

6-27-00

# **SACO RIVER COMMUNITY TELEVISION**

## **Constitution and By-Laws**

### **ARTICLE 1 - NAME:**

The name of this organization shall be the Saco River Community Television Access Corporation, and shall herein after be referred to as the Corporation.

### **ARTICLE II - LOCATION:**

The Corporation shall maintain an office and mailing address at 564 Plains Road, Hollis, Maine 04042.

### **ARTICLE III - PURPOSE:**

- A) To insure that the Community Television Access Center operates in the public interest in accordance with Federal Communications Commission Rules and Regulations in providing Public, Educational, and Governmental access television needs and services for the Towns that it represents.
- B) To insure that the Community Television Access Center serves the community and region with non-commercial programming that promotes awareness and discussion of local issues and activities, and allows an opportunity for residents of participating Towns to present their artistic, cultural and political perspectives through the medium of television on a non-discriminatory basis without regard for their various political, social, economic, religious or other views or beliefs.
- C) To monitor and execute the agreements that shall exist between the Corporation and the participating Towns. Such agreements shall identify municipal expectations and shall include an annual review process to insure that the Corporation meets the identified needs and expectations of the participating towns.

### **ARTICLE IV - RESERVED:**

### **ARTICLE V - ACCESS CORPORATION BOARD OF DIRECTORS:**

Section 1. Board Appointments: The Board of Directors of the Corporation (the "Board") shall consist of one class of voting members. Each participating Town ("Member Town") may appoint one member and one alternate member to the Board so long as such Member Town continues to financially support the Access Center in the amount agreed upon by the Board through the annual budget development process and so long as the Board member is a resident of the Member Town

## **ARTICLE V - ACCESS CORPORATION BOARD OF DIRECTORS - CONTINUED:**

- Section 2. Term: Except as provided in Section 3 of this Article, each member of the Board, once appointed, shall continue as a Board member for a period of one year from appointment by the Member Town unless suspended or removed by action of the Board for non-payment of their Town's share of the Annual Budget, for disqualification or for good cause, as determined by the Board, by replacement or removal by the Member Town, or by written resignation made to the Municipal officers of the Member Town.
- Section 3. Vacancies. Any vacancy occurring in the Board of Directors, by reason of death, resignation, removal, disqualification or otherwise, shall be filled by the municipal officers of the Member Town for the unexpired portion of the term. An appointed director chosen to fill a vacancy shall serve for the balance of the annual term or until reappointed or until his or her successor is appointed.
- Section 4. Meetings: Board members shall meet no less than quarterly and the announcement for such meetings shall be posted on Saco River Community Television and at each Member Town's Hall at least 14 days prior to the meeting. The board shall have the authority to meet more often if necessary.  
Special meetings of the Board may be called by the Chairman or two board members and notice of such special meeting shall be given by the person or persons calling the special meeting at least 7 business days in advance thereof. Meeting notices shall be sent by mail, to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any meeting of the Board of Directors may be waived in writing if signed in person by the person or persons entitled to such notice, either before or after such meeting, and shall be equivalent to the giving of such notice.  
Attendance of a Director at such meeting shall constitute a waiver of notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such a meeting is not lawfully convened. The business to be transacted at, and the purpose of, any special meeting of the Board must be specified in the notice of the meeting. The Board shall have the authority to conduct executive sessions to the extent permitted under Maine Law.  
Once a year at the annual meeting in July, the Board shall meet to elect a Chairperson and Treasurer.
- Section 5. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Less than a quorum may, however, adjourn a meeting to a stated time and place without further notice. The act of the majority of the Directors present and voting at a meeting, at which a quorum is present, shall be the act of the Board of Directors.
- Section 6. Compensation of Directors. Directors, as such, shall not receive any stated salary for their services, except for an annual stipend for the Treasurer, but by resolution of the Board of Directors, a fixed sum or reimbursement of expenses of attendance at any Board approved meetings may be allowed.
- Section 7. The Officers. The officers of the Board shall consist of a Chairman, a Treasurer and a Secretary and such other officers and agents as may be deemed necessary by the Board of Directors. The officers shall be elected annually by the Board of Directors from their membership and shall serve until their successors are elected.  
The Chairman shall be the principal executive officer of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors, shall have the general and executive management control of the business of the Board, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such duties as are provided by the laws of the State of Maine or by these By-Laws or as may be prescribed from time to time by the Board of Directors. The Chairman shall also serve as a representative spokesperson to the Member Towns.  
The Treasurer shall be the financial officer of the Corporation. He or she shall be responsible for the preparation of the annual budget, the division and payment of expenses, and shall keep records of account showing accurately at all times the financial condition of the Corporation, and shall perform such other duties as these By-laws may require or the Board of Directors may prescribe, i.e. payroll, repairs etc. All checks exceeding \$1000.00 shall be signed by both the Treasurer and the Chairman.  
The Secretary shall attend meetings of the Board of Directors and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings. The Secretary will keep the minutes of the meetings and provide copies to the members and to the Member Towns. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these By-laws may require or as the Board of Directors may prescribe.

## **ARTICLE V - ACCESS CORPORATION BOARD OF DIRECTORS - CONTINUED:**

Section 8. Committees: The Board may appoint from its number, or from among such persons as the Board may see fit, one or more standing committees, and at any time may appoint additional members thereto. The members of any such committee shall serve at the discretion of the Board. The recommendations of the standing committees must be submitted to the Board for approval.

Section 9. Parliamentary Procedures. The rules contained in Roberts Rules of Order, newly Revised Edition, shall be the parliamentary authority for all procedures not covered by these by-laws.

Section 10. Board of Directors Duties and Responsibilities: The duties of the Board include, without limitation:

- Create job descriptions for, appoint, suspend and remove appropriate employees of the Corporation.
- Create a Standard Operating Policy & Procedures Manual to establish for the Community Television Access Center (the "Center"), hours of operation, program scheduling, scheduling of facility use, charges, public records, technical standards, violations & suspensions, appeals procedure, copyright protection and other issues as required.
- Amend the Standard Operating Policy & Procedures Manual as necessary.
- Design training workshops.
- Create forms and releases.
- Create and propose an annual budget to the Member Towns for implementing fiscal support of the Center utilizing moneys appropriated through the budgetary process.
- Review and report all revenues and expenditures on an annual basis to the Member Towns' municipal officers and finance committees. A 2/3 majority of the Board may request an independent audit of the financial records of the Corporation.
- Define equipment and facility security and insurance needs.
- Oversee the purchase and installation of equipment at the Center and monitor and evaluate the condition of the studio and remote equipment and make recommendations on replacement or repair.
- Formulate a proposed capital outlay replacement schedule which shall be updated annually for major equipment purchases and present this schedule to the Member Towns through the normal budgetary process.
- Serve as the grievance hearing board for those users who are appealing any decision made by the Access Manager or for interpretation of the operating policies, and disputes or grievances regarding equipment usability or any other complaint that may be presented by a user or a member of the public.
- Coordinate and provide advice for the Public, Educational, and Governmental (P.E.G.) access users of the Saco River Cable System.
- Form sub-committees as necessary to address specific needs of the Corporation, the Center or the Member Towns.

## **ARTICLE VI - AMENDMENTS**

These By-laws may be amended, altered, or repealed and new By-laws adopted by a 2/3 vote of the Board of Directors. The action must be proposed at a regular or special meeting of the Board and be acted upon at a subsequent meeting.

## **ARTICLE VII - SAVINGS CLAUSE**

All activities of the Corporation shall be in keeping with the rules and regulations of the FCC and in accordance with the Laws, Statutes and Ordinances of the Member Towns, the State of Maine, and the United States.

## **ARTICLE VIII – SEVERABILITY**

If any Section, sentence, paragraph, term or provision of these By-Laws is determined to be illegal, invalid or unconstitutional, by any court of competent jurisdiction or by any state or federal regulatory agency having jurisdiction thereof, such determination shall have no effect on the validity of any other Section, sentence, paragraph, term or provision hereof, all of which shall remain in full force and effect.

