

**SIMSBURY COMMUNITY TELEVISION, INC.
BYLAWS**

**ARTICLE I
Names**

The name of the corporation shall be SIMSBURY COMMUNITY TELEVISION, INC., hereinafter referred to as SCTV.

**ARTICLE II
Purpose**

SIMSBURY COMMUNITY TELEVISION, INC., is a nonprofit public corporation. Its purpose is to promote community participation in the production of noncommercial programming and encourage the free expression of diverse ideas and opinions on public access cable television. Implementation of the goals of SCTV is accomplished through the efforts of the Officers, Directors and other volunteers.

**ARTICLE III
Officers and Directors**

SECTION 1: The elected Officers of the corporation, who also serve as Directors during the term of office, shall be a President, a Vice President(s) (one or more), a Secretary, a Treasurer and other such Officers as the Board of Directors may provide by a majority vote at a regular or duly noticed meeting of the governing body. An elected Board of Directors, including the immediate Past President, shall consist of a minimum of twelve (12) Directors who shall all be voting Directors.

SECTION 2: The term of office for the President, Vice President(s), Secretary and Treasurer shall be two (2) years, or until successors can be duly elected. No Officer may serve more than two (2) consecutive terms in the same office. The term of office of Directors shall be three (3) years. At least four (4) Directors shall be elected each year.

SECTION 3: An interim vacancy of any Officer shall be filled by vote of the Board of Directors upon recommendation of the Nominating Committee without undue delay at a regular meeting or at a special meeting called for that purpose. If an interim vacancy of a Director who is not also serving as an Officer results in fewer than twelve (12) Directors, such vacancy shall be filled in the same manner as for an Officer.

SECTION 4: No Director or Officer shall be entitled to a salary or bonus from SCTV while serving as an elected Officer or Director of the corporation. Expenses incurred while carrying out the duties of the office may be reimbursed as authorized by the Board.

SECTION 5: Except as stated in Article III, Section 6, any Director may be removed from office upon a two-thirds voted of the Board at a regular meeting or a special meeting called for that purpose, provided that said Director shall have prior notice of such action.

SECTION 6: Attendance at a minimum of 6 of the 10 regular meetings each year during a twelve (12) month period shall be a condition of service as a Director. The Secretary shall record attendance at each meeting and shall include such record in the minutes. The twelve (12) month period shall begin with the June meeting each year. In the event that a Director fails to attend at least six (6) regular meetings during this time period, such Director may be removed from the Board by a vote of the Board. A Director's fifth absence and potential removal shall be noted at the regular meeting next following the fifth absence and shall be recorded in the minutes.

ARTICLE IV Duties of Officers and Directors

SECTION 1: The Officers shall perform the duties as prescribed by these Bylaws.

SECTION 2: The President shall be the chief executive officer of the corporation and shall exercise general supervision over its affairs and offices. This shall be consistent with the policies and procedures established by the Board of Directors. The President shall preside at all meetings of the Board and Executive Committee and shall be an ex-officio member of all committees with the exception of the Nominating Committee. At the Annual Meeting of the corporation, the President shall present a report of the condition of the corporation. The President shall present the annual budget for the following year no later than the November Board meeting. The President shall have the authority to sign, make and endorse in the name of the corporation, checks, drafts, and orders for payment of money.

SECTION 3: The Vice President(s) shall, in the absence of the President and upon designation by the President and/or the Board of Directors, carry out the duties of the President with full authority and powers of said office. The Vice President(s) shall perform such other duties as designated by the President and/or the Board of Directors.

SECTION 4: The Secretary shall keep the minutes of the regular and special meetings of the Board and Executive Committee. Notice of meetings of the Board shall be sent by the Secretary. Maintaining custody of the corporate records and the corporate seal shall be included in the duties of the Secretary. The Secretary shall maintain the record of the Bylaws and Policies and Procedures and record any amendments thereto. All communications and correspondence on behalf of the Board and/or the President shall be executed by the Secretary and/or his/her designee.

SECTION 5: The Treasurer shall have the care and custody of all funds and securities of said corporation, shall deposit all funds in the name of the corporation in such banks as directed by the Board. The Treasurer or his/her designee (who shall be a Director), is authorized to sign, make and endorse in the name of the corporation, such checks, drafts and orders for payment of money as may be directed by the President and/or the Board. A statement of status of the finances shall be presented at each regular meeting of the Board or at any other such time as required. A full financial report shall be presented at the Annual Meeting.

SECTION 6: The Directors of the corporation shall perform such duties as requested by the President and the Board. The Board of Directors shall approve an annual budget prior to the beginning of the fiscal year (January 1).

ARTICLE V Executive Committee

SECTION 1: The Executive Committee shall consist of the President, the immediate Past President, the Vice-President(s), the Secretary, and the Treasurer.

SECTION 2: The Executive Committee shall meet whenever necessary and shall act for and represent the Board of Directors in the management of the corporation when the Board is not in session, reporting any action taken at the succeeding Board meeting. The executive Committee shall have no authority to amend, alter or repeal these Bylaws, or remove any Director or Officer of the corporation without approval of the Board of Directors.

ARTICLE VI Nominating Committee and Elections

SECTION 1: A Nominating Committee consisting of five (5) Directors, including the immediate Past President, shall be elected at the Annual Meeting, provided however, if the President continues in a consecutive term as President, then the Director who served as the immediate Past President in the prior term shall also continue to serve as immediate Past President for another term. The committee shall elect a chairperson no later than 30 days after the Annual Meeting. The term of office for each Director on the Nominating Committee shall be for one (1) year and for any additional term of office to which each Director shall be elected.

SECTION 2: The Nominating Committee shall present its slate of Officers, Directors and new Nominating Committee to the Board of Directors at the regular meeting in the month immediately prior to the Annual Meeting and at the Annual Meeting.

SECTION 3: Before the election at the Annual Meeting nominations from the floor shall be accepted for each office to be filled.

SECTION 4: Election of Officers, Directors and the Nominating Committee shall take place at the Annual Meeting.

SECTION 5: The term of office of Officers, Directors, and the Nominating Committee shall begin after election at the Annual Meeting.

SECTION 6: The Nominating Committee shall present nominations to the Board of Directors for any vacancy of any Officer or Director.

ARTICLE VII Committees

SECTION 1: Standing committees shall include Program Development, Ways and Means, Government Affairs, Equipment, Personnel, Volunteer, Social, Bylaws/Policies and Procedures, and Public Relations. These committees shall have the power to exercise the authority delegated to them by the Board of Directors in the management of the corporation.

SECTION 2: Ad hoc committees may be appointed by the President and shall have the power to exercise the authority delegated to them by the Board of Directors in the management of the corporation.

SECTION 3: Committee chairpersons and a parliamentarian shall be appointed by the President promptly after the Annual Meeting.

ARTICLE VIII Meetings

SECTION 1: The Annual Meeting of the corporation shall be held in May immediately after the regular May Board meeting at which time the election of Officers, Directors, and a Nominating Committee shall take place.

SECTION 2: Regular meetings of the Board of Directors shall be held monthly, except in the months of July and August. Each meeting shall be held on the first Tuesday of the month, except in the months of May and November which shall be held on the second Tuesday of the month or at a time and place designated by the President or the Executive Committee. The audit report and reports of Officers and committees shall be presented at the May Board meeting.

SECTION 3: Meetings of the Executive Committee, shall be at the call of the President or at the request of a least two (2) Officers on the Executive Committee.

SECTION 4: Special meetings of the Board of Directors may be held upon the call of the President or at least five (5) Directors at the time and place stated in the call. The

call for the meeting shall state its purpose(s). The Secretary shall notify the Directors of the special meeting by first class mail postmarked not fewer than ten (10) days before the day of the meeting.

SECTION 5: Fifty (50%) per cent of the elected Directors at any duly called meeting shall constitute a quorum. An affirmative vote of the majority of those present at any duly constituted meeting shall be required in order to pass any resolution or to authorize any action to be taken for and/or in behalf of the corporation.

ARTICLE IX Policies and Procedures

The Board of Directors may adopt and amend from time to time policies and Procedures as a guide to the daily operations of the corporation. The policies and procedures may be amended by a two-thirds (2/3) vote of the Directors present at any regular meeting or special meeting of the Board of Directors called for that purpose at which a quorum is present. Unless otherwise provided prior to its adoption, an amendment to the policies and procedures shall become effective upon its ratification.

ARTICLE X Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at any regular meeting or special meeting of the Board of Directors called for that purpose at which a quorum is present, provided that prior written notice of the proposed amendment is posted or given to each Director at least thirty (30) days prior to said meeting. However, if all of the Directors are present at any regular or special meeting, these Bylaws may be amended by a unanimous vote without prior notice. Unless otherwise provided prior to its adoption, an amendment to the Bylaws shall become effective upon its ratification.

ARTICLE XI Audit

An annual audit of the corporation's records shall be conducted by a certified public accountant or by a committee of three (3) Directors appointed by the President at the close of the fiscal year.

ARTICLE XII Non-Discrimination

SIMSBURY COMMUNITY TELEVISION, INC. shall not discriminate on the basis of race, creed, color, gender, disability, age, sexual orientation, or national origin in its operation. The corporation shall be an equal opportunity organization.

ARTICLE XIII

Dissolution

In the event the corporation shall be dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes which at the time, qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 at the discretion of and determined by the Board of Directors.

ARTICLE XIV

Parliamentary Authority and Gender Designation

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the corporation in all cases where they are not inconsistent with these Bylaws. Any questions with regard to these Bylaws shall be interpreted by the parliamentarian. Any reference to gender in these Bylaws shall be interpreted as a neutral designation.

Bylaws adopted April 1983
Amended August 1987
Amended May 1992
Amended April 1997
Amended October 1998
Amended October 1999
Amended May 2001
Amended June 2002
Amended April 6 2004