

**COMMUNITY TELEVISION ASSOCIATION OF MAINE
BY LAWS**

April 2017

CTAM BY LAWS HISTORY

Adopted by founding members on June 14, 1990

And

Amended by unanimous vote of Board of Directors, October 26, 1999

And

Amended by unanimous vote of Board of Directors, July 29, 2008

And

Amended by Tony Vigue, at the direction of the Board on August 16, 2009 to add classes of membership, remove secret ballot requirement at the annual meeting, allow meeting notices to be delivered by e-mail, correct grammar and remove underlines and parenthesis from previous amendments

And

Amended by Tony Vigue at the direction of the Board on April 26, 2010 to change the August 16th 2009 statement of actions, adding 501(c)(1) municipalities, add a new class of non-voting memberships for vendors, clarification of Board Elections, Roberts Rules description change, clarification of amendment procedures, tolls and expense reimbursements.

And

Amended by Tony Vigue at the direction of the Board on July 12, 2011 to add Article 13, Tax Code Requirement and Signature Lines

And

Amended by Brian Knoblock, Secretary, at the direction of the Board on August 21, 2015 – and following adoption by the membership at the 2015 Annual Meeting – to include: Separation of the duties of Treasurer and Secretary into two Board position; Changing dates of the quarterly Board Meeting and having the membership meetings coincide with the Board meetings; adding other sources of revenue that CTAM can accept; Signature Lines.

And

Amended by Brian Knoblock, Secretary, at the direction of the Board, and adopted by the membership at the 2017 Annual Meeting on August 25, 2017
Changes: Reducing the number of annual Board & Membership meetings to two from four and having Membership meetings coincide with Board Meetings; Formally setting the Board/Membership meetings in April and October; Moving the Annual meeting to April from June; Changing meeting notifications to be via e-mail or phone; Allowing the Board to meet via electronic means; Changing the Treasurer's reports to coincide with the April & October meeting schedule.

Article 1: Name and Location

The name of this organization shall be the Community Television Association of Maine (CTAM).

Its business office shall be located in the State of Maine.

Article 2: Purpose

CTAM is a broad-based community television support organization which exists to be a coordinated voice representing the interests of non-profit community television organizations in Maine on a local, state, and national level; to support their efforts to produce and disseminate non-commercial access programming; to serve as an information source and educational advocacy group for community television in the state.

CTAM also facilitates the achievement of common goals among its members.

The association and its assets shall be dedicated to non-profit educational activities defined as tax-exempt under IRS Code, sections 501 (a) and 501 (c) (3).

Article 3: Membership

Any individual or organization involved with community TV in the State of Maine may be a member and be entitled to attend meetings, participate in discussions, and be added to the organization's mailing list to receive notices and correspondence.

Voting membership is designated to representatives of non-profit community television organizations which would qualify under Section 501(c)(3) and 501(c)(1) (municipalities) of the Internal Revenue Code. Each such organization will designate, in writing, an individual to represent its interests on voting matters.

Membership in good standing may be maintained only by payment of all dues and assessments levied by the association. Membership year is July 1, to June 30.

Section A: Classes of Membership:

- a. Voting (for Maine Community Television Organizations.)
- b. Non-Voting (for individuals)
- c. Non-Voting (for other non-profit organizations)
- d. Non-Voting (for Vendors)

Article 4: Board of Directors

The Board of Directors is the governing body of the association. Its responsibilities include developing and proposing an annual budget, overseeing expenditures during the year, and conducting the business of the association with, where appropriate, approval of the membership.

The Board consists of five members. Board members are elected at the regular annual membership meeting and serve for one year. Only voting members in good standing are eligible to serve on the Board. In the event of the death, disability or resignation of a Board member, the remaining Board members shall elect a replacement voting member to serve out the unexpired term.

The newly elected Board takes office at the conclusion of the annual membership meeting, and then meets to select three Board members as officers by vote: a Chairperson, a Secretary and a Treasurer.

The Chairperson moderates all association and Board of Directors meetings, presents the Board's report to the membership and performs other duties designated herein. The Secretary serves as recorder for all association and Board of Directors meetings, mails notices of meetings. The Treasurer maintains financial records of the association and performs other duties designated herein. In the absence of the Chairperson, the Secretary will moderate association meetings and designate a temporary recorder. In the event of the death, disability or resignation of any officer, the Board will meet to elect a Board member to serve out the unexpired term of the officer.

Article 5: Meetings

Section A: Membership Meetings

Membership Meetings shall coincide with the semi-annual Board of Directors meetings. The Annual Meeting of the association's members shall take place in April each year, or as otherwise scheduled by vote of the Board, and shall include a report of the Board on its activities during the preceding year. The Board will propose a plan and budget for the upcoming year to be voted on by the membership. A quorum shall consist of those Voting Members present as long as it includes a majority of the Board of Directors.

All votes may be done by voice, show of hands or ballot, at the discretion of the Chairperson, or as moved and approved by the membership. In Board elections, each member may vote for one or more candidates, up to the number of positions available. Winners will be those with the greatest number of votes. Tie-breaking secret ballots will be used if necessary.

Notice of the Annual and Membership meetings shall be delivered by e-mail at least 15 days in advance of the meeting date

Special Membership Meetings may be called by vote of the Board of Directors. Notice of Special Membership Meetings shall be delivered by e-mail or phone at least five days in advance of the meeting date.

The date and location of membership meetings will be determined by the Board of Directors and will coincide with Board meetings. They shall be conducted in accordance with Robert's Rules of Order.

Section B: Board of Directors Meetings

The Board of Directors shall meet semi-annually, in April and October, or as otherwise set by a vote of the Board. Location of Board meetings will be determined by the Board of Directors and will generally be at a member access center

Notice of semi-annual Board of Directors meetings shall be delivered by e-mail at least fifteen days in advance of the meeting date.

Special Board of Directors meetings may be called by the Chairperson or by a majority of the Board of Directors. Notice of Special Board of Directors meetings may be delivered by e-mail or phone at least 24 hours in advance of the meeting date.

Board Members may participate in any meeting in person or by means of a conference telephone, video conferencing or other similar electronic communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting. All votes shall be done by a show of hands and duly recorded by the Secretary. In the case of electronic meeting participation, a roll-call vote shall be taken and all votes shall be conducted by voice vote and shall be duly recorded by the Secretary.

Article 6: Committees

Standing committees shall be authorized by the Board of Directors for consideration of matters requiring ongoing attention.

Members of Standing Committees and task forces shall be appointed by the Chairperson. The Website Committee shall be a Standing Committee and shall be chaired by the Webmaster.

Task forces may be created by the Board of Directors for performance of particular assignments and shall be dissolved when no longer required.

Article 7: Finances

Funds to support the organization will come from membership dues, sale of publications, workshops and voluntary contributions, advertising, sponsorships, and grants. Membership dues shall be determined by the Board of Directors with the approval of the majority of the members voting at the annual meeting.

Only the Chairperson or Treasurer may expend funds on behalf of the association.

The Treasurer will report twice yearly on the associations finances, at the Board/Membership Meetings in April and October. Members may request review of the association's finances records through the Treasurer at any time.

The association may enter into contracts that are approved by a majority of the Board of Directors. Major contracts in excess of 20% of the total budget must be submitted to membership for ratification. Only the Chairperson may execute such contracts

Financial reports, registrations, annual filings and other documents will be filed as by the Treasurer as required by Federal Government, the IRS, the State of Maine, the Alliance for Community Media and other authorities organizations as required.

Article 8: Amendments to the By-Laws

Amendments shall be proposed in writing by the Board of Directors or by e-mail to the Board of Directors by any voting CTAM member at least fifteen days in advance of the next membership meeting,

Amendments may be adopted by a majority vote of CTAM members present at the next regularly scheduled meeting and shall be recorded by the Secretary.

Articles may be repealed using the same method as stated for amendments.

Article 9: Indemnification

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 10: Dissolution

In the event of dissolution of the association, any monies in the treasury following payment of the association's debts and obligations shall be divided equally among (a) those organizations which qualify as non-profit organizations under 501 (c) (3) of the Internal Revenue Code and are members at the time of dissolution.

Article 11: Mileage & Tolls Reimbursement.

Reimbursement may be provided to Board members or their designee for reasonable mileage and tolls, not to exceed budgeted amount for any calendar year. All requests for re-imbusement must be accompanied by a valid documentation. Mileage will be paid at the current IRS rate.

Article 12: Expense Reimbursement

Reimbursement may be provided for other expenses and must be approved in advance by 2 Board members.

Article 13: Tax Code Requirement

This provision is added as Article 13 to the Bylaws of The Community Television Association of Maine and adopted by a required vote of the members of CTAM on June 28, 2011.

CTAM is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

_____ Signature of Officer	<u>Sally Ann Hebert, Chairperson</u> Print Name and Board Title	_____ Date
_____ Signature of Officer	<u>Brian Knoblock, Secretary</u> Print Name and Board Title	_____ Date