



## **BYLAWS**

### **MEDIA NETWORK OF WATERFORD**

#### **ARTICLE I: Name of the Corporation**

The name of the corporation is the Media Network of Waterford.

#### **ARTICLE II: Type of Corporation**

The corporation is a nonprofit educational corporation. It shall be non-partisan, non-sectarian and non-discriminatory in all its operations and functions.

#### **ARTICLE III: Purpose**

The corporation is organized and shall be operated exclusively for literary, charitable and educational purposes. Its specific purposes are:

1. To administer program production and management of the community Media Network as designated in the franchise agreement between the Township of Waterford and Comcast Cable Investors and/or other cable providers.
2. To develop and promote the concept of community through a Media Network via existing and future communications media.
3. To develop and to promote the community use of telecommunications media in a non-discriminatory manner that promotes a free exchange of ideas and information of general community interest.
4. To provide individuals and organizations the necessary resources and support to produce a variety of programming, including training, equipment, production facilities and broadcast availability.
5. To assure that censorship of a program content does not exist, except as necessary to comply with the Cable Communications Policy Act of 1992 (or the corresponding provision of any future federal cable television or telecommunications law), and the Federal Communications Commission prohibition of material that is obscene or contains commercial advertising.
6. To develop funding and to administer such funds in order to realize the purpose set forth in these bylaws.
7. To administer grants for the production of noncommercial, community-based media programs.
8. To devise, establish and administer all rules, regulations and procedures pertaining to the use of the community media network. Subject to the limitations stated in these Articles of Incorporation, the corporation may engage in any lawful activities, none of which are for profit, for which corporations may be organized under the Michigan Nonprofit Corporation Law.

#### **ARTICLE IV: Organization & Governance – Directors**

1. Membership – The corporation will have no members.
2. Governance – The Board of Directors shall be the executive authority of the Media Network of Waterford. All affairs of the corporation shall be managed under the direction of its Board of Directors. The Board shall institute or act as the hiring agent for the executive director. In addition, the executive director will act as hiring agent for staff position; shall make policies and provide such supervision as may be necessary

to promote the best interests of the Media Network's goals and programs. It shall determine and approve all expenditures and fund-raising efforts of the Media Network.

3. Number – The Board of Directors shall consist of not fewer than seven (7) or more than eleven (11) volunteers. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the Board of Directors.
4. Representatives – The Board will include, but will not be limited to, representatives from each of the following organizations:
  - Public Access Channel
  - Educational access channel
  - Municipal television channel
  - Senior access channel
  - Business community
  - Religious community

Interested individuals from each area of representation may submit their name to the Board of Directors for consideration for a Board position.

5. Qualifications – Applications must reside within the Township, own a business within the Township, or belong to an organization within the Township.
6. Vacancies – A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any director. A vacancy in the Board of Directors may be filled by a majority vote of the Board of Directors at any meeting. A vacancy that will occur at a specific late date, by reason of resignation or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.
7. Resignation – A director may resign at any time by delivery of a dated written notice of the Board of Directors, Chair, Vice-Chair, Secretary or Treasurer. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
8. Removal – A director may be removed with just cause at a meeting called for that purpose, by a vote of two-thirds of the members of the Board of Directors in office. A director who has missed three (3) consecutive meetings may be removed by a vote of a majority of the directors present during the third such meeting, or at the next meeting (whether or not the director is present), without notice.

#### **ARTICLE V: Officers**

1. Designation – The officers of this corporation shall be the Chair, Vice-Chair, Secretary and Treasurer, all of whom must be members of the Board of Directors.
2. Election – The Board of Directors shall elect officers by a simple majority to serve one-year terms. An officer may be re-elected without limitation on the number of terms she or he may serve.
3. Removal - Any officer may be removed with just cause at any time by a vote of two-thirds of the directors in office. A successor will be elected at any regular or special meeting of the Board.
4. Resignation – Any officer may resign at any time by delivering a dated written notice to the Board of Directors, the Chair, Vice-Chair, Secretary or Treasurer. Once delivered, a notice of resignation is irrevocable unless the Board of Directors permits revocation. A successor will be elected at any regular or special meeting of the Board.
5. Chairman – The Chairman shall maintain and advance the intent of these bylaws. The Chairman shall preside at meetings of the Board of Directors and the Executive Committee and shall assure that the Board of Directors is advised on all significant matters of the corporation's business, shall act as a principal representative of the corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors. The Chairman shall appoint the chairman of each committee.

6. Vice-Chair – The Vice-Chair shall perform such duties as the Board of Directors shall prescribe. In the absence of the Chair, the duties and powers of the Chair shall be performed and exercised by the Vice-Chair.
7. Secretary – The Secretary shall perform, or cause to be performed, the following duties:
  - a) Prepare official minutes of all proceedings of the Board of Directors meetings and actions;
  - b) Ensure proper notice of all meetings of the Board of Directors;
  - c) The Board of Directors may prescribe any other duties.
8. Treasurer – The Treasurer shall perform, or cause to be performed, the following duties:
  - a) Ensure full and accurate accounts of all financial records of the corporation;
  - b) Deposit all monies and other valuable effects in the name and to the credit of the corporation;
  - c) Disburse all funds when proper to do so;
  - d) Ensure financial reporting to the Board of Directors
  - e) The Board of Directors may prescribe any other duties
9. Other Officers – The Board of Directors may elect or appoint other officers as it deems necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.
10. Surety Bond – A surety bond is required for all officers and the Executive Director.

#### **ARTICLE VI: Committees**

1. Executive Committee – The Executive Committee will consist of the Chair, Vice-Chair, the Secretary, the Treasurer, executive Director (ex-officio, no vote) and such other directors as the Board of Directors may elect from time to time. The Executive Committee may carry out the functions of the Board of Directors between Board meetings.
2. Nominating Committee –
  - a) The Nominating Committee will consist of three (3) members of the Board of Directors and will be elected by the Board of Directors.
  - b) The Nominating Committee will present to the Board a slate of candidates for the officers and Board at the annual meeting.
  - c) The Nominating Committee will present to the Board a candidate in the case of a vacancy.
3. Other Committees – The Board of Directors may establish committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory. No committee of the Board of Directors may:
  - a) Authorize distributions;
  - b) Approve dissolution, merger, or the sale, pledge, or transfer of any or substantially all of the corporations assets;
  - c) Elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or
  - d) Adopt, amend or repeal the Articles of Incorporation or Bylaws or any resolution of the Board of Directors.
4. Composition of Committees Exercising Board Functions – Any committee the exercises any function of the Board of Directors shall be composed of two (2) or more directors, elected by the Board of Directors, but at least one director shall serve on each such advisory committee.
5. Composition of Advisory Committees – Members of advisory committees need not be members of the Board of Directors, but at least one director shall serve on each such advisory committee.

#### **ARTICLE VII: Meetings**

1. Regular and Special Meetings – Regular meetings and special meetings of the Board of Directors shall be held at the times and places determined by the Board of Directors. For a special meeting, the general nature of the business to be transacted shall only include predetermined agenda items. The chairman or any Board member may call a special meeting. Regular meetings of the Board will be open to the public.
2. Annual Meeting – An annual meeting shall be held during the same month of each year, at which time newly elected officers and Directors shall begin serving their terms of office.
3. Quorum and Voting – A simple majority of Board members shall constitute a quorum for the transaction of business. In any meeting, the acts of the majority of the Board shall be the acts of the Board, except as limited by these bylaws.
4. Notice – Notice of meetings of the Board of Directors, describing the date, time, place, and purpose of the meeting shall be delivered to each director personally or by telephone, fax or email not less than 48 hours prior to the meeting.
5. Meetings by Telecommunication – The Board of Directors may permit any or all of the directors to participate in any meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. Names of the participants in the meeting will be divulged to all participants.
6. Action Without Meeting – Any action required by law to be taken at the Board of Directors meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, is signed by a simple majority of all directors.

#### **ARTICLE VIII: Conflicts of Interest**

1. Conflict of Interest Transactions – A conflict of interest transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction is fair to the corporation at the time it was entered into or is approved.
2. Declaration of Conflict of Interest – A director with a conflict of interest shall declare the conflict prior to voting on the transaction. The Board shall determine if the conflict precludes the director from voting.
3. Loans to or Guaranties for Directors or Officers – The Corporation may not lend money to or guarantee the obligation of a director or officer of the corporation.  
No part of the net profits of the Media Network of Waterford shall inure to the benefit of any member of the corporation or other individual, provided however, that nothing contained herein shall prohibit a member from receiving compensation for instructional services and /or other paid positions.

#### **ARTICLE IX: Indemnification**

1. Indemnification and Insurance – The Corporation shall, to the fullest extent now or hereafter permitted by law and by regulations and rulings by the Internal Revenue Service, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed civil action, suit or proceeding by reason of the fact that such person is or was a Director, Officer, Employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties, or expenses of correction) including attorney's fees (which expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as provided by law), actually and reasonably incurred by such person in connection with such

action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and such person is either successful in his or her defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to the Corporation duties concerned. The Corporation may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act.

2. Rights to Continue – The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of the Corporation and, to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and such person, may continue as to a person who has ceased to be an employee or agent of the Corporation. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officers, employee or agent of the Corporation shall inure to the benefit of the heirs, personal representatives and administrators of such person.

#### **ARTICLE X: General Provisions**

1. Amendment of Bylaws – A vote of two thirds of directors in office is required to amend, repeal or adopt new Articles of Incorporation or Bylaws. Prior to the adoption of the amendment, each director shall be given at least 48 hours' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.
2. Inspection of Books and Records - All books, record and accounts of the corporation shall be open to inspection by the director in the manner and to the extent required by law.
3. Checks, Drafts, Etc. – All checks, drafts and other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as determined from time to time by resolution of the Board of Directors.  
A vote of two thirds of the directors in office is required to sell assets not in the regular course of business, merge, or dissolve.
4. Execution of Documents – The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. The Executive Director will be the resident agent. Unless so authorized by the Board of Directors, 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 for any purpose or for any amount.
5. Exemption of Property – The private property of the staff and Board of Directors of the Media Network of Waterford shall not be liable for corporate debts to any extent whatsoever. This section of these bylaws shall not be amended except by the unanimous vote of the Board of Directors.
6. Dissolution – Upon dissolution or final liquidation, after paying or provision for the payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to a nonprofit organization or organizations. Distribution of assets shall be determined by the Board of Directors.

7. Roberts Rules – Robert’s Rules newly revised shall govern the Media Network of Waterford in all cases in which they are applicable and in which they are not in conflict with the Media Network of Waterford’s Bylaws or the Articles of Incorporation.

7/98

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