

**BY-LAWS
OF
CONNECTICUT BROADCASTERS ASSOCIATION, INC.**

***ARTICLE I
NAME***

Section 1. Name. The corporation shall be known as the **CONNECTICUT BROADCASTERS ASSOCIATION, INC.** (hereinafter called the (“Association”). Its principal office shall be within the State of Connecticut and shall be designated by the Board of Directors of the Association.

***ARTICLE II
OBJECTIVES***

Section 1. Objectives. The objectives of the Association shall be:

- (a) To encourage broadcast practices in the best interests of the public and the broadcasting industry;
- (b) To use its information and skills to further community public service and goals;
- (c) To foster and encourage diversity in employment and all other practices in the broadcasting industry through scholarships and other means;
- (d) To foster and encourage an interchange of knowledge, ideas, and experience about broadcasting methods among its members which results in greater effectiveness in the use of broadcasting as a medium, and
- (e) To be the Connecticut voice of the industry concerning legislation which could affect broadcasting.

***ARTICLE III
MEMBERSHIP***

Section 1. Membership. Membership in the Association shall consist of the following four (4) classes of members:

(a) **Active Membership.** An Active Member of the Association is defined as:

- (1) Any radio station or group of radio stations licensed to broadcast in Connecticut by the Federal Communications Commissions (“FCC”).

(2) Any television station or group of television stations licensed to broadcast in Connecticut by the FCC.

(b) **Associate Membership.** An Associate Member is defined as any organization, firm, or other legal entity associated or affiliated with or having business or professional interest in the broadcasting industry.

(c) **Individual Member.** An Individual Member is defined as any individual, associated or affiliated with or having business or professional interest in the broadcasting industry.

Section 2. Applications. Applications for any class of membership in the Association must be approved by a two-thirds (2/3) vote of the Board of Directors present at the next regularly scheduled meeting of the Board of Directors.

Section 3. Voting Rights. All Active Members in good standing shall have voting rights. Each Active Member (a) shall designate the person or persons authorized to cast its vote, and (b) communicate the name or names of the person or persons so designated to the President by means of a procedure established by the President. All other members shall have voting rights only as may be specifically provided in these by-laws.

Section 4. Termination of Membership. Membership in the Association shall be terminated when any of the following events occur:

(a) Failure to pay dues or to meet any indebtedness to the Association or to carry out properly the provisions of any agreement to the Association.

(b) Voluntary resignation.

(c) Expulsion for any violation of the by-laws of the Association or for any acts improper or injurious to the Association and/or its membership which is so determined by two-thirds (2/3) vote of the Board of Directors, or

(d) Loss of license by any Active Member through action of the FCC.

ARTICLE IV DUES

Section 1. Dues. The annual dues for all classes of membership in the Association shall be reviewed and established by the Board of Directors in November of each year. Annual dues shall be billed on or before December 1 for the following calendar year.

Section 2. Delinquency. Any member whose dues have been delinquent for a period of sixty (60) days shall be notified in writing by the Treasurer, citing the

provisions of this Section. If such dues are not paid within thirty (30) days after such notification, the membership will be suspended. Only Active Members whose dues are current shall be entitled to vote on all matters.

**ARTICLE V
ORGANIZATION**

Section 1. Board of Directors.

(a) **Generally.** The government, management, and control of the Association and its business, properties, and assets, including the establishment of an annual budget sufficient for the operation of the Association, shall be vested in the Board of Directors. The Board shall be composed of no more than seventeen (17) Directors, no more than fifteen (15) of whom shall be representatives of Active Members who shall be elected by the Active Members pursuant to the procedure set forth in Article VII, *infra*, for terms of three (3) years respectively, with no more than five (5) Active Member Directors being elected each year. Every three (3) years, prior to the Annual Meeting, one (1) Associate Member shall be selected by the Board of Directors to serve as a voting member of the Board of Directors for a three (3) year term. If the Board so determines in its discretion, effective with the 2020-2021 officers' terms, at the same time as the election of officers, the Board of Directors shall elect a Past Chairman of the Board to a seat on the Board for a two-year (2) term. The Board having elected a past chairman to the seat for the 2018-2019 term at its February 15, 2017 meeting, the Past-Chairman Board seat shall be vacant for calendar year 2017.

(b) **Past Chairman.** The Past Chairman shall serve as a full voting Member of the Board whose primary role shall be to provide the Board continuity for and historical context of such matters and actions as shall, from time to time, come before the Board.

(c) **Vacancies.** All vacancies in any directorship shall be filled by the Board of Directors at a regular meeting or at a meeting specially called for that purpose.

(h) **Compensation of Directors.** All Directors shall serve without compensation. All Directors shall be reimbursed for their reasonable expenses incurred in the accomplishment of the business of the Association.

Section 2. President. The Board of Directors shall employ a President to serve at the Board's will, who shall be signed to a Contract and term mutually agreeable to the Board and him/her. The President shall be an officer of the Association and have the following powers and duties:

- (a) General and active management of the business and affairs of the Association, subject to the direction and control of the Board of Directors;

- (b)** Employment and discharge of all hired and contract personnel, general supervision of all employees, and the responsibility to ensure that their respective duties are performed properly;
- (c)** Operation and conduct of the business and affairs of the Association according to the orders, resolutions, and directives of the Board of Directors, wherever it is not limited under these by-laws or the orders, resolutions and directives of the Board of Directors;
- (d)** Authorization to sign and execute, with the approval of and in addition to the Chairman or any other proper officer of the Association thereunto authorized by the Board of Directors, contracts of insurance, bonds, deeds, debentures, contracts or other instruments which the Board of Directors has authorized to be executed.
- (e)** Oversee retention and maintenance, open to inspection by any member at all reasonable times, of adequate and correct records of the business affairs and transactions of the Association, oversee retention and maintenance of full and accurate accounts of receipts and disbursements in books belonging to the Association, and causing of all monies and valuable assets to be deposited in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors, disbursement of funds of the Association as may be ordered by the Board, taking of proper vouchers for such disbursements, and rendering to the Board of Directors an accounting of all transactions and of the financial condition of the Association;
- (f)** Advise and consult with the other officers provided for in these by-laws and submission of a report of the business operations and affairs of the Association to the Board of Directors at each regular or special meeting, reporting on all matters within his or her knowledge which the interests of the Association may require to be brought to the notice of the Board of Directors;
- (g)** Perform, in general, all the duties incident to the office of President, including acting as spokesman for the Association when deemed appropriate;
- (h)** Serve on all committees with voting powers, unless otherwise stipulated by the Board of Directors;
- (i)** Attend all meetings of the Board of Directors and of the members and cause all proceedings of such meetings to be recorded in a book to be kept for that purpose, shall perform like duties for any committees when required;
- (j)** Give or cause to be given to the Secretary of the Board for publication, mailing, or such other means of distribution as may be required notice of all meetings of Members and special meetings of the Board of Directors and any meetings of committees required by law, the Articles of Incorporation, or these by-laws;

- (k) Attend to such correspondence and to make reports as may be required, and
- (l) Have and exercise such other powers, duties and authorities as may be set forth elsewhere in these by-laws and as may be prescribed by the Board of Directors.

Section 3. Officers. The Board of Directors shall elect the Officers of the Association, other than the President and any Vice President, to each serve for a term of two calendar years, but an Officer's term shall automatically end once he or she is no longer a Director. All Officers of the Association shall be Directors, (other than the Corporate Compliance Officer and any Vice President, who may be either a Director and/or an employee). The Officers of the Association shall consist of a Chairman, a First Vice-Chairman, a Second Vice-Chairman, the President, a Treasurer, a Secretary, a Corporate Compliance Officer, and when appointed by the Board, a Vice President. The powers and duties of the Officers are as follows:

- (a) **Chairman:** The Chairman shall preside at all meetings of the Association and of the Board of Directors and shall enforce all by-laws and regulations of the Association. To assist, the Chairman may, at his/her discretion and will, appoint one Member of the Board to act as Parliamentarian and/or Compliance Officer for the Board, whose duty shall be to provide the Chairman, when requested, an independent interpretation of the by-laws or rules of procedure as set forth in the latest edition of *Robert's Rules of Order* and/or to oversee the Association's compliance with all applicable State and Federal laws, rules, and procedures. The Chairman shall also be authorized to sign all contracts and other documents approved by the Board of Directors and shall be an ex officio member of all committees with the right to vote. For votes on actions, deliberations, and/or resolutions of the Board of Directors, in the event of a tie vote, the Chairman shall exercise an additional, deciding vote.
- (b) **First Vice Chairman:** The First Vice Chairman shall, in case of the death, absence, or disability of the Chairman, perform the duties and exercise the powers of the Chairman and perform such other duties as shall be prescribed by the Board of Directors. The First Vice Chairman shall serve as chairman of the Nominating Committee.
- (c) **Second Vice Chairman:** The Second Vice Chairman shall, in case of the death, absence or disability of the First Vice Chairman, perform the duties and exercise the powers of the First Vice Chairman and perform such other duties as shall be prescribed by the Board of Directors.
- (d) **Treasurer:** The Treasurer of the Association shall be its chief fiscal officer and the custodian of its funds, securities and properties. The Treasurer shall have the following specific powers and duties:
 - (1) To keep or cause to be kept full and accurate accounts of receipts and disbursements belonging to the Association and to deposit all monies and

other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors;

- (2) To disburse or cause to be disbursed the funds of the Association for proper expenses and dividends and, as may be ordered by the President, taking proper vouchers for such disbursements;
 - (3) To render to the Chairman, the Board of Directors, and the President, at all regular meetings, or when any of them so require, an account of his or her transactions as Treasurer and financial statements in form satisfactory to them of the condition of the Association;
 - (4) To maintain or cause to be maintained accurate lists and descriptions of all capital assets of the Association, including land, buildings and plants, and to cause all tax reports to be filed;
 - (5) To oversee the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the Association and to see that all such instruments are properly executed, and
 - (6) To have such other powers, duties and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the Chairman, the Board of Directors, or the President from time to time.
- (e) **Secretary:** The Secretary of the Association shall attend and approve and sign the minutes of all meetings of the Board of Directors and Members. The Secretary shall have such other powers, duties and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the Chairman, the Board of Directors, or the President from time to time.
- (f) **Corporate Compliance Officer:** The Compliance Officer shall ensure that the Corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status. The Compliance Officer shall be also entitled to conduct a review on any occasion that he or she receives a credible complaint about allegedly inappropriate activities of the Corporation or its officers, directors or employees.
- (g) **Vacancies:** All vacancies in any office shall be filled by the Board of Directors at a regular meeting or at a meeting specially called for that purpose.
- (h) **Compensation of Officers:** All Officers, with the exception of the President, when applicable, the Vice President, and any nondirector employee officer, shall serve without compensation. All Officers and employees shall be reimbursed for their reasonable expenses incurred in the accomplishment of the business of the Association.
- (i) **Administrative Vice President:** From time to time, the Board of Directors may appoint for such limited term as it may see fit, an administrative Vice President who, subject to the approval and direction of the Chairman, shall assist the President and be entitled to exercise any or all of the powers of the President should the Chairman and/or the President in his or her reasonable judgment deem

that appropriate or necessary.

Section 4. Removal of an Officer or Director. Upon a vote of three-quarters of all Directors, the Board may remove an Officer or Director for cause, including, for example, consistent and prolonged failure of such person to perform his or her duties or the loss of the credentials that were prerequisite for him or her to have been nominated for the position. When the proposed removal of a Director or Officer is included on the agenda of a board meeting, the Chairman or President shall invoke the emergency meeting procedures of Article VI, Section 5, to consider the removal in order to encourage and facilitate attendance by as many Directors as possible. If a motion to remove an officer or director is raised for a vote but does not receive a vote of three quarters of the Directors but potentially could have if a sufficient number of the nonattending Directors had voted to pass the motion, then an e-mail notice of the motion shall be sent to all Directors offering to the nonattending Directors the right to vote on the motion by e-mail, fax or personal delivery to the officer or director designated in the notice, received by that individual within three business days of the sending of the notice. If sufficient additional Directors vote to pass the motion within that period, the motion shall be carried.

ARTICLE VI MEETINGS

Section 1. Annual Meeting of the Members. The annual business meeting of the members (“Annual Meeting”) of the Association shall be held on a date and at a place selected by the President and approved by the Board of Directors. The Secretary shall notify the members of the date, time, and place of the Annual Meeting not less than thirty (30) days prior to the date designated by the Board of Directors for the Annual Meeting.

The order of business of the Annual Meeting shall be as follows:

- (a) Call to Order
- (b) Action on Minutes of Previous Meeting
- (c) Announcement of results of elections of members of Board of Directors
- (d) Scholarship Committee Report
- (e) Announcements
- (f) Adjournment

This order of business may be changed at any meeting by a majority vote of the members present. The 10th Edition of *Robert’s Rules of Order* shall govern the proceedings.

Section 2. Special Business Meetings of the Members. Special business meetings of the members may be called by the Board of Directors, or by the written request of representatives of five (5) Active Members in good standing. The Secretary

shall notify all members of the time and place of a special business meeting of the members no less than six (6) days prior to the meeting.

Section 3. Quorum. One-fourth (1/4) of Active Members of the Association shall constitute a Quorum for the transaction of business at the Annual Meeting or at any, properly convened, Special Business Meeting.

Section 4. Meetings of the Board of Directors The Board of Directors shall schedule a minimum of six (6) meetings each year. Each Director shall use his or her best efforts to attend at least six (6) meetings each year; to satisfy this requirement, each Director may attend up to two (2) of the six meetings via telephone or videoconference. The Chairman or the President shall notify all Members of the Board of the times and places of these meetings. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The 10th Edition of *Robert's Rules of Order* shall govern all meetings of the Board of Directors. Notwithstanding *Robert's Rules*, any Director attending a meeting via telephone or videoconference in accordance with this section or Section 4 shall have the same voting privileges as any Director attending in person.

Section 5. Emergency Meetings and Meetings When Weather or Other Conditions Are Unsafe. Upon four or more hours' telephonic or e-mail notice, the Chairman or the President may call an emergency meeting of the Board in order to act upon a matter that he or she judges must be considered by the Board before its next scheduled meeting or may declare that because of hazardous travel conditions, a scheduled meeting shall be held as telephone and/or video conference. If the Chairman or the President deems it justified, an emergency meeting may also be held by such means.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall consist of three (3) Members, one of whom shall be the First Vice Chairman of the Association who shall serve as Committee Chairman and shall have the right to vote. The Association Chairman shall appoint (2) representatives of Active Members in good standing to serve with the First Vice Chairman on the Nominating Committee. No Member of the Association may propose himself or herself for election, but may be nominated by no fewer than two (2) members of the Nominating Committee. The Nominating Committee shall prepare a slate of Directors, including, when required, a Nominee for Associate Member Director, which shall then be presented for vote to the Board of Directors.

Section 2. Nomination and Election of Directors. The Secretary shall send out annually to each Active Member the slate of Directors, as voted by the Board of Directors, and a request for additional nominations. Any additional nominations must be received in writing by the Secretary on or before the date specified in the mailing, but not

less than ten business days from the date of mailing. To be eligible for nomination, an individual must be employed in a senior management capacity by an Active Member in good standing. Upon receipt of the subject nominations, the Secretary shall confirm the eligibility and availability of each nominee and prepare a ballot which consists of eligible, available nominees. If any nominations for Director are timely received from the members, at least fourteen days prior to the Annual Meeting, the Secretary shall mail via the USPS or e-mail, with return receipt requested, to all Active Members a ballot listing the names of all eligible, available Nominees. Returned ballots may be faxed, or sent via the USPS or e-mail, with return receipt requested, and to be counted must be received by the Secretary at least three days prior to the Annual Meeting. If no valid member nominations are received, the Directors nominated by the Board shall be deemed elected, with no vote of members being required. The results of the election shall be announced at the Annual Meeting.

When applicable, the above procedure shall also be applied in the same manner to the nomination and election of an Associate Member to serve as a voting member of the Board of Directors for a three (3) year term.

Section 3. Nomination and Election of Officers. Within thirty (30) days, before or after, every second Annual Meeting, the Chairman shall appoint a Nominating Committee consisting of three (3) members of the Board of Directors other than the Chairman for the purpose of nominating the officers for the next term. Additional nominees may be proposed by members of the Board of Directors. The election of Officers shall be by vote of the Board of Directors. Officers so elected shall be announced to the Membership and shall take their offices as of January 1 of the next year.

ARTICLE VIII COMMITTEES

Section 1. Committees. The Chairman, Board of Directors, or President may create such committees as each may deem necessary to promote the purposes and carry out the work of the Association. The President shall be a member ex officio of all committees, with the right to vote when so stipulated by the Board of Directors.

ARTICLE IX AMENDMENT OF BY-LAWS

Section 1. Amendment by the Board of Directors. The by-laws may be amended at any time by two-thirds majority of the Board of Directors present at any regular or specially-called meeting of the Board of Directors, provided that a quorum (as herein defined) of the Board is present.

Section 2. Amendment at Annual Meeting. The by-laws of the Association may be amended by vote at the Annual Meeting by the following procedure: any proposed amendment shall be submitted in writing to the President and the Board of Directors not less than ninety (90) days prior to the next Annual Meeting. The President and the Board

of Directors shall forward to each member not less than forty-five (45) days prior to the next Annual Meeting a copy of the proposed amendment together with the recommendation of the Board of Directors. In order to pass, the subject amendment must receive a two-thirds (2/3) vote of the Active Members present at the Annual Meeting, provided a quorum (as herein defined) is present.

Section 3. Amendment by Printed Ballot. The by-laws of the Association may be amended at any time by the following procedure: any proposed amendment shall be submitted to the President and Board of Directors. The proposed amendment shall be set forth on a printed ballot together with the recommendation of the Board of Directors and mailed to all Active Members. The ballots received by the Association forty-five (45) days from the date they are mailed shall be tallied. All ballots received thereafter shall be invalid. In order to pass, the subject amendment must receive a two-thirds (2/3) vote of the Active Members of the Association.

ARTICLE X SEAL

The seal of the Association shall be an impression type seal and shall bear the words “Connecticut Broadcasters Association, Inc. Seal State of Connecticut.”

ARTICLE XI FINANCES

Section 1. Finances.

- (a) No disbursements of funds of the Association shall be made unless approved, authorized, and ordered by the Board of Directors.
- (b) The inclusion of specific items by name in the annual budget as approved by the Board of Directors shall be deemed sufficient authorization without further action by the Board of Directors; except that the expenditure of certain items, designated by the Board of Directors from time to time, such as travel expenses, shall be reported to the President as incurred. These reports shall be itemized and accompanied by receipts where appropriate.
- (c) The Treasurer shall be authorized to issue checks on the accounts of the Association. In the absence of the Treasurer, the Chairman or the President shall be authorized to issue said checks.
- (d) Anything herein notwithstanding to the contrary, the Treasurer shall be authorized to expend up to \$1,000.00 for goods and services required by the Association without obtaining approval from the Board of Directors in advance. The Treasurer shall duly report each such expenditure to the Board of Directors and provide appropriate documentation for each such transaction.

ARTICLE XII
DISSOLUTION OF ASSOCIATION

Section 1. In the event of dissolution or liquidation of the Association, the assets thereof shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore.
- (b) Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (c) Any remaining assets shall be distributed in a manner not inconsistent with the laws of the State of Connecticut.

Amended Association by-laws as adopted by a unanimous vote of the Board on December 11, 2019.