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**NATIONAL EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION**

**BYLAWS**

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**ARTICLE I**

**PURPOSE**

The purpose of the Corporation is exclusively educational: to develop, exchange, and share on a nonprofit basis the educational, instructional, and cultural resources of and with participating members of the Corporation so as to assist the development of instructional, educational, and cultural activities of educational television and radio stations: to produce, distribute, or otherwise exploit, or any combination thereof, for broadcast by radio, television, or otherwise, or any combination thereof, material which is instructional to the public on subjects useful to the individual and beneficial to the community; to further the utilization of other forms of electronic communications of educational material; to aid in developing and implementing interstate exchange of instructional, educational, or cultural material designed or intended for broadcast by radio, television, or otherwise, or any combination thereof; and to aid in developing and implementing interstate exchange of materials and information relating to the educational use of electronic communications.

In the event of dissolution of the Corporation, the residual assets thereof will be conveyed or transferred to one or more organizations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor section thereto; or to the Federal Government or to a state or local government, for public purposes exclusively.

**ARTICLE II**

**Membership**

Section 1. The Corporation may accept for membership any eligible organization, agency, or individual, if such membership is consistent with the basic purposes of the Corporation. Membership must be applied for in writing and may be granted by a majority vote of the Board without the necessity of amending these Bylaws.

Section 2. Classes of Members. The members of the Corporation shall be divided into classes constituted as follows:

*Corporate:* A public television licensee which meets the current CPB criteria for community service grants.

*Affiliate:* An organization or agency that furnishes and/or receives certain selected benefits consistent with NETA's corporate mission.

*Associate:* An organization, agency, or individual that wishes to associate with NETA for perceived benefits and for which membership is not otherwise provided.

Additional classes of membership may be established as determined by the Board of Directors.

## **ARTICLE II (A)**

The NETA Board of Directors may establish such specialized divisions as they feel will help the smooth administrative flow of NETA business. A division is defined as a special operating arm of NETA which members may join. The NETA Board may authorize each special division to have a separate board and to adopt its own bylaws, subject to ratification by the NETA Board.

## **ARTICLE III Membership Dues**

Annual dues and assessments will be determined by the Board.

## **ARTICLE IV Board of Directors**

Section 1. Number and Election. There shall be a Board of Directors composed of representatives of corporate members of the Corporation. Each corporate member is entitled to one representative on the Board. In addition such professional council chairs as the Board shall designate will be members of the Board of Directors.

Section 2. Term of Office. Each director shall serve for a term of one year, or until replaced by the member organization.

Section 3. Powers. The Board of Directors shall have and may exercise all the powers of the Corporation. All actions of the Board of Directors shall be reported to the membership within thirty (30) days of such actions.

Section 4. Regular Meetings. Regular meetings of the Board shall be held at least once during each half year, unless said Board shall otherwise provide. Written notice of said regular meeting, stating time and place, shall be sent to all directors at least fourteen (14) days prior to the date of the meeting. The Board shall serve on all corporate members, and within thirty (30) days after the date of said Board meetings, a transcript of the minutes. The Board may request that minutes of the meeting and decisions made therein be approved by mail. These meetings may be held by teleconference.

Section 5. Special Meetings. Special meetings of the Board may be held at any time at any place when called by the Chair or Vice Chair, or by at least ten percent of the directors. Reasonable notice of such meetings shall be given to all directors stating the time, place, and purpose of the meetings. Notification of Board business conducted at special meetings shall be the same as for regular meetings. These meetings may be held by teleconference.

Section 6. Quorum. At any meeting of the Board, a majority of the Board members, including the Chair or Vice Chair, constitutes a quorum for the consideration of any question. When a quorum is present, a majority of the members represented thereat shall decide any question.

Section 7. Voting. Each representative on the Board of Directors shall have one vote.

Section 8. Proxy voting shall be valid, provided the proxy shall be designated in writing, stating whether or not it is a general or specific proxy, and stating who shall have the authority to vote the proxy, and that said proxy is received by the Secretary at or before the convening of the meeting.

When appropriate, approval may be requested from the Board of Directors' voting membership by polling the members via the mail. Such request will be accompanied by an appropriate ballot form, and replies to the balloting shall be made by the designated representative. This provision may not serve as a substitute for an annual or special meeting of the members.

## **ARTICLE V**

### **Executive Committee**

Section 1. Number and Election. The Board of Directors shall create an Executive Committee, whose members serve concurrently with the Board who are the following officials:

- Chair of the Board (elected, ex officio, with vote)
- Vice Chair of the Board (elected, ex officio, with vote)
- Four Members At Large (elected with vote)
- Immediate Past Chair of the Board (elected, ex officio, with vote)

The Chair and Vice Chair shall be elected at annual meetings of the Board of Directors and shall take office on July 1 of the year for which they are elected. Members At Large are to be elected at the same time as the Chair and Vice Chair of the Board of Directors. Should an incumbent Vice Chair be otherwise eligible for the Chair, the Chair having been elected for a full term, the Vice Chair's name shall be the only name placed in nomination for the chair. Should the incumbent Chair have been elected to less than a full term and be otherwise eligible for the Chair, he/she shall be reelected for a full term. Once elected, the Executive Committee will elect a Treasurer and Secretary. All officers shall remain in office until their successors are duly elected and qualified.

Committee members will serve terms of two years and may be reelected for a second consecutive term. There is no limit on the number of terms a member may serve on the Executive Committee but no member may serve more than two consecutive terms with the exception of the ex officio positions of chair and immediate past chair.

Following election of the first committee under this provision, the member elected as Vice Chair shall be considered to be serving the first year of his/her first term.

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four At Large members will draw lots to establish overlapping terms. Two will serve a term of one year; the other two will serve a term of two years. Each will be eligible for reelection for a second term of two years.

Notwithstanding any other provision of the Bylaws, each member licensee on the Board of Directors shall have one vote for the purpose of the election of board officers and Members At Large. In the event that a licensee has more than one member, the members themselves shall determine how the vote shall be cast.

Section 2. Vacancies. Vacancies occurring during a given term of office may be filled as the Board of Directors may elect, except that a vacancy in the Chair must be filled by the Vice Chair if he/she is otherwise eligible.

Section 3. Powers. The Executive Committee, unless otherwise ordered by, and subject to the control and direction of the Board, shall possess and may exercise the authority of the Board in management of the business of the Corporation during the intervals between meetings of the Board. A majority of the voting members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business. Notice of Executive Committee meetings, and transcripts of Executive Committee minutes shall be served on all corporate members in the same manner as regular meetings of the Board.

## **ARTICLE VI**

### **Other Committees**

The Chair may appoint other committees which shall act under the general supervision of, report to, advise, and assist the Board or the Executive Committee in the conduct of the affairs of the Corporation. Such other committees may be permanent or temporary and shall act with respect to such special or general problems or interest areas as the Board or the Executive Committee may from time to time determine.

The appointing authority shall prescribe the guidelines for the establishment of such committees, assign their goals, duties and responsibilities, and may establish the procedure by which the committees shall conduct their affairs.

## **ARTICLE VII Officers**

Section 1. General. The officers of this Corporation shall be a Chair, one or more Vice Chairs, a Secretary, and a Treasurer. The Chair and Vice Chair(s) shall be members of the Board and shall be elected by a majority vote of the Board. The Executive Committee will, by majority vote, elect the Secretary and Treasurer from within the Executive Committee. No two of these offices may be held by the same person. Each officer shall, subject to these Bylaws, have in addition to the duties and powers herein set forth such duties and powers as the Board shall from time to time designate. The term of office for each officer shall be one year.

Section 2. Termination. Removal of an officer from office for cause and appointment of a successor must be approved by the Board.

Section 3. Chair. Except as otherwise voted by the Board, the Chair will preside at all meetings of the Board. The Chair shall have such other duties and powers as the Board shall from time to time designate.

Section 4. Vice Chair. In the absence of the Chair, the Vice Chair will preside at all meetings of the Board. The Vice Chair shall have such duties and powers as the Board shall from time to time designate.

Section 5. Secretary. In the absence of the Chair and Vice Chair, the Secretary will preside at all meetings of the Board. The Secretary shall attend all annual and special meetings of the Board and the Executive Committee. The Secretary shall keep or cause to be kept a true record of all meetings and such records shall be open at all reasonable times to inspection by any members. In the absence of the Secretary at any such meetings, a temporary Secretary who shall record the proceedings of such meeting shall be appointed by the Chair. The Secretary shall have such duties and powers, as the Board shall from time to time designate.

Section 6. Treasurer. In the absence of the Chair, Vice Chair, and Secretary, the Treasurer will preside at all meetings of the board. The Treasurer shall assist in overseeing fiscal management of the Corporation, including review of the budget development, financial reporting, and audits and fiscal controls.

Section 7. President. The Board shall employ a President who shall serve also as Executive Secretary of the Corporation. Under the direct supervision of the Chair, the President shall manage the day-to-day activities of the Corporation; shall be empowered to hire staff members subject to the policies of the Board and shall have other such duties and powers as the Board may from time to time designate.

The President, shall attend all annual and special meetings of the Board and the Executive Committee. The President shall, subject to the direction and under the supervision of the Board, have general charge of the financial concerns of the Corporation, except his or her own bond, and shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to the Corporation. The President shall keep, or cause to be kept, accurate books of account which shall be the property of the Corporation and shall give bond, the cost of which is to be paid by the Corporation, for the faithful performance of his duty in such form, in such sum, and with such sureties as the Board shall require.

The President shall be an ex officio, non-voting member of the Board and shall attend all meetings, except Executive Sessions of the Board and the Executive Committee, unless specifically invited to attend by the Chair of the Board. He/she shall preserve in the books of the Corporation the true minutes of the proceedings of all such meetings as approved by the Secretary and shall give all notices required by bylaw, statute, or resolution.

The Business Manager shall keep the bond of the President.

The President shall propose policies to be considered by the Board of Directors, shall develop methods of implementing policy decisions, shall be responsible for such implementations, and shall have all other powers and duties that normally reside in the office of a chief executive.

## **ARTICLE VIII**

### **Seal**

The Seal of the Corporation shall consist of a flat-faced circular disk with the words "South Carolina" and "Corporation Seal" together with the name of the Corporation and the year of its organization cut or engraved thereon.

## **ARTICLE IX Execution of Papers**

Section 1. The Execution of all papers of the Corporation such as deeds, leases, contracts, bonds, notes, checks, drafts, and other such obligations made, accepted, or endorsed by the Corporation shall be signed by the person or persons designated by the Board. Such designations by the Board of the person to act on behalf of the Corporation should be entered in the official minutes of the Corporation as part of the permanent records.

Section 2. The foregoing defined officers and directors of the Corporation shall be indemnified against liability of whatsoever kind or nature because of such person being made a party to any suit, action or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation by reason of the fact that he or she 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, employee or agent against expenses including attorneys' fees, actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a matter he or she reasonably believed to be in or not opposed to the best interest of the Corporation except that no indemnification shall be made in respect to any claim, judgments, amounts paid in settlement, issue, fine, matter, attorneys' fees for a criminal proceeding or as to such person guilty of a violation of a criminal law, or as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper. Provided, also that such indemnification shall be void if said misconduct involved moral turpitude.

## **ARTICLE X Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July in each year and shall end on the 30th day of June following.



**ARTICLE XI  
Amendments**

These Bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors at a duly constituted meeting of the Board, a quorum being present, called in full or in part for said purpose. Notice of the meeting shall specify the subject matter of the proposed alteration, amendment, or repeal, and the articles to be affected thereby.

**ARTICLE XII  
Procedure**

In the event a question of order or procedure should arise which is not covered in these Bylaws, then Robert's Rules of Order shall prevail.

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*Adopted by the NETA Board of Directors  
San Antonio, Texas, July 28, 1997*

*Amended by the NETA Board of Directors  
St. Louis, Missouri, July 26, 2004*