the care and custody of equipment, facilities and programs owned or used by CAT-TV.
4. To seek and receive donations and grants from public and private sources to meet the expenses of the aforesaid purposes.
5. To exercise any other rights or responsibilities incidental to or associated with the aforesaid purposes and in accordance with applicable law.

This corporation is formed pursuant to the Vermont Non-Profit Corporation Act, Title 11, Chapter 19, Vermont Statutes Annotated. This corporation is not organized for pecuniary profit. It shall not have the power to issue certificates of stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit or, or be distributable to, its Directors, Officers, or other private persons, except that the Corporation 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 the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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, the Corporation 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 Internal Revenue Law).

Section 3: Activities and Responsibilities of the Corporation

To achieve its objectives, the Corporation shall, among other things:

1. Train members of the Corporation in the effective use of electronic media and distribute the resulting programming by any appropriate means.
2. To the extent possible, 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.
4. Work with the cable company(s) serving Bennington, Shaftsbury, Pownal, Old Bennington, North Bennington and Woodford and with Town and Village officials and individuals interested in local access.
5. Schedule use of the access channel(s), facilities, and equipment, and promulgate operating rules and procedures which will minimize conflicts arising from such use.
6. Educate members of the Corporation and the public about the activities and needs of the Corporation.
7. Monitor, PEG regulatory activity and cable company compliance to such regulations related to PEG services.

ARTICLE II: MEMBERSHIP

Section 1: Members

Any person who lives, is employed, or attends school fulltime in the CAT-TV service area shall be entitled to membership. The Corporation may establish other forms of membership as it deems necessary.

Section 2: Meetings

There shall be an annual meeting of the membership of the Corporation at a specific time and place as determined by the Board of Directors. The meeting shall be for the purpose of considering business pertinent to the operation of the Corporation. Special meetings of the membership may be called by order of the Board of Directors, or by petition of at least five (5) percent of the Corporation membership.

Section 3: Notice

Notice of the annual or special meetings shall be given pursuant to Vermont's Open Meeting Law.

Section 4: Quorum and Voting

Quorum: A quorum of the members at the annual meeting or special meeting shall consist of a majority of members present.

Voting: At all meetings of the membership, each member shall be entitled to one vote. Representation by proxy or voting by mail may be permitted at the discretion of the Board of Directors. No action by the membership shall be considered binding unless approved by a majority vote at a meeting, upon due notice, and at which a quorum is present.

Section 5: Fiscal Year and Annual Report

The fiscal year shall run October 1 to September 30. The Board of Directors shall submit an annual report summarizing the financial position, accomplishments, and activities of the Corporation during the past year to the membership at the annual meeting.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Election and Terms of Office

The Board of Directors shall be comprised of (7) seven members who shall be elected by the membership to three-year terms.

Section 2: Election Process and Nominations

The annual election process shall conclude no later than September 30th each year. A call for nominations will be made in advance of elections. Ballots will be delivered via US Mail, electronically or otherwise made available to eligible voting members. The election results will be announced at the first regularly scheduled meeting following the election.

Section 3: Vacancies

If a vacancy exists in an elected Corporation Board position, the Board is empowered to appoint a new Director to serve until the next election at which time the position will be filled by vote of the membership.

Section 4: Term Limits

1. Elected and/or Appointed: An individual who is elected and/or appointed to the board shall not serve more than two consecutive terms which, in total, shall not exceed seven (7) years.
2. An individual reaching any maximum term limit as stated above shall not be eligible to be a director, appointed or elected, for one year.

Section 5: Removal

A Director may be removed from the Board with cause. Removal shall be by a majority vote of all Directors and must be on the agenda of a duly warned meeting. Absence from three consecutive Board meetings without appropriate notification to the Board President or Executive Director is just cause for removal from the Board and is subject to a board vote as outlined above.

Section 6: Purpose and Authority

The Board of Directors shall carry out and/or delegate the purposes and functions of the Corporation as set forth in the Corporation Articles of Association, its policies, and these Bylaws, and in accordance with any majority vote of the membership acting in a duly called public meeting where a quorum is present. The Corporation Board shall be ultimately responsible for the property and affairs of the Corporation and shall develop operational, fiscal and personnel policies to be enforced by the Board, Executive Director, and staff.

Section 7: Meetings

The Board of Directors shall hold meetings at such times and locations as it shall determine. Board meetings are open to the public, apart from executive sessions convened to consider matters in accordance with Vermont Open Meeting Law.

Notice of the Board of Directors meetings shall be given by the Chair or its designee. Public notice of meetings shall be given by other means deemed appropriate.

Section 8: Quorum and Voting

A simple majority of the Board shall constitute a quorum. When a quorum exists, all decisions made by the

Board shall be made by majority vote of the Board Members present.

Section 9: Conflict of Interest and Other Rules

The Directors of Catamount Access Television Corporation will ensure that the corporation is operated in the interest of the public and to the benefit of its members. The Directors will establish and follow policies to prevent any real or apparent conflicts of interest arising from action taken by the Directors or Employees of the Corporation. Such policies will be included in the By-laws.

1. Directors will serve the Corporation without compensation.
2. No employee of the local cable television company may serve as a Director.
3. Directors must be at least 21 years old.
4. When no real or apparent conflict exists, Directors or members of their immediate family may offer professional services or materials to the Corporation and be fairly compensated for such provisions. Directors may require open, competitive, and duly warned bidding process for materials and services when conflicts exist. If conflict exists for individual Directors, they must recuse from voting to award contracts.

ARTICLE IV: OFFICERS AND COMMITTEES

Section 1: Officers

The Officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer 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 Board Election. 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 the Corporation and its Board. The President shall be, *ex-officio*, a member of all the Corporation Committees. They 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 perform the duties of the President in the event of the President's absence or refusal to act; and, if the President resigns, dies, or otherwise is permanently removed from the position, shall assume the duties of President until the Board, if it so chooses, elects, or appoints a President, or until the next membership election of the Board. When acting on behalf of the President, the Vice President shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Secretary: The Secretary shall oversee the recording and distribution of minutes for all membership and board meetings. Copies of all minutes shall be made publicly available either in hard copy or electronically.

Treasurer: The Treasurer shall be bonded. They shall oversee the management of staff responsible for

receipt, custodianship, and deposits of all corporate monies as well as the preparation and presentation of the annual fiscal review as conducted by a certified public accountant.

Section 2: Special Committees

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

Section 3: Staff

The Board may provide for the employment and compensation of persons and employees to perform the activities of the Corporation. The Board shall oversee all affairs of any staff. No person may be employed as staff and concurrently occupy the position of Director or Officer of the Corporation.

ARTICLE V: INDEMNIFICATION

Section 1: Indemnification

The Corporation 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 them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director or Officer, except with respect to any matter as to which they shall have been adjudicated not to have acted in good faith in the reasonable belief that their action was in the best interests of the Corporation; 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 the Corporation after notice that it involves indemnification; a) by a disinterested majority of the Directors then in office; or b) by a majority of the disinterested Directors then in office after the Corporation 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 their action was in the best interest of the Corporation. Expenses, including counsel fees reasonable 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 the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if they are not entitled to indemnification as stated above. The right of 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.

ARTICLE VI: DISSOLUTION

Section 1: Dissolution

The Corporation may be dissolved by a vote of three-fourths (3/4) vote of the Board and a two-thirds (2/3) vote of the members present at a special meeting of the Corporation convened for the sole purpose of dissolution.

Upon dissolution or final liquidation of the Corporation, the Directors shall, after paying or making provision

for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of this corporation in such a manner, and to such organization or organizations, organized and operated exclusively for charitable, educational or purposes of social services as shall, at the time, qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes, or to such an organization or organizations as such court shall determine, which are operated exclusively for such purposes.

ARTICLE VII: AMENDMENT

Section 1: Amendment

These Bylaws may be amended by a majority vote of the Corporation Board, at a duly noticed meeting of the Board for which any proposed amendments have been made available to the membership at least two weeks before such meeting, and for which the intent of such meeting has been duly announced in such media as the Board deems appropriate.

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

Dated: _____

by: _____

Alexander Burke
President

Dated: _____

by: _____

Marcia Noyes
Secretary