

## BYLAWS OF PRINCETON COMMUNITY TELEVISION

### ARTICLE I NAME AND OFFICES

- 1.1 **Corporate name.** The Corporation's name shall be **Princeton Community Television, a New Jersey Non-Profit Corporation**, hereinafter referred to as "Corporation" or "PCTV". The Corporation shall encompass The Municipality of Princeton. The Corporation shall have the right, from time to time, to operate under other names as it may receive authorization to use pursuant to *N.J.S.A. 15A:2-3*.
- 1.2 **Registered agent and office.** The registered office of the Corporation in the State of New Jersey shall be 400 Witherspoon Street, Princeton, NJ 08542. The registered agent of the Corporation at that office shall be Princeton Community Television.
- 1.3 **Principal place of business.** The Corporation's principal place of business shall be One Monument Drive, Princeton, NJ 08542.
- 1.4 **Other places of business.** The Board of Trustees, referred to as the "Board", may, at any time, establish branch offices or places of business at any location where the Corporation is qualified to do business.

### ARTICLE II PURPOSES

- 2.1 **Purpose of the Corporation.** This Corporation is formed for educational and charitable purposes within the meaning of *N.J.S.A. 15A:2-1* and Section 501(c)(3) of the Internal Revenue Code (or any other corresponding provision). Its specific purposes are:
  - (a) To support, manage, promote, produce, and distribute noncommercial community based media programs.
  - (b) To provide institutions, agencies, organizations and individuals with a community media center and other necessary equipment, resources and training to create and distribute noncommercial community programming and information.
  - (c) To develop and promote the use of community media access resources in a non-discriminatory manner and to ensure that no individual is discriminated against with regard to membership services, access to information or any activity because of race, national origin, sex, age, sexual orientation, religion, disability, political affiliation or economic status.

- (d) To encourage coordination with other community media access centers and organizations.
- (e) To encourage the use of community media resource among a wide range of individuals, organizations and institutions.
- (f) To facilitate the use of access channels (bandwidth) as a public forum, which promotes a free exchange of ideas and information.
- (g) To serve access viewers with programming and information reflecting the activities, concerns, and interest of the residents in a manner that promotes a free exchange of ideas and information.
- (h) To assure that no censorship over program content on the access channel(s) exists, except as necessary to comply with the Cable Communications Policy Act of 1984, 47 U.S.C. §521 *et seq.* and the New Jersey Cable Television Act, *N.J.S.A. 48:5A-1 et seq.* as amended, (or any other corresponding provision of any future federal or state cable television or applicable telecommunications law) and other applicable federal, state or local law.
- (i) To perform such duties and functions relative to community based noncommercial uses of the cable communication systems as may be appropriate to maximize the benefit to individuals, institutions and other organizations.
- (j) To determine and conduct or support any and all other lawful activities in furtherance of the forgoing charitable and educational purposes either manifest or latent.
- (k) To provide the community with programming of interest that is otherwise not otherwise available through the local cable television service.
- (l) To provide the community with programs of educational merit including those concerned with scientific, cultural, historical, and humane studies; adult education, distance learning, programs in support of K-12 and higher education; programs incident to for-credit instruction and general interest programs.
- (m) To apply for, license and operate one or more noncommercial, educational broadcast stations, and to serve and fully qualify as a “public telecommunications entity” within the intent of 47 U.S.C. Section 397(12).

- (n) To utilize new technologies as they become available, to create and distribute noncommercial community programming and information and to advance the purposes of the Corporation.

### **ARTICLE III MEMBERS**

3.1 **Members.** There shall be at least two (2) classes of members in the Corporation:

- (a) “Associates” shall be those individuals or non-profit organization who meet the membership qualification delineated in Section 3.2.
- (b) “Volunteers” shall be those individuals or non-profit organizations who meet the membership qualifications delineated in Section 3.3.

3.2 **Qualifications for Membership as an Associate.** Such persons, organizations, or institutions that are in substantial agreement with the objectives of the organization as set forth in the Articles of Incorporation shall be eligible for membership as an Associate upon completion of a membership application and upon compliance with conditions as may be prescribed by the Board of Trustees. Membership as an Associate is available to all eligible persons who are 18 years of age or older, at the time membership dues are paid without discrimination. Membership as an Associate in the Corporation is open to:

- (a) Any person who is a resident of the Municipality of Princeton;
- (b) Any person who is employed by a business in the Municipality of Princeton;
- (c) Any person who is a student at a school located in the Municipality of Princeton.
- (d) Any non-profit organization or institution with an office located in the Municipality of Princeton, or serving or having as members Municipality of Princeton residents
- (e) Any person who is an employee or member of such non-profit organization or institution.
- (f) Any person who shows an interest in participating as an Associate of the Corporation who is neither a resident, student, or employee of the Municipality of Princeton.

- 3.3 **Qualification for Membership as a Volunteer.** Such persons, organizations, or institutions that are in substantial agreement with the objectives of the organization as set forth in the Articles of Incorporation shall be eligible for membership as a Volunteer upon completion of a membership application and upon compliance with conditions as may be prescribed by the Board of Trustees. Membership as a Volunteer is available to all eligible persons who are 18 years of age or older, and who have completed an orientation course. Nothing shall preclude a Volunteer from also becoming an Associate.
- 3.4 **Voting rights.** Only those individual and organizational members who are Associates shall have the right to vote as set forth in these bylaws; on the election of Trustees; on change(s) to these bylaws as designated in Section 13; on any merger and its principal terms and the amendment of those terms; and on any election to dissolve the Corporation. Associates who are Organizations shall designate one person to vote on behalf of that organization. In addition, those members shall have all rights afforded members under the New Jersey non-profit Corporation law, as set forth in *N.J.S.A. 15A:1-1 et seq.* Voting shall only be permitted to those members who have registered as Associates by submitting a completed application, along with any dues that may be required, to become an Associate no later than fourteen (14) days prior to the annual meeting. No proxy voting is permitted. Volunteers do not have the ability to vote.
- 3.5 **Dues and terms of membership.** The Board may establish annual dues for Associates and specify the requirements of membership as an Associate, if any. The Board may specify requirements for membership as a Volunteer, but shall not establish annual dues for Volunteers.
- 3.6 **Compensation.** Neither Associates or Volunteers of the Corporation shall receive any compensation for their services as members.
- 3.7 **Evidence of membership.** The Board of Trustees may cause to be issued certificates, cards or other instruments permitted by law evidencing membership as an Associate or Volunteer in the Corporation as the Board deems necessary. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments shall bear the signature or facsimile signature of an officer or officers designated by the Board of trustees and may bear the seal of the Corporation or a facsimile thereof.
- 3.8 **Transfer of membership.** No membership or right arising from membership as an Associate or Volunteer in the Corporation shall be transferable.

#### **ARTICLE IV MEETINGS OF MEMBERS**

- 4.1 **Place of meeting.** Meetings of the members shall be held at any location as designated by the Board. In the absence of any such designation, meetings shall be held at the Corporation's principal office.
- 4.2 **Annual meeting of members.** The Corporation shall hold an annual meeting during the month of April of each year, at a time and place to be determined by resolution of the Board. Any proper matter may be presented at the Annual Meeting, subject to the limitations stated in Section 4.5 of these bylaws. Notice of the annual meeting shall be given in accordance with Section 4.4 of these bylaws, except that notice must be given at least thirty (30) days prior to the meeting and be announced on at least the public/community access channel, published on the Corporations web site, and posted in the Corporation's principal place of business.
- 4.3 **Special meetings.** A special meeting of the members may be called at any time by the Chairperson of the Board, the Board of Trustees, or by an application of ten percent (10%) of all members entitled to vote to the Superior Court who may order a special meeting. The request should specify the nature of the business to be transacted at the special meeting. Special meetings shall be held no less than thirty (30) days and no more than ninety (90) days after being called.
- 4.4 **Notice requirements for members' meetings.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 4.5 and Section 4.6 of these bylaws to each member entitled to vote at the meeting. That notice shall specify the place, date and hour of the meeting and:
- (a) For a Special Meeting, the general nature of the business to be transacted (no other business may be transacted);
  - (b) For the Annual Meeting, those matters that the Board intends to present for action by the members.
- 4.5 **Notice of certain agenda items.** Approval by the members of any of the following proposals other than by unanimous approval of those entitled to vote is valid only if the notice states that action on any of the following items will be considered:
- (a) Removing a Trustee without cause.
  - (b) Filling vacancies on the Board.
  - (c) Amending the Articles of Incorporation.
  - (d) Electing to wind-up and dissolve the Corporation.
  - (e) Amending section 9.2 of these bylaws.

- 4.6 **Manner of giving notice.** Notice of any meeting of the members shall be in writing and shall be given at least ten (10) days, but not more than ninety (90) days before the meeting date. The notice shall be given either personally or by first class mail, by electronic mail or by other means of written communications, the charges prepaid, and shall be addressed to each member entitled to vote under Section 5.8 of these bylaws, at the address of that member appearing on the books of the Corporation or the address given to the Corporation by the member for purposes of notice. If no address appears in the Corporation's books and no address has been so given, notice shall be deemed to have been given if notice is published at least once on the Corporation's web site. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, shall be executed by the Secretary or any transfer agent of the Corporation and shall be filed and maintained in the Corporation's minute book. Notice of either the Annual or a Special Meeting upon those members not entitled to vote shall be sufficient upon publication of the notice on the Corporation's web site, upon announcement of the meeting on at least the public/community access channel, and upon posting of the notice in the Corporation's principal place of business.
- 4.7 **Waiver of notice or consent by attendance.** The members' attendance at a meeting shall constitute a waiver of the notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- 4.8 **Presiding officers.** The Chairperson of the Board of Trustees shall preside at all regular or special meetings of the members. In the absence of the Chairperson, the Vice-Chairperson shall serve in this capacity. The Secretary of the Board shall keep or cause to be kept the minutes of all meetings.

## ARTICLE V VOTING BY MEMBERS

- 5.1 **Quorum.** A quorum for the transaction of business at any meeting of the membership, or any action by written ballot, shall consist of ten percent (10%) of those members entitled to vote. However, if any special or annual meeting is actually attended by less than one-third (1/3) of the voting power, the only matters that may be voted upon are those of which notice of their general nature was given under Section 4.4 of these bylaws.
- 5.2 **Loss of quorum.** Subject to Section 5.1 of these bylaws, the voting members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if enough of the voting members have withdrawn leaving less than a quorum. Upon loss of a quorum, any action taken, other than adjournment must be limited to those items included in the notice of the meeting, and must be approved by at least a majority of the voting members required to constitute a quorum.

- 5.3 **Adjournment and notice of adjourned meetings.** Any Annual or Special meeting may be adjourned from time to time by the vote of the majority of the voting members represented at the meeting. No meeting may be adjourned for more than twenty-five (25) days. When a members' meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each voting member who, on the record date of the notice of the meeting, is entitled to vote. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.
- 5.4 **Eligibility to vote.** Subject to the provisions of the New Jersey Non-Profit Corporation law, members entitled to vote at any meeting of members shall be individual members and designated organizational or institutional members in good standing as of the record date under Section 5.8 of these bylaws.
- 5.5 **Voting.** Each member entitled to vote shall be entitled to cast one vote as an individual, and one vote for each organizational or institutional membership for which they have been designated as representative on each matter submitted to a vote of the members. Voting may be by voice or by ballot at the discretion of the Board.
- 5.6 **Approval by majority vote.** If a quorum is present, the affirmative vote of a majority of the members entitled to vote and voting on any matter shall be the act of the members unless the vote of a greater number of members is required by the Articles of Incorporation or these bylaws.
- 5.7 **Action by written ballot without a meeting.** Any action that may be taken at any meeting of members may also be taken by complying with the following:
- (a) Solicitation of written ballots. The Corporation shall distribute one (1) written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by section 4.6 of the bylaws. All solicitation of votes by written ballot shall:
    - (1) Indicate the number of responses needed to meet the quorum requirements;
    - (2) With respect to ballots other than for election of Trustees, state the percentage of approval necessary to pass the measure or measures, and
    - (3) Specify the time by which the ballots must be received in order to be counted.

Each ballot distributed shall:

- (1) Set forth the proposed action;
- (2) Provide the members with an opportunity to specify approval or disapproval of each proposal; and,
- (3) Provide a reasonable time within which to return the ballot to the Corporation.

In any election of the Trustees, a written ballot that the member marks “abstain” shall not be voted either for or against the election of a Trustee.

- (b) Number of votes and approval required. Approval by written ballot shall be valid only when both of the following conditions are met
  - (1) The number of votes cast by ballot, including those ballots that are marked “abstain”, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
  - (2) The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot without a meeting.
- (c) Written ballots may not be revoked.
- (d) All written ballots shall be maintained in the corporate records for at least three (3) years.

5.8 **Record date for notice, voting, written ballots and other action.** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any action, the Board shall in advance fix a record date. The record date so fixed shall no be more than fourteen (14) or less than ten (10) days before the date of the meeting. A person holding a membership at the close of business on the record date shall be a member of record. If not otherwise fixed by the Board, the record date for determining those entitled to vote by written ballot shall be day on which the first written ballot is mailed or solicited.

5.9 **Proxy.** There shall be no voting or other action by proxy, except that any organizational or institutional member may, by notice filed with the Secretary, designate a person to exercise the vote of the organization or institution.



**ARTICLE VI  
BOARD OF TRUSTEES**

6.1 **Number and term of office.** The Board of Trustees shall consist of no fewer than nine (9) and no more than eleven (11) members.

- (a) “Elected Trustees” shall consist of three Trustees elected by the members. Elected Trustees shall serve three (3) year terms, provided that an Elected Trustee shall serve no more than two (2) consecutive three (3) year terms. A term of less than three (3) years shall not be considered a full term. Of the Elected Trustees, one (1) shall initially be elected for one (1) year; the second shall be elected for two (2) years; and the third shall be elected for three (3) years. Each Trustee shall be elected by the members at the members’ annual meeting, and shall hold office until the next annual meeting of members when his successor has been elected and qualified. The term of each Trustee shall end on the date of the Annual Meeting nearest the end of his or her term, but not before a successor is duly elected and qualified. Elected Trustees may serve as a Board-Appointed Trustee after the completion of the elected term(s). Elected Trustees may not be municipal officials or municipal employees.
- (b) “Municipal Trustees” shall consist of three (3) Trustees appointed annually by the Municipality of Princeton. Municipal Trustees will serve for as many consecutive terms as the appointing body chooses. Municipal Trustees may be municipal officials or municipal employees.
- (c) “Board-Appointed Trustees” shall consist of no fewer than three (3) and no more than five (5) Trustees selected by the Elected Trustees and Municipal Trustees. Approval of Board-Appointed Trustees shall require affirmative vote by no fewer than four (4) of the Elected and Municipal Trustees. Terms of Board-Appointed Trustees shall be for one year, beginning with the first meeting of the Board after the Annual Meeting. Board-Appointed Trustees may serve multiple terms.

6.2 **General powers of the Board of Trustees.** Subject to the provisions and limitations of the New Jersey Non-Profit Corporations law, *N.J.S.A. 15A:3-1*, and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding action that requires approval of all members, the activities and affairs of the Corporation shall be managed and all the corporate powers shall be exercised by or under the direction of the Board of Trustees. The Board of Trustees shall have the following powers (except as provided by law):

- (a) Maintain the Corporation for perpetual duration;
- (b) Sue and be sued, complain and defend and participate as a party or

otherwise in any judicial, administrative, arbitratve or other proceeding, in the name of the Corporation;

- (c) Have, use and alter, at its discretion, a corporate seal; subject to any future alteration or modification made by general law as to the amount of real and personal property to be held by the Corporation;
- (d) Sell, convey, mortgage, create a security interest in, lease, exchange, transfer and otherwise dispose of the Corporation's property and assets;
- (e) Purchase, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, exchange, mortgage, lend, create a security interest in, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporate entities, associations, partnerships or individuals, or direct or indirect obligations of any domestic or foreign government of instrumentality thereof;
- (f) Make contracts and guarantees and incur liabilities, borrow money, issue bonds and secure any obligations by mortgage or creation of a security interest in the property, franchises and income of the Corporation;
- (g) Invest and reinvest funds of the Corporation, and to take and hold real and personal property as security for the payment of funds loaned, invested or reinvested;
- (h) Conduct the activities and operations of the Corporation, have offices and exercise all powers granted to the Corporation by the New Jersey Nonprofit Corporation Act anywhere in the universe;
- (i) Elect or appoint officers, employees and agents of the Corporation and define the duties and fix the compensation, if any, of said officers, employees and agents of the Corporation;
- (j) Make and alter by-laws for the administration and regulation of the activities of the Corporation;
- (k) Pay pensions and establish pension and deferred compensation plans, and plans of similar nature for, and to furnish medical services, life, sickness, accident, disability or unemployment insurance and benefits, education, housing, social and recreational services and other similar aids to employees and agents of the Corporation including any of the foregoing who may be Trustees, their families, dependents or beneficiaries;
- (l) Participate with others in any corporate entity, partnership, limited partnership, joint venture, or other association of any kind, or in any

transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not that participation involves sharing or delegation of control with or to others;

- (m) At the request of the United States Government or any of its agencies, transact any lawful activity in time of war or other national emergency, notwithstanding the purposes set forth in Article I, Section 2 of these by-laws;
- (n) Be responsible for the hiring of employees; the delegation of duties and responsibilities to the employees; and the oversight and monitoring of the performance of any employees.

6.3 **Qualifications.** All members of the Board of Trustees shall be individuals, who are at least 18 years of age.

6.4 **Resignation.** Any Trustee may resign effective upon giving written notice to the Chairperson or the Secretary, unless the notice specifies a later time for the resignation to become effective. Except on notice to the Attorney General, no Trustee may resign when the Corporation would then be left without a duly elected or appointed Trustee in charge of its affairs. Failure of a Trustee to participate in three consecutive Board meetings shall be deemed a voluntary resignation from office, effective upon seven (7) days following the third meeting. Exceptions may be granted by resolution of the Board.

6.5 **Events causing vacancies.** A vacancy or vacancies on the Board shall exist if the following occurs:

- (a) The death or resignation of any Trustee.
- (b) The vote of the members. If the Corporation has fewer than 50 members, the vote of a majority of all members may remove an Elected Trustee. The Board must approve the removal of a Board-Appointed or an Elected Trustee by the members. The Secretary of the Corporation shall notify the affected Trustee of any action taken by certified mail within seven (7) days.

6.6 **Filling vacancies.** A vacancy of an Elected Trustee shall be filled by a vote of the voting members. A vacancy of an Municipal Trustee shall be filled by the entity that designated the departing Municipal Trustee. If a vacancy remains for 6 months, the Board may fill the vacancy by a vote of the majority of the Elected and Municipal Trustees then in office, whether or not less than a quorum, or by a sole remaining Trustee. The members may fill any vacancy not filled by the Trustees after six (6) months. The Trustee so appointed or elected to fill a vacancy shall serve the remaining term of the vacant seat. If, at any time, there are no Trustees in office, any member shall have the right to call a special meeting for the election of Trustees in accordance with law.

- 6.7 **Regular meeting.** The Board of Trustees shall schedule regular meetings for the transaction of the Corporation's business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Board. Schedules and notices of Board meetings will be made available to members and the public and prominently posted in the office of the Corporation. The minutes of the previous meeting shall be prominently posted in the office of the Corporation. An organizational meeting of the Board of Trustees shall be held without notice immediately after the annual meeting of the members. Said meeting shall take place at the same location as the Annual meeting of the members. At that meeting the Board shall elect officers and conduct such other business as may properly come before it. The Board may by resolution provide for additional regular meetings of the members, which may be held without notice. However, all members who were not present at the time of adoption of said resolution must be given reasonable advance notice of such meetings which shall be complete upon publication of the notice on the Corporation's web site, upon announcement of the meeting on at least the public/community access channel, and upon posting of the notice in the Corporation's principal place of business.
- 6.8 **Special meetings.** A special meeting of the Board may be called at any time by the chairperson of the Corporation or any of the Trustees for any purpose. Such meeting shall be held upon five (5) days notice if given by telephone, electronic mail or in person, or upon ten (10) days notice if given by mail. Such notice shall specify the time and place of the meeting.
- 6.9 **Action without a meeting.** The Board of Trustees may act without a meeting if, prior to such action, each Trustee consents to such action in writing. All written consents shall be filed in the Corporation's minute book.
- 6.10 **Quorum.** A majority of the entire Board shall constitute a quorum for the transaction of business.
- 6.11 **Majority Vote.** No action of the Board shall be valid unless approved by a majority of the full membership of the Board. There shall be no vote by proxy.
- 6.12 **Compensation.** Trustees shall not receive compensation for services as Trustees, but may be reimbursed for reasonable expenses as approved by the Board.
- 6.13 **Conflict of interest.** The Board of Trustees shall establish, adopt, and comply annually with a conflict of interest code, which shall prohibit financial conflicts between Board members and the Corporation as follows:
- (a) No Trustee shall have any direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual, corporation, firm or association:

- (1) From which the Corporation purchases supplies, materials, or property;
  - (2) Which renders any service to the Corporation;
  - (3) Which enters into leases or assignments to or from the Corporation;
  - (4) To which the Corporation sells any of its products, materials, facilities or properties;
  - (5) Which has any other contractual relations or business dealings with the Corporation.
- (b) If a Trustee believes that he or she may have a conflict of interest with respect to any particular transaction, he or she shall promptly and fully disclose the potential conflict to the Board of Trustees through the Trustee or designated Officer charged with corporate ethics responsibilities.
- (c) If any Trustee is about to assume an interest or other outside relationship which might result in a conflict of interest, it is the Trustee's responsibility to promptly and fully disclose all of the pertinent information to the aforementioned Trustee or Officer charged with corporate ethics responsibilities, who shall report all information to the Board of Trustees.
- (d) Where a Trustee is a Trustee of any other corporation, firm or association or is otherwise interested, such potential duality of interest shall be disclosed to the Board of Trustees, and made a matter of record through an annual procedure and also when the interest becomes a matter of direct action.

Any Trustee having a duality of interest shall not vote or use his or her personal influence on any matter, wherein the duality creates a conflict of interest, and he or she shall not be counted in determining the quorum for that portion of the meeting concerning the matter that presents the conflict. The minutes of the meeting shall reflect that a disclosure was made, as well as the abstention from voting and the status of attendance relative to the quorum.

6.14 **Executive and other committees.** The Board, by resolution adopted by a majority of the entire Board, may appoint from among its members an executive committee and/or one or more other committees, each of which shall have one or more members. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the Board, except that no such committee shall take any action prohibited by law. The Board may, by resolution adopted by a majority of the entire Board: abolish, fill any vacancy in, appoint alternate members to, or remove a Trustee from, any such committee.

6.15 **Local diversity.** The Corporation at all times shall maintain “local diversity of ownership” as that is defined in FCC Rules and Regulations, Section 73.7003(b) (2). At

no time shall the Corporation, any parent or subsidiary entity, any voting member, or any officer or director of the Corporation, have an attributable interest in another radio station, including any license, construction permit or debt or equity position, if the principal community contour of such station would overlap in any part with the principal community contour of a new noncommercial radio station for which the Corporation files an FCC application for construction permit..

- 6.16 **Established local entity.** Composition of the Board of Directors shall be maintained at all times with the characteristics necessary to qualify the Corporation as an “established local entity” under Rules and Regulations of the Federal Communications Commission (“FCC”), Section 73.7003(b) (1), 47 C.F.R. Section 73.7003(b)(1).

## **ARTICLE VII ELECTION OF TRUSTEES**

- 7.1 **Nomination of Board members.** A nominating committee created by the Board of Trustees may propose a candidate for each vacancy of an Elected Trustees, or may adopt an alternative method of selection. The proposed slate of candidates shall be communicated to the membership, in a manner determined by the Board, no less than ten (10) days prior to the annual meeting. The nominating committee may include members and/or volunteers of the Corporation in their deliberations as they see fit.
- 7.2 **Nomination by petition.** Any individual member in good standing may be nominated by the membership using the following procedure:
- (a) The Board shall send notice to all members in the Corporation, notifying them of the procedures, time frame, and deadline for filing a petition for nomination to the Board of Trustees. Such notice shall indicate the numbers of Trustees to be elected at the next Annual meeting.
  - (b) Any petition for nomination must be signed no more than four (4) months preceding the record date for the annual meeting and must be submitted to the Secretary of the Board of Trustees by the date designated by the Board as the deadline for receiving nomination petitions. Such deadline shall be no less than fourteen (14) days prior to the Annual Meeting.
  - (c) Irrespective of the number of members in the Corporation, petitions for nomination must contained a total of at least ten (10) unique signatures of individual members or representatives of organizational members. Only one signature per organizational member is permitted.
- 7.3 **Inspectors of Election.** No later than ten (10) days prior to the close of nominations, the Board may appoint Inspector(s) of Election to monitor the election proceedings. The number of inspectors shall be either one (1) or three (3). The Inspector(s) of Election

shall determine the members entitled to vote; establish the existence of a quorum; determine when the ballots shall be received; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine the result and do such acts as may be proper to conduct the election or votes with fairness to all members. The Inspector(s) of Election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three (3) Inspectors of Election, the decision, act or certificate of two Inspectors is effective in all aspects of the decision, act or certificate of all.

- 7.4 **Election by ballot.** Election of all of the Elected Trustees shall be accomplished by vote of each eligible voting member who shall cast only one vote. In the event that two (2) or more persons each receive the same number of votes, the Board of Trustees shall determine, by a majority of all Trustees, which person(s) shall be seated as a Board member.
- 7.5 **Certification of election.** At the annual meeting of the Corporation as required per section 4.2, the results of the election of Trustees shall be announced and certified and the new Trustees shall take his/her seat as a Board member.

## **ARTICLE VIII OFFICERS**

- 8.1 **Designation of officers.** The officers of the Corporation shall be a Chairperson, a Vice-chairperson, Secretary and Treasurer. The Board shall choose the officers from the members of the Board.
- 8.2 **Election of Officers.** The officers of the Corporation shall be chosen by a majority vote of the Board and shall serve at the pleasure of the Board. The officers shall be elected at the organization meeting held after the Annual meeting of the members.
- 8.3 **Resignation of Officers.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract, which the officer has signed as an agent of the Corporation.
- 8.4 **Removal of Officers.** Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the purposes and/or best interests of the Corporation shall be served thereby. Removal of an officer shall be without any prejudice to the rights, if any, of the Corporation under any contract, which the officer has signed as an agent of the Corporation.
- 8.5 **Vacancies.** Any vacancy among the officers shall be filled for the un-expired term by ordinary resolution of the Board.

- 8.6 **Terms of Office.** The terms of office for the officers of the Corporation shall commence with the organizational meeting of the Board following the Annual Meeting of the members and shall conclude at the organizational meeting of the Board following the next Annual Meeting.
- 8.7 **Chairperson.** The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board may assign from time to time.
- 8.8 **Vice-Chairperson.** If the Chairperson is absent or disabled, the Vice-chairperson shall perform all duties of the Chairperson. When so acting, the Vice-chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice-chairperson shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.
- 8.9 **Secretary.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of Committees, and of members' meetings. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep, or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the members of the Corporation, showing each member's name, class, and status of membership. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.
- 8.10 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall give or cause to be given to the members and Trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times.

## ARTICLE IX INDEMNIFICATION AND INSURANCE

- 9.1 **Indemnification of Officers.** Any member of the Board of Trustees and any officer of the Corporation, as a condition of accepting said office, shall be indemnified by the Corporation against expenses actually and necessarily incurred by him or her in



connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Trustees or an officer of the Corporation, except for breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction, which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of New Jersey, *N.J.S.A. 15A:3-4*, these Bylaws, agreements, vote of members, or otherwise.

- 9.2 **Exemption of Property.** The private property of the members and Board of Trustees of the Corporation 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 all voting members and the Board of Trustees.
- 9.3 **Insurance.** The Corporation shall have the right to purchase and maintain insurance on behalf of its officers, Trustees, employees, and other agents, against any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising out of the officer's, Trustee's employee's, or agent's status as such.

## **ARTICLE X COMMITTEES OF THE BOARD**

- 10.1 **Standing Committees.** The Board shall appoint three (3) standing committees: an Executive Committee; a Finance Committee; and a Public Access Network Committee. The Executive Committee shall be comprised of the officers of the Corporation. The Finance Committee shall consist of at least three (3) Board members and shall be appointed from among the members of the Board. The Finance Committee and the Public Access Network Committee shall consist of three (3) members, one (1) designated from the Board of Trustees and two (2) appointed from the members in good standing of the Corporation. The Executive Trustee shall be a non-voting member of each committee. Schedules and notices of Standing Committee meetings will be made available to members and the public and prominently posted in the office of the Corporation
- 10.2 **Rights of the committees.** The committee(s) shall have the power to exercise the power of the Board as set forth in a resolution. No committee shall have to
- (a) Make, alter or repeal any bylaw of the corporation;
  - (b) Elect or appoint any Trustee or remove any officer or Trustee; or
  - (c) Amend or repeal any resolution adopted by the Board.

- 10.3 **Duties of the Executive Committee.** The Executive Committee shall have the power to act as the Board of Trustees in between Board meetings. Regardless of Board resolution, the Executive Committee shall not:
- (a) Take any final action on any matter that, under New Jersey law that requires approval of the voting members or approval of a majority of all voting members;
  - (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
  - (c) Amend or repeal Bylaws or adopt new Bylaws;
  - (d) Amend or repeal any resolution of the Board that, by its express terms, may not be amended or repealed;
  - (e) Create any other committee of the Board or appoint the members of committees of the Board;
  - (f) Expend corporate funds to support a nominee for Trustee; or
  - (g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Trustees has a material financial interest.
- 10.4 **Duties of the Finance Committee.** The Finance Committee shall review the Annual Financial Statement, approve annual audit reports, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board of Trustees whether the Corporation is meeting its projected budget, on the scope and adequacy of the annual audits and related fees, to continually monitor and report to the Board of Trustees on the effectiveness and adequacy of the Corporation's internal accounting controls, and include in that report its findings as to whether or not any errors, omissions, criticisms, or recommendations contained in the management letter of the independent Certified Public Accountant, if one accompanies the annual audits, has been properly dealt with. The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.
- 10.5 **Duties of the Public Access Network Committee.** The Public Access Network Committee shall be responsible for maintaining and operating the public access network. These duties shall include, but not be limited to, securing a space for a studio or office; purchasing or leasing equipment; independently producing cable television shows of local interest; monitoring the content of the programming of the public access network and making decisions regarding such programming, including air-time priorities and programming decisions.
- 10.6 **Duty to report to the Board of Trustees.** Actions taken or to be taken by any

Committee shall be reported to the Board of Trustees at the Board's next regular meeting following the action or the decision to take the action.

- 10.7 **Minutes of Standing Committees.** The minutes or a report of each Standing Committee shall be submitted to the Board no later than the Board's next regular meeting.
- 10.8 **Other Committees.** The Board may establish other committees from time to time and these committees shall have such duties as may be conferred on them by the Board. Appointments to Committees shall be by ordinary resolution of the Board. Appointees must be members in good standing of the Corporation. Minutes and actions of all such Committees shall be submitted to the Board.
- 10.9 **Advisory Councils.** The Board may establish advisory councils, as it deems necessary. Advisory Councils shall consist of persons whose expertise will aid in the running of the Corporation, fundraising, public relations, etc. The members of the advisory council(s) shall serve at the Board's discretion.

## **ARTICLE XI PERFORMANCE OF THE CORPORATION**

- 11.1 **Reporting Requirements.** An annual report regarding its fiscal and operational activities shall be prepared and distributed.
- 11.2 **Annual Report to the Secretary of the State of New Jersey.** Pursuant to the requirements of *N.J.S.A. 15A:4-5*, the Corporation shall file an annual report with the Secretary of the State of New Jersey.
- 11.3 **Annual Report to the Appointing Agencies.** The Board shall be required to submit a copy of the annual report filed with the Secretary of the State of New Jersey to the Borough of Princeton Council; the Township of Princeton Committee; the Princeton Regional School Board and the Cable TV Committee.
- 11.4 **Auditing and Inspection Requirements.** The Corporation shall contract for an audit of its records with a Certified Public Accountant on an annual basis and its records shall be open to the membership for inspection.
- 11.5 **Auditing and Inspection Requirements.** No loans shall be made or secured by the Corporation to any officer, Trustee, member or staff member for any reason at any time.

## **ARTICLE XII DISSOLUTION**

- 12.1 **Corporate Dissolution.** Upon the dissolution of this Corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the

Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under *N.J.S.A. 15A:1-1 et seq.* and Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE XIII AMENDMENT OF BYLAWS

- 13.1 **Membership Rights Limitation.** Subject to the right of the members under Section 15.02, the Bylaws of the Corporation may be adopted, amended, or repealed only by a vote of a majority of the full membership of the Board of Trustees.
- 13.2 **Members Approval Required.** The Board of Trustees of the Corporation may not, without the approval of the members, specify or change any Bylaw provision that would:
- (a) Fix or change the authorized number of Trustees.
  - (b) Fix or change the minimum or maximum number of Trustees.
  - (c) Fix or Change the number of Board members so that the total number of appointed Board members exceeds the number of elected Board and Municipal Board members combined.
  - (d) Change from a fixed number to a variable number of Trustees, or vice versa.
  - (e) Increase or extend the terms of Trustees.
  - (f) Increase the quorum for members meeting.
  - (g) Repeal, restrict, create, expand, or otherwise change proxy rights. Wind-up and dissolve the Corporation.
  - (h) Amend Section 9.2 of these By-Laws.
- 13.3 **Amendments by Members.** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of all members provided, however, any amendment that would affect the rights of a membership class as to voting, or action that would adversely affect a class, must be approved by the majority of members of that

adversely affected class. No amendment may extend the term of an Elected Trustee beyond that for which the new Trustee was elected.

- 13.4 **Manner of Giving Notice.** The membership of the Corporation shall be notified of any proposal to amend these Bylaws under this Article. Such notice shall be given in the same manner as Section 5.06 of these Bylaws.
- 13.5 **FCC eligibility, qualification, or preference.** No amendment shall be made to matters of FCC eligibility, qualification or preference, unless such amendment is required, or is permitted with no detriment to the Corporation's qualifying or comparative position, under revisions to FCC rules, regulations or policies as they may occur from time to time.

#### **ARTICLE XIV MISCELLANEOUS PROVISIONS**

- 14.1 **Force and effect of bylaws.** These bylaws are subject to the provisions of applicable New Jersey law and to any restrictions or conditions in the Corporation's certificate of incorporation, as the same may be amended from time to time. Anything in these bylaws that is inconsistent with applicable law or the Corporation's certificate of incorporation shall be null and void.
- 14.2 **Fiscal year.** The Corporation's fiscal year shall run from the first day of January to the last day of December of each calendar year.
- 14.3 **Gender and number.** Whenever any reference in these bylaws to more than one incorporator, Trustee, or member, it shall if there is only one incorporator, Trustee, or member, be construed to mean the solitary person. If the Corporation has only one member or Trustee, all provisions dealing with majorities or quorums shall be deemed to mean the actions of that one person. The masculine form or address is used throughout as a matter of convenience. All such words shall be deemed to include both genders as the context requires.
- 14.4 **Non-Discrimination.** The Corporation shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of the Corporation because of race, national origin, sex, age, sexual orientation, religion, disability, political affiliation, or economic status. This Section does not guarantee a right in any person or organization to have any program distributed over the channels governed by the Corporation.
- 14.5 **Meetings of the Corporation.** All meetings of the Corporation and the Board are open to the public except that items related to personnel matters; litigation or the threat of litigation, real estate acquisition, or contract negotiations may be conducted in confidential executive session. All meetings of the Corporation and the Board shall be held following Robert's Rules of Order or such other rules of procedure as may be

prescribed by the Board of Trustees, provided that the failure to observe Robert's Rules of Order or such other rules of procedure as may be prescribed by the Board of Trustees shall not invalidate any action taken.

- 14.6 **Municipal Designations.** Any reference to the Municipality of Princeton refers to the Municipality of Princeton located in the County of Mercer, State of New Jersey.
- 14.7 **Loans.** The Corporation shall not make, authorize or guarantee any loan to any member or Trustee.