

Bylaws

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The Bylaws of Carroll McKenney Foundation for Public Media, Inc., have been adopted by the Board of Trustees.

**BY-LAWS OF
CARROLL MCKENNEY FOUNDATION FOR PUBLIC MEDIA, INC.**

TABLE OF CONTENTS

ARTICLE I - NAME

- 1.1 Name

ARTICLE II - OFFICES

- 2.1 Registered Office
- 2.2 Other Offices

ARTICLE III - SEAL

- 3.1 Seal

ARTICLE IV - FISCAL YEAR

- 4.1 Fiscal Year

ARTICLE V - MEMBERSHIP

- 5.1 Eligibility
- 5.2 Dues
- 5.3 Voting Rights of Members
- 5.4 Transfer of Membership
- 5.5 Termination of Membership

ARTICLE VI - MEETINGS OF MEMBERS

- 6.1 Annual and Special Meetings
- 6.2 Place and Notice of Meetings
- 6.3 Quorum and Chairmanship
- 6.4 Liabilities of Members

ARTICLE VII - BOARD OF TRUSTEES

- 7.1 Powers and Duties of the Board
- 7.2 Liability of Trustees
- 7.3 Delegation
- 7.4 Size
- 7.5 Election to the Board
- 7.6 Representation
- 7.7 Composition
- 7.8 Ethics
- 7.9 Trustee Prerequisites
- 7.10 Terms of Service
- 7.11 Length of Term
- 7.12 Reelection of *Former* Trustees

- 7.13 Trustees Serving Under Special Designations
- 7.14 Meetings of the Board of Trustees
- 7.15 Open Meetings
- 7.16 Notice of Meetings
- 7.17 Organization of Trustees' Meetings
- 7.18 Quorum
- 7.19 Board Action Without a Meeting
- 7.20 Voting Rights - Proxies Prohibited
- 7.21 Presumption of Assent
- 7.22 Removal of Trustees
- 7.23 Vacancies on the Board
- 7.24 Resignation
- 7.25 Compensation
- 7.26 Agenda
- 7.27 Emeritus Trustees

ARTICLE VIII - OFFICERS

- 8.1 Officers
- 8.2 Election and Term of Office
- 8.3 Removal
- 8.4 Resignation
- 8.5 Compensation
- 8.6 Vacancies
- 8.7 The Chair
- 8.8 The Vice Chair
- 8.9 The President and Chief Executive Officer
- 8.10 The Secretary
- 8.11 The Treasurer

ARTICLE IX - EXECUTIVE COMMITTEE

- 9.1 Delegation
- 9.2 Organization
- 9.3 Composition
- 9.4 Quorum
- 9.5 Voting Rights - Proxies Prohibited
- 9.6 Powers and Duties
- 9.7 Meetings

ARTICLE X - TRUSTEE COMMITTEES AND ADVISORY BOARDS

- 10.1 Necessity
- 10.2 Trustee Committees
- 10.3 Audit Committee

ARTICLE XI - CONTRACTS, DRAFTS, BANK ACCOUNTS, ETC.

- 11.1 Contracts and Appointments of Agents
- 11.2 Loans
- 11.3 Checks, Drafts, Etc.
- 11.4 Deposits and Accounts

ARTICLE XII - ANNUAL AUDIT

12.1 Annual Audit

ARTICLE XIII - AMENDMENTS

13.1 Amendments

ARTICLE XIV - INDEMNIFICATION

14.1 Indemnification

ARTICLE XV - MISCELLANEOUS PROVISIONS

15.1 Rules of Order

15.2 Rules

15.3 Dissolution of Corporation

**RESTATED AND AMENDED BY-LAWS OF
CARROLL MCKENNEY FOUNDATION FOR PUBLIC MEDIA, INC.**

ARTICLE I

NAME

Section 1.1 Name. The Corporation shall be known as CARROLL MCKENNEY FOUNDATION FOR PUBLIC MEDIA, INC.

ARTICLE II

OFFICES

Section 2.1 Registered Office. The Corporation shall maintain a registered office at 652 Forest Cove, in the County of Seminole, State of Florida, or such other location as may be determined from time to time by the Board of Trustees.

Section 2.2 Other Offices. The Corporation may also have offices at such other places, either within or without the County of Seminole, as the business of the Corporation may require.

ARTICLE III

SEAL

Section 3.1 Seal. The Corporation shall have a corporate seal, which shall be in the form adopted by the Board of Trustees. The seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

ARTICLE IV

FISCAL YEAR

Section 4.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Trustees.

ARTICLE V

MEMBERSHIP

Section 5.1 Eligibility. Membership in this corporation shall consist of any individual, family, organization, corporation, or foundation making to the Corporation an unrestricted contribution on an annual basis. The contribution shall be potentially renewable. As such, program grantors, sponsors, and capital campaign contributors shall not qualify as members.

Section 5.2 Dues. The President and Chief Executive Officer shall classify memberships in this Corporation and shall prescribe the amount of dues if any for each class of membership. The Corporation shall only refund membership contributions in those cases where the Corporation has approved a cancellation of the membership or it is determined that the contribution was paid in error.

Section 5.3 Voting Rights of Members. Members of this Corporation shall have no voting rights.

Section 5.4 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 5.5 Termination of Membership. Membership in this Corporation shall cease and terminate upon the expiration of the period of membership by a member who, having made an unrestricted annual contribution, fails to renew that contribution within the Corporation's annual renewal cycle.

ARTICLE VI

MEETINGS OF MEMBERS

Section 6.1 Annual and Special Meetings. The annual meeting of the members of this Corporation shall be held at such time and place and on such date as the Board of Trustees shall determine; provided, however, such date must be within the first, second or third month of each calendar year of the Corporation, and not more than 14 months shall elapse between each such annual meeting.

The meetings shall be held for the consideration of reports and for the Corporation to provide information regarding activities of the members (if any).

Special meetings of the members may be held upon the call of the Board of Trustees.

Section 6.2 Place and Notice of Meetings. Annual and special meetings shall be held in such location or locations as shall be determined by the President and Chief Executive Officer or Board of Trustees.

Notice of members' meetings shall state the place, day, and hour of the meeting (and in the case of a special meeting, the purpose or purposes for which called) and shall be delivered to all members not less than ten (10) days before the date of the meeting. The Corporation may elect to place the meeting notice prominently on the Corporation's Web site.

Section 6.3 Quorum and Chairmanship. No quorum is required for a meeting of the members.

Membership meetings shall be presided over by the Chair of the Board of Trustees or, in the absence of the Chair, by the Vice Chair of the Board of Trustees, or such other Trustee as the Chair of the Board of Trustees or, in the absence of the Chair, the Vice Chair of the Board of Trustees designates.

Section 6.4 Liabilities of Members. No person or organization who is now, or who later becomes, a member of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Corporation shall, to the extent allowable under law, look only to the assets of the Corporation for payment.

ARTICLE VII

BOARD OF TRUSTEES

Section 7.1 Powers and Duties of the Board. The Board of Trustees shall have general charge and direction of the property and affairs of the Corporation subject to such restrictions as may be imposed by law, by the Articles of Incorporation, or by these By-Laws, including, but not limited by the following:

- a. Making rules and regulations relating to the affairs of the Corporation;
- b. Fixing the fiscal year for this Corporation, and annually adopting a budget of income and expenditures for such fiscal year;
- c. Making appropriations from the funds of the Corporation and entering into contracts in its behalf;
- d. Approving the purchase or sale or the lease or the rent of real or personal property in excess of \$10,000. In cases where there is no clear donative intent or application, approving the resale of any corporate physical assets in excess of \$10,000;
- e. Electing and removing the staff officers of the Corporation;
- f. Filling vacancies for unexpired terms of officers and members of the Board of Trustees;
- g. Appointing committees on a permanent or ad hoc basis as it desires;
- h. Employment of such staff officers and employees, as the Board may deem proper and necessary, for such terms and upon such conditions as the Board may determine;
- i. Setting programming related policy, mission, and direction;

- j. Recruiting, electing, orienting and retiring its Trustees;
- k. Evaluating itself;
- l. Assessing corporation performance;
- m. Receiving reports from other groups and acting on them as needed;
- n. Interpreting and representing the community to the Corporation and vice versa;
- o. Generally doing and performing every act whatsoever that a Board of Trustees or governing body of a corporation may legally do and perform;
- p. Delegating any of its functions as it sees fit;
- q. Possessing final legal and policy authority over its actions and those of its several committees.

A Trustee shall discharge such Trustee's duties as a Trustee, including such Trustee's duties as a member of any committee of the Board of Trustees on which such Trustee may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such Trustee reasonably believes to be in the best interests of the Corporation.

In performing such Trustee's duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters the Trustee reasonably believes are in such person's professional or expert competence; or
- (c) a committee of the Board of Trustees of which such Trustee is not a member if the Trustee reasonably believes such committee merits confidence.

A Trustee shall not be deemed to be acting in good faith if such Trustee has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A Trustee shall not be liable for any action taken as a Trustee, or any failure to take any action, if such Trustee has performed the duties of such Trustee's office in compliance with the provisions of this Section.

Section 7.2. Liability of Trustees. The Trustees of this Corporation shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or Trustee, or for the debts, liabilities, or other obligations of this Corporation unless:

- (a) The Trustee breached or failed to perform such Trustee's duties as a Trustee; and
- (b) The Trustee's breach of, or failure to perform, such Trustee's duties constitutes:
 - (1) A violation of the criminal law, unless the Trustee had reasonable cause to believe such Trustee's conduct was lawful or had no reasonable cause to believe such Trustee's conduct was unlawful;

(2) A transaction from which the Trustee derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

Section 7.3 Delegation. The general guidance, direction, and control of the Corporation and its activities may be delegated by the Board to an Executive Committee of the Board which shall be responsible for the affairs of the Corporation in the interim between the meetings of the Board.

Section 7.4 Size. The size of the Board shall be no more than twenty (20) nor less than three (3), unless changed in the manner hereinafter set forth.

The membership of the Board of Trustees may be increased or decreased by an affirmative vote of two-thirds of the Trustees present at any meeting of the Board wherein a quorum is present. The minimum number of Board members shall conform to state law.

Notice of any such proposed action shall be included in the call and notice of the meeting.

Section 7.5 Election to the Board. The Trustees will initially be selected on a staggered basis so that the expiration date of those members of the Board will be one-third each year.

The then Board of Trustees shall elect new members of the Board at the annual meeting and will remain in office until the successor members have been qualified and elected. Trustees shall initially serve a one (1) year term and may thereafter be re-elected for multi-year service in accordance with Section 7.11 of these By-Laws.

Section 7.6 Representation. The Board, when viewed as a whole, shall represent, as nearly as practical, socio-economic elements of the community while providing a balance of leadership ability, ethnic groups and gender.

Section 7.7 Composition. The Board of Trustees shall be composed of the following officers of the Corporation--Chair of the Board of Trustees, Vice Chair of the Board of Trustees, the Chief Executive Officer who shall also hold the office of President, the Treasurer, the Secretary and up to fifteen (15) other individuals.

Section 7.8 Ethics. No Trustee or officer shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person, corporation, association, or other entity which has, or is seeking, a contractual donative, employment, financial or other beneficial relationship with the Corporation, which relationship may be substantially affected by that Trustee's or officer's performance of his duties to the Corporation.

While it is recognized that Trustees elected to the Board of Trustees are to be representative of such fields as education, business, cultural, and civic affairs and the arts (including media), no Trustee may knowingly:

- a) Have a direct or indirect financial interest, or engage in any employment or activities, which conflict substantially, or have the appearance of conflicting substantially, with his corporate responsibilities or duties without
1. previously having informed the Board of Trustees of his interest or position which would be affected by a matter under consideration by the Board;
 2. previously having informed the Board of Trustees of any significant facts known to him indicating that a transaction to be approved or policy to be adopted by the Board may not be in the best interests of the Corporation; and
 3. disqualifying himself from a vote affecting his interest or position if the Board of Trustees determines that a substantial conflict exists.
- b) Engage, directly or indirectly, in financial, business, trade or professional transactions as a result of, or in primary reliance upon, information obtained through his service on or the discharge of his corporate responsibilities for the Board of Trustees.

Trustees shall comply with the Corporation's Ethics Policy as published and approved by the Board of Trustees.

Section 7.9 Trustee Prerequisites. A Trustee shall exhibit the following prerequisites in order to maintain status as a Trustee or to be considered as a candidate for election to the Board of Trustees:

- A natural person who is eighteen (18) years of age or older but need not be a resident of the state of Florida.
- Possess an abiding interest in advancing public awareness and discussion surrounding community issues.
- Have an expressed affinity for public media and its worth and potential in a community.
- Believe in the mission of the corporation and help establish its place in the electronic public media of Central Florida and beyond.
- Personally hold and reflect a strong measure of social and civic integrity, experience, and inclusiveness.
- Support, on an annual basis, the fund-raising benefits of the corporation by being or becoming a personal member of the corporation at a minimum level of \$100.
- Disclose any conflict of interest.
- Be reasonably available – in a manner suitable to your professional, civic and personal standing and disposition – to advocate for the corporation's mission and goals.
- Be willing to attend corporation board meetings (3-4) per year, as well as being accessible between meetings by e-mail and telephone to offer and respond to issues in which the corporation will seek advice.

Section 7.10 Terms of Service. A Trustee shall serve as such a maximum of six (6) consecutive years whereupon, absent special conditions, mandatory retirement must occur.

Section 7.11 Length of Term. A *new* Trustee, defined as an individual duly elected by the Board on or after January 8, 2010, shall initially serve a term of three (3) years in length. Any *new* Trustee may be eligible, if willing, nominated and elected, to serve one (1) additional term of up to three (3) consecutive years to begin immediately upon the conclusion of the prior term. Such total years of service shall not exceed six (6) consecutive years, absent special conditions.

Section 7.12 Reelection of Former Trustees. An individual who has formerly served as a Trustee on the Board may be considered for nomination and stand for reelection to the Board provided that former Trustee retired in good standing, has not been a Trustee for twelve (12) or more consecutive months, and has the recommendation of the Board's Nominating Committee.

Section 7.13 Trustees Serving Under Special Designations.

Inaugural Trustees. A Trustee shall be designated and serve as an *inaugural* Trustee if duly elected between January 8, 2008 and January 7, 2010. *Inaugural* Trustees shall serve such terms as may be established and approved by the Board as required herein provided inaugural Trustees' term of service shall initially expire at approximately one-third (1/3rd) per year of the then *inaugural* Trustees. Absent special conditions, such an expiration pattern shall result in no *inaugural* Trustee serving beyond the annual Board meeting in 2016.

Founding Trustees. A Trustee shall be designated and serve as a *founding* Trustee if holding the legal status as an incorporating member of the Board of the Corporation on record on the date the Corporation was incorporated, January 7, 2008. *Founding* Trustees shall serve such terms as may be established and approved by the Board as set forth herein. A *founding* Trustee's initial term of service shall expire at the annual Board meeting in 2017. A *founding* Trustee may continue to serve as a Trustee with full voice and vote provided each *founding* Trustee:

- A. Is willing and desirous of serving, and
- B. Is willing to continue to contribute a substantially meaningful role in the immediate advancement of CMF, such role not anticipated to be filled by another Trustee or staff member of equal or greater competency and perceived standing, and
- C. Receives a vote of confidence from the Board to continue as a Trustee. Such vote to first occur in 2016 prior to the nominations for Trustees to serve in 2017, and every three (3) years thereafter. In any formal discussion and vote by the Nominating Committee and/or the Board on the "confidence" issue, any *founding* Trustee present at such meeting may first be heard if requested and then excused while deliberations and votes are cast.
- D. A *founding* Trustee may, if circumstance and performance warrant, on the occasion of their retirement from board service, be vested with the title of "trustee emeritus" and be invited and allowed to attend all CMF board meetings without vote nor with voice unless called upon to address the board.

Appointed Trustees. An individual may be nominated and elected to serve as a Trustee in an *appointed* capacity by virtue of a specific standing that individual maintains that meets the

definition of such standing as set from time to time by the Board. An *appointed* Trustee may continue to serve as a Trustee with full voice and vote provided that *appointed* Trustee:

- E. Is willing and desirous of serving, and
- F. Is willing to contribute a substantially meaningful role in the immediate advancement of CMF

Section 7.14 Meetings of the Board of Trustees. The Board shall meet a minimum of three (3) times per year or as otherwise designated by the Board at such place, date, and hour as may be fixed at the last preceding meeting of the Board of Trustees and if not so fixed, as fixed by the Chair, or if the Chair is absent, by the Vice Chair or any three (3) Trustees except that the annual meeting shall be at the same place and immediately following the meeting of the membership. A meeting of the Board may be held either within or without the State of Florida at such place or places as the Board of Trustees may from time to time by resolution designate; provided, however, that the annual meeting following the annual meeting of the members shall be held in that same place.

Section 7.15 Open Meetings. The Board, any standing or Ad Hoc committee of the Board, shall hold open meetings preceded by reasonable notice to the public. All persons shall be permitted to attend any meeting of the Board, or of any such committee or body of the Board, and no person shall be required, as a condition to attendance at any such meeting, to register such person's name or to provide any other information. Nothing contained in this section shall be construed to prevent the Board, any committee, or body from holding closed sessions to consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interest of any such organization. If any such meeting is closed pursuant to the provisions of this section, the Chief Executive Officer shall thereafter and within a reasonable period of time make available to the public a written statement containing an explanation of the reasons for closing the meeting.

Section 7.16 Notice of Meetings. Five (5) days' notice of meetings shall be given to each member of the Board of Trustees prior to each meeting. Special meetings of the Board may be called by the Chair of the Board or a majority of the Board of Trustees at any time. Not less than one (1) day's notice of such meetings shall be given stating the matters to be taken up at such special meetings.

Each notice shall specify the place, the date, and the hour of the meeting; and in the case of special meetings, the general nature of the business to be transacted thereat. Notice may be given to any Trustee personally, by electronic mail, by standard mail, or by telephone.

Notice shall be given by the President and Chief Executive Officer or the Secretary; or if they are absent, by any Trustee.

Section 7.17 Organization of Trustees' Meetings. At all meetings of the Board of Trustees, the Chair of the Board, or in the absence of the Chair, the Vice Chair, or in the absence of either a Trustee chosen by a majority of those Trustees present, shall act as Chair of such meetings and preside thereat.

Section 7.18 Quorum. The presence of a simple majority (51%) of the current number of voting members of the Board of Trustees shall constitute a quorum for the transaction of business. No action shall be taken without the approval of a majority of those present.

Section 7.19 Board Action Without a Meeting. Any action which, under law, may be taken at a meeting of the Board of Trustees may be taken without a meeting if authorized by written approval, signed by all of the Trustees, and filed with the Secretary of the Corporation.

Section 7.20 Voting Rights - Proxies Prohibited. Each Trustee shall be entitled to one vote. No Trustee may vote by proxy.

Section 7.21. Presumption of Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees where corporate action is taken is deemed to have assented to the action taken at such meeting unless such Trustee objects at the beginning of the meeting (or promptly upon such Trustee's arrival) to holding such meeting or transacting specified business at such meeting or such Trustee votes against or abstains from the action taken.

Section 7.22. Removal of Trustees. At a meeting of the Trustees called expressly for the purpose of removing one or more Trustee, any Trustee may be removed, with or without cause, by a vote of a majority of the Board of Trustees.

Section 7.23 Vacancies on the Board. Upon the death, removal, or resignation of any member of the Board of Trustees, including a vacancy created by reason of an increase in the number of Trustees, the Board by majority vote of the remaining Board though less than a quorum of the Board, may elect individuals to membership on the Board to fill the vacancy. A Trustee elected to fill a vacancy shall hold office only until the next election of Trustees.

Section 7.24 Resignation. Any Trustee may resign at any time by giving written notice to the Chair of the Board, or the President and Chief Executive Officer or to the Board of Trustees. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 7.25 Compensation. Trustees, in their capacities as such, shall receive no compensation for their services, but nothing herein contained shall be construed to preclude any Trustee from receiving compensation for services rendered to the Corporation in any other capacity or to be reimbursed for reasonable transportation and per diem expenses in connection with approved travel or conference attendance.

Section 7.26 Agenda. The formal agenda of each business meeting of the Board shall be prepared by the President and Chief Executive Officer. The Chair, or any three (3) Trustees may request an additional item(s) placed on the agenda. The agenda shall be made available at the start of each business meeting.

Section 7.27 Emeritus Trustees. As a special honor, a Trustee on their retirement as a Trustee, after serving in an exceptionally meritorious manner, may be designated by vote of the Board as an Emeritus Trustee and be invited and allowed to attend all Board meetings without vote nor with voice unless called upon by the Board to address the Board

ARTICLE VIII

OFFICERS

Section 8.1 Officers

The officers of the Corporation shall be the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the President and Chief Executive Officer, the Treasurer, and the Secretary.

Section 8.2 Election and Term of Office. The officers of the Corporation shall be elected from among the Trustees. Except as otherwise provided in these By-Laws, each officer shall hold office until his or her successor shall have been chosen, or until his or her death, resignation, or removal in the manner hereinafter specified.

Section 8.3 Removal. Any officer may be removed at any time by the affirmative vote of two-thirds of the Board of Trustees, provided that an officer may not be so removed unless and until that officer has been served in advance with a written copy of the charges against him and be given an opportunity to be heard thereon.

Section 8.4 Resignation. Any officer elected by the Board may resign at any time by giving written notice of his resignation to the President and Chief Executive Officer, or to the Board of Trustees. Any such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective.

Section 8.5 Compensation. The officers of the Corporation shall receive no compensation for their services as such.

Section 8.6 Vacancies. A vacancy in an elected office because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Trustees at any regular or special meeting thereof.

Section 8.7 The Chair. The Chair of the Board of Trustees shall be elected at each annual meeting of the Board by a vote of the majority of the Board of Trustees present, a quorum having been established, and shall serve in such capacity at the pleasure of the Board. The Chair shall, if present, preside at all meetings of the members and at all meetings of the Board of Trustees. The Chair shall perform such other duties as from time to time may be assigned by the Board of Trustees.

The Chair shall be a voting member of the Board's Executive Committee. The Chair shall be an ex-officio member of all other Committees but shall have no vote except in the case of a tie.

Section 8.8 The Vice Chair. The Vice Chair of the Board in the absence of the Chair of the Board shall in all respects act in the stead of the Chair of the Board during such absence.

Section 8.9 The President and Chief Executive Officer. The President and Chief Executive Officer of the Corporation shall have, subject to the direction and control of the Board of Trustees, general and active supervision over the business and affairs of the Corporation.

The President and Chief Executive Officer shall appoint and discharge employees of the Corporation, assign them appropriate titles, duties, and fix their compensation, sign contracts and

agreements in the name of and on behalf of the Corporation, and shall perform all acts which a President and Chief Executive Officer of a non-profit corporation is contracted, authorized or required by law to do or perform.

The President and Chief Executive Officer shall be a voting member of the Board of Trustees and shall be entitled to attend and participate fully in all meetings of the Board of Trustees and shall be entitled to a voice at meetings of the Board. He shall be a member of the Board's Executive Committee with vote and voice. He shall be a member of all other Committees of the Board, with the right to vote and voice.

If for any reason he shall cease to hold the office of Chief Executive Officer, he shall also cease to be a Trustee.

Section 8.10 The Secretary. The Secretary shall record or cause to be recorded in books provided for that purpose all the proceedings of the meetings of the Corporation, including those of the Members, the Board of Trustees, and all Committees of which a Secretary shall not have been appointed, shall see that all notices are duly given in accordance with the provisions of these By-Laws; and as required by law, shall see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; keep the Seal of the Corporation to be affixed to any instrument requiring the same; and in general shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to the Secretary by the Board of Trustees, the Chairman, or the President and Chief Executive Officer.

Section 8.11 The Treasurer. The Treasurer shall cause all funds coming into the Corporation to be deposited in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Trustees and shall keep records of accounts of all receipts and disbursements, taking proper vouchers for such disbursements and shall render to the members of the Board of Trustees an account of all such receipts and disbursements and the financial condition of the Corporation at the request of the Board.

ARTICLE IX

EXECUTIVE COMMITTEE

Section 9.1 Delegation. The Board of Trustees shall recognize the need for an Executive Committee. It may delegate to the Executive Committee the authority of the Board of Trustees in the management of the property, affairs and business of, and in establishing the policies of the Corporation, and authorize the Seal of the Corporation to be affixed to all papers which require it. This delegation of authority shall not operate to release the Board of Trustees or any individual Trustee of any responsibility imposed upon it or him by law.

Section 9.2 Organization. The Chair of the Board of Trustees or, in the absence of the Chair, the Vice Chair shall act as the Chair of the Executive Committee or in the absence of both of them, the remaining Executive Committee members may elect a Chair of the meeting.

Section 9.3 Composition. The Executive Committee shall be composed of the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the President and Chief Executive Officer,

the Treasurer, the Secretary, and two (2) at large members selected from among the current Trustees

Section 9.4 Quorum. A majority of the voting members of the Committee shall constitute a quorum.

Section 9.5 Voting Rights - Proxies Prohibited. Each Executive Committee member, including the President and Chief Executive Officer, shall be entitled to one vote. No member may vote by proxy.

Section 9.6 Powers and Duties. The Executive Committee shall serve as the Trustee Nominating Committee. It shall prepare and recommend a slate of Board officers to serve the Corporation in the subsequent Board year of the report. The Executive Committee shall also prepare and recommend a slate of new Trustees and their term of office to fill vacancies due to term expiration. The Executive Committee may also recommend reappointing current Trustees whose terms expire.

Section 9.7 Meetings. The Executive Committee shall meet upon the call of the Chair of the Board of Trustees or, in the absence of the Chair, the President and Chief Executive Officer. In those cases where time is of the essence and a quorum cannot be established in person due to irreconcilable schedule conflicts, a meeting may be conducted with partial or total participation via a telephone conference call (or similar communications equipment) provided that a quorum is established and all Executive Committee members participating in the meeting can hear each other at the same time.

ARTICLE X

TRUSTEE COMMITTEES

Section 10.1 Necessity. The Board shall recognize the necessity for Committees, standing or ad hoc, in the ongoing business of the Corporation. The Board may utilize a committee system to deal with matters in greater depth than could be ordinarily done by the Board of Trustees as a group.

Section 10.2 Trustee Committees. The Board of Trustees or the Chair of the Board of Trustees may appoint such Trustee Committees from among the Trustees of the Corporation as it may deem appropriate to perform such functions as it may designate. The Chair of the Board of Trustees shall appoint each Committee chair. Each Trustee Committee shall have at least two members. Each member of such Committee shall continue to be a member of that Committee only at the pleasure of the Board of Trustees. A majority of a Committee shall constitute a quorum thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Meetings of each such Committee shall be called by the President and Chief Executive Officer of the Corporation at the request of the Chair of that Committee. Each such Committee shall render such reports, at such times as the Chair of the Board or Board of Trustees may request.

Section 10.3 Audit Committee. Each year the Chair of the Board shall appoint an Audit Committee. The size of the Audit Committee shall total three (3), two (2) members appointed from the Board of Trustees and one (1) at-large member from the community. The Audit Committee

Chair shall be a Trustee not then serving as an officer. The Audit Committee shall make its report at the Annual Meeting of the Board of Trustees.

ARTICLE XI

CONTRACTS, DRAFTS, BANK ACCOUNTS, ETC.

Section 11.1 Contracts and Appointments of Agents. To the extent specifically authorized by the Board of Trustees or the President and Chief Executive Officer, the Chair, or the President and Chief Executive Officer, may in the name of the Corporation and on its behalf execute and deliver contracts between the Corporation and any individual, Corporation or partnership or other entity.

Section 11.2 Loans. To the extent specifically authorized by the Board of Trustees, any two of the following officers, to wit, the Chair, the President and Chief Executive Officer, the Treasurer, or the Secretary, acting together, may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution or from any firm or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation; but no officers shall, for purposes of giving security for any such loan or advance, mortgage, pledge, hypothecate or transfer any property whatsoever owned or held by the Corporation, except when authorized by a specific current resolution of the Board of Trustees.

Section 11.3 Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, obligations, bills of exchange and insurance certificates shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 11.4 Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Trustees may select, or as may be selected by any officer or officers of the Corporation to whom such power may from time to time be delegated by the Board of Trustees.

ARTICLE XII

ANNUAL AUDIT

Section 12.1 Annual Audit. The accounts of the Corporation shall be audited annually and at such other times as the Board may direct in accordance with generally accepted auditing standards by independent certified public accountants. A summary of the report of such annual audit shall be posted on the Corporation's Web site, and an official copy of the audit maintained for member inspection during regular business hours at the Corporation's registered office.

ARTICLE XIII

AMENDMENTS

Section 13.1 Amendments. The By-Laws of the Corporation shall be made, altered, amended or rescinded by an affirmative vote of two-thirds (2/3) of the members of the Board of Trustees present at any of its regular meetings or at any special meeting called for that purpose provided a quorum, as fixed in the By-Laws, shall be present at such meeting and provided that fifteen (15)

days' advance notice of the proposed changes shall have been sent by the Secretary to all Trustees.

ARTICLE XIV

INDEMNIFICATION

Section 14.1 Indemnification. The Corporation shall indemnify any Trustee or officer, or former Trustee or officer, of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise by reason of he or she being or having been such Trustee or officer, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XV

MISCELLANEOUS PROVISIONS

Section 15.1 Rules of Order. Robert's Rules Of Order shall govern all meetings of the members and Board of Trustees of the Corporation except as otherwise specified in these By-Laws.

Section 15.2 Rules. The Board of Trustees may adopt rules to cover any matters not covered by these By-Laws. Such rules may be adopted, modified, or rescinded by action of a majority of the Board of Trustees.

Section 15.3 Dissolution of Corporation. In the event of the dissolution of this Corporation the assets shall be distributed, to the extent allowable under law, by the Board of Trustees to an organization or organizations devoted to the promotion, development, or presentation of public media and exempt under the provisions of Internal Revenue Code, Section 501(c)(3).

The original bylaws were adopted by the Board on July 6, 2008.
Further amendments were approved by the board on these meeting dates:
Monday, December 1, 2008
Tuesday, February 24, 2009
Thursday, January 7, 2010

Bylaws adopted1-7-10.doc