

**SIMSBURY COMMUNITY TELEVISION, INC.
BYLAWS**

**ARTICLE I
Names**

The name of the corporation shall be SIMSBURY COMMUNITY TELEVISION, INC., d/b/a Simsbury Community Media, hereinafter referred to as SCM.

**ARTICLE II
Purpose**

SCM is a nonprofit 501(c)(3) public corporation. Its purpose is to promote community participation in the production of noncommercial programming and encourage the free expression of diverse ideas and opinions on public access cable television. Implementation of the goals of SCM is accomplished through the efforts of the Officers, Directors and other volunteers.

**ARTICLE III
Officers and Directors**

SECTION 1: The elected Officers of the corporation, who also serve as Directors during the term of office, shall be a President, a Vice President(s) (one or more), a Secretary, a Treasurer and other such Officers as the Board of Directors may provide by a majority vote at a regular or duly noticed meeting of the governing body. All elected officers shall reside or work in the town of Simsbury. An elected Board of Directors (including the immediate Past President,) shall consist of a minimum of twelve (12) Directors who shall all be voting Directors, who live and/or work in the Town of Simsbury.

SECTION 2: The term of office for the President, Vice President(s), Secretary and Treasurer shall be two (2) years or until their successors can be duly elected and qualified in their stead. No such Officer shall serve for more than four (4) consecutive years in the same office unless there shall be no candidate for election to such office, in which case the incumbent officer shall be eligible for re-election for an additional two (2) year term. The term of office for a Director shall be three (3) years. At least four (4) Directors shall be elected each year.

SECTION 3: An interim vacancy of any Officer shall be filled by vote of the Board of Directors upon recommendation of the Nominating Committee without undue delay at a regular meeting or at a special meeting called for that purpose. If an interim vacancy of a Director who is not also serving as an Officer results in fewer than twelve (12) Directors, such vacancy shall be filled in the same manner as for an Officer.

SECTION 4: No Director or Officer shall be entitled to a salary or bonus from SCM while serving as an elected Officer or Director of the corporation. Expenses incurred while carrying out the duties of the office may be reimbursed as authorized by the Board. No employee should receive payment or compensation for attending board

meetings except as authorized by the Executive Committee and voted on by the Board of Directors at a regularly scheduled Board meeting with at least 20 days notice.

SECTION 5: Except as stated in Article III, Section 6, any Director may be removed from office upon a two-thirds voted of the Board at a regular meeting or a special meeting called for that purpose, provided that said Director shall have been given not less than seven (7) days prior written or electronic notice of such proposed action.

SECTION 6: Attendance at a minimum of six (6) of the ten (10) regularly scheduled Board of Directors meetings each year during a twelve (12) month period shall be a condition of service as a Director. Such twelve (12) month period shall begin with the January meeting each year. The Secretary shall record attendance at each meeting, as well as the Directors whose attendance was excused, and shall include such record(s) in the minutes. In the event that a Director fails to attend at least six (6) regularly scheduled Board of Directors meetings during this time period, such Director may be removed from the Board by a vote of the Board, provided that such Director shall have been given notice of such proposed action in accordance with ARTICL III, SECTION 5. A Director's fourth absence and potential removal from the Board shall be recorded in the minutes of such meeting, shall be announced by the Secretary at the next regularly scheduled Board meeting following the fourth absence and shall be recorded in the Board's meeting minutes.

ARTICLE IV Duties of Officers and Directors

SECTION 1: The Officers shall perform the duties as prescribed by these Bylaws.

SECTION 2: The President shall be the chief executive officer of the corporation and shall exercise general supervision over its affairs and offices. This shall be consistent with the policies and procedures established by the Board of Directors. The President shall preside at all meetings of the Board and Executive Committee and shall be an ex-officio member of all committees with the exception of the Nominating Committee. At the Annual Meeting of the corporation, the President shall present a report of the condition of the corporation. The President shall present the annual budget for the following year no later than the November Board meeting. The President shall have the authority to sign, make and endorse in the name of the corporation, checks, drafts, and orders for payment of money.

SECTION 3: The Vice President(s) shall, in the absence of the President and upon designation by the President and/or the Board of Directors, carry out the duties of the President with full authority and powers of said office. The Vice President(s) shall perform such other duties as designated by the President and/or the Board of Directors.

SECTION 4: The Secretary shall keep the minutes of the regular and special meetings of the Board and Executive Committee. Notice of meetings of the Board shall be sent by the Secretary. Overseeing and directing custody of the corporate records and the corporate seal shall be included in the duties of the Secretary. The Secretary shall maintain the record of the Bylaws and Policies and Procedures and record any amendments thereto. All external communications and correspondence on behalf of the Board and/or the President shall be executed by the Secretary and/or his/her designee.

SECTION 5: The Treasurer shall have the care and custody of all funds and securities of said corporation, shall deposit all funds in the name of the corporation in such banks as directed by the Board. The Treasurer or his/her designee (who shall be a Director), is authorized to sign, make and endorse in the name of the corporation, such checks, drafts and orders for payment of money as may be directed by the President and/or the Board. A statement of status of the finances shall be presented at each regular meeting of the Board or at any other such time as required. A full financial report shall be presented at the Annual Meeting.

SECTION 6: The Directors of the corporation shall perform such duties as requested by the President and the Board. The Board of Directors shall approve an annual budget prior to the beginning of the fiscal year (January 1).

ARTICLE V Executive Committee

SECTION 1: The Executive Committee shall consist of the President, (the immediate Past President,) the Vice-President(s), the Secretary, and the Treasurer.

SECTION 2: The Executive Committee shall meet whenever necessary and shall act for and represent the Board of Directors in the management of the corporation when the Board is not in session, reporting any action taken at the succeeding Board meeting. The executive Committee shall have no authority to amend, alter or repeal these Bylaws, or remove any Director or Officer of the corporation without approval of the Board of Directors.

ARTICLE VI Nominating Committee and Elections

SECTION 1: A Nominating Committee consisting of five (5) Directors (including the immediate Past President,) shall be elected at the Annual Meeting. (provided however, if the President continues in a consecutive term as President, then the Director who served as the immediate Past President in the prior term shall also continue to serve as immediate Past President for another term.) The committee shall elect a chairperson no later than 30 days after the Annual Meeting. The term of office for each Director on the Nominating Committee shall be for one (1) year and for any additional term of office to which each Director shall be elected.

SECTION 2: The Nominating Committee shall present its slate of Officers, Directors and new Nominating Committee to the Board of Directors at the regular meeting in the month immediately prior to the Annual Meeting and at the Annual Meeting.

SECTION 3: Before the election at the Annual Meeting nominations may be accepted from the floor for each office to be filled.

SECTION 4: Election of Officers, Directors and the Nominating Committee shall take place at the Annual Meeting.

SECTION 5: The term of office of Officers, Directors, and the Nominating Committee shall begin after election at the Annual Meeting.

SECTION 6: The Nominating Committee shall present nominations to the Board of Directors for any vacancy of any Officer or Director.

ARTICLE VII Committees

SECTION 1: Standing committees shall include Nominating, Program Review, Ways and Means, Government Affairs, Equipment, Bylaws/Policies and Procedures, and Public Relations. The Board of Directors through the President shall delegate authority and responsibility to these committees.

SECTION 2: Ad hoc committees shall be appointed by the President. The Board of Directors through the President shall delegate authority and responsibility to these ad hoc committees.

SECTION 3: Committee chairpersons and a parliamentarian shall be appointed by the President from the Board of Directors within **sixty (60)** days after the Annual Meeting.

ARTICLE VIII Meetings

SECTION 1: The Annual Meeting of the corporation shall be held in January immediately after the regularly scheduled January Board meeting, at which time the election of Officers, Directors, and a Nominating Committee shall take place after public notice.

SECTION 2: Regular meetings of the Board of Directors shall be held monthly, except in the months of July and August. Each meeting shall be held on the first Tuesday of the month, except in the months of May and November which shall be held on the second Tuesday of the month or at a time and place designated by the President or the Executive Committee. The audit report and reports of Officers and committees shall be presented at the January Board meeting.

SECTION 3: Meetings of the Executive Committee, shall be at the call of the President or at the request of a least two (2) Officers on the Executive Committee.

SECTION 4: Special meetings of the Board of Directors may be held upon the call of the President or at least five (5) Directors at the time and place stated in the call. The call for the meeting shall state its purpose(s). The Secretary shall notify the Directors of the special meeting by first class mail postmarked not less than ten (10) days before the day of the meeting or by electronic notice sent not less that ten (10) days before the day of the meeting.

SECTION 5: Fifty (50%) per cent of the elected Directors at any duly called meeting shall constitute a quorum. An affirmative vote of the majority of those present at any duly constituted meeting shall be required in order to pass any resolution or to authorize any action to be taken for and/or in behalf of the corporation.

SECTION 6. Unless the corporation's Certificate of Incorporation or its bylaws shall otherwise provide, the Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting as set forth in this Section shall be deemed to be present at the meeting.

**ARTICLE IX
Policies and Procedures**

SECTION 1: The Board of Directors may adopt and amend from time to time policies and procedures as a guide to the daily operations of the corporation. The policies and procedures may be amended by a two-thirds (2/3) vote of the Directors present at any regular meeting or special meeting of the Board of Directors called for that purpose at which a quorum is present. Unless otherwise provided prior to its adoption, an amendment to the policies and procedures shall become effective upon its ratification.

**ARTICLE X
Amendments**

SECTION 1: These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at any regular meeting or special meeting of the Board of Directors called for that purpose at which a quorum is present, provided that prior written notice of the proposed amendment is posted or given to each Director at least thirty (30) days prior to said meeting. However, if all of the Directors are present at any regular or special meeting, these Bylaws may be amended by a unanimous vote without prior notice. Unless otherwise provided prior to its adoption, an amendment to the Bylaws shall become effective upon its ratification.

**ARTICLE XI
Audit**

SECTION 1: An annual audit of the corporation's records shall be conducted by a certified public accountant or by a committee of three (3) Directors appointed by the President at the close of the fiscal year.

**ARTICLE XII
Anti-Harassment and Discrimination Policy**

SECTION 1: SCM strictly prohibits discrimination, including sexual harassment and harassment based on all of the following legally protected classes: race; color; religious creed; age; sex; pregnancy; sexual orientation; gender identity or expression; marital status; national origin; ancestry; intellectual disability; genetic information; learning disability; physical disability (including, but not limited to, blindness); mental disability (past/present history thereof); status as a victim of domestic violence; status as a victim of sexual assault; status as a victim of trafficking in persons; military or veteran status; or criminal record.

SECTION 2: SCM shall adopt a formal Anti-Harassment and Discrimination Policy which shall define discrimination and harassment, set out reporting, investigation and corrective action protocols, and protect against retaliation against those reporting discrimination and harassment. The policy shall name the current SCM President as SCM's Equal Employment Opportunity Administrator and an additional Board Member (with the preferred person having a HR or legal background) as a person who a claimant can make a report to.

SECTION 3: The Policy adopted in Section 2 shall be in writing and posted in the Office of SCM in a place that employees can easily review same and a copy placed in the corporate minutes book.

SECTION 4: The Policy shall be amended from time to time as deemed necessary by the Board including, but not limited to, changes in the identities of the persons in Section 2.

ARTICLE XIII Dissolution

SECTION 1: In the event the corporation shall be dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes which at the time, qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 at the discretion of and determined by the Board of Directors.

ARTICLE XIV Parliamentary Authority and Gender Designation

SECTION 1: The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the corporation in all cases where they are not inconsistent with these Bylaws. Any questions with regard to these Bylaws shall be interpreted by the parliamentarian. Any reference to gender in these Bylaws shall be interpreted as a neutral designation.

Bylaws adopted April 1983
Amended August 1987
Amended May 1992
Amended April 1997
Amended October 1998
Amended October 1999
Amended May 2001
Amended June 2002
Amended April 6, 2004
Amended March 4, 2008
Amended Jan. 5, 2016
Amended November 14, 2023
Amended February 2, 2026