

# BYLAWS OF LINCOLN COUNTY TELEVISION

## **ARTICLE I NAME, PURPOSE, AND LEGAL AUTHORITY**

The name of the instrumentality established and authorized by the town selectmen of Bristol, Damariscotta, Newcastle, Nobleboro, Waldoboro and Wiscasset to plan and govern the public access channels is Lincoln County Television (LCTV).

The name of the public access channel and the public access users governed by the LCTV Board of Directors is Channel 7 at the present time.

LCTV will develop public access policies and procedures, train the public access users, maintain any public access facilities and equipment, develop an operating budget, and maintain the Community Bulletin Board and LCTV website. In addition, LCTV will actively pursue the production and broadcast of public meetings held by elected and appointed officials contingent upon the availability of trained personnel. LCTV will act also as a resource to all persons interested in producing public or educational programming.

## **ARTICLE II BOARD OF DIRECTORS**

LCTV is an independent, non-profit organization, governed by a volunteer Board of Directors, chosen by town governments located within the LCTV-cablecast area. The purpose of the Board of Directors is to: give direction and leadership to LCTV's mission, goals and objectives; provide guidance and direction in the management of LCTV property, affairs and business; and ensure a working relationship with participant town governments and their community citizens.

This Board is responsible for establishing policy, recruiting volunteers, providing publicity, providing management and approving the operating budget for LCTV for review by the town selectmen. The voting members of LCTV shall be appointed by the town selectmen.

The number of members will consist of the three (3) LCTV representatives, appointed by each town, which will prescribe their terms of office.

No member of the Board shall be entitled to a salary or bonus from LCTV while serving as an elected officer of the Corporation. Expenses incurred while carrying out the duties of the office may be reimbursed as authorized by the Board.

The proper functioning of LCTV depends upon the active and reliable participation of its members. Removal and replacement of Board members who miss three consecutive, unexcused meetings shall be made upon recommendation of attending directors to the selectmen of the appropriate municipality.

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### **ARTICLE III OFFICERS**

The officers of LCTV shall consist of the President, Vice-President, Secretary, and Treasurer. They shall be elected at the annual meeting held in June by the majority vote of the LCTV Directors.

Any officer may be removed from office upon a two-thirds (2/3) vote of the Board at a regular meeting or a special meeting called for that purpose, provided that said officer shall have prior notice of such action.

In the event that an officer can no longer serve, or resigns from office, a successor is appointed by a majority vote of the Directors to serve until the next annual meeting. All officers shall serve until duly replaced.

### **ARTICLE IV OFFICERS' DUTIES**

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board, using Robert's Rules of Order, and shall be an ex-officio member of all committees established by the Board. At each annual meeting of the Corporation, the President shall present a report of the condition of the Corporation. The President shall call regular or special meetings of the Board in accordance with these bylaws. The President shall appoint a Committee of three (3) officers/directors to conduct an annual review for presentation at the annual meeting.

The Vice-President shall, in the absence of the President, carry out the duties with full authority and powers of said office. The Vice-President may carry out such duties as requested by the President and/or the Board of Directors. Further, the Vice-President shall have the authority to sign, make, and endorse in the name of the Corporation, such checks, drafts, orders for payment of money as directed by the President and/or the Board of Directors.

The Secretary shall keep the minutes of the regular and special meetings of the Board. The Secretary shall send out notices and approved minutes of meetings to the towns' offices. The Secretary shall execute all communications and correspondence on behalf of the Board and/or the President.

The Secretary as the registered agent of LCTV (a nonprofit corporation) will file by April 1<sup>st</sup> each year the 501(c)(3) Annual Report with the Secretary of State in Maine. The Secretary will also submit the warrant requests and LCTV Annual Report to each town (as specified in Article VII).

The Treasurer shall have the care and custody of all funds and securities of said Corporation and shall deposit all funds in the name of the Corporation in such banks as directed by the Board. The Treasurer 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 the status of the finances shall be presented at each regular meeting of the

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Board or at any other such times as required. The Treasurer shall present a full financial report at the annual meeting of the Board.

## **ARTICLE V EXECUTIVE COMMITTEE**

The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee. It has the power to designate any additional committees or eliminate any committees. The Executive Board shall meet with the Station Manager whenever necessary and shall act for and represent the Board in the intervals between the meetings of the Board of Directors.

## **ARTICLE VI MEETINGS**

LCTV shall hold at least one (1) advertised and scheduled meeting every two months. A quorum shall consist of at least one director from a majority of member towns.

It may be necessary for the Board of Directors to adjourn to executive session. This action must be approved by three-fifths (3/5) of the members present. No official actions shall be finally approved in executive session. The only items that may be discussed in executive session are the management of the public access channels and legal matters of direct concern to LCTV.

The Board of Directors may take official action without a formal face-to-face meeting. All official actions to be approved or disapproved without a formal meeting should be vetted thoroughly. Prior to voting by email, the Board of Directors should have ample opportunity for discussion, either by email or during regular or specially held meetings. The minimum required vote to take action shall be the affirmative vote of a majority of all voting members of the Board. The maximum voting period shall be no longer than 3 days.

The Secretary (or another person authorized by the President) of the Board of Directors shall be responsible for emailing a motion to Board members and for collecting and tallying the votes. The votes should be sent to the authorized person only. A written record of the vote shall be recorded in the next Board of Directors' meeting minutes.

There shall be an annual meeting of the Board of Directors of LCTV during the month of June, at a specific time and place as specified by the Board of Directors. The meeting shall be for the purposes of electing officers and considering other business.

## **ARTICLE VII THE FISCAL YEAR AND ANNUAL REPORTS**

The fiscal year shall be the twelve months ending June 30 of each year. The Board of Directors shall submit annual reports to the participating municipal towns by the due dates\* for inclusion

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in the annual town reports. Such reports shall summarize the financial position of LCTV and its accomplishments and activities during the past fiscal year.

\*Annual Due Dates for Towns as of the year 2010

Bristol	End of December (petition needed)
Damariscotta	January 31
Newcastle	April 1
Nobleboro	Before December 25
Waldoboro	March 1
Wiscasset	End of December or beginning of January

**ARTICLE VIII AMENDING BYLAWS**

Any member of LCTV may propose an amendment to these bylaws by submitting the proposed amendment at a regularly scheduled Board meeting. The concurrence by vote of a quorum of those present of the LCTV Board of Directors will constitute acceptance of the proposed amendment.

The bylaws shall be reviewed every 5 years, at least 2 months prior to the annual meeting.

**ARTICLE IX DISSOLUTION**

In the event of dissolution of LCTV, assets following payment of LCTV's debts and obligations shall be divided equally among organizations, which qualify as non-profit organizations under 501(c)(3) of the Internal Revenue Code.