

**BYLAWS  
OF  
COALITION TO REBUILD COMMUNITY TELEVISION**

**Adopted: November 15, 1997**

## TABLE OF CONTENTS

### **ARTICLE I. PURPOSE**

- Section 1. Purpose
- Section 2. No Discrimination

### **ARTICLE II. MEMBERS**

- Section 1. Voting and Non-Voting Members
- Section 2. Powers of Members
- Section 3. Records of Members
- Section 4. Dues
- Section 5. Non-Voting Members: Selection, Tenure, Resignation and Removal
- Section 6. Selection and Tenure of Voting Members
- Section 7. Qualifications of Voting Members
- Section 8. Suspension or Expulsion of Voting Members
- Section 9. Resignation of Voting Members
- Section 10. Quorum for Voting Membership Meetings
- Section 11. Decision-Making by Voting Members
- Section 12. Proxy Voting
- Section 13. Voting by Mail
- Section 14. Annual Voting Membership Meeting
- Section 15. Other Voting Membership Meetings
- Section 16. Notice of Voting Membership Meetings
- Section 17. Waiver of Notice

### **ARTICLE III. BOARD OF DIRECTORS**

- Section 1. Powers of the Board
- Section 2. Qualifications of Directors
- Section 3. Number of Directors
- Section 4. Terms of Directors
- Section 5. Selection of Directors
- Section 6. Removal of Directors
- Section 7. Resignation of Directors
- Section 8. Filling Vacancies
- Section 9. Conduct of Meetings
- Section 10. Quorum
- Section 11. Decision-Making and Voting
- Section 12. Proxy Voting
- Section 13. Regular and Special Meetings
- Section 14. Telephonic Meetings
- Section 15. Decisions Without Meetings
- Section 16. Notice of Meetings
- Section 17. Waiver of Notice
- Section 18. Authority of Directors

## **ARTICLE IV. OFFICERS AND STAFF**

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice-President(s)
- Section 7. Secretary
- Section 8. Treasurer
- Section 9. Chair
- Section 10. Executive Director and Staff

## **ARTICLE V. COMMITTEES**

- Section 1. Establishment
- Section 2. Members
- Section 3. Chair
- Section 4. Committee Procedures
- Section 5. Powers
- Section 6. Executive Committee
- Section 7. Advisory Committees
- Section 8. Limitations on Powers

## **ARTICLE VI. MISCELLANEOUS PROVISIONS**

- Section 1. Conflict of Interest
- Section 2. Compensation of Officers and Directors
- Section 3. Tax Year
- Section 4. Corporate Records
- Section 5. Contracts

## **ARTICLE VII. AMENDMENTS**

- Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. For assistance in updating, amending or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

**BYLAWS**  
**OF**  
**COALITION TO REBUILD COMMUNITY TELEVISION**

ARTICLE I. PURPOSE

Section 1. Purpose The purposes of Coalition to Rebuild Community Television, hereinafter referred to as the corporation are exclusively those allowed for organizations defined under Sec. 501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Coalition to Rebuild Community Television include:

To work together with people from all sectors of the public to rebuild, invigorate, improve and then maintain high quality community television channels and educational community television programming, and to make certain that this service is available to as many people as possible.

Section 2. No Discrimination. CRCTV shall not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, economic class, age, or mental or physical handicap or disability.

ARTICLE II. MEMBERS

Section 1. Voting and Non-Voting Members. CRCTV shall have VOTING MEMBERS as defined in the Oregon Nonprofit Corporation Act, and may also have NON-VOTING MEMBERS. The Board of Directors may by resolution establish any number of categories for both voting membership and non-voting membership, and shall determine the duties and privileges of members in those categories.

Section 2. Powers of Members.

A. NON-VOTING MEMBERS. The non-voting members shall have no power to vote on the election of directors or members, or on any other corporate matter.

B. VOTING MEMBERS shall have the power to elect and also to remove the members of the Board of Directors of CRCTV.

Section 3. Records of Members. The secretary shall maintain a current, formal, alphabetical record of the names and addresses of both voting members and non-voting members.

Section 4. Dues. The Board of Directors may determine and may alter the amount of membership dues for non-voting members and for voting members, by a resolution of the Board. The Board may waive dues for low income members or for members who wish to make some other form of contribution to the organization. Unless the Board later decides otherwise by resolution, the Members of the Board of Directors and Members of Advisory Committee(s) are not required to pay dues, since they are providing services to CRCTV as unpaid volunteers.

Section 5. Non-Voting Members: Selection, Tenure, Resignation and Removal.

SELECTION. The payment of membership dues shall constitute an application for non-voting membership. Unless the Board determines otherwise within 30 days of the receipt of dues, any person who pays the required dues shall be automatically deemed a non-voting member of the corporation. Non-voting membership in this corporation is not transferable or assignable.

TENURE. Non-voting membership in the corporation shall continue so long as the annual dues are paid or waived and non-voting membership has not been terminated by the Board of Directors.

RESIGNATION. Any non-voting member may resign by sending a written resignation to the Corporation, or by ceasing to pay the required dues. If a non-voting member is more than three months late paying the required annual dues, then she or he will be conclusively deemed to have voluntarily resigned.

REMOVAL. A non-voting member may be suspended or removed by resolution through a majority vote of the Board of Directors.

Section 6. Selection and tenure of Voting Members. The Board or the voting members shall select voting members of the corporation by resolution. Each person elected as a member of the Board of Directors of the corporation shall be deemed to automatically be a voting member of the corporation as well. Voting membership shall continue so long as the required dues are paid or waived and the member has not been removed or suspended by the Board of Directors. Voting membership in this corporation is not transferable or assignable.

Section 7. Qualifications of Voting Members. Voting Members must sign in advance of being granted member status, an agreement to support the goals and principles of the organization and pay dues as determined by the Board of Directors. Additional criteria for the qualification of voting members, including representation of certain constituencies or required participation in the activities of CRCTV, may be set by a resolution of the Board passed by a majority vote of the directors in office.

Section 8. Suspension or Expulsion of Voting Members. A voting member's voting privileges shall be suspended if his or her dues are delinquent and shall be reinstated immediately upon payment of the overdue dues. A voting member may be suspended or expelled by the voting members with or without cause. A voting member may be removed by the Board of Directors only for serious misconduct which adversely affects the corporation's interests or reputation.

Section 9. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Corporation. If a dues paying voting member is more than 180 days in default in his/her payment of the required annual dues, then that voting member is deemed by the Board to have resigned. In that situation, the delinquent member shall be sent notice that she or he will be deemed to have resigned voluntarily through nonpayment of dues, effective 30 days after the date that the notice was mailed.

Section 10. Quorum for Voting Membership Meetings. The presence of a majority of the voting members, or of 5 voting members whichever is less, shall constitute a quorum.

Section 11. Decision-Making by Voting Members. Unless a greater proportion is required by law, the Articles or Bylaws, a majority vote of the voting members present at a properly called meeting for which a quorum has been achieved is necessary and sufficient to make decisions or pass resolutions by the voting members.

Section 12. Proxy Voting. There shall be proxy voting allowed at any meeting of the voting members or as part of reaching any decision by the voting members. A voting member's appointment of a proxy shall be in writing and signed by the voting member or his/her attorney-in-fact. The proxy is effective when the written appointment is received by the secretary, president, or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form.

Section 13. Voting by Mail. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: a) Set forth each nominee or proposed action; and b) Provide an opportunity to vote for each vacant director position, and for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Active Members who do not attend the Annual Membership meeting may vote by mail ballot on the election of trustees and on other issues to be raised at the membership meeting. Those ballots received by 5:00 p.m. on the day preceding the meeting date shall count towards the quorum for votes on those issues listed on the ballot.

Section 14. Annual Voting Membership Meeting. There shall be at least one Annual meeting of the voting members each year which will be held to elect new members for the Board of Directors. It shall be held during the month of June at a time and location determined by resolution of the Board of Directors, unless the meeting is set for a different period of the year by resolution of the Board. At the annual meeting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members shall then elect, by secret ballot, persons to fill any vacancies on the Board of Directors, and also vote on any other matters for which proper notice was given. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 15. Other Voting Membership Meetings.

A. Regular meetings. The corporation may hold regular voting membership meetings at times and locations determined by the Board of Directors.

Regular meetings are meetings which consistently occur at the same date or the same day of the same week each month or every other month. Regular meetings also include a series of meetings which are scheduled far in advance on an annual or seasonal basis, and for which a single notice is given more than 15 days in advance. All other meetings, except the annual membership meeting, are considered Special meetings.

The schedule of Regular membership meetings shall be announced at the onset of that schedule or series of meetings, and announced again in the notice of the Annual membership meeting and at the Annual meetings themselves, regardless of what other notice has been given for those Regular meetings. Other than that, following the initial notice of the dates and times for Regular meetings, no further notice is required so long as the Regular meeting dates and times which were announced do not change.

B. Special Meetings. Special meetings of the voting members may be called by the Board of Directors. A quorum of the voting members may demand in writing that the Board call a special meeting of the voting members, in which case, the notice for that special meeting must be mailed within thirty (30) days of the demand for a meeting. Only the business for which a Special meeting is called may be transacted at the meeting. Notice of the meeting must specify the purpose(s) for which the meeting is called.

Section 16. Notice of Annual Voting Membership Meetings. Written notice of the Annual Meeting and of every special membership meeting shall be delivered, either personally or by mail, to each voting member. Notice must be given by or at the direction of the secretary, or by another officer if the secretary is not available.

Time of Notice: Notice shall be mailed by first class mail no less than 15 days before the meeting, or if mailed by other than first class or registered mail, it shall be mailed no fewer than 30 nor more than 60 days before the meeting. It shall be addressed to the member at his or her address as it appears on the records .

- Content: The notice shall contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. Notice of purpose must also be given for any meeting at which any of the following matters are to be considered: 1) Amendment(s) to the bylaws, 2) Amendment(s) to the Articles of Incorporation or bylaws, or 3) Dissolution of the corporation.

Section 17. Waiver of Notice. A voting member may at any time waive any notice required by the Articles or bylaws. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion with the corporate records.

A member's attendance at a meeting waives objection to:

- A. Lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B. Consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers of the Board. The Board of Directors shall govern the activities, financial affairs and property of CRCTV, and to do so it may exercise all corporate powers available under its bylaws, Articles of Incorporation and the laws of Oregon.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of CRCTV. In addition, nominees for positions on the Board of Directors must sign an agreement to support the goals and principles of the organization, prior to taking office. Further qualifications may be added by resolution.

Section 3. Number of Directors. The Board of Directors shall consist of no less than five and no more than eleven members. Following the initial year of operation, the Board of Directors shall not be smaller than five members. The number of directors within this range shall be set and may be changed as needed by resolutions passed by the Board of Directors or by the voting members.

The voting members or the Board may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors to fill the newly created positions, at that same meeting or at a later time.



Section 4. Terms of Directors. Directors shall serve two year terms that will begin on July 1 of odd numbered years and end on June 30 two years later. However, unless they formally resign or are removed from office, directors shall remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors. Each new member of the Board of Directors shall be elected by the voting members. There shall be an annual meeting of the voting members held for that purpose. Each member shall have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. For example, if there are five positions open on the Board of Directors, then each voting member can vote for no more than five persons, regardless of how many people have been nominated. The vote shall be by a secret ballot if so requested by any member director, officer or nominee. If the vote was by a show of hands, an immediate recount may be called for if any voting member believes that the votes were not counted correctly. If the vote was by written ballot, all of the ballots shall be available for immediate inspection by any director or voting member.

The election of directors shall take place at the annual meeting of the voting members, which shall be held in June at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. All or any number of directors may be removed for causes stated in the Bylaws by a majority vote of the directors in office, or by a majority vote of the voting members with or without cause, at a properly called meeting of the voting members. Proper notice must be given in advance if the removal of a director is to be considered at a meeting of the Board. A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would damage the reputation or interests of the corporation.

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the secretary, the president or the Board.

Section 8. Filling Vacancies. The voting members may, by a majority vote, appoint new directors to fill any vacancies on the Board. The Board shall also have the power to fill any vacancies that were created by resignations or removal of director(s) by the Board, even if the directors then in office constitute less than a quorum. A director appointed to fill a vacancy shall serve only until the next regular election of directors, at which time she or he must be elected by the Members in order to remain a director. To appoint a new director to fill a vacancy on the Board, the voting members or the Board shall follow the same procedures given above for the election of Board members.

Section 9. Conduct of Meetings. The Board shall select a person to preside at its meetings. The individual selected to preside may remain neutral on issues before the Board so far as possible and may abstain from voting on resolutions before the Board unless his or her vote will determine whether the resolution passes.

Section 10. Quorum. At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of business. A quorum is defined as a majority of the number of directors set by prior resolution or if no specific number of directors has been set then a quorum is a majority of the number of directors in office immediately before the meeting begins. However, if there are so many vacant directors' positions that it is not possible to achieve a quorum, due to resignation or removal of directors, then the Board may nonetheless meet and appoint new directors to fill the vacant positions.

Section 11. Decision-Making and Voting. All decisions will require a clearly stated motion, a second and a vote and must be recorded in the written minutes. The directors shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Where it is apparent that consensus cannot be achieved, any director may request that a vote be taken instead. Each member of the Board of Directors shall have one vote. The affirmative vote of a majority of the directors present at any meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors of CRCTV unless, however, a greater proportion is required by law or by these bylaws. At the request of any Director, the names shall be recorded in the minutes of each Director who voted for, against or abstained for that particular vote.

Section 12. Proxy Voting. The Board, by resolution, may allow proxy voting by Board Members. The Board must approve proxy voting in advance of the vote on any issue for which proxy voting is to be allowed.

Section 13. Regular and Special Meetings. If the time and place of a Board meeting is announced as part of a regularly scheduled series of meetings set in advance by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. Special meetings of the Board of Directors may be called either by the president, the chair of the Board, or by 50% of the directors in office.

Section 14. Telephonic Meetings. When necessary, and when proper notice is given, meetings may be held by telephone conferences in which all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 15. Decisions without Meetings. The Board may make any decision or take any action within its power without a meeting through a "consent resolution" in writing, setting forth the action so taken, signed by all of the directors then in office. The resolution is effective when the last director signs the consent, unless the resolution specifies an earlier or later date. The consent resolution shall be filed with the corporate records.

Section 16. Notice of Meetings.

A. REGULAR MEETINGS. Regularly-scheduled meetings of the Board may be held without separate notice of the time, date, location and purpose of each meeting if the time and place is fixed by resolution, and all directors were originally notified of the schedule. The Board may, by resolution, establish or change the dates for regular meetings, with proper notice given to all directors.

B. SPECIAL MEETINGS. Meetings of the Board must be preceded by a notice to each director, given not less than two days nor more than 30 days in advance, and if mailed there shall be five days added to the required notice period to allow for delivery. The notice shall state the date, time and place of the meeting. The notice need not describe the purposes of the special meeting unless the articles of incorporation or bylaws require otherwise. Notice may be by mail, hand delivery or telephone. Written notice shall be deemed delivered when actually received by the person or when actually delivered to the person's address on file with the corporation.

Section 17. Waiver Of Notice. Any director may waive notice of any meeting.

A. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

B. Whenever any notice is required to be given of any meeting, a waiver of that notice in writing and signed by the person(s) entitled to such notice shall be the equivalent of giving such notice. The person(s) may sign the waiver before or after the meeting has taken place. Waivers of notice shall be filed with the corporate records.

Section 18. Authority of Directors. No Director may act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

#### ARTICLE IV. OFFICERS, CHAIRPERSON AND STAFF

Section 1. Officers. The officers of CRCTV shall carry out the policies and decisions of the Board of Directors, as directed by the Board. The officers shall include a president and a secretary, and may also include a vice-president, a treasurer and a chairperson, and such other officers as may be elected in accordance with this Article. One person may not hold any two offices at the same time. Board members and non-Board Members are eligible for selection as officers. Officers who are not members of the Board have no voting rights.

Section 2. Election and Term of Office. The officers of CRCTV shall be elected by the Board of Directors. As soon as possible following the election of directors, the Board of Directors shall meet to elect new officers of the corporation. Each officer shall hold office until her/his successor has been properly elected, unless she or he resigns or is removed.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer shall hold office for the unexpired portion of the term of that office.

Section 5. President. The president shall be the principal officer of the corporation and shall, in general, supervise or oversee the supervision of all of the affairs of the corporation. Unless the Board selects a Chair of the Board or another person to preside at one or more meetings of the Board, the president shall preside at all meetings of the Board of Directors. The president shall also perform other duties as may be assigned by the Board of Directors. The president shall serve as an ex-officio member of all committees. When chairing meetings, the president shall remain neutral on issues before the Board so far as possible, and shall abstain from voting on resolutions before the Board unless that vote will determine whether the resolution passes or not.

The president may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated to some other officer or agent by the Board of Directors, by these bylaws or by statute.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president shall perform the duties of the president. The vice-president, when acting as president, shall have all the powers of and be subject to all the restrictions upon the president. The Vice president shall also perform other duties assigned to by the Board of Directors. More than one vice-president position may be created and duties clarified, through the amendment of this section of these bylaws.

Section 7. Secretary. The secretary shall perform or oversee the performance of the following duties: a) Record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board Committees, in one or more books provided for that purpose; b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) Be custodian of the corporate records; d) Keep a register of the mailing address of each member which shall be provided by such member; e) Ensure that all required state and federal reports are prepared and filed in a timely fashion; and f)

Perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. Treasurer. The treasurer shall perform or oversee the performance of the following duties: a) Have charge of, custody of and be responsible for all funds and securities of the corporation; b) Receive and give receipts for money due and payable to the corporation; c) Deposit all such money in the name of the corporation in such banks or other depositories as shall be selected in accordance with these bylaws; d) Oversee or conduct all financial transactions of the corporation; e) Prepare or assist in the preparation of required state and federal reports with regard to income and disbursements and activities of the corporation; and f) Perform or oversee all the duties incident to the office of treasurer and such other duties as may be assigned by the president or the Board of Directors from time to time.

Section 9. Chair. The Board may elect a chair to preside at meetings of the Board, and if so elected the chair may remain neutral on issues before the Board so far as possible, and may abstain from voting on resolutions before the Board unless his or her vote will determine whether the resolution passes.

Section 10. Executive Director and Staff. The Board may, as finances permit, appoint or employ an executive director, establish duties, fix salaries, and set personnel standards and policies to be adhered to by all staff. The executive director shall attend all regular and special meetings of the Board of Directors when reasonably possible, and shall give verbal or written reports at Board meetings as requested by the Board. The executive director shall have the power, subject to the rules and regulations set by the Board of Directors and by law, to appoint or employ, terminate, fix duties and salaries, establish standards, and evaluate employees of the corporation.

The Board may authorize the Executive Director to sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated to some other officer or agent by the Board of Directors, by these bylaws or by statute.

## ARTICLE V. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees by a resolution of the Board. Such resolutions shall name the committee and the purpose of the committee, shall state whether it is a "Board" committee or a "Non-Board" committee, shall state what powers, authority and duties have been delegated to the committee, and shall state how the chair of the committee and how the members of the committee shall be appointed or elected, and what procedures, if any, the committee shall use in carrying out its work.

A. The Board may establish "Board" committees, to which are delegated part or all of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or to make other decisions for the corporation. Such committees shall be established by resolution by a majority vote of all directors then in office. Board Committees shall consist of two or more directors, and shall not have any members who are not Directors.

B. The Board may establish "Non-Board" committees, including Working Committees or Advisory Committees, which do not have any part of the power or authority of the Board to authorize expenditures, adopt budgets, set policy, establish programs or to make decisions for the corporation. Such committees shall be established by resolution, by a majority vote of the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

C. The Board of Directors shall always have the power to amend, alter or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

Section 2. Members. The Board shall appoint the members of every Board Committee and of any Advisory Committees. The members of other committees may be appointed by the Board, or if the Board wishes it may delegate that power to the President, the Chair of that committee, or to the initial members of a committee, and the Board may elect to approve, disapprove or alter the appointment of members of the "Non Board" committees. The term of office of a member of a committee shall continue as such until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 3. Chair. One member of each committee shall be selected or appointed chair by the Board, or if the Board wishes it may delegate that power to the President, or by the members of the committee, subject to later confirmation by the Board.

Section 4. Committee Procedures. Each Board Committee may adopt procedures for its own governance not inconsistent with these bylaws or with resolutions adopted by the Board of Directors. Unless otherwise specified, Board Committee meetings shall operate with the same quorum and voting requirements as the full Board. If any formal decision or resolutions are voted on at its committee meeting then the votes and resolutions so adopted shall be recorded in the form of corporate minutes and shall be recorded and filed with the secretary.

Section 5. Powers. The Board of Directors shall specify the powers and mission of each Board Committee by written resolution at the time the committee is created or thereafter. Each committee shall have and exercise the authority equivalent to the Board of Directors in the management of the corporation to the extent specified in the written resolution creating the committee, in the Articles of Incorporation and in the bylaws of CRCTV. However, such

committees may not: a) Have the authority to amend or alter the Articles of Incorporation or bylaws; b) Elect, appoint or remove any director from a committee or from the Board of Directors; c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; d) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or e) Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 6. Executive Committee. An Executive Committee of the Board may be established by a resolution of the Board, and authorized to exercise the full authority of the Board so far as is allowed by law and the Articles and bylaws of this corporation. The Executive Committee shall comply with the provisions of the Bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be in the form of written resolutions which shall be submitted to the full Board. Any director may be a member of the Executive Committee. The Board may at any time pass a resolution modifying or revoking the authority of the Executive Committee, or changing the persons serving on the Executive Committee, or increasing or decreasing the number of persons who serve on the Executive Committee. There shall be no less than three persons on the Executive Committee.

Section 7. Advisory Committees. Advisory committees not having or exercising the authority of the Board of Directors in the management of the corporation may be created. The Board of Directors shall determine how members of these committees are appointed and removed. The advisory committees need not have any directors as members.

Section 8. Limitation on Powers. No committee may authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or may adopt, amend, or repeal the Articles, bylaws or any resolution of the Board of Directors.

#### ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Conflict of Interest. Directors shall declare the existence of any direct or indirect conflict of interest, financial or otherwise, disclose its nature on the record, and abstain from voting on that matter. A conflict of interest is always present when a vote concerns a director's personal financial interests or those of his or her family. Directors and officers of the corporation may enter into transactions or contracts with the corporation, subject to the limitations of law, the Articles of Incorporation and these bylaws regarding such dealings. All transactions of the corporation involving the personal financial interests of directors, officers or employees shall adhere to standard business practices without special considerations, special compensation, or special benefit to any person as a result of the corporate role of a director, officer or employee.

Section 2. Compensation of Officers and Directors. The corporation may pay compensation to its officers, directors or employees, so long as no member of the Board of Directors shall receive any compensation for fulfilling the responsibilities of a director. The Board may pay directors reimbursement for expenses incurred in the course of fulfilling their responsibilities. Directors may serve concurrently as officers, employees or independent contractors of the corporation and may be compensated for work in that capacity.

Section 3. Tax Year. The tax year of the corporation shall be the calendar year.

Section 4. Corporate Records. The corporation shall make and keep up-to-date two sets of complete books and records of the minutes of all meetings of the Board and authorized committees. One set of records shall be designated the "archive records" and kept in a safe, secure location. The other set of records shall be kept in the corporation's principal office and shall be available for inspection and use.

Section 5. Contracts. The Board of Directors may authorize any officer or manager as agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.


#### ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The Board of Directors shall have power to make, alter, amend or repeal the Articles of Incorporation or the Bylaws, by an 80% vote of the directors then in office. However, only the voting members may adopt an amendment which removes or reduces the rights or powers of the voting members. Such amendments must be made by an 80% vote of all the voting members present at a properly called membership meeting. Proper written notice must be given in advance including either a copy or summary of the proposed amendments.

#### CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Coalition to Rebuild Community Television, as duly adopted by the Board of Directors on the 15<sup>th</sup> day of November, 1997.

Signed this 8<sup>th</sup> day of December, 1997.

  
Secretary of Coalition to Rebuild Community Television