



LAKE CHAMPLAIN ACCESS TELEVISION

BY-LAWS

(October 17, 1996; Reviewed February, 2006)

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Lake Champlain Access Television, a not-for-profit public, education and government access television facility, is committed to serving the needs of our member communities by providing a free forum for the expression and exchange of ideas and information, a link to local government and schools, and a resource for education and training.

ARTICLE I– MEMBERS

Any person who lives, works or attends school in Lake Champlain Access Television’s service area shall be considered a member of the corporation.

ARTICLE II– BOARD OF DIRECTORS

Section 1: Power and Number. The Corporation shall be managed by its Board of Directors. The number of Directors constituting the Board after the first annual meeting of the members shall be nine Directors.

Section 2: Directors to Serve as Volunteers. The Directors shall serve as volunteers without compensation except for reasonable expenses as approved by the Board of Directors.

Section 3: Election and Term of Office. The Board of Directors shall be elected as detailed below and shall be comprised of nine members.

Three Directors shall represent the Public Access component of Lake Champlain Access Television and shall be elected, one each for the towns of Colchester, Georgia and Milton, by the voting members of the Corporation. Elections shall be held upon the expiration of the current Representative’s term or, in the event of a vacant seat, at which time there is a prospective Board member. The process of elections may consist of- but shall not be limited to- online balloting, paper balloting at the LCATV offices and paper balloting by mail upon request to LCATV. Calls for candidates and subsequent elections shall be publicized via local newspapers, the LCATV Community Bulletin Board, the LCATV website and other means deemed necessary by the LCATV Board and staff. Public Access representatives must be residents of the community to which they are elected to serve.

Three Directors shall represent the Educational Access component of Lake Champlain Access Television and shall be appointed, one each, by the School Boards of Colchester, Milton and Georgia.

Three Directors shall represent the Governmental Access component of Lake Champlain Access Television and shall be appointed, one each, by the Select Boards of Colchester, Milton and Georgia.

The Board may, at its discretion, appoint up to three additional non-voting members to terms of one year each in recognition of exemplary service or to avail the Corporation of special abilities and talents. These special appointments shall require a simple majority vote by approval of the elected Board.

The first Board of Directors, as identified in the Articles of Association, shall serve until the first election by the membership. This Board may appoint as many as three additional voting Directors to serve until the first election by the membership. These appointments shall require a simple majority vote of approval by the current Board.

The terms of the Public Access representatives shall be for three years.

The terms of the educational and government Access Representatives shall also be three years. Before the end of an educational or governmental Access Representative's term, Lake Champlain Access Television shall contact the appointing School or Select Board and request— as an agenda item or otherwise— a review of their appointment and their intentions for the next term of service. Lake Champlain Access Television may make recommendations concerning the current Access Representative or a subsequent representative.

All Public Access Representatives elected by the membership shall begin their term of office at the Board of Directors meeting during which ballots are counted and validated or the first regular meeting thereafter.

If, at any election of the Directors by the membership, there is an inadequate number of candidates to fill the seats then open for election, the election of Directors shall be valid and the Board then elected is authorized to act under these same By-laws. That Board may also appoint additional members as provided under Article II, Section 4 of these By-laws.

The LCATV Board of Directors shall conduct an annual reorganization at the first regular meeting of each fiscal year, during which officers for the upcoming year will be determined by a majority of votes of Board of Directors members in attendance.

Section 4: Newly Created Directorships and Vacancies. Newly created Directorships among the Directors for any reason may be filled at any meeting of the Board of Directors by vote of a majority of the Directors then in office, and the Directors so appointed shall serve until the next election at which time the position will be filled in accordance with Section 3 of this Article II. Vacancies among the Directors may be filled as follows:

Public Access Representatives may be appointed at any meeting of the Board of Directors by a vote of a majority of the Directors then in office and the Directors so appointed shall serve until the next election at which time the position shall be filled by majority vote of the membership of the Corporation.

Educational and Governmental Access Representatives must be appointed by the appropriate School Board or Selectboard and will serve a three year term regardless of the remaining length of the vacant term. Upon the creation of a vacancy, Lake Champlain Access Television shall contact the appointing School or Select Board and request— as an agenda item or otherwise— a review of that vacancy and their intentions for the next term of service. Lake Champlain Access Television may make recommendations concerning a new Access Representative.

Section 5: Resignations. Any Director may resign from office at any time by delivering a resignation in writing to the President and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Section 6: Removal. Any Director may be removed, for cause, by a two-thirds majority vote of the entire Board, at any special meeting of the Board called for that purpose.

Section 7: Chairperson. The President of the Board of Directors shall act as a Chairperson of the Board. The President shall preside at all meetings of the Board, be the Chairperson of the Executive Committee, and have such further powers and perform such other duties as the Board may from time to time assign. The Chairperson shall continue to serve in such capacity until the election of his or her successor, or until his or her death, resignation or removal.

Section 8: Meetings. Meetings of the Board may be held at any place within or without the State of Vermont as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. Special meetings of the Board shall be held whenever called by the Board of Directors, the President or upon petition by at least 10 members, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 9: Quorum and Voting. Unless a greater portion is required by Federal or State statute, or by these By-laws, a majority of the seats currently filled on the Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these By-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 10: Action by the Board. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. Additionally, any Board member not present at a meeting of the Board may authorize in writing another Board member to specifically cast a “Yes” or “No” vote on his/her behalf on any item warned for said meeting. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee. Any one or more members of the Board or any Committee thereof may participate in a meeting of the Board or any Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at the meeting.

Section 11: Notice of Meetings. Except as otherwise provided by law or by these By-laws, notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matter upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), prior to the day on which the meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

ARTICLE III– MEMBERS, NOTICES, QUORUM AND MAJORITY

Section 1: Notice of Meeting. Except as otherwise provided by law or by these By-laws, notice of the time and place of each annual or special meeting of the Membership, together with a written agenda stating all matters upon which action is proposed to be taken, shall be distributed to all members. To the extent possible, copies of all documents on which action is proposed to be taken, shall be made available for inspection in the offices of the Corporation at least 48 hours prior to the date of the meeting.

Section 2: Quorum and Voting. Unless a greater portion is required by Federal or State statute, or by these By-laws, a presence of 10 Members shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these By-laws, the vote of a majority of the Members present at the time of the vote, if a quorum is present at such time, shall be the act of the Membership.

ARTICLE IV– OFFICERS, EMPLOYEES AND AGENTS

Section 1: Number and Qualifications. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers, if any, including one or more additional Vice-Presidents, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no person may hold the offices of President and Secretary. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2: Election and Term of Office. The Officers of the Corporation shall be elected for a one year term at the annual meeting of the Board of Directors held immediately following the election of the Directors, and each shall continue in office until his or her successor shall have been elected or appointed, or until his or her death, resignation or removal.

Section 3: Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board of Directors may from time to time determine.

Section 4: Removal. The Executive Director of the Corporation may be removed with cause by a vote of the majority of the entire Board of Directors. The removal of other employees of the Corporation shall be the responsibility of the Executive Director, provided that the Executive Director communicates such removal, and the cause, to the Board of Directors at their next scheduled meeting.

Section 5: Vacancies. In case of a vacancy in the position of the Executive Director, a successor to fill the unexpired portion of the term may be elected by majority vote of the Board of Directors. All other vacancies are to be filled by the Executive Director, provided that the Executive Director shall communicate the filling of such vacancies to the Board of Directors at their next scheduled meeting.

Section 6: President: Powers and Duties. The President shall have general supervision of the affairs of the Corporation and shall keep the Board of Directors fully informed about the activities of the Corporation. The President shall assume the position of Chairperson of the Board and shall perform such duties as required or assigned to that position. He or she has the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 7: Vice President: Powers and Duties. The Vice President(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President(s), in the order designated by the Board of Directors, shall perform the duties of the President.

Section 8: Secretary: Powers and Duties. The Secretary shall keep or cause to be kept the minutes of all meeting of the Board in books to be kept for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9: Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

ARTICLE V– PROHIBITIONS AGAINST CONFLISTS OF INTEREST

Section 1: General Prohibition. Any Officer or director who is seeking to enter a contract or other transaction with, or is seeking a grant from, the Corporation, or who is an Officer or Director of, has a substantial financial interest in, or is otherwise associated with a corporation, firm, association, or other entity seeking to enter a contract or other transaction with, or seeking a grant from, the Corporation: shall disclose to the Board such fact, position, interest, or association; shall not vote on any matter relating to such contract, transaction, or grant; and shall not participate in any discussion with the Board or any member of the Board relating to such contract, transaction, or grant, provided that the Board may request such interested Officer or Director to respond to specific factual questions in connection with such contract, transaction, or grant.

Section 2: Disclosure. No contract, transaction, or grant between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of its Directors or Officers are Directors or Officers of, or have a substantial financial interest in, the Corporation or with which one or more of its Directors or Officers are otherwise associated, shall be either void or voidable for the reason alone, provided that: the material facts as to such Director's or Officer's interest in such contract, transaction, or grant and as to any such common directorship, officership, financial interest, or association are disclosed in good faith to the Board and such interested Officer or Director has complied with Section 1 of this Article V.

Section 3: Voidability. If such good faith disclosure of the material facts as to the Director's or Officer's interest in the contract, transaction, or grant and as to any such common directorship, officership, financial interest, or association is made to the Board, as provided in Section 2 of this Article V, and such interested Director or Officer has complied with Section 1 of this Article V, then the contact, transaction, or grant may not be avoided by the Corporation for the reasons set forth in Section 2 of this Article V. If there was no such disclosure, or if such interested Director or Officer failed to comply with Section 1 of this Article V, the Corporation may avoid the contract, transaction, or grant.

Section 4: Loans. No loans, other than through ordinary deposit of funds in a bank, or through the purchase of bonds, mutual funds or similar obligations, shall be made by the Corporation.

ARTICLE VI– COMMITTEES

Section 1: Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an Executive and other standing Committees. The Committee, once appointed by the Board, may appoint, by a majority vote of the entire Committee, its own chairperson from among the Committee's members. The President of the Board shall be chairperson of the Executive Committee. Each Committee so appointed shall consist of as many members of the Board as the Directors shall designate and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. The filling of vacancies on the Board or on any Committee.
2. The amendment or repeal of the By-laws or the adoption of the new By-laws.
3. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable, provided that all resolutions pertaining to the creation, number of members, or duties of any Committee is not amendable or repealable by any Committee.
4. The fixing of compensation of the Directors for serving on the Board or on any Committee.

Special Committees may be appointed by the President with the consent of the Board and shall have only the powers specially delegated to them by the Board.

ARTICLE VII– BOARD OF ADVISORS

Section 1: Powers. The Board of Directors may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a Committee or Committees. Each such advisor shall hold office during the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.

Section 2: Compensation. No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation as a member of a Board of Advisors or Committee, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VIII– CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1: Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2: Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE IX– OFFICE AND BOOKS

Section 1: Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine, provided that this location is within the service area of Adelpia Cable Communications (*the Lake Champlain Cable Company*).

Section 2: Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these By-laws, and all minutes of the meetings of the Board of Directors.

ARTICLE X– FISCAL YEAR

The fiscal year of the Corporation shall be October 1– September 30, as set forth by the Board of Directors in the Articles of Association.

ARTICLE XI– INDEMNIFICATION

Section 1: Duty of Good Faith. The Directors shall be chargeable only with the exercise of good faith. No Director shall, in the absence of bad faith, be liable to the Corporation for error of judgment.

Section 2: Property Exempt. The private property of any Director or former Director shall be exempt from execution for the liabilities or debts of the Corporation.

Section 3: Indemnification. The Corporation shall, to the extent legally permissible, indemnify and hold harmless any Director or former Director from all liabilities whatsoever to third parties (except liabilities arising from acts in bad faith) incurred by reason of having been a Director or Officer of the Corporation.

Indemnification shall include, without limitation, amounts paid in satisfaction of judgments, in compromise, or as civil or criminal fines or penalties; and costs of legal representation reasonably incurred including attorneys' fees and expenses.

No amount will be paid in settlement, compromise, or by consent, unless approved in advance by a majority of the disinterested members of the Board then in office after the Board has received the written opinion of its legal counsel that the Director appears to have acted in good faith.

Section 4: Indemnification Not Exclusive. The right of indemnification provided in this Article XI shall not be exclusive. It shall not affect any other right to indemnification which Directors or other persons associated with the Corporation may have under contract or the laws of Vermont.

ARTICLE XII– NONDISCRIMINATION

The Corporation shall not discriminate in services, facilities, employment, procurement, or any other manner because of race, national origin, religion, age, color, gender, creed, sexual orientation, marital status, handicap or any other factor unrelated to ability.

ARTICLE XIII– AMENDMENTS

These By-laws may be amended by the affirmative vote of a two-thirds majority of the entire Board at any meeting of the Board of Directors duly called for the purpose of amending these By-laws, providing notice of the proposed amendment has been included in the notice of the meeting. Notice shall be provided at least 15 days before the day on which the meeting to amend these By-laws is to be held.