

BOLINGBROOK COMMUNITY TELEVISION INC.
BY - LAWS

- I. **PURPOSE:** Bolingbrook Community Television (hereafter called BCT) is a non-profit, tax exempt community organization formed to serve the citizens of the Village of Bolingbrook through use of the cable television network owned by the Franchise holder (hereafter called Cable Co.) and operated per the current agreement between the Cable Co. and the Village of Bolingbrook.

The primary purposes of BCT are:

- A. To facilitate, promote, coordinate, and assist in public service community programming of benefit and/or interest to the residents of Bolingbrook.
 - B. To provide a structure in which people can learn, create, and develop ways to use community access channels and audio-visual equipment.
 - C. To serve as a resource center for information, materials, programming, and equipment so that members of the Bolingbrook area can make television programs and cablecast them according to rules formulated by BCT.
 - D. To serve as a receiving, holding, and disbursing entity for money intended for the use of BCT.
 - E. During times of natural disaster or community emergencies, assist civil defense, police, fire departments, or other duly authorized personnel to establish a communications link with the residents via cable television.
- II. **ORGANIZATIONAL STRUCTURE:** Composed of the membership, Board of Directors, Liaisons, and any Committees necessary for the fulfillment of BCT's purpose.

A. **MEMBERSHIP:**

1. **QUALIFICATIONS FOR MEMBERSHIP:**

- a. A bona-fide interest in the non-commercial use of the video medium.
- b. Substantial agreement with the purpose of the organization.
- c. Completion of the authorized course in telecommunications, including a passing grade on the final examination given by the instructor.
- d. Must be a resident of Bolingbrook or adjacent unincorporated areas serviced by the Cable Co. Current phone number and address (No P.O. Box numbers) must be supplied at time of joining the membership of B.C.T. These phone numbers and addresses must be kept current.
- e. All BCT operating rules and regulations must be observed and strictly followed.
- f. Members in good standing that move from the Village of Bolingbrook may retain their membership if they continue to fulfill all membership requirements.
- g. No other qualifications may be imposed for the purpose of excluding any individual from membership.

2. **CLASSES OF MEMBERSHIP:**

- a. **REGULAR VOTING MEMBERSHIP:** Available to any person meeting all the qualifications and requirements of Section II.A. 1.

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- b. **NON-VOTING MEMBERSHIP** If a person has held a regular voting membership for a minimum of one year they may request a change in membership status to limited non-voting subject to board approval.
 3. Each voting member is entitled to one vote on motions, resolutions, and other appropriate matters that may come before the membership at any regular meeting.
 4. **REMOVAL OF MEMBERS:** Membership may be withdrawn by a majority vote of the Board of Directors or Voting Membership when, in its judgment, the best interest of BCT shall be served thereby.
- B. BOARD OF DIRECTORS:** The Board of Directors shall serve for \$1.00 per year. The Board exercises the responsibilities and powers of a non-profit, tax-exempt corporation in the State of Illinois and takes necessary action to protect that status. The Board shall set policy and provide direction for BCT. Board members assist the Liaisons in gaining access to human, material, informational, and financial resources necessary to BCT activities.
1. **MEMBERSHIP:** The Board shall be composed of three (3) to nine (9) persons elected from the membership by the voting members of BCT. Each member of the Board shall serve for two (2) years and may be reelected for an unlimited number of terms. Terms of the Directors shall be staggered so that not more than two-thirds (2/3) will be elected in any given year. Mid-term vacancies shall be filled by appointment by the Board. Members wishing to run for an open Board seat during an election must have attended 6 out of the 12 regularly scheduled monthly membership meetings.
 2. **MEETINGS:** The Board shall meet at least quarterly at a time and place arranged by the President. Special meetings may be requested by any member of the Board or the Liaisons.
 3. **PROCEDURES:** The Board shall elect from its members a President, who shall be responsible for calling and conducting meetings. The board shall also elect from its members a vice-president, secretary, and treasurer. The secretary and treasurer positions can be held by one Board member. In order to conduct business, a quorum consisting of a simple majority of the existing Board must be present. Matters before the Board shall be decided by a simple majority of the Board members. Board meetings are open to the general membership, but the Board may meet in closed session to discuss confidential matters. No member of the Board shall benefit personally from any decision of the Board. The Board members shall establish a set of Operating Rules for BCT.
 4. **DUTIES OF OFFICERS:**
 - President: shall chair all meetings of the organization, act as principal advisor on the manner by which BCT can accomplish its business, and be familiar with all phases of activity within BCT.
 - Vice President: shall chair all meetings in the absence of the President and assist the President in his or her duties.
 - Secretary: shall keep the records of BCT, including the meeting minutes and membership lists, and copies of all correspondence
 - Treasurer: shall serve as chief financial officer and shall advise and oversee the books and records of account of BCT, and authorize payment of all bills authorized by the Board.
- C. VILLAGE LIAISON:** shall be the liaison between the Franchise Holder, the Village of Bolingbrook, and BCT. Shall be responsible or relaying information to the above mentioned

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BY - LAWS

groups and promoting goals and objectives as specified by the BCT Board of Directors. Shall further provide support services to and act as representative to the BCT Board of Directors upon their request.

D. MEETINGS:

1. **REGULAR MEETINGS:** The membership shall have regularly scheduled meetings as established in the operating rules through a vote of the members.
2. The Nomination meeting shall take place in June for the purpose of nominating Director candidates for the annual election meeting in July. Persons who desire a position on the BCT Board of Directors may make their intentions known at this time. The names of all nominees will be put in the regular June meeting minutes and mailed out to the membership at least one week prior to the annual meeting. Members wishing to run for election must have attended at least 6 out of the last 12 regularly scheduled BCT meetings.
3. **ANNUAL MEETING:** The membership shall meet on the second Monday of July at 7:30 P.M. for the purpose of electing the Directors, receiving a report of BCT's status, and deciding any other matters requiring a vote of the membership.
4. No official action may be taken by the members or the Board which will in any way obligate BCT, unless approved at a regular meeting of the members, or Board, by a majority vote of all those present.
5. All meetings of the members, or the Board of Directors of BCT, will be open to the public, except Board meetings on confidential matters as outlined in Section II.B.3.
6. **SPECIAL MEETINGS:** The Board of Directors may call special meetings upon five (5) days prior notification to the general membership.
7. **VOTING:** Appropriate matters brought before the membership shall be resolved by a simple majority vote of the members present, except in the case of amendments to the By-Laws, as provided for in Section III.
8. **COMMITTEES:**
 - a. The President may organize any voluntary committees or councils deemed necessary to the success of this program with the consent of the Board.
 - b. A Budget and an Education committee shall be appointed annually by the President with the Board's approval.

III. AMENDING PROCEDURES: If it becomes necessary to alter the By-Law's, amendments or revisions may be made by:

- A. Proposal of changes by any voting member, any Board member, Liaison, or the Coordinator at a meeting of the Board, general members, or the annual meeting; and then,
- B. Preliminary approval of the change by at least two-thirds (2/3) of the Board members; and then,
- C. A two-thirds (2/3) confirming vote of eligible members at the following regular meeting at least one week hence of which all voting members have been adequately informed by mail of the proposed amendment.

BOLINGBROOK COMMUNITY TELEVISION INC.
BY - LAWS

IV. **DISSOLUTION:** In the event that both the members, at a regular members meeting, and the Board of Directors, at a Board meeting, should each vote by a two-thirds (2/3) majority to dissolve the BCT, or, if the BCT is ordered dissolved by any due process, all unencumbered funds of BCT will be prorated and returned to the granting authority.

V. **PARLIAMENTARY AUTHORITY:** Robert's Rules of Order Newly Revised shall serve as Parliamentary Authority at all meetings.

VI. CONTRACTS, CHECKS, AND FUNDS:

- A. **CONTRACTS:** The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of BCT.
- B. **CHECKS, DRAFTS:** All Checks, Drafts, or orders for payment of any money issued in the name of BCT shall be signed by duly authorized signatories as resolved by the Board.
- C. **DEPOSITS:** All funds of BCT shall be deposited promptly to the credit of BCT in such banks, trust companies, or other depositories as the Board of Directors may select.
- D. **GIFTS:** The Board of Directors may accept on behalf of BCT any contribution, gift, bequest, or device for the general purpose or for any specific purpose of BCT.

VII. **FISCAL YEAR:** The fiscal Year of BCT shall begin the first day of May and end on the thirtieth day of April in each year.

VIII. BOOKS AND RECORDS:

- A. BCT shall keep correct and complete books and financial records. It shall also keep minutes of all meetings of its general membership and Board of Directors. All books and records are open to public inspection by appointment during normal business hours.

IX. AUDIT:

- A. An annual audit shall be conducted and presented at the annual meeting.