

## Article II - Board of Members

### Section 2.01 Members Defined.

The term "Member" as used throughout these By-Laws shall have the same meaning as "Director" in accordance with the terms of Chapter 600 of the Connecticut General Statutes (Nonstock Corporations).

Section 2.02 Power of Board and Qualification of Members. The Corporation shall be managed by its Board of Members. The Members of the Board shall be appointed as follows:

(a) The chief elected official of each town in the Towns of Branford, East Haven, Guilford, Madison, North Branford, North Haven and Wallingford, Connecticut (the "Franchise Area") shall appoint one or more Members who are residents of said town in accordance with the population of said town as determined by the most recent United States census in the following manner in accordance with DPUC Regulation 16-333-24:

- i) in towns having a population of at least 5,000 but less than 20,000 - 2 Members
- ii) in towns having a population of at least 20,00 but less than 50,000 - 3 Members

Insofar as is possible, said appointments should reflect and be representative of the cultural, educational, ethnic and economic make-up of the population inhabiting said towns. Each chief elected official of each town in the Franchise Area may appoint an "Alternate Member" to serve in the event a Member is unable or unwilling to serve. Such "Alternate Members" may not be officers of the Corporation. Provided, however, that "Alternate Members" may serve upon committees. Provided, further, that "Alternate Members" may vote at meetings only when the Members they have been appointed to serve in lieu of, is not in attendance.

(b) The board of education in each town in the Franchise area shall appoint one Member. Such Member need not be a member of said board of education. Each board of education of each town in the Franchise Area may appoint an "Alternate Member" to serve in the event a Member is unable or unwilling to serve. Such "Alternate Member" may not be officers of the Corporation. Provided, however, that "Alternate Member" may serve upon committees. Provided, further, that "Alternate Member" may vote at meetings only when the Member they have been appointed to serve in lieu of, is not in attendance.

(c) One Member shall be appointed to the Corporation to represent all of the libraries of general public used located within the Franchise Area. In the town having the largest population therein, as determined by the most recent United States census, the public library board charged with oversight and management of the town's public library as defined by Section member. The Member shall be a library board Member or a professional library staff employee of a public library or library of general public use in a town within the Franchise Area. The Member shall be resident of one of the towns within the Franchise Area.

(d) The cable television company licensed by the Connecticut Department of Public Utility Control to

service the Franchise Area (the "Franchise") shall appoint one member. Said member shall possess some expertise in the field of cable television and shall serve without voting privileges on the Board of Members.

#### Section 2.03 Term of Members.

Members shall be appointed to a term of two (2) years running from the first day of July in the year in which such Member is appointed.

#### Section 2.04 Vacancies.

Vacancies occurring in the Board of Members for any reason, may be filled by the organization which approved the member who has retired, resigned or otherwise become unable to serve. The Member so chosen to fill a vacancy shall hold office until the term of the director whom said new Member has been appointed to replace shall expire.

#### Section 2.05 Resignation.

Any Member may resign from office at any time by delivering a resignation in writing to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

#### Section 2.06 Meetings of the Board.

Shall be no less than bi-monthly in accordance with DPUC Regulations 16-333-29.

(a). Regular Meetings: Shall be determined by the Members vote at the Annual Meeting.

i) DATES: Shall be held on the fourth Thursday of any designated month from September to June; except for November and December when the meeting will be held on the third Thursday of the month. If a meeting is canceled or postponed the Chairman will establish an alternate date and location.

ii) LOCATION: Shall be held in locations that will incur no cost to the Corporation and held in locations conducive to open public forum at least two (2) times during the year.

iii) NOTICE: Shall be following the Annual Meeting and one week prior to each meeting to all Members and to the office of each towns chief elected official and made available to the public (i.e. 7TownTV.org and Access Station Bulletin Boards).

iv) QUORUM: Shall require not fewer than seven members, including at least one officer, and shall include representatives from at least four (4) member towns to legally transact business

v) ORDER OF BUSINESS

Roll Call

Call to Order

Welcome

Public Comments

Town Reports

Officers Reports (Chairman, Vice Chairman, Secretary, Treasurer)  
Committee Reports  
Correspondence  
Deferred Business  
New Business  
Public Comments  
Election of Officers (Annual Meeting, Special Circumstances)  
Adjournment

(b). Special Meetings: Additional meetings may be called by vote of the Members or by the Chairman and shall be conducted as are regular meetings including Notice.

(c). Annual Meeting: Shall be held during the Month of June the last month of the Corporation's Fiscal Year and conducted as are regular meetings.

#### Section 2.07 Quorum and Voting.

Unless a greater proportion is required by law, the Certificate of Incorporation or by these By-Laws, the vote of a majority of the Members present at a meeting at the time of the vote if a quorum is present at such time, shall be the act of the Board. \*\*

#### Section 2.08 Written Consent of Members:

Meetings by Conference Telephone, Any action required or permitted to be taken by the Board of Members or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Any one or more members of the Board of Members or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### Section 2.09 Committees of the Board.

The Board of Members may designate from among its Members committees with three or more Members for the purpose of conducting the business of the Corporation and to the extent provided in the resolution, shall have all the authority of the Board. Committee shall operate within the following general rules:

- (a) Shall serve as a body for a period established by a majority vote of Members.
- (b) Shall conduct its meetings and consider issues in accordance with the Corporation's By-Laws.
- (c) Shall require the attendance of Three (3) Members with all duly notified, to legally transact business.
- (d) Shall report to the chairman or Members as requested by either.

(e) Shall work within the budget designated, as applicable.

(f) Chairman will be notified of all meetings and can participate ex-officio in all proceedings of committees.

Section 2.10 Compensation of Members.

Members may not receive compensation for services rendered to the Corporation. However, the Members shall be entitled to reimbursement for properly authorized costs incurred on behalf of the Corporation.

Section 2.11 Duties of Members.

(a). Members of the Corporation attendance is expected to be in compliance with DPUC Regulation 16-333-26 such that a member attend fifty percent of meetings duly notices. Non-compliance will be treated as a resignation and confirmed with notice to the appointing parties per Section 2.02.

(b). Notice to the chairman is required to register an excused absence prior to the meeting in question.

(c). Members must participate in at least one committee for the conduct of Corporations business.