

**Bylaws Of The North Branford Public Cable Access Group, Inc.
As amended June, 2014.**

PREAMBLE

The North Branford Cable Access Group, Inc. is dedicated to enabling public access in the public interest by the citizens of North Branford and facilitating open community use of electronic media.

ARTICLE I - NAME

The North Branford Public Cable Access Group, Inc. (hereinafter referred to as "NBPCAG") is a non-stock, non-profit corporation within the meaning of the Non-Stock Corporation Act Connecticut General Statutes Section 33-419, et seq. The NBPCAG shall have no stockholders. The NBPCAG shall be organized and operated exclusively for managing and providing Public, Educational and Government (hereinafter referred to as "P.E.G.") access channels and studios to residents of the North Branford community, which are educational and community service purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954 and 1986, as amended from time to time, or a successor law and the regulations promulgated thereunder. Notwithstanding any other provision of these By-Laws to the contrary, the NBPCAG shall have no power or authority to engage in any actions inconsistent with or in contravention of the terms of Section 501(c)(4) of the Internal Revenue Code of 1954 and 1986, as amended from time to time, or a successor law and the regulations promulgated thereunder. The NBPCAG is incorporated in the State of Connecticut, County of New Haven.

ARTICLE II – PURPOSES

Section 1 - Education of Citizens

The educational purpose of the NBPCAG is to provide all citizens of North Branford with basic information about their public, education, and government access television rights and resources; as well as information about opportunities for community use of electronic communications media.

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Section 2 - Enable Public Access Production and Cablecasting

The community service purpose of the NBPCAG is to enable interested citizens to produce their ideas and interests as programs for cablecasting on P.E.G. cable access channels which serve the North Branford area as regulated by the State of Connecticut, Public Utilities Regulatory Authority (PURA).

Section 3 - Other Purposes

The NBPCAG is also authorized to do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes enumerated in these Bylaws or amendment thereof, including acting as a Designated Town Access Group or other public agent and to carry on any lawful pursuit necessary or incidental to such purposes, either alone or in association with other corporations, firms, or individuals, to the accomplishment of such purposes of the NBPCAG.

The purposes and powers enumerated herein shall in no way be construed as a limitation of the powers granted to corporations by the laws of the State of Connecticut, except to the extent that the use of such powers would conflict with the limitations set fourth in Section 501(c)(4) of the Internal Revenue Code of 1954 and 1986, as amended from time to time, or a successor law and the regulations promulgated thereunder.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

Any resident of the Town of North Branford or employee of the Town or its Board of Education or employee of a charitable or civic organization located in North Branford who subscribes to both the philosophy and purpose of the NBPCAG shall be eligible for membership.

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Section 2 - Enrollment

To be a member in good standing eligible persons must complete an application for membership and pay dues as set by the Annual Meeting prior to it being reconvened. In addition, members in good standing must volunteer at least ten (10) hours per year of service to station-sponsored projects such as station-produced programs or general assistance in station operations. Membership Dues: Amount is \$25.00 a year for membership.

ARTICLE IV – BOARD OF DIRECTORS

Section 1- Eligibility

Resident Members in good standing and of legal age shall be eligible for nomination and election as established in Article VI, Section 3.

Section 2 - Number and Term of Office

The Board of Directors shall consist of seven (7) members. Each Director shall serve a two (2) year term. Directors are eligible for election without limitation on terms. Terms shall be staggered to provide for Board of Directors continuity of service.

Section 3 – Responsibilities

- A. The Board of Directors shall have the general management and control of the property, business and affairs of the NBPCAG and may execute all the powers that may be exercised by the NBPCAG under the laws of the State of Connecticut, its Certificate of Incorporation and these Bylaws.
- B. The Board of Directors shall appoint committees as needed to attain or further the purposes of the NBPCAG. Committees shall be subject to the Board of Directors and shall not have authority to act in place of the Board of Directors. Committees shall include member services in lieu of staff:

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- i. To accomplish the operational tasks of P.E.G. cable access channel management including, but not limited to, program scheduling, equipment release and maintenance, message board maintenance and cablecasting.
- ii. To maintain the member organization through including, but not limited to, planning, development, outreach and training.

Section 4 – Indemnity

The NBPCAG shall indemnify any member who undertakes any non-ultra vires act on the NBPCAG's behalf.

ARTICLE V – OFFICERS

Section 1 - Election and Terms of Office

Officers must be Directors. Officers shall be elected for one (1) year terms at a Special Meeting of the outgoing and incoming Board of Directors convened after the Annual Meeting. Officers can be elected for successive terms. A vacancy or vacancies is/are filled by a majority vote of the standing Board of Directors for the balance of the vacant term(s).

Section 2 – Officers

The Officers shall consist of the following: Chairperson, Vice-Chairperson, Secretary and Treasurer. The office of Secretary and Treasurer may be combined at the discretion of the Board of Directors. Duties and responsibilities are as customary and those enumerated by the Bylaws.

- A. The Chairperson is the chief executive officer of the corporation. The Chairperson shall preside over all meetings and be the corporation spokesperson.
- B. The Vice-Chairperson shall, in the absence of the Chairperson, carry out the duties of the Chairperson or oversee any duties requested by the Chairperson or the Board of Directors.

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- C. The Secretary shall keep the minutes of all meetings and maintain current corporate records for the NBPCAG.
- D. The Treasurer shall be the custodian of all monies due to the NBPCAG and maintain the financial and membership records of the Corporation.

ARTICLE VI – MEETINGS

Section 1 - Ordinary Business Meetings

The ordinary business of the NBPCAG shall be conducted regularly by the Board of Directors at least six (6) times a year in locations accessible to interested members or citizens of North Branford. At least four (4) Directors must be present to conduct business. Four (4) Directors must vote in agreement to authorize any action in the name of the NBPCAG.

Section 2 - Special Business Meetings

Special business meetings may be called by any Officer, any three (3) Board of Directors members, or not less than one third (1/3) of the Members in good standing to transact urgent business. Notice of date, place and time must be made to the Board of Directors or Membership as appropriate not less than 48 hours before the start of the meeting.

Section 3 - Annual Meeting and Election of Directors

The Annual Meeting shall be held in May of each year to report to the Membership the events of the year and to conduct the business of the membership including the election of Directors for expiring terms of office. Nominations, including self nominations, will remain open until the closing of nominations are called prior to the presentation of same.

- A. Voting Eligibility** – In order to vote for Director Nominees, Members in good standing must be present at the annual meeting to vote and shall have one (1) vote.

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- B. Presentation as a Slate** - If the number of Director Nominees is equal to the number of vacancies, the slate will be presented as a whole. If the slate is not voted affirmatively as a whole by a majority of the Members in good standing in attendance, the vote will continue by individual Director Nominee as described in Section 3.C.
- C. Number of Director Nominees Exceed Vacancies** - If the number of Director Nominees exceeds the number of vacancies, the vote will be called alphabetically by each Director Nominee. The Director Nominee(s) with the most votes will be elected.
- D. Vacancy after Election** - If the Annual Meeting does not successfully complete the Election of Directors, the Annual Meeting shall be reconvened in June for this purpose. Thereafter, vacancies become the responsibility of the standing Board of Directors.

Section 4 - Action by Consent

Any action required or permitted to be taken at any meeting may be taken without such a meeting provided all Board or Directors members are party to the action of consent and five (5) members agree to the action and it is duly recorded as an Action by Consent in the records of the next meeting.

ARTICLE VII – ADMINISTRATION

Section 1 - Fiscal Year

The fiscal year of the NBPCAG shall begin on the first day of June and end on the last day of May each year.

Section 2 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the NBPCAG to enter into any contract or execute and deliver any instrument on behalf of the NBPCAG. Contracts are to include acquisitions of leased property, equipment and or personnel as needed to attain or further the purposes of the NBPCAG.

Section 3 – Compensation

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Board of Directors members shall not receive fiscal compensation for the administration of their duties. Compensation for technical services can be made at the discretion of the Board of Directors. Known and/or authorized expenses are reimbursable upon presentation of expense documentation to the Treasurer.

Section 4 - Staff

The activities of the NBPCAG will be staffed as deemed appropriate by the Board of Directors with volunteers from among the membership. If any person is employed by the NBPCAG, they shall serve as an ex-officio member of the Board of Directors without a vote on Board of Directors matters.

Section 5 - Dissolution

In the event of dissolution of the NBPCAG by action of a two-thirds (2/3) vote of the membership in attendance at a meeting for such purpose, the assets of the NBPCAG, reduced by the amounts of any liabilities owed, shall be distributed by the Board of Directors to any organization or organizations operated as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1954 and 1986, as amended from time to time, or a successor law and the regulations promulgated thereunder at the discretion of the Board of Directors.

Section 6 – Amendment(s) to Bylaws

These Bylaws may be amended by agreement of six (6) members of the Board of Directors, or by a unanimous vote of all members of the Board of Directors present if less than six (6) are present and if the text of proposed amendment(s) was/were distributed with the agenda of the meeting. Unless otherwise provided for prior to its/their adoption, an amendment or amendments shall become effective upon the adjournment of the meeting at which it/they is/are adopted.