

BY-LAWS

MOUNTAIN LAKE PUBLIC TELECOMMUNICATIONS COUNCIL

Adopted September 25, 2014

PLATTSBURGH, NEW YORK

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ARTICLE I

THE CORPORATION

Section 1: **Name:** The name of this Corporation shall be specified in the charter granted by the Regents of the University of the State of New York, to wit: Mountain Lake Public Telecommunications Council.

Section 2: **Purpose:** The purposes of this Corporation shall be as defined in the charter granted by the Board of Regents of the University of the State of New York.

Section 3: **Members:** This Corporation is a type B not-for-profit corporation with no members, under the not-for-profit corporation laws of the State of New York.

Section 4: **Office:** The principal offices of the Corporation shall be maintained in the City of Plattsburgh, County of Clinton, State of New York.

Section 5: **Seal of Corporation:** The seal of the Corporation shall bear the inscription Mountain Lake Public Telecommunications Council, abbreviated to Mt. Lake Public Tele. Council, 1968, Corporate Seal, New York.

ARTICLE II

TRUSTEES

Section 1: **Powers and Duties:** All power and authority of the Corporation shall be vested in the Board of Trustees, hereinafter referred to as the Board. The Board shall be a policy making body concentrating its oversight and actions on fundamental issues and on the formulation of the basic policies under which the Corporation shall operate. Subject to Section 236 of the Education Law of the State of New York, the Board shall do all things necessary to carry out the purposes of the Corporation including but not limited to the establishment of strategic goals and related policies, oversight of the management of property and resources, employment and regular evaluation of the Chief Executive Officer and approval of the operating budget.

Section 2: **Selection and Terms:**

A) **Number:** The Board shall consist of no more than 18 and no fewer than 12 Trustees.

B) **Qualification:** All Trustees shall have attained the age of 18 and must meet any and all qualifications established by the Federal Communications Commission and all applicable laws.

C) Compensation: Trustees of the Corporation shall serve without compensation.

D) Term of Service: The term of a trustee shall be three (3) years with reappointment permitted for an additional one (1) term. A trustee may thereafter qualify for reelection to the Board after a lapse of one (1) year following such a period of two (2) terms. Terms shall be staggered so that approximately one-third of the board is elected each year.

E) Extended Term of Service: Should the termination date of a trustee's term expire while the trustee is serving as an officer as set forth in Article III, that trustee's term shall extend until the completion of that term of office.

F) Election: New Trustees resulting from an increase in the number of Trustees shall be elected at the annual meeting of the Corporation or at any regular meeting of the Board. Trustees shall be elected by a majority vote of the incumbent Trustees present and voting.

G) Vacancies: Vacancies occurring on the Board shall be filled by a vote of the majority of the Trustees then in office at their next regular meeting regardless of their number. A trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. After fulfilling a partial term the newly elected trustee may continue to serve two (2) full terms.

H) Vote: Each trustee shall be entitled to one vote on each matter submitted to a vote.

Section 3: Resignation and Removal:

A) Resignation:

(i) Actual: Any trustee of the Corporation may resign at any time by giving written notice to the Chairperson of the Board, the President or the Secretary. Such resignation shall take effect at the time specified therein or if no time is specified, then upon delivery.

(ii) Deemed: If any trustee fails to attend three (3) consecutive meetings of the Board without excuse accepted as satisfactory by the Chairperson, said trustee may be subject to removal and the vacancy may be filled for the remainder of that Trustees term.

B) Removal: Any trustee may be removed from office by vote of a majority of the entire Board, on examination and due proof of the truth of a written complaint by any Trustee, or misconduct, incapacity or neglect of duty provided, that at least one week's previous notice of the proposed action shall have been given to the

accused and to each other Trustee. Any Trustee may be removed without cause by a vote to this effect of at least eighty (80%) percent of the Trustees then in office.

Section 4: **Meetings:**

A) Location: The Board shall hold every year a minimum of four (4) of its meetings at the principal office of the Corporation and all other meetings at such place or places as the Board may from time to time determine.

B) Annual: The Annual Meeting of the Board shall be held at such time in the fourth quarter in each calendar year as may be fixed by resolution of the Board for the purposes of electing Trustees and Officers and transacting such other business as may properly come before the meeting.

C) Regular: Regular meetings of the Board shall be held at least six times per year and at such other times as shall be fixed from time to time by resolution of the Board.

D) Special: Special meetings of the Board shall be held whenever called by the Chairperson of the Board, or in his/her absence by the Vice-Chair, or upon the written request of five (5) Trustees. The purpose of the meeting will be specified and shall be the only business of that meeting. The time and place shall be indicated in the call.

E) Notice: Due notice of regular meetings of the Board shall be given.

F) Quorum: In all cases except amendment of the By-Laws, those members of the Board present and voting shall constitute a quorum for the transaction of business provided there is not less than one-half (1/2) of the current sitting Trustees present in person, by conference call, video screen communication, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and each Trustee can participate in all matters before the board including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

G) Adjournment: A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Due notice thereof shall be given.

H) Action of the Board: Any Corporate action to be taken by the Board means action at a meeting of the Board or by its Executive Committee as provided for in the By-Laws. Except as otherwise provided by law or in these By-Laws, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present at the time, shall be the act of the Board.

I) Action Without Meeting: Any action required or permitted to be

taken by the Board or any committee thereof may be taken without a meeting with unanimous consent of the Board or the committee in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Written consent may be provided by a signed document faxed from the Trustee or through an email from that Trustee from an email address known, to the chair of the Board, to belong to that Trustee.

Section 5: **Annual Reports:** The Board shall direct the President and the Treasurer to present as soon as possible after the 30th of June fiscal year end but no later than the Annual Meeting of the Board an annual report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

A) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

B) The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.

C) The revenue or receipts of the Corporation both unrestricted and restricted to the particular purposes for the fiscal year immediately preceding the date of the report.

D) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report.

E) A copy of any management letters delivered by the Company's auditors.

Section 6: **Conflict of Interest:**

A) On any matter being considered by the Board at a duly constituted meeting, if a trustee has any personal or other interest which could be construed as conflicting with the interest of the Corporation or any of its related corporate entities, he/she shall so advise the Chairperson and the Audit Committee. The Trustee may not participate in the discussion, remain in the meeting for the discussion, or vote on the issue unless and until the Audit Committee determines that the conflict does not exist.

B) In the event of a special meeting, a trustee having a conflict of interest may not be counted for the purpose of making up a quorum.

C) Each trustee, upon election and annually thereafter, shall be

required to sign a statement of acknowledgment, understanding and acquiescence to the Corporation's Conflict of Interest Policy and Whistleblower Policy. Each Trustee shall be responsible for compliance with the Corporation's Conflict of Interest Policy and Whistleblower Policy. The statement shall be kept on file in the corporate offices.

D) All Trustees receiving payment from the Corporation shall report same on an annual basis.

Section 7: Trustees Emeriti and Honorary Trustees:

The Board of Trustees may, at its discretion at any meeting, elect as Trustees Emeriti those former Trustees who have rendered distinguished service to the Council; and, as Honorary Trustees, persons who are interested in furthering the purpose of the Corporation, in advancing the cause of public broadcasting, or who are deemed to be deserving of such recognition for any other reason. The term in each case will be for a period of one year, but any Trustee Emeritus or Honorary Trustee may be re-elected annually. All Trustees Emeriti and Honorary Trustees shall receive all communications, may attend all meetings of the Board, and may participate in the discussion of any matters. However, they shall not be entitled to vote and shall not be responsible for any actions taken by the Board.

ARTICLE III

OFFICERS

Section 1: Offices:

A) Positions: The offices of the Corporation shall be a Chairperson of the Board, a Vice Chair, a President, a Treasurer, a Secretary and such other officers as the Board may in its discretion elect.

B) Terms of Office: Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting or until his/her successor is elected or appointed and qualified.

C) Vacancies: A vacancy in any office may be filled by the Board.

D) Additional: Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

E) Successive Order: The Chairperson of the Board shall preside at each meeting of the Board, in the Chairperson's absence the Vice Chair, or 2nd Vice Chair in their absence, a chairperson chosen by a majority of the Trustees present. The

secretary shall act as Secretary to the Board. In the event the Secretary shall be absent from any meeting of the Board, the presiding officer shall designate a secretary.

Section 2: **Officers:**

A) Election: Those officers whose titles are specifically mentioned in Section 1A of this Article III shall be elected by the Board at the Annual Meeting with the exception of the President who shall serve at the discretion of the Board.

B) Removal: Any officer may be removed or suspended from office by the Board by vote of a majority of the entire Board.

C) Resignation: Any officer may resign at any time by giving written notice to the Board, or to the Chairperson of the Board, or to the President, or to the Secretary. Any such resignation shall take effect at the time specified therein, or if no time is specified, then upon delivery.

D) Compensation: The President shall receive such compensation for services as shall be determined from time to time by vote of the Executive Committee after consultation with the Board. Other officers will not be compensated. Officers may be reimbursed for expense actually and reasonably incurred by them in the discharge of their duties in connection with the business of the Corporation.

E) Appointed Officers: The Board may delegate to any officer or committee the power to appoint any subordinate officer, agent or employee.

F) Assignment and Transfer of Stock, Bonds, and Other Securities: Any two of the following officers: Chairperson of the Board, President, the Treasurer, or the Secretary shall, together have the power to assign, or to endorse the transfer, under the corporate seal, and to deliver beneficial interest in any Stocks, Bonds, or other Securities held or owned by the Corporation.

Section 3: **Chairperson:** The Chairperson of the Board shall preside at all meetings of the Board and Executive Committee at which he/she is present. The Chairperson shall call the regular and special meetings of the Board in accordance with these by-laws. The Chairperson shall also be the Chair of the Executive Committee. The Chairperson shall enforce these by-laws and perform all other duties incident to this position as provided by law.

Section 4: **Immediate Past Chair:** The Immediate Past Chairperson shall serve in an advisory capacity and assist the existing officers, as they may request, as a means to preserve the continuity between successive offices.

Section 5: **Vice Chair:** During the absence and/or inability of the Chairperson to perform his/her duties or exercise his/her powers as set forth in these by-laws, or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice Chair in the successive order as defined in Section 1(E) herein and when so acting shall have all the powers and be subject to all of the responsibilities hereby given to or imposed upon such Chairperson.

Section 6: **Second Vice Chair:** During the absence and/or inability of the Vice Chairperson to perform his/her duties or exercise his/her powers as set forth in these by-laws, or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Second Vice Chair in the successive order as defined in Section 1(E) herein and when so acting shall have all the powers and be subject to all of the responsibilities hereby given to or imposed upon such Vice Chairperson.

Section 7: **President:** The President shall be the General Manager and serve as the Chief Executive Officer of the Corporation. The President shall serve as a member without vote of the Board and the Executive Committee. The President shall be responsible for the general supervision and management of the Corporation's affairs. In accordance with Board policy, the President shall sign and make contracts and agreements in the name of the Corporation, appoint, remove and set compensation for employees, maintain and file books, records and reports as required by law. The President shall perform any other duties incident to the position and office as required by law or these by-laws.

Section 8: **Treasurer:** The Treasurer shall perform all duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board. The Treasurer will serve as Chairperson of the Finance Committee.

Section 9: **Secretary:** It shall be the duty of the Secretary to act as Secretary of all meetings of the Board, and to assure the keeping of the minutes of all such meetings at which the Secretary shall so act in a proper book or books to be provided for that purpose. The Secretary shall see that all notices required to be given by the Corporation are duly given and served. The Secretary shall keep a current list of the Corporation's Trustees and officers and their residence address and telephone number. The Secretary shall be the custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have the authority to delegate said responsibilities as needed.

ARTICLE IV

COMMITTEES

Section 1:

Standing:

A) Executive: The Executive Committee of the Board, acting at the pleasure of the Board, shall consist of the Chairperson, the Vice Chair, the 2nd Vice Chair, the President, the Treasurer, the Secretary, the Immediate Past Chairperson, if said past chairperson remains a sitting trustee, and two (2) other Trustees elected by the Board. Any reference in these by-laws to the Board shall include the Executive Committee unless the context or express provision otherwise provided. The Executive Committee shall have all the authority of the Board, except that it shall have no authority as to the following matters:

- i) The filling of vacancies in the Board or committees.
- ii) The sale of fixed assets of the Corporation in excess of \$50,000 or substantially all of the assets of the Corporation.
- iii) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- iv) The removal of any trustee or officer from office.
- v) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- vi) Submit any action to the members for a vote.
- vii) Fix the compensation of the directors for serving on the board or a committee.
- viii) Approval of the budget and audited financial statements.

By a majority vote the Executive Committee shall have the explicit power to:

- Authorize the purchase of real property; or
- Sell, mortgage, or lease the real property of the Corporation.

B) Nominating:

(i) The Chairperson shall appoint at the first meeting following the annual meeting a Nominating Committee, acting at the pleasure of the Board, consisting of no fewer than five (5) Trustees.

(ii) The Committee shall attempt to provide the widest possible geographical distribution of the nominee within the coverage area of the Council.

(iii) It shall be the function of this Committee to make nominations for the election or reelection of Trustees and officers at the next succeeding

annual meeting and in the event any vacancies should occur prior thereto, make nominations to fill such vacancies at any regular meeting.

C) Finance: The Committee, acting at the pleasure of the Board, shall be appointed by the Chairperson at the earliest Executive Committee meeting following the Annual Meeting with the consent of the Board affirmed at the next full Board meeting. The Committee shall consist of three (3) or more Trustees to include the Treasurer who will serve as its chairperson. The Committee shall work with management through review of the proposed budget of MLPTC. It shall make appropriate recommendations to the Board regarding approval of the budget.

D) Audit: The Committee, acting at the pleasure of the Board and comprised of at least three (3) Independent Trustees (as defined in the Conflict of Interest Policy of the Corporation), to include the Treasurer who will serve as its chairperson, shall provide oversight and function as the audit committee in monitoring the integrity of the financial statements of the corporation, the independence and the performance of the corporation's internal financial systems and reporting, and the performance of the independent auditors. This Committee recognizes that the Independent Auditors have more time, knowledge and detailed information about the Corporation than do the Committee Members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation's financial statements or any professional certification as to the independent auditor's work.

The Committee shall: (1) oversee the selection and oversight of the auditors; (2) review the scope and planning of the audit with the auditor prior to commencement; (3) review and discuss with the auditor any material risks and weaknesses in internal controls, restrictions on the scope of the auditor's activities or access to the requested information, any significant disagreements between the auditor and management, and the adequacy of the corporation's accounting and reporting process; (4) consider the appropriateness and independence of the independent auditor; and (5) oversee the internal audit and corporate compliance functions of the Corporation. The Committee shall meet at least annually with the auditors, independently of the Corporation's employees, to review critical accounting practices. The results of the annual audit report shall be reported to the Board.

In addition, the Committee shall be responsible for adoption of, implementation of, and compliance with the Conflict of Interest Policy and the Whistleblower Policy of the Corporation.

E) By-laws: The Committee, acting at the pleasure of the Board, shall consist of the Vice Chair and at least three (3) or more Trustees whose task it shall be to review by-law matters whenever the need arises.

Section 2: **Ad Hoc:** The Board may create additional committees, each of which shall consist of three (3) or more Trustees and may include others drawn from the

contributors of MLPTC and shall have such authority as provided in the resolutions creating the committee, except such authority shall not exceed the authority conferred on the Executive Committee by these By-Laws. The members of such committees shall be appointed by the Chairperson of the Board with the consent of the Board.

Section 3: **Meetings:**

A) Time and Place: Meetings of the committees shall be held at such time and place as shall be fixed by the Chairperson of the Board, the President, the person designated as chairperson of any such committee, or by vote of a majority of all members of the committee.

B) Quorum: Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee.

C) Minutes: Each committee shall maintain Minutes of its meetings and present a report at the next full Board meeting.

Section 4: **Manner of Acting:** The procedures and manner of acting of the Executive Committee and of the other committees shall be subject at all times to the directions of the Board.

Section 5: **Tenure of Members:** Each committee and every member thereof shall serve at the discretion of the Board.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1: **Execution of Contracts:** The Board, except as these by-laws otherwise provide, may authorize by resolution or by Board policy any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances, but unless so authorized by these by-laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily in any amount for any purpose.

Section 2: **Loans:** No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

Section 3: **Checks, Drafts, Etc.:** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

Section 4: **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other repositories as the Board may select.

ARTICLE VI

BOOKS AND RECORDS

Section 1: **Books and Records:** There shall be kept at the principal office of the Corporation, with the exception of subsection "E" herein:

- A) Correct and complete books and records of account.
- B) Minutes of the proceedings of the Board and the Executive Committee.
- C) A current list of the Trustees and officers of the Corporation and their residence addresses.
- D) A copy of these by-laws.
- E) All corporate records.

ARTICLE VII

INDEMNIFICATION

Section 1. Right of Indemnification: Each Trustee and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Trustee or officer, shall be indemnified by the Corporation for the defense of, or in the connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, and in whatever jurisdiction in accordance with and the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York, the Education Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Trustee or officer only if such action or proceeding (or part thereof) was authorized by the Board of

Trustees, if such authorization was required.

ARTICLE VIII

FISCAL YEAR

Section 1: **Fiscal Year:** The fiscal year of the Corporation shall commence on the 1st day of July in each calendar year and end on the 30th day of June of the succeeding year.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Section 1: **Parliamentary Authority:** Parliamentary authority will be determined by Roberts Rules of Order as revised, except to the extent such rules of Order are inconsistent with the by-laws of the Corporation.

ARTICLE X

AMENDMENTS

Section 1: **Amendments:** The by-laws of the Corporation may be adopted or repealed by the affirmative vote at least three-fourths (3/4) of the then sitting Trustees. Any amendment shall require a vote of two-thirds (2/3) of the Trustees then in office; however, amendments to Article II, Section 3, paragraph "B" of these by-laws shall require a positive vote of at least three-fourths (3/4) of the Trustees in office. If any by-law regulating an impending election of Trustees is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the Board the by-laws so adopted, amended or repealed, together with a concise statement of the changes made.