

## Article III, Members

[excerpted from BCTV Bylaws]

[Strikethrough = deletions    **Bold** = additions]

Section 1: Membership shall consist of:

- 1.1 ~~Subscribers to any cable system which carries BCTV and who have registered as BCTV members during the current membership year.~~
- 1.2 ~~Non-subscribers residing in Windham County who have registered as BCTV members during the current membership year.~~
- 1.3 ~~Any duly formed nonprofit organization having an office in Windham County and serving Windham County residents may join BCTV as an organizational member. Organizational members shall be entitled to all benefits of membership except voting.~~

Section 2: Voting Rights

- 2.1 ~~At every regular or special meeting of the membership, each member authorized to vote shall be entitled to one (1) vote in person, on each matter submitted to a vote of the membership.~~
- 2.2 ~~Any voting member in good standing for at least thirty (30) days prior to an annual meeting or special meeting shall be entitled to one vote on each matter submitted to a vote of the membership at such meeting. A member in good standing is one who is not in violation of BCTV's Policies and Procedures.~~

### Section 1: Membership Qualifications

BCTV membership is open to:

- 1.1 **Any person who is a resident of Windham County or a town which is served by a cable company which carries BCTV;**
- 1.2 **Any person who is enrolled in a diploma or degree program at an educational institution located in Windham County.**
- 1.3 **Any person who is employed by a business located in Windham County.**
- 1.4 **Any duly formed non-profit organization may be an Organizational Member if it: (1) has an office located in Windham County; and (2) serves residents of Windham County.**
- 1.5 **Any person who is an employee, member, or volunteer of such non-profit organization.**
- 1.6 **Such persons or organizations shall be eligible for membership upon completion of a membership application and upon compliance with conditions as may be prescribed by the Board of Directors. Parental permission is required for youths 17 years of age or under. Membership is available to all those eligible without discrimination.**

### Section 2: Classes of Members

**There shall be two (2) classes of voting members in BCTV, voting and non-voting:**

- 2.1 Individual members shall be those persons who meet the requirements delineated in 1.1, 1.2, 1.3, or 1.5. At every regular or special meeting of the membership, each individual member shall be entitled to one (1) vote in person, on each matter submitted to a vote of the membership.
  - 2.2 Any voting member in good standing for at least thirty (30) days prior to an annual meeting or special meeting shall be entitled to one vote on each matter submitted to a vote of the membership at such meeting. A member in good standing is one who is not in violation of BCTV's Policies and Procedures.
  - 2.3 Organizational members shall be entitled to all benefits of membership except voting.
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## Article IV, Board of Directors

[excerpted from BCTV Bylaws]

[~~Strikethrough~~ = deletions    **Bold** = additions]

### Section 1: Duties and Powers

- 1.1 The Board of Directors shall have general control and management of the affairs, business and property of the ~~corporation~~ **Corporation**.
- 1.2 Definitions:
  - "Corporation" – BCTV
  - "Director" – any member of the BCTV Board of Directors
  - "At-Large Director" – a Board member elected by the membership of BCTV
  - ~~"Appointee" – A Board member designated to represent one or more of the municipal authorities served by BCTV~~
  - "Appointed Member" – A Board member elected by a vote of the Board of Directors**
- 1.3 The Directors, when convened in a properly warned meeting and with a quorum, shall act as the Board to transact any lawful business of the ~~corporation~~ **Corporation**.

### Section 2: Manner of Election

- 2.1 ~~Five~~ **Six** At-Large Members shall be elected by a plurality vote at the annual meeting of BCTV members. ~~In addition, there may be up to six Appointees representing the towns served by BCTV.~~
- 2.2 **Up to three Appointed Members shall be elected by a plurality vote of the Board of Directors, at their next regular meeting following the annual meeting of the BCTV members, or at any other regularly scheduled meeting.**

### Section 3: Number and Qualifications

- 3.1 The Board of Directors shall consist of a minimum of five (5) seats and a maximum of ~~thirteen (13)~~ **nine (9)** seats.
- 3.2 To be eligible for election, a member of the board must be at least 18 years of age and be a member of BCTV for thirty (30) days prior to the Annual Meeting. Exceptions to the thirty day waiting period may be granted if unanimously approved by the Board.
- 3.3 No employee of BCTV may serve as a ~~director~~ **Director**.

Section 4: Terms of office

- 4.1 ~~The elected~~ **All** Directors shall serve for a term of three years from the date they take office, except when filling a vacancy for an unexpired term. Terms for elected members shall be limited to 2 ~~(two)~~ **3 (three)** consecutive full terms, plus any partial term, if served, **except that any Director who reaches his or her term limit while serving as Chairman of the Board may be elected or appointed for one additional full term as a non-officer Board member.** Terms for appointed members shall be as determined by their respective ~~Selectboards.~~ **Former Directors who have not served on the Board for a period of one year or more, upon re-election to the Board, may then serve the full allowable consecutive terms.**
- 4.2 **The terms of office of Directors shall be staggered so that in each year, the terms of two of the six elected Directors expire, and the term of one of the three appointed Directors expires.**

Section 5: Vacancies

- 5.1 If an ~~At-Large~~ **Elected** Board seat is vacated 90 days or less prior to the Annual Meeting of the BCTV members, **at then BCTV members at the Annual Meeting** ~~of the BCTV Members~~ shall elect a replacement by plurality vote to fill the vacated seat for the remainder of the original term of election.
- 5.2 ~~At~~ **If an Elected Board seat is vacated** at other times of the year, the Board shall elect a replacement for the vacated seat by 2/3 vote **of the full board** from candidates presented to the Board's Nominating Committee by BCTV members or by Directors. Such Board-elected replacements shall serve only until the subsequent BCTV members' Annual Meeting, at which time the members shall fill the seat by plurality vote, **for the remainder of the duration of the term of the originally vacated seat.** ~~Vacancies of an appointed director shall be notified to the town they represent.~~
- 5.3 **If an Appointed Board seat is vacated at any time, the Board shall elect a replacement for the vacated seat by 2/3 vote of the full board from candidates presented to the Board's Nominating Committee by BCTV members or by Directors. Such replacement of Appointed Board seats will serve for the remainder of the duration of the vacated seat.**

Section 6: Removal of Directors

- 6.1 Any Director may be removed from the Board by a vote of two-thirds of the then-current members of the Board if they determine that the said Director has:
- i. acted as a member of the Board in ways that involve gross misconduct or misappropriation of funds; or
  - ii. acted on behalf of or represented themselves as an agent of BCTV ~~carried out activities without Board authorization which have legal or financial consequences for BCTV.~~

Any Director proposed to be removed shall be entitled to at least ten (10) days' notice in writing by mail of the Board meeting at which ~~such~~ removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at ~~such~~ **the** meeting prior to ~~such~~ **the** vote for removal taking place. Such removal may take place at any Board meeting provided that, at least ten (10) days prior to the date of the meeting, all Directors have been notified of the place, date and time of the meeting and the just cause for the proposed removal.

Section 7: Resignation

- 7.1 Any director may resign his or her office any time, and such resignation shall be submitted in writing to the President. This letter will be acted upon at the next Board meeting.
- 7.2 Failure of a Director to attend three (3) consecutive Board meetings shall be deemed a voluntary resignation from office, effective immediately following the third meeting. Exceptions may be granted by resolution of the Board.

Section 8: Leave of absence

- 8.1 The Board may grant a leave of absence to a Board ~~director~~ **Director**.

Section 9: Compensation

- 9.1 No director shall be compensated for their services as a director of the Corporation. Any director may, if authorized by the Board of Directors, be reimbursed for necessary expenses for Board-related activities. Under no circumstances may a Board member be an employee of the Corporation.
- 9.2 Contracted labor or services for the Corporation may not be performed by a Board member, or his or her company, without Board authorization.

Section 10: Loans

- 10.1 The Corporation shall make no loans to its ~~directors~~ **Directors** or officers.

Section 11: Executive Committee

- 11.1 The Board may create an Executive Committee of the Board's officers to act on its behalf. The Board at its next meeting shall approve all actions of the Executive Committee.

Section 12: Executive Director

- 12.1 The Board may hire an Executive Director who shall serve as the chief administrative coordinator in charge of daily activities of the Corporation, serving as an ex-officio non-voting member of the Board.

Section 13: Equal Opportunity

- 13.1 The Board will ensure that no individual is discriminated against with regard to membership, services, access to information or any other activity of the Corporation because of the race, creed, national origin, sex, age, sexual preference, religious belief, physical challenges, developmental challenges, political belief or economic status. The Board shall be committed to promoting access to all media for all persons.