

**BYLAWS
OF
WINDSOR COMMUNITY TELEVISION, INC.**

ARTICLE I NAME

The name of this corporation shall be WINDSOR COMMUNITY TELEVISION, INC., a 501(c)(3) non-profit corporation, hereinafter referred to as WIN-TV or the Corporation. It shall maintain its principle office and studio at 599 Matianuck Avenue, Windsor, Connecticut, or at such location within Windsor as the Board of Directors may choose.

ARTICLE II PURPOSE

The purpose of this corporation shall be to facilitate PEG (Public, Education and Government) Access Television, for the town of Windsor Connecticut, in accordance with Federal and State laws, the regulations of the cable television franchise holder, and the regulations of the Connecticut Department of Public Utilities Control (DPUC).

ARTICLE III MEMBERSHIP

Individuals over the age of eighteen (18) who reside in the town of Windsor, Connecticut, and who so desire, are automatically granted membership in WIN-TV, provided that they support the purpose of the Corporation. Proof of residency will be required in order to participate in the Annual Meeting or to initiate any action described in these bylaws. There shall be no fees, dues, or other costs of membership.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Composition.

- (a) The control and management of the affairs and business of WIN-TV shall be vested in a Board of Directors consisting of a fifteen (15) Directors. All Directors must be residents of Windsor, Connecticut.
- (b) Directors shall be elected at the Annual meeting and shall serve for a term of three (3) years. Directors may be re-elected for successive terms.
- (c) At each annual meeting, five (5) Directors shall be elected, along with sufficient Directors to bring the total number of Directors to fifteen (15).

- (d) Vacancies on the Board may be filled for the remainder of the current term of office by a majority vote of the Board of Directors at any Regular or Special meeting.
- (e) The Officers and Directors shall serve without compensation but may be reimbursed for reasonable expenses with Board approval.
- (g) A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. A two-thirds majority vote shall be required for the removal of a Director.

Section 2: Other Directors

- (a) The Board of Directors may appoint such Honorary, Advisory, and Student Directors as it may deem appropriate. Such Directors shall be non-voting and shall not be counted in the determination of a quorum.
- (b) The Windsor Town Council and the Windsor Board of Education shall each have the right to appoint without election one ex-officio member of the Board of Directors who shall be non-voting and whose presence or absence shall not be counted for purposes of a quorum.

ARTICLE V COMMITTEES

Section 1: Executive Committee:

There shall be an Executive Committee consisting of the four officers of WIN-TV and one Director-At-Large elected by a majority vote of the Board of Directors. These Executive Directors shall be residents of the town of Windsor, Connecticut. The President shall serve as Committee Chairperson.

Section 2: Standing Committees:

- a) Fundraising - Shall develop and oversee fundraising activities.
- b) Finance - Shall assist the treasurer in maintaining the financial records, including assistance in preparing necessary reports, and shall prepare a budget for the coming year to be presented for the Board's approval at the first meeting after the Annual Meeting.
- c) Public Relations - Shall promote WIN-TV to increase community involvement and financial support.

- d) Programming - Shall develop new producers, encourage volunteers to produce new programs for WIN-TV, and shall seek new sources of programming. In addition, this committee shall assist staff in preparing schedules, and shall determine the appropriateness for broadcast of programs submitted to WIN-TV.
- e) Nominating - Shall prepare a slate of candidates for election of officers and present this slate to the Directors at the regular October meeting. The Chairperson of this committee shall chair the voting process at the Annual Meeting unless he/she is a candidate for office, in which case a non-candidate will be chosen by majority vote to chair the elections. Additionally, this committee shall accept applications for Directorship at any time, shall maintain such applications on file, and may make recommendations from them in the event of vacancy/ies on the Board of Directors.
- f) Technology – shall prepare recommendations for both short and long term plans to insure continuous capability to provide services as defined in Article II.
- g) Policy Review – shall maintain Bylaws, Policies, and Procedures, and an Employee Handbook in up-to-date condition and propose amendments and changes as needed; shall examine the Policy Manual yearly for relevance and recommend removal or change in outdated policies.

Section 3: Ad Hoc Committees

Other Committees shall be formed as needed by a majority vote of the Board of Directors present and voting at a regular board meeting. The composition of an ad hoc committee and their responsibilities shall be specified at that time.

ARTICLE VI MEETINGS

Section 1: Regular meetings

Regular meetings of the Board of Directors shall be held monthly in the WIN-TV facilities, unless another location is specified in the notice of meeting. Seven days written notice of any regular meeting of the Board of Directors shall be given to the Windsor Town Clerk for the purpose of public posting. This requirement may be met by a single submission of the meeting schedule for the fiscal year, which shall commence on January 1 and end on December 31. Written notice of the time and place of any Regular Meeting must be sent to all Directors at least five (5) calendar days prior to such meeting.

Section 2: Special meetings

Special meetings of the Board of Directors may be held at any time or place upon the call of the President, a majority of the Board of Directors, or a petition signed by a minimum of forty (40) members and presented to the President or Secretary. Written notice of the time, place, and purpose of each Special Meeting, and by whom it was called, must be sent to all Directors at least five (5) calendar days prior to such meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present.

Section 3: Emergency meetings

Emergency meetings of the Executive Committee may be called with no advance warning, provided that all reasonable efforts are made to contact each member of the Executive Committee. Emergency meetings of the entire Board of Directors may be held at any time or place upon the call of the President or a majority of the Board of Directors. Written notice of the time, place, and purpose of any Emergency Board Meeting must be sent to all Directors at least twenty-four (24) hours prior to convening such meeting.

Section 4: Annual meeting

The annual membership meeting shall be held on the second Tuesday in December. The purpose of the Annual meeting will be the election of Directors. Other business may also be conducted at the Annual meeting. The Secretary shall cause legal notice of such Annual Meeting to be published in a newspaper of general circulation in the Town of Windsor, not less than four nor more than six weeks prior to the date of such meeting.

Section 5: Quorum

A majority of current Directors, including at least one elected officer, shall constitute a quorum for any Regular, Special, or Annual Meeting.

Section 6: Written Notice

Either First Class mail or electronic mail (E-Mail) may be used for any and all notices and communications required in these Bylaws.

Section 7: Participation

Directors missing two (2) consecutive meetings or three (3) meetings in a fiscal year without previously notifying an officer shall be advised in writing by the Secretary of their potential dismissal from the Board. Directors missing three (3) consecutive meetings or four (4) meetings in a fiscal year without pre-notification shall be contacted by a letter from the president thanking them for their past service and informing them of their dismissal from the Board of Directors.

Section 8: Proxies

Proxies and absentee ballots will not be accepted.

ARTICLE VII VOTING

Section 1:

All votes shall be by voice, except for the election of Officers and Directors. For election of Officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

Section 2:

At any regular or special meeting, if a majority so requests, any question may be decided by paper ballot. Prior to voting by ballot, the chair shall appoint two members who shall act as tellers and count the ballots and who shall, at the conclusion of such balloting, certify the results in writing to the chair. No teller shall be personally interested in the question voted upon.

Section 3:

Each Director shall have one vote.

Section 4:

At the Annual Meeting, each member as defined in Article III of these Bylaws shall be eligible to vote for Directors and shall have one vote.

ARTICLE VIII OFFICERS AND ELECTIONS

Section 1: Officers

Immediately following the Annual Meeting and a short recess, the Directors shall elect from among themselves a President, a Vice-President, a Treasurer and a Secretary. The election of a Director-at-Large to the Executive Committee may also be held at this time, or may, by majority vote, be postponed until the next meeting.

Section 2: Election and Term

- a. Officers shall be elected by a majority vote of the Directors and shall serve for a term of one year. Officers may be re-elected for additional and/or consecutive terms. If the election is postponed, the term of office shall continue until a successor is elected.
- b. Election shall be by paper ballot, one office at a time. Before voting for each office, nominations will be opened for a period of time sufficient to accept any and all nominations for such office from the floor. The election of a President shall be first, followed by a Vice President, a Secretary, a Treasurer, and a Member-at-Large if so desired. (See Article VII, Section 1, supra.)

Section 3: Duties Of Officers

- a. The President:
 - 1) shall represent the Corporation in all corporate business.
 - a) May appoint an alternate to take his or her place.
 - 2) shall preside at all meetings of the Board of Directors.
 - 2) shall be Ex-Officio member of all committees except the Nominating Committee, shall be notified of any committee meetings, and shall have full voting authority at such meetings.
 - 3) shall be a signatory on all checking and savings accounts of the corporation.
 - 4) shall appoint Committee Chairpersons, except for the Nominating Committee. Such appointments shall require Board approval.
- b. The Vice President:
 - 1) shall assume the duties of the office of president in the absence of the president.
 - 2) shall, in the event of the inability of the President to exercise his/her office, become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president. Such status will remain until the President is able to resume his/her duties, or the next election of officers, whichever occurs first.
 - 3) shall perform such other duties as may be assigned by the President or the Board of Directors.

c. The Secretary:

- 1) shall take the minutes of all meetings of the Board of Directors, and distribute them for approval.
- 2) shall give and serve all notices to the Directors.
- 3) shall sign documents and correspondence as appropriate, and file any certificate required by any federal or state statute.
- 4) shall be the official custodian of the Corporation's records and shall maintain such records on file at the WIN-TV office. Records shall be held for such time as required by applicable statutes, or a minimum of seven (7) years if no statutes apply.

d. The Treasurer:

- 1) shall have the care and custody of all funds and securities of the Corporation, and shall deposit WIN-TV funds in financial institutions designated by the Board of Directors.
- 2) shall be a signatory on all checking and savings accounts of the corporation.
- 3) shall, at each regular meeting, submit a report on the current financial status of the corporation including a summary of the past month's income and expenditures.
- 4) shall be a member of the Finance Committee.

ARTICLE IX **POLICY AND PROCEDURES MANUAL**

a. Items, activities, and responsibilities not explicitly covered in these Bylaws may be addressed by the Station Policy and Procedure Manual, which is incorporated in these Bylaws by reference and made a part hereof.

b. The Station Policy and Procedure Manual's contents may be revised by a majority vote of Directors at any meeting. At no time shall the Manual's contents supersede these Bylaws.

c. Newly adopted Policies shall be listed and attached to the Station Policy and Procedure Manual, and shall include the date such Policies were adopted.

ARTICLE X **SALARIES**

The Board of Directors shall hire and fix the compensation for all employees that they determine to be necessary for the conduct of the business of the Corporation.

ARTICLE XI **RULES OF ORDER**

Roberts Rules of Order, Newly Revised, shall govern the proceedings of all meetings of the Board of Directors and its constituent parts, except as otherwise provided for in these bylaws.

ARTICLE XII AUDIT

The Corporation's records shall be reviewed annually at the conclusion of each fiscal year by an accountant who has no other connection to the corporation.

ARTICLE XIII NONDISCRIMINATION

Windsor Community Television, Inc. will not discriminate on the basis of race, creed, color, national origin, gender, sexual preference, or religion in their hiring practices or in admittance of volunteer workers.

ARTICLE XIV ETHICS

All Directors of Windsor Community Television agree to abide by a Code of Ethics which includes, but is not limited to, the following points, or as may be delineated in the Policy and Procedure Manual:

1. I am ever mindful that WIN-TV exists to serve the public, and I keep that purpose uppermost in my words and actions.
2. I uphold the principles of intellectual freedom and resist all efforts to censor Public Access Television.
3. I protect each user's right to privacy and confidentiality with respect to information sought or received and productions planned or in progress.
4. I recognize and respect intellectual property rights, and do my best to prevent others from copyright violations.
5. I treat staff and other colleagues with respect, fairness and good faith, and advocate conditions of employment that safeguard the rights and welfare of all WIN-TV employees.
6. I do not advance my private interests at the expense of WIN-TV users, colleagues, or the public.
7. I distinguish between my personal convictions and my duties as a Director of WIN-TV and I do not allow my personal beliefs to interfere with my fair and equitable interaction with those desiring to utilize the services of WIN-TV.
8. I strive to provide the highest level of service to all users of WIN-TV's facilities and services through appropriate and equitable policies.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended by a 2/3 majority vote of the full Board of Directors, provided that the text of any proposed amendment(s) shall be presented to each Director in writing at or before a regular monthly meeting of the Board of Directors. The proposed amendment(s) shall be voted upon at the next monthly meeting of the Board of Directors, or at a special meeting called for that purpose, but in no case shall there be less than twenty (20) calendar days between presentation and voting. Modification, alteration, addition to or deletion from the text of the written proposed amendment(s) will render the entire proposal null and void.

The Bylaws of Windsor Community Television, Inc.
were adopted by the Incorporators in 1981.

Most recently amended June 26, 2007