

NORTHEASTERN EDUCATIONAL TELEVISION OF OHIO, INC.
AMENDED AND RESTATED BYLAWS

Article I
Name and Purpose/Mission

- 1.1 Name. The Corporation shall be known as Northeastern Educational Television of Ohio, Inc. or "NETO".
- 1.2 Purpose. As stated in the Corporation's Articles of Incorporation, the Corporation's purposes are:
- a. To be the licensee of non-commercial educational television stations in northeastern Ohio ("Licensed Stations") and further, to own and operate Licensed Stations and associated facilities.
 - b. To: (a) propose, plan, and develop; (b) acquire, purchase, and lease; (c) prepare and distribute, license, and otherwise make available, television programs to be broadcast by Licensed Stations and/or other networks, platforms, media, and systems; and (d) curate and deliver other non-commercial public media content across multiple platforms to inform, educate, and enlighten the public.
 - c. To: (a) lease, as lessor or lessee, purchase, acquire and own; (b) order, have, use, and contract for, and to otherwise obtain, arrange for and provide technical equipment for the transmission of programs; and (c) provide such equipment to other parties to use for the benefit of the Corporation.
 - d. To establish and maintain services for: (a) promoting and circulating television programs suitable for non-commercial educational transmission via any analog, digital, or other means; and (b) broadcast of such television programs.
 - e. To cooperate and participate with state, regional and national non-commercial television systems, and networks in all aspects of television programming and broadcasting.
 - f. To develop, prepare, and publish information, data, reports, and other materials in support of, or relating to, non-commercial educational television programming and broadcasting.
 - g. To otherwise forward and advance the development, distribution, and use of non-commercial television programs, materials, and services.
 - h. To provide services intended to assist schools, educators, and others in their usage of new and alternative technologies.

- i. To use the Corporation's facilities and other facilities for providing training when such training benefits the Corporation or its intended purposes.

Article II Offices

- 2.1 Principal Office. The Corporation shall maintain its principal office in the City of Kent, Ohio.
- 2.2 Other Offices. The Corporation may also have offices at such other places as the business of the Corporation may require.

Article III Members

- 3.1 Members. Pursuant to R.C. 1702 *et. seq.*, the voting Directors of the Corporation shall be taken to be the Members of the Corporation, as needed to conduct business of the Corporation requiring action of the Members and shall accordingly have all rights and privileges of Members of the Corporation under law and subject to the Corporation's Bylaws. A meeting of the Directors shall constitute a meeting of the Members, as necessary for purposes of conducting business of the Corporation requiring action by the Members, and any such meeting shall be conducted in accordance with the Corporation's Bylaws and R.C. 1702 *et. seq.*

Article IV Board of Directors

- 4.1 General Powers and Duties. All power and authority of the Corporation shall be vested in the Board of Directors except as otherwise set forth in the Corporation's Articles of Incorporation or elsewhere within these Bylaws. It shall be the duty and responsibility of the Board of Directors:
 - a. to fix and approve all capital and operating budgets; and
 - b. to establish such policies and regulations for the Licensed Stations as the Board of Directors deems necessary in the best interests of the Corporation; and
 - c. to appoint and employ a President and Chief Executive Officer for the Corporation; and
 - d. to undertake such additional responsibilities and duties as may from time to time be necessary for the efficient operation of the Corporation.
- 4.2 Appointment of Directors. The Board of Directors shall consist of fifteen (15) Directors, but in no case shall there be less than nine (9) Directors. The President and CEO, while holding

that position, shall be an *ex officio*, non-voting member of the Board of Directors. The Board of Directors shall broadly represent the educational, cultural, and civic groups in the communities served by the Licensed Stations.

Directors shall be elected by majority vote of the Board of Directors at the annual meeting or at a special meeting called for the purpose of electing Directors.

- 4.3 Term of Directors. Directors shall serve a term of three (3) years, with terms of office staggered to the extent necessary to provide for no more than one-third of the terms to expire at the end of any business year. Directors shall hold office until the expiration of their term or until their earlier resignation, removal from office, death, or incompetence.
- 4.4 Term Limit. Directors may serve a maximum of three (3) 3-year terms. However, if the Board of Directors determines, in its discretion, that a Director has specialized knowledge, skill and/or expertise that would benefit the Corporation, the disinterested Directors may, by a majority vote, permit such Director to serve one (1) or more additional 3-year terms beyond the term limit.
- 4.5 Board Year. The business year for the Board of Directors shall be from July 1 to June 30.
- 4.6 Resignations and Removal. Directors may resign at any time by providing written notice of resignation to the Corporation. Directors may, at any time, be removed, for good cause, upon a two-thirds (2/3) vote of the disinterested Directors in accordance with Article IV.
- 4.7 Vacancies. The Board of Directors may, by a majority vote, appoint a Successor Director to fill any Director vacancy. The Successor Director shall complete any portion of a predecessor's unexpired term and shall serve only until the end of such unexpired term, at which time they will have to be appointed pursuant to Section 4.2.
- 4.8 Compensation of Directors. Directors shall not receive compensation but shall be reimbursed for their reasonable and necessary expenses while performing their official duties.
- 4.9 Quorum. At any meeting of the Board of Directors, the presence of at least a majority of the total number of voting Directors shall constitute a quorum for the transaction of business. Each Director shall be entitled to one vote.
- 4.10 Action Without Meeting. The Directors may take any action without a meeting, upon the unanimous written approval of the Directors entitled to notice of, and to vote at, any meeting of the Board of Directors for the purpose of the voting on the issue at hand. The Corporation shall file any written action of the Board of Directors without meeting in the records of the Corporation.

Article V
Organization of the Board of Directors

- 5.1 Meetings. There shall be three classes of meetings: annual, regular, and special. These meetings shall be held at places, dates, and times designated by the Chair of the Board of Directors, including by means of authorized communications equipment.
- a. The Annual Meeting. Shall be held in the fourth quarter of each fiscal year for the consideration of the annual reports and transaction of other such business as may come before the meeting. The notice of the Annual Meeting shall be mailed to each Director at least thirty (30) days in advance of the meeting date.
 - b. The Regular Meeting. Regular meetings of the Board of Directors shall be held at regular intervals at least once every six (6) months, at the discretion of the Board of Directors. Notice of the Regular Meeting shall be mailed to each Director at least thirty (30) days in advance of the meeting date.
 - c. Special Meeting. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors, or at the request of three (3) or more other Directors. Notice of a Special Meeting shall be mailed to each Director at least five (5) days in advance or alternatively, telephoned or delivered personally at least three (3) days in advance of the meeting date.
 - d. Executive Committee Meeting. The Executive Committee shall meet at regularly scheduled intervals to be determined at its discretion. A special meeting of the Executive Committee may be called by the Chair or at the request of one (1) of its members under the conditions of Notice for a Special Meeting. The Executive Committee shall not have the authority to constitute itself as the full Board of Directors without written consent of all absent Directors.
 - e. No notice is necessary for an adjourned meeting other than an announcement at the meeting at which the adjournment takes place.

Article VI
Committees

- 6.1 Creation and Membership. The Corporation shall have an Executive Committee, a Governance Committee, a Finance Committee, and such other standing or special committees as the Board of Directors from time to time may create. Except as otherwise provided in these Regulations, all committee members, and the Chair of each committee shall be appointed by, and serve at the pleasure of, the Board of Directors upon the recommendation of the Chair of the Board of Directors, in collaboration with the Governance Committee.

- 6.2 Executive Committee. The Executive Committee shall consist of the Officers and such other persons as designated and voted on by the Board of Directors at the Annual Meeting. The Executive Committee shall be constituted solely of then serving Directors. The Chair of the Board of Directors shall be the chair of the Executive Committee. The Executive Committee shall exercise the authority of the Board of Directors to act between meetings, except with respect to election or removal of Directors, or amendment of these Bylaws. The Executive Committee will keep regular minutes of its meetings and report to the Board of Directors following each of its meetings.
- 6.3 Finance Committee. The Finance Committee shall consist of the Treasurer of the Corporation, and such other Directors as may be appointed by the Board of Directors. The duties of the Finance Committee shall include:
- a. to prepare the annual budget for review and approval by the Board of Directors; and
 - b. to solicit and review periodic proposals from certified accounting firms to conduct the annual audit of the Corporation and prepare the required 990s and other tax forms, and to submit a recommendation to the Board of Directors for approval; and
 - c. to review the annual audit, Form 990, and Form 990T with the accounting firm engaged by the Board of Directors; and
 - d. to advise and report to the Board of Directors on all financial matters; and
 - e. to participate in development of the strategic plan and develop fiscal projections; and
 - f. to recommend an annual operating budget; and
 - g. to review the financial performance of the Corporation compared to budget and prior years and recommend budget revisions as needed; and
 - h. to recommend finance and business office policies to the Board of Directors ; and
 - i. to review proposals from other committees that impact the finance of the Corporation; and
 - j. to monitor public and private funding trends and reports the implications to the Board of Directors; and
 - k. to perform such other duties in connection with the finances of the Corporation as the Board of Directors may determine in its discretion.

- 6.4 Governance Committee. The Governance Committee shall consist of the Vice Chair of the Corporation and such other Directors as may be appointed by the Board of Directors. The duties of the Governance Committee shall include:
- a. To recruit, screen, and interview candidates for open Director positions and non-Directors for committee positions for the Corporation; and
 - b. To nominate candidates for approval by the Board of Directors; and
 - c. To recommend Directors for term renewals; and
 - d. To monitor orientation of new Directors; and
 - e. To recommend changes in the size of the Board of Directors, terms, number of meetings per year, and meeting procedures for the Board of Directors; and
 - f. To review the demographics of the Board of Directors; and
 - g. To recommend the function of new, temporary, and standing committees; and
 - h. To conduct an evaluation of the performance of the full Board of Directors and individual Directors for the Corporation; and
 - i. To review and recommend changes at least every two (2) years to the Code of Regulations and/or Bylaws of the Corporation.
- 6.5 Other Committees. The Board of Directors may establish such other committees, subcommittees, and task forces as it may deem appropriate, to perform such functions as it may designate.
- 6.6 Term of Office. Any member of a committee shall serve for one (1) year until the next annual meeting of the Board of Directors, or until a successor is appointed, whichever is longer, unless the committee is sooner dissolved.
- 6.7 Rules. Each committee, subcommittee, and task force may adopt rules for its meetings not inconsistent with these Bylaws, the Articles of Incorporation, State or Federal statutes that may apply, or with any rules adopted by the Board of Directors.

Article VII Officers of the Corporation

- 7.1 Officers of the Corporation. The Corporation shall have a Chair, Vice Chair, Secretary, and Treasurer.

- 7.2 Election and Terms. The Officers of the Corporation shall be elected by the Board of Directors for a term of two (2) years at the Annual Meeting. No Officer who has served two (2) consecutive two-year terms of any office shall be elected to an additional term of office until two (2) years have elapsed from the expiration of said prior second term. Only then serving Directors may be elected as Officers.
- 7.3 Chair. The Chair shall perform all duties required of a president of a nonprofit corporation under the Ohio Nonprofit Corporation Law, shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may, from time to time, assign them. The Chair shall serve as chair of the Executive Committee. Only then serving Directors may be elected as Chair.
- 7.4 Vice Chair. The Vice Chair shall perform all duties as the Board of Directors may, from time to time, assign them, shall chair the Governance Committee, and shall act as the Chair during the Chair's absence. Only then serving Directors may be elected as Vice Chair.
- 7.5 Secretary. The Secretary shall direct as necessary and oversee the keeping of records and providing to the Directors the minutes of meetings of the Board of Directors. The Secretary shall see that all bonds required of Directors, Officers, and employees of the Corporation for the faithful performance of their duties are negotiated and properly filed. Only then serving Directors may be elected as Secretary.
- 7.6 Treasurer. The Treasurer shall have custody of, and direct the keeping of records of, all monies and securities, which constitute any part of the funds of the Corporation. The Treasurer shall perform all other customary duties of this office. The Treasurer shall chair the Finance Committee. Only then serving Directors may be elected as Treasurer.
- 7.7 Other Positions. The Board of Directors shall be authorized to determine the terms and scope of any other Officer position, including term, duties, and other needs as are necessary for the proper functioning of the Corporation.
- 7.8 Resignations and Removal. Any Officer may resign at any time by providing a written notice of resignation to the Corporation. The Board of Directors may remove an Officer at any time with or without cause by majority vote of the disinterested Directors.
- 7.9 Vacancies. The Board of Directors may fill any Officer vacancy and such Successor Officer shall complete any portion of a predecessor's unexpired term and shall serve only until the end of such unexpired term.

Article VIII

President and Chief Executive Officer/Other Employees and Agents

- 8.1 President and Chief Executive Officer. The Board of Directors shall appoint a President and Chief Executive Officer of the Corporation who shall serve at the pleasure of the Board of

Directors. The Board of Directors shall fix the compensation for the President and Chief Executive Officer and may adjust such compensation from time to time. The President and Chief Executive Officer shall conduct the day-to-day business of the Corporation according to the Articles of Incorporation of the Corporation, these Bylaws, and written policies established by the Board of Directors.

- 8.2 Other Employees and Agents. The President and Chief Executive Officer may employ other employees and agents to transact the business of the Corporation. Such other employees and agents may include, but not be limited to: departmental vice president or directors, general and special corporate counsel, auditors, and such other staff as required for the efficient operation of the Corporation. The President and Chief Executive Officer shall set compensation levels for such other employees and agents with the approval of the Board of Directors.

Article IX Indemnification and Insurance

- 9.1 Indemnification of and Insurance for Officers and Directors. The Corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Member, Director, or Officer of the Corporation (an "Indemnified Party") against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnified Party in connection with such action, suit or proceeding, if the Indemnified Party acted in a manner the Indemnified Party reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which the Indemnified Party reasonably believed to be in or not opposed to be the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

To the extent that an Indemnified Party has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein he or she shall be indemnified against expenses and attorney's fees actually and reasonably incurred by him or her in connection therewith.

Indemnification under this Article shall be made by the Corporation upon a determination that indemnification of the Indemnified Party is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board of Directors by a majority of the disinterested Directors, whether or not a quorum is obtainable, with the advice of independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the Indemnified Party to repay such amount unless it is ultimately determined that they are entitled to be indemnified by the Corporation as authorized under this Article.

The Corporation shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were Indemnified Parties of the Corporation against any liability asserted against them or any of them and incurred by any of them arising out of their status as such.

Notwithstanding the foregoing, the provisions of this Article shall be automatically amended to provide for the maximum indemnification for Indemnified Parties permitted under Section 1702.12(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute. In order to implement the foregoing, the Board of Directors is authorized to amend the provisions of this Article to provide for such indemnification.

Article X Conflict of Interest Policy

10.1 Purpose. The Corporation has adopted a Conflict-of-Interest Policy to assist the Board of Directors in carrying out its obligation to preserve and apply the Corporation's assets exclusively in furtherance of those purposes of the Corporation as are consistent with its status as an organization exempt from federal income tax pursuant to Sections 501(a) and 501(c)(3) of the Internal Revenue Code.

10.2 Review of Corporate Activities. In furtherance of the Conflict-of-Interest Policy, the Board of Directors shall undertake a periodic review of the activities of the Corporation to ensure that all activities of the Corporation are in furtherance of the tax-exempt purposes of the Corporation, are consistent with the accomplishment of such purposes and that such activities do not result in private inurement or impermissible private benefit to private interests. In reviewing the activities of the Corporation, the Board of Directors shall pay particular attention to:

- a. Whether compensation arrangements and benefits provided to employees and/or independent contractors are reasonable and the result of the arm's-length negotiations; and
- b. Whether any transactions entered into by the Corporation result in private inurement or impermissible private benefits; and

- c. Whether any partnership, joint venture or similar arrangements reflect reasonable payments for goods or services, further the exempt purposes of the Corporation and do not result in private inurement or private benefit; and
- d. Whether all other activities, agreements or undertakings of the Corporation are in furtherance of the Corporation's exempt purposes.

Article XI
Fiscal Year

11.1 Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 of each year.

Article XII
Annual Audit

12.1 Annual Audit. The accounts of the Corporation shall be audited annually in accordance with generally accepted accounting standards by independent certified public accountants engaged by the Board of Directors. Copies of the report of such audit shall be furnished to the Board of Directors at or before the Annual Meeting.

Article XIII
Amendments

13.1 Amendment. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by affirmative vote of two-thirds (2/3) or more of the Board of Directors; provided that (a) any such action may be taken only at a regular meeting, or at special meeting of the Board of Directors called for such purpose; (b) the notice of such meeting shall state the substance of the Bylaw to be made or repealed, or of the alteration or amendment; (c) the notice of such meeting shall be mailed or delivered personally to each Director at least thirty (30) days before the date on which the meeting is to be held, so that any Director may comment thereon in advance to the Chair, Vice-Chair, or other Directors.

As adopted by the Board of Directors of Northeastern Educational Television of Ohio, Inc. by unanimous written consent on July 1, 2023.

Revised July 1, 2023