



## **Newington Community Television, Inc.**

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*Prime Time Newington*

### **BY-LAWS**

*As ratified by the membership on November 20, 2008*

#### **ARTICLE I – NAME AND ADDRESS**

This corporation shall be known as NEWINGTON COMMUNITY TELEVISION, INC. and its address shall be 90 Welles Drive North, Newington, Connecticut 06111, or such other location as its officers or Executive Board may from time to time determine.

#### **ARTICLE II – PURPOSE**

The purposes of this corporation shall be: (a) to facilitate, promote, coordinate, produce, and assist in the production of public, educational and government access programming of benefit or interest to the residents of Newington and to the residents of other Towns within the cable franchise area; (b) to inform and educate such residents as to the potential communication benefits and services which subscription television can provide through the effective use of public, educational and government access television channels; (c) to provide such residents with training and technical assistance in order to realize the potential of subscription television as a source of noncommercial media communication; (d) to serve as a resource center for information, materials, programming, and equipment necessary to effectively utilize public, educational and government access television channels; (e) to solicit and serve as a receiving, holding and disbursing entity for monies intended to fund local public, educational and government access telecasting; and (f) to participate with all authorized subscription television providers within the cable franchise area which includes the Town of Newington for the purpose of implementing the community access provisions of state and federal law, as amended, and the regulations issued pursuant thereto.

#### **ARTICLE III – MEMBERSHIP**

**Section 1. Eligibility.** Anyone interested in promoting the purposes and objectives of the corporation shall be eligible for membership provided that he/she shall file with the Secretary an application for membership on a form prescribed by the Executive Board and shall comply with the requirements of and be approved by the Executive Board for inclusion in one of the classes of membership hereinafter described. Such approval shall be by a majority vote of the entire Board. For the purpose of the admission of members, the Board may, from time to time, adopt such rules, regulations and procedures as it deems appropriate and anyone aggrieved by its doings may appeal at a meeting of the members.

**Section 2. Classes of Members.** The classes of membership shall be as follows: Active Membership; Emeritus and Honorary Membership; Associate (or Inactive) Membership; and Contact Membership (mailing list).

**Section 3. Active Membership.** To retain the status of Active Membership, a member, during the twelve month period preceding the review referred to in Section 4, shall have attended not less than fifty percent of the Corporation's regular membership meetings, unless excused by the Executive Board for good cause, and shall have satisfied at least one of the following conditions:

- (a) Active participation in at least one of the Corporation's major annual events (i.e. Memorial Day Parade Telethon, Memorial Day Parade videotaping or telecast, NCTV Annual Auction, St. Patrick's Day Parade videotaping or telecast); or
- (b) Active participation in the production of programming aired by NCTV; or
- (c) Professional, technical or administrative service to the Corporation deemed essential by the Executive Board.

**Section 4. Associate Membership.** In April of each year, the Executive Board shall meet to review membership records to be submitted by the Membership Chairman. On the basis of such records, the Board shall develop a list of Active Members in good standing and Associate (or inactive) Members and shall publish such lists in the May newsletter. Anyone aggrieved by the reclassification of his/her membership may appeal to the members.

**Section 5. Emeritus and Honorary Membership.** Any member who has been an Active Member in good standing for a continuous period of not less than ten years or who, in the opinion of the Executive Board, has performed extraordinary and meritorious service on behalf of the Corporation may qualify for Emeritus or Honorary Membership. Emeritus and Honorary Members shall be nominated by the Board and voted upon by the members.

**Section 6. Contact Members and Producers.** In addition to Active, Honorary and Associate Members, the Membership Chairman shall maintain a list of individuals and entities who have indicated their desire to be placed on the NCTV mailing list (Contact Members), as well as individuals and entities who have availed themselves of community access equipment and/or facilities and/or have produced community access programming aired on community access channels operated by NCTV (Producers). Those who appear on the mailing list, other than Active, Honorary and Associate members and Producers, shall be contacted annually to determine whether they wish to remain on such list. Failure to respond shall be construed as a request to be dropped from such list.

**Section 7. Voting and Holding Office.** Only Active Members in good standing and Emeritus Members shall be entitled to vote and hold office. An Active Member, who is a paid employee of the Corporation, shall not be eligible to vote with respect to matters involving finances or employment.

## **ARTICLE IV – OFFICERS AND EXECUTIVE BOARD**

**Section 1. Officers; Election; Term.** The officers of the corporation shall consist of a President, a First Vice President, a Second Vice President, a Treasurer and a Secretary, each of whom shall be elected at the annual meeting and shall serve for a term of one year commencing the first day of July following such election, and until his/her successor is duly elected and qualified.

**Section 2. Duties.** The officers shall have the following duties:

- A. **President.** The President shall call to order and preside over all meetings; appoint all committees and committee chairmen, except as may be otherwise provided; serve as spokesman for the corporation; draft and issue annual reports; sign all contracts and official documents authorized by the membership; and, in the absence of the Treasurer, shall sign checks and withdraw funds as approved by the members.
- B. **First Vice President.** The First Vice President shall assist the President and perform such duties as the President or Executive Board to him/her may from time to time delegate and shall, in the absence of the President, perform his/her duties and functions. In addition, the First Vice President shall act as the Program Coordinator for all projects and activities of the corporation and shall have authority to appoint such assistants as in his/her judgment may be required to effectively exercise this function.
- C. **Second Vice President.** The Second Vice President shall assist the President and First Vice President and perform such duties as they or the Executive Board to him/her may from time to time delegate and shall, in the absence of the President and First Vice President, perform their duties and functions. In addition, the Second Vice President shall be knowledgeable and skilled in the use of video equipment and computers and shall possess such technical expertise as may be required in both the production, editing and airing of television programming and in instructing others in these fields and shall act as Technical Coordinator for all programs produced by the corporation. The Technical Coordinator shall advise the officers and the Executive Board on the purchase, use and maintenance of equipment and on all other technical matters and shall take charge of all technical aspects of any projects or productions undertaken by the corporation. He/she shall maintain an inventory of all technical equipment and shall provide for its safekeeping, maintenance and repair. He/she shall develop standards for the proper use and maintenance of such equipment and establish, or cause to be made available, programs of instruction in the use of such equipment and shall be authorized to appoint such assistants as he/she may deem necessary, provided that any costs or expenses directly relating to the foregoing shall first be approved by the membership.
- D. **Treasurer.** The Treasurer shall prepare and submit an annual budget to the corporation for approval; shall have the care and custody of and be responsible for all funds appropriated or donated to the corporation; shall deposit all such funds in the name of the corporation in such depositories as the Executive Board may from time to time designate; shall sign checks and withdraw funds as approved by the members; shall keep and maintain a complete and accurate

record of all income and expenses; shall submit a current financial report at each regular meeting; and shall prepare and file the annual financial report. In addition, the Treasurer shall have authority to appoint the members of and shall act as chairman of the Finance Committee.

- E. **Secretary.** The Secretary shall keep the minutes of all meetings and records of attendance; prepare and mail out all notices; issue and receive all correspondence; and perform such other duties as may from time to time be delegated by the President or Executive Board.

**Section 3. Executive Board.** The Officers, upon their election, shall appoint a Membership Chairman, a Public Relations Director and a Legal Advisor. These, together with the Officers and the immediate past president, shall constitute the Executive Board. Vacancies in the Board shall be filled by vote of its remaining members until the next annual meeting.

**Section 4. Membership Chairman.** The Membership Chairman shall obtain attendance records from the Secretary and shall maintain membership records reflecting the attendance of each member and each member's participation in the activities of the Corporation. This information shall be made available to the Executive Board for the purpose of maintaining lists of the various classes of members. He/she shall also make recommendations to the Board as to programs designed to attract new members and shall have authority to appoint such assistants as in his/her judgment may be required to effectively exercise these functions.

**Section 5. Public Relations Director.** The Public Relations Director shall prepare and distribute the Corporation's monthly newsletter and shall prepare and publish in the print media such other articles and news releases concerning the Corporation and its activities as he/she may deem appropriate, or as may be directed by the Executive Board. He/she shall have the authority to appoint such assistants as in his/her judgment may be required to effectively exercise these functions.

**Section 6. Legal Advisor.** The Legal Advisor, if possible, shall be a member of the bar authorized to practice law in the State of Connecticut. He shall act as Parliamentarian and the Board shall consult with him on all matters involving questions of law or potential liability.

## ARTICLE V – MEETINGS

**Section 1. Regular Meetings of Members.** The corporation shall hold regular monthly meetings on such dates and at such times and places as may from time to time be designated by the President, or the Executive Board.

**Section 2. Special Meetings.** Special meetings of members may be called by the Executive Board upon a declaration of urgency. The business to be transacted at any such meeting shall be limited to the purposes for which such meeting was called.

**Section 3. Annual Meeting.** The annual meeting shall coincide with the regular monthly meeting held in June of each year. The business to be transacted at the annual meeting shall include the election of officers.

**Section 4. Notices.** The annual and regular meetings shall require not less than seven (7) days written notice to all members setting forth the date, time and place of

such meeting and the business to be transacted. Special meetings may be called upon three (3) days verbal or written notice, provided that the only business to be conducted at such meeting shall be that for which the meeting was called, and provided further that any action adopted at said meeting by a vote of less than a majority of the total membership in good standing may be reopened and set aside at the next regular meeting.

**Section 5. Quorum and Voting.** A total of eight (8) members, Active and/or Emeritus in good standing shall constitute a quorum and each member present shall have one (1) vote, except that the presiding officer may cast an additional vote to break a tie.

## ARTICLE VI – MISCELLANEOUS

**Section 1. Committees etc.** The Executive Board may from time to time establish such other offices, committees and subcommittees as it may deem necessary for the effective discharge of its functions.

**Section 2. Conduct of Meetings.** All meetings shall be conducted in accordance with Roberts Rules of Order which shall control in all matters to which they pertain, except as may be specifically provided herein.

**Section 3. Voluntary Contributions.** The Executive Board may, from time to time, in its discretion establish schedules of voluntary contributions which may be made to the Corporation by members of the various classes for the purpose of deferring the printing and mailing costs of the monthly newsletter. Such contributions shall not be mandatory, nor shall they have any bearing whatsoever upon membership classification or upon the use of facilities or equipment for community access purposes.

**Section 4. Access to Facilities and Equipment.** Because the studio is located in a town-owned facility and contains equipment owned by the Town of Newington, as well as cable television providers, access thereto must be subject to reasonable regulation. The Executive Board shall, from time to time, establish criteria for access to, and the use of, community access equipment and facilities. Such use and access shall be without charge and shall not be conditioned upon membership. Anyone claiming to have been unreasonably denied the use of such facilities and/or equipment may appeal to the members.

**Section 5. Amendment.** These By-laws may be amended at any regular or special meeting of the members by a majority vote of those present, provided that written or e-mail notice of such proposed action shall be given to the members not less than fifteen (15) days prior to such meeting.

**Section 6. Distribution of Assets.** No part of the income or net earnings of the corporation shall be distributable to, or inure to the benefit of, any member of the Executive Board or officer, or to any private individual (except that reasonable compensation may be paid for services rendered to or on behalf of the Corporation), and no member of the Executive Board or officer, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution. No substantial part of the activities of the corporation shall consist of disseminating propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these By-Laws, the corporation

shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Sec. 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or (b) by a corporation, contributions to which are deductible under Sec. 170 (c) (2) of the Internal Revenue Code of 1954, as amended. Upon dissolution of the Corporation any assets remaining after the satisfaction of corporate debts and obligations shall be distributed to such similar non-profit and/or charitable or educational, artistic or theatrical entity as may be determined to be a successor of this Corporation by a majority vote of the members, or, in the absence of such entity, to the Town of Newington.

The Corporation By-Laws were duly adopted at a meeting of the Incorporators of Newington Community Television, Inc. held at 210 Hartford Avenue, Newington, Connecticut on April 28, 1992 and subsequently ratified by the members at a meeting held at 90 Welles Drive North, Newington, Connecticut held on April 29, 1992. The foregoing By-Laws were subsequently amended to the wording above and ratified by the members at a meeting held at 90 Welles Drive North, Newington, Connecticut held on November 20, 2008.

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Michael Rosenkrantz, President