

COMMUNITY TELEVISION ASSOCIATION OF MAINE
BY LAWS

Adopted by founding members on June 14, 1990

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 for (represent) 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 (Act) 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 (limited) to representatives of non-profit community television

organizations which would qualify under Section 501 (C) (3) 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.

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 two Board members as officers by vote : a chairperson and a secretary / 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/ treasurer serves as recorder for all association and Board of Directors meetings, mails notices of meetings, maintains financial records of the association and performs other duties designated herein. In the

absence of the Chairperson, the secretary/treasurer will moderate association meetings and designate a temporary recorder. In the event of the death, disability or resignation of either officer, the Board will meet to elect a Board member to serve out the unexpired terms.

Article 5: Meetings

Section A : Membership Meetings

The annual meeting of the association's members shall take place in June 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 coming year to be voted on by the membership. A quorum shall consist of those voting members present as long as it includes (including) 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, with the exception of voting for Board members, which shall always be by secret ballot. 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 ballots will be used if necessary.

Notice of the annual meeting will be by mail, postmarked at least fifteen days in advance, or by other written notice delivered at least 15 days in advance.

Special membership meetings may be called by vote of the Board of Directors. Notice of special meetings may be by mail or phone, postmarked or delivered, at least five days in advance.

Location of membership meetings will be determined by the Board of Directors. Meetings shall be governed by Robert's Rules of Order.

Section B: Board of Directors Meetings

The Board of Directors shall meet quarterly., in June, September, December and March or as otherwise set by vote of the Board.

All votes shall be done by show of hands.

Notice of regular Board meetings shall be by mail, postmarked or delivered, at least seven days in advance.

Special Board meetings may be called by the chairperson, or by a majority of the Board of Directors. Notice of special meetings may be by mail or phone, postmarked and delivered, at least 24 Hrs. in advance. Location of Board meetings will be determined by the Board of Directors and will generally be at a member access center.

Article 6: Committees

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

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

Members of standing committees and task forces shall be appointed by the Chairperson.

Article 7: Finances

Funds to support the organization will come from membership dues, sale of publications, workshops and voluntary contributions. 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 secretary/treasurer may expend funds on behalf of the association.

The secretary/treasurer will report twice yearly on the association's finances, at the membership meeting in June, and at the Board meeting in December. Members may request review of the association's finances records through the secretary/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 (when proposed by the Board, and approved by the membership.)

Only the Chairperson may execute such contracts.

Article 8: Amendments to the By-Laws

Amendments shall be proposed in writing by the Board of Directors or any individual member at least fifteen days in advance of the next membership meeting.

Amendments may be adopted by a majority vote of members present.

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 (b) those organizations which are members at the time of dissolution.

Article 11: Mileage & Expense Reimbursement.

(Added by unanimous vote of Board of Directors, October 26, 1999

Reimbursement may be provided to Board members or their designee for reasonable mileage and expenses as approved by 2 board members, one of which is not being reimbursed, not to exceed budgeted amount for any calendar year. All requests for re-imbusement must be accompanied by a valid receipt.