

By Laws of Greater Waterbury Cable Council, Inc.
Proposed May 2, 2001 – Approved September 5, 2001

Article I
General

Section 1.01 Name: The name of this Corporation shall be the Greater Waterbury Cable Council, Inc. (hereafter referred to as the Corporation).

Section 1.02 Objectives: The Corporation shall have as its objectives, to act as a cable television advisory council representing the interests of residents and public access station in the geographical area comprising Middlebury, Plymouth/Terryville, Prospect, Waterbury and Wolcott (the "Franchise Area"). The Corporation shall represent the residents and public access station in dealing with the cable television company licensed by the Certificate of Cable Franchise Cable Authority (CCFA) (the "Franchisee"), and shall promote the use of the public access station by persons, corporations and organizations interested in cablecast programming . The Corporation shall encourage and implement public and community access to the Franchise Area; act as negotiator and contractual agent for the Franchise Area station with the Public Utilities Regulatory Authority ("PURA"), administer general public access policy for the Franchise in the Franchise Area; give advice to the Franchisee upon such matters affecting the public as it deems necessary; and annually on or before August 1, file a written report with the PURA concerning activities for the preceding fiscal year (the twelve month period ending June 30).

Section 1.03 Non-Profit: The Corporation is non-profit and shall not have or issue shares of stock or pay dividends. No profits shall be distributed to any officer or Member of this Corporation.

Section 1.04 Location: The principal office of the Corporation within the State of Connecticut shall be located at 267 Grand Street, Waterbury, Connecticut 06702. The Corporation may also maintain additional offices as such places within or outside the State of Connecticut as the Board of Members may from time to time determine.

Article II
Board of Members

Section 2.01 Members Defined: The term "Member" as used throughout these By Laws shall have the same meaning as "Director" in accordance with the terms of Chapter 600 of the Connecticut General Statutes (Non-stock Corporation).

Section 2.02 Power of Board and Qualifications of Members: The Corporation shall be managed by its Board of Members. The Members of the Board shall be appointed as follows:

- I. The chief elected official of each town in the CCFA Area shall appoint one or more Members who are residents of said town in accordance with the population of said town as determined by the most recent United States census in the following manner:
 - a) in towns having a population of less than 5,000 - one Member;
 - b) in towns having a population of at least 5,000 but less than 20,000 - two Members;
 - c) in towns having a population of at least 20,000, but less than 50,000 – three Members;
 - d) Members; in towns having a population of 50,000 or more - four Members.

Insofar as is possible, said appointments should reflect and be representative of the cultural, educational, ethnic, and economic make-up of the population inhabiting said towns. Each chief elected official of each town in the CCFA Area may appoint an "Alternate Member" to serve in the event a Member is unable to or unwilling to serve. Such "Alternate Members" may not be officers of the Corporation. Provided, further, that "Alternate Members", may serve upon committees. Provided, further, that "Alternate Members" may vote at meetings only when the Member they have been appointed to serve in lieu of, is not in attendance.

2. The Board of Education in each town in the CCFA Area shall appoint one Member. Such Member need not be a Member of said Board of Education, but must reside in said town, or be employed by the town's Board of Education or be a Member of the town's Board of Education.
3. One Member shall be appointed to the Corporation to represent all of the libraries of general public use located within the CCFA Area. In the town having the largest population therein, as determined by the most recent United States census, the public library board charged with oversight and management of the town's public library as defined by Section 11-24a(b) of the Connecticut General Statutes shall appoint the Member. If the public library board does not appoint the Member, or does not have the authority to appoint the Member, the Member shall be appointed by the chief elected official of said town. The Member shall be a library board Member or a professional library staff employee of a public library or library of general public use in a town within the CCFA Area. The Member shall be a resident of one of the towns within the CCFA Area.
4. The CCFA shall appoint one Member. Said Member shall possess some expertise in the field of cable television and shall serve without voting privileges on the Board of Members.
5. The Access Provider shall send a representative to all Council meetings and said representative may participate in discussions relating to access during the meeting.

Section 2.03 Terms of Members: Members shall be appointed to a term of two (2) years running from the first day of July in the year in which such Member is appointed.

Section 2.04 Vacancies: Vacancies occurring in the Board of Members for any reason may be filled by the organization which approved the Member who has retired, resigned or otherwise become unable to serve. The Member so chosen to fill a vacancy shall hold office until the term of the director whom said new Member has been appointed to replace shall expire.

Section 2.05 Resignation: Any Member may resign from office at any time by delivering a resignation in writing to the Secretary of the Corporation. Such resignation shall take effect at the time of receipt, unless another time is specified. No acceptance of such resignation shall be necessary to make it effective.

Section 2.06 Meetings of the Board. Meetings of the Board of Members shall be held in accordance with the following procedures:

1. Regular Meetings:
 - a) Shall be held at least bimonthly. The meeting dates shall be determined by a vote of the Members during the September meeting. A tentative schedule of meeting dates shall be distributed to each Member and to each town's chief elected official.
 - b) Shall be held in locations that will incur no cost to the Corporation.

- c) Shall be held in locations conducive to open public forum at least two (2) times during the year.
 - d) Shall be held in locations determined by member vote or by the Chairperson. Should a meeting be canceled or postponed, the Chairperson will establish an alternate date and location.
 - e) Shall be held on the first Wednesday of the months that are selected for meetings, unless otherwise requested by Members' vote or by the Chairperson. The meeting months shall be determined by Members' vote at each year's annual meeting. A tentative schedule of meeting dates shall be distributed to all Members and to the office of each town's chief elected official.
 - f) Shall require the attendance of 50 % of the Council's voting Members who are actively on the roster at the time of each meeting to legally transact business.
 - g) Shall be adjourned by majority vote.
2. Special Meetings :
- a) May be called by a majority of the Members' vote or by the Chairperson, upon due notice to all Members.
 - b) Shall be conducted as are regular meetings .
3. Annual Meetings:
- a) Shall be held during the month of September.
 - b) Shall be conducted as are regular meetings.
4. Order of Business at All Council Meetings:
- a) Roll call and call to order
 - b) Minutes
 - c) Report of CCFA
 - d) Report of Public Access Provider
 - e) Public Communication
 - f) Town Reports
 - g) Officer Reports (Chairperson, Secretary and Treasurer)
 - h) Committee Reports
 - i) Correspondence and Bills
 - j) Old Business
 - k) New Business
 - l) Election of Officers (at Annual Meeting and in Special Circumstances)
 - m) Adjournment

Section 2.07 Quorum and Voting: Unless a greater proportion is required by law, the Certificate of Incorporation or by these By Laws, 50% of the voting Council Members who are actively on the roster at the time of each meeting shall constitute a quorum for the transaction of business or any specified item of business. Except as otherwise provided by law or by these By Laws, the vote of a majority of the Members present at the meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board. However, the election of officers or a bylaws change shall require a two-thirds (2/3) majority of the Members present at the meeting at the time of the vote, if a quorum is present at such time. If a quorum is not present at the scheduled hour of a meeting, the Members present will decide at their discretion when to postpone the meeting. If a quorum is lost while the meeting is in progress because of Members' departures, the meeting will end at the time the quorum is lost.

Section 2.08 Written Consent of Members / Meetings by Conference Telephone: Any action required or permitted to be taken by the Board of Members or any committee thereof may be taken without a meeting if a majority of all Members of the Board or such committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by Members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee. Any one or more Members of the Board of Members or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.09 Committees of the Board: The Board of Members, by resolution adopted with a quorum of the Board, may designate from among its Members various types of committees, each consisting of two or more Members to be appointed by the Chairperson, and each of who, to the extent provided in the resolution, shall report their recommendations to the Board. The Chairman of the Advisory Council will appoint all Committee Chairpersons.

Each such committee shall operate within the following general rules:

- 1) Standing Committees (including but not limited to: Finance, Nominations, and By Laws):
 - a) Shall examine ongoing issues of business, such as publicity, funding and state regulation.
 - b) Shall be established by majority vote at the first regular meeting of the year.
 - c) Shall consist of at least two (2) Members appointed by the Chairperson. The Chairperson may serve as an ex-officio Member.
 - d) Shall serve as a body for a period coinciding with the Corporation's fiscal year.
 - e) Shall conduct its meetings, elect its officers, and consider issues in accordance with Corporation's By Laws.
 - f) Shall have the power to establish subcommittees.
 - g) Shall report to the members or Chairperson as requested by either.
 - h) Shall require the attendance of two (2) Members to legally transact business (quorum).
2. Select Committees:
 - a) Shall examine special issues or business such as By Law amendments, special or unusual allocation of funds, or any programming that might be initiated by the Corporation.
 - b) Shall be established by majority vote at any regular Members meeting.
 - c) Shall consist of at least two (2) Members appointed the Chairperson. The Chairperson may serve as an ex-officio member.
 - d) Shall serve as a body for a period established by majority vote of the Members.
 - e) Shall conduct its meetings, elect its officers, and consider issues in accordance with the Corporation's By Laws.
 - f) Shall have the power to establish subcommittees.
 - g) Shall report to the Members or Chairperson as requested by either.
 - h) Shall require the attendance of two (2) Members to legally transact business (quorum).

3. Public Access Committee:
 - a) This Committee recommends to the Council improvements in public, educational and government access within the CCFA.
 - b) . Shall consist of five (5) persons, one (1) shall be a Council Member. One (1) shall be a representative of the Access provider. Three (3) shall be active producers, who shall be elected by a majority vote of Council. A quorum for this Committee and only this Committee shall be defined as three (3), one Council Member, one producer representative, and one other.
 - c) Within 30 days after the annual election of officers, the Public Access Committee shall initiate the selection of producer members. Active producers must nominate themselves and nominations must be in writing to the Council Secretary. Council will select, by majority vote, 3 producers from the list, to serve for two years.
 - d) Should a vacancy occur, the Chairperson of the Advisory Council shall appoint a person (Council Member or producer, as required) to fill the vacancy. Vacancies are filled for the remainder of the term in progress. The Committee meets at the request of the Council Chairperson or on petition of Council Members.

Section 2.10 Program Complaints: The Advisory Council shall review all community access programming of a company or organization within the CCFA area which programming has been the subject of a complaint.

- 1) A written complaint must be received by the Advisory Council before a review can be initiated.
- 2) The Council may request the following documentation regarding the complaint:
 - a) The exact instance and infraction of the complaint
 - b) A videotape of the program in question
 - c) Copies of any written complaints
 - d) Copies of any telephone logs of complaints
 - e) The names of parties with verbal complaints
- 3) The Council may request testimony from company or organization employees and/or individuals with information regarding any complaint. The Council will submit in writing, any and all findings and advice in relation to the complaint to the originator of the complaint, the company or organization and the Public Utilities Regulatory Authority.

Section 2.11 Compensation of Members: Members may not receive compensation for services rendered to the Corporation. However, the Members shall be entitled to reimbursement for properly authorized costs incurred on behalf of the Corporation. All Council and Committee Members are required to scrupulously avoid conflict of interest situations, in accord with Connecticut General Statutes.

Section 2.12 Duties of Members:

- 1) It shall be the duty of all Members of the Corporation to attend regularly scheduled meetings (see paragraph 2.06), and actively pursue the Corporation's objectives.
- 2) No Member shall be excused from attending regularly scheduled meetings except on the grounds of absence from town, sickness or other extreme necessity. In order to qualify for an "excused absence", a Member must contact an officer of the Corporation prior to the meeting in question. An "unexcused absence" will occur when a Member does not call prior to any meeting that is scheduled with due notice.

- 3) Should a Member accrue three (3) "unexcused absences" during the Corporation's fiscal year, the Member shall be subject to the provisions established in Paragraph 2.13 below.

Section 2.13 Requirements and Penalties: A Member who accrues three (3) unexcused absences (see paragraph 2.12) in the 12-month fiscal year period will be deemed to have resigned and will be notified in writing by the Chairperson of the Corporation. The appointing authority will also be notified.

Section 2.14 Procedure: Any Member may be recommended for dismissal from the Corporation by a two-thirds (2/3) vote of the Members present at a regular meeting, providing the charge has been properly examined and said Member and chief elected official of the town represented by said Member have been notified of the charge at least two (2) weeks before the vote. Should the Members vote to recommend dismissal of the Member, the Member in question shall be notified in writing, and the chief elected official of the Member's town shall be notified in writing and encouraged to appoint a replacement.

Article III

Officers, Agents and Employees

Section 3.01 General Provisions: The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary and a Treasurer, and may include one or more Assistant Secretaries and one or more Assistant Treasurers. The terms "Chairperson" and "Vice-chairperson" used throughout these By Laws shall have the same meanings as "President" and "Vice-President", respectively, in accordance with the terms of Chapter 600 of the Connecticut General Statutes (Non-stock Corporation).

Section 3.02 Term of Office, Vacancies and Removal: The officers shall be elected each year by the Members at the regularly scheduled meeting in the month of September. New officers shall assume their duties immediately upon election, and shall continue to serve until a successor officer is elected by the Members or until an officer succeeds to the office as herein provided. If an office becomes vacant for any reason, the Board of Members may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of his predecessor shall have expired unless reelected by the Members. Any officer may be removed as hereinafter provided.

Section 3.03 Election of Officers:

- 1) The Chairperson shall appoint a nominating committee in July of each year consisting of two (2) or more Members. The Committee shall prepare a slate of candidates and shall submit said slate in writing at least thirty (30) days prior to the September meeting.
- 2) The election of officers shall be by secret ballot. The candidate receiving a two-thirds (2/3) majority of votes cast shall be elected. In the event no candidate receives a two-thirds (2/3) majority of votes cast, subsequent ballots shall be taken with the low vote getter being eliminated after each successive ballot until a candidate receives a two-thirds (2/3) majority of votes cast for election. In the event that the low vote getter is tied, a special ballot shall be taken among the tied parties and the candidate receiving the greatest number of votes on the special ballot shall remain in the running and all others shall be eliminated.
- 3) Nominations for officers shall be accepted from the floor prior to the casting of ballots.
- 4) Ballots shall be tabulated by the Secretary.

Section 3.04 Duties of Chairperson. The Chairperson shall:

- 1) Preside over all meetings of the Members by:
 - a) Calling a meeting to order, and conduct all meetings according to Robert's Rules of Order - Newly Revised. Robert's Rules shall serve as the parliamentary authority for all meetings
 - b) Announcing business before the Members in the order in which it is to be acted upon.
 - c) Recognizing Members entitled to the floor.
 - d) Stating, putting to vote, and announcing the result of all questions which are regularly moved or arise in the course of the proceedings.
 - e) Protecting the Members from annoyance from evidently frivolous or dilatory motions by refusing to recognize them.
 - f) Expediting business in every way compatible with the rights of the Members.
 - g) Restraining members when engaged in debate.
 - h) Enforcing on all occasions the observance of order and decorum among Members and deciding all questions or orders unless, when in doubt, the Chairperson prefers to submit the question for the decision of the Board.
 - i) Informing the Members on a point of order or practice pertaining to pending business.
 - j) Authenticating by signature (when necessary) all acts, orders and proceedings of the Corporation declaring it will and in all things obeying its commands.
- 2) Prepare a detailed agenda for each regular and special meeting.
- 3) Vote only in cases where his vote would change the result (tie or loss of two-thirds (2/3) majority).
- 4) Following consultation with the Members, make appointment recommendations, if necessary, to the chief elected official or Board of Education in the town or towns planning to fill a vacancy.
- 5) Appoint Members of standing or select committees.
- 6) Assign dates and locations of meetings, providing the Members fail to do so. Should a meeting be canceled or postponed, the Chairperson shall assign an alternate date and/or location.
- 7) Represent the Corporation in all contested cases brought before the Public Utilities Regulatory Authority.
- 8) Conduct special purpose correspondence.
- 9) If it is necessary, to vacate the office of Chairperson, appoint a Chairperson pro tern. The first adjournment, however, puts an end to the appointment.
- 10) Oversee the fiscal administration of the Corporation.
- 11) Prepare an annual report to be presented at the annual meeting for approval. The report will then be forwarded, as required by state regulation, to the PURA no later than the first day of August of the same year. Extensions are ordinarily requested.
- 12) Ensure that the public in general and cable television subscribers in particular are aware of and have access to meetings of the Members and minutes.
- 13) Carry out the duties, policies and decisions of the Corporation as determined by law and by the vote of the Members.
- 14) Disburse funds only with proper authorization of the Board of Members in resolution form passed by a majority of the Members attending any regular or special meeting.

Section 3.05 Duties of the Vice-Chairperson: The Vice-Chairperson shall:

- 1) Administer the Corporation's attendance policy (see Article II).
- 2) Conduct correspondence regarding town representative appointments. The Vice-Chairperson shall also monitor the appointment or resignation of Members.
- 3) In the absence of the Chairperson, call meetings to order and shall preside as would the Chairperson.
- 4) In the absence of the Chairperson, or in the event the Chairperson is unable to act, to act in the Chairperson's place until a succession is duly qualified.

Section 3.06 Duties of the Secretary: The Secretary shall:

- 1) Act as recording officer of the Corporation and the custodian of its records except such as specifically assigned to others. These records shall include:
 - a) minutes of all regular and special meetings
 - b) register or roll of Members
 - c) Member attendance
- 2) Notify all officers and committees of appointments.
- 3) Furnish all Members and chief elected officials with all papers referred to them.
- 4) Keep a file in which the By Laws and standing rules are written. In addition, the Secretary should keep files to accommodate all correspondence initiated and received by the Corporation and files dedicated to both federal and state regulatory documents.
- 5) Send out proper notices of all called meetings and of other meetings when necessary.
- 6) Conduct the correspondence of the corporation except as otherwise provided.
- 7) Maintain a list of standing and select committees and their Members.
- 8) In the absence of the Chairperson and the Vice-Chairperson, call meetings to order and preside until the election of the Chairperson pro tem (which should take place immediately).
- 9) Endorse on all correspondence, reports or regulations received by the Corporation, their date of reception and what action was taken upon them. They should then be preserved among the Corporation's records.

Section 3.07 Duties of the Treasurer: The Treasurer shall:

- 1) Act as the Corporation's banker, holding the funds deposited with him and paying them out on the order of the board of Members.
 - 2) Present a report at least four (4) times a year, or as directed by the Board vote or by the Chairperson, of information relating to receipts and disbursements previously authorized by the Corporation. Said reports shall include vouchers.
 - 3) Present a budget report at the annual meeting. The report should consist of any information relating to receipts and disbursements made during the Corporation's fiscal year.
 - 4) In the absence of the Chairperson, Vice-Chairperson, and Secretary, call meetings to order and preside until the election of a president pro tem (which should take place immediately).

Section 3.08 Removal of Officers:

An officer of the Corporation, for abuse of his authority or misconduct in office, may be impeached upon a two-thirds (2/3) vote of Members present at a given meeting, provided that the charge against him be made in writing and copy of same be filed with the Secretary or Chairperson at least two (2) weeks before such vote is taken. The Secretary or Chairperson shall notify all Members of the pending action at least one (1) week before the meeting. Should removal of an officer be necessary, a special election to fill the vacancy shall be held at the next regularly scheduled meeting. The Secretary or Chairperson shall send special election notices to all Members at least one (1) week before the election.

Article IV Financial

Section 4.01 Budget:

A budget of planned revenue and expenditures for the corporation shall be adopted by the Board of Members each year at the September annual meeting of the Board. Such budget shall cover the fiscal year next following the date of the annual meeting. The Corporation shall not make any expenditure without the affirmative vote of a majority of the Members of the Board of Members unless such expenditures have been included in the budget for the current fiscal year which has already been approved by the Board. An annual financial report shall be presented at the September annual meeting and shall include information on receipts and disbursements during the previous fiscal year.

The access provider shall provide the Council with its' operating budget for the upcoming year two (2) months prior to the beginning of that year, for review.

Section 4.02 Checks, Notes and Contracts:

Four Members shall be authorized to sign checks, notes and contracts: The Chairperson, Vice- Chairperson, Secretary and Treasurer. All checks, notes and contracts shall require the signatures of one of these persons.

Article V Miscellaneous

Section 5.01 Fiscal Year:

The fiscal year of the Corporation shall end on the last day of June of each year or such other period as may be fixed from time to time by the Board of Members.

Section 5.02 Corporate Seal:

The seal of the Corporation shall be circular in form and contain the name of the Corporation, the word "Seal" and "Connecticut". The Corporation may use the seal by causing it or facsimile to be affixed or impressed or reproduced in any manner.

Section 5.03 Books and Records:

The Corporation shall keep at its principal office in the State of Connecticut (1) correct and complete books and records of the Corporation, and (2) a current list or record containing the names and addresses of all Members and Officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.04 Equipment:

All equipment shall be maintained and insured by the PURA authorized access provider with a certificate of insurance submitted to the Board.

Section 5.05 Amendments to Certificate of Incorporation and By Laws:

The certificate of Incorporation may be amended by the Board of Members.

These By Laws may be amended or repealed, and the new By Laws may be adopted by a two-thirds (2/3) vote of the Board of Members present at a special meeting or regular meeting provided written notice of such change is given at least thirty (30) days in advance to all members. However, no change may be made that would be contrary to the statutes and regulations of the State of Connecticut.

Section 5.06 Indemnification and Insurance:

The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Member or officer of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and the Corporation may advance such person's related expenses, to the full extent permitted by law. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Trustees and officers to the full extent such indemnification is permitted by law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time, the Corporation is deemed to be a Private Foundation within the meaning of Section 509 of the Code, then during such time no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.