

CAT-TV  
BYLAWS

2011

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Revised: March 23, 2011

**BY LAWS**  
CATAMOUNT ACCESS TELEVISION CORPORATION  
**Revised: March 23, 2011**  
(Replaces April 26, 2000 version)

***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 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. These other distribution pathways may include, but are not limited to, closed circuit, common carrier, multichannel microwave, satellite, telephone, videocassette, audio cassette, broadcast television and radio, digital distribution networks and the internet.
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 in order 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**

In order 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 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.
4. Cooperate with the cable television 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. To monitor, insofar as it is consistent with the Corporation'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**

### **Section 1: Members**

A person who has attained the age of eighteen, who lives, is employed or attends school fulltime in the CAT-TV service area of Bennington, North Bennington, Woodford, Pownal or Shaftsbury shall be entitled to membership. A person thus qualified shall attain membership by attending a Corporation-sponsored orientation, and signing a membership form. The Corporation may establish other forms of membership from time to time as it deems necessary.

### **Section 2: Meetings**

There shall be an annual meeting of the membership of the Corporation during the month of January at a specific time and place as the Board of Directors shall decide. 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 of the membership shall state the time, place and the general nature of business to be conducted. The notice shall be given at least 30 days prior to the Annual Meeting date and at least two weeks prior to special meetings. Said notice shall be published in a newspaper of general circulation in Bennington, Shaftsbury, Pownal, and Woodford, and be broadcast on the Corporation Bulletin Board, and by such other media as the Board of Directors shall deem appropriate.

### **Section 4: Quorum and Voting**

Quorum: A quorum of the members at the annual meeting or special meeting shall consist of not fewer than 21 members. Proxy votes may not be used to establish a quorum.

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 at least seven members who shall be elected by the membership to three-year terms, and up to four additional members who shall be appointed by a simple majority of the elected Board to two-year terms. All shall serve without compensation. The Board may, at its discretion, appoint up to three additional non-voting members to terms of one year each in recognition of exemplary service or to avail the Corporation of special abilities and talents. These special appointments shall require a simple majority vote of approval by the elected Board.

### **Section 2: 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 3: 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 4: Removal**

No Director may be removed from the Board without 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 5: 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 also 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 promulgate effective and equitable operation, fiscal and personnel policies to be enforced by the Board and the Executive Director, or others, as directed by the Board.

### **Section 6: Meetings**

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

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 7: 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 8: Conflict of Interest and Other Rules**

No employee of the local cable television company 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 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, 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 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 keep and distribute in a timely fashion a written record of all the Corporation and the Corporation Board meetings. Distribution shall be to members of the Board. In addition, a copy of the minutes from the Corporation and the Corporation Board meetings will be kept on file at the Corporation 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 oversee the receipt of all monies due the Corporation. S/he shall oversee the custodianship of these monies, including deposits in bank(s) designated by the Board S/he shall present financial statements to the board at its regular meetings and to the Membership at the annual Corporation meeting. The Treasurer shall oversee the arrangement for an annual full financial review of CAT-TV's financial records by a competent independent authority. All contractual powers are held by the Board as a whole.

### **Section 2: Nominating & Elections Committee**

The Board of Directors shall appoint a Nominating Committee to propose, prior to the annual election, a list of candidates to fill any vacancies. In addition to these nominees, any member of CAT-TV or its successor shall upon self-nomination be placed upon the ballot. Members of the Nominating Committee may not stand for election. The Nominating Committee will coordinate and oversee the following election process in cooperation with the cable operator:

1. Warn of the election and solicit candidates for election to the CAT-TV Board by announcements on the PEG channel(s) and by advertisements in a newspaper of general circulation in the Bennington,

Shaftsbury, Pownal and Woodford area.

2. In cooperation with the cable operator, provide method for local cable subscribers to register to vote in the election (bill stuffer, local media) and distribute ballots to registered local cable subscribers and CAT-TV members.
3. Determine and publicly declare the results of the election.

### **Section 3: 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 4: 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 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 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 his or her 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 s/he is 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 Board of Directors shall not voluntarily dissolve the Corporation except by 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: \_\_\_\_\_  
Meg Cottam  
President

Dated: \_\_\_\_\_ by: \_\_\_\_\_  
Anne Mook  
Secretary