

# Northeastern Educational Television of Ohio, Inc.

## 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 new noncommercial educational television stations in Northeastern Ohio. To own and operate such stations and the associated interconnected microwave facilities.
  - b. To propose, plan and develop; to acquire, purchase and lease; to prepare and to distribute, license, and otherwise make available television programs to be broadcast by these stations or by other noncommercial networks and systems.
  - c. To lease, purchase, acquire and own; to order, to have, use and contract for, and to otherwise obtain, arrange for and provide technical equipment for the transmission of programs.
  - d. To establish and maintain services for the promotion and circulation of television programs on tape, cassettes, or any other means or mechanism suitable for noncommercial educational transmission and broadcast thereof.
  - e. To cooperate and participate with state and national noncommercial 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, noncommercial educational television programming and broadcasting.
  - g. To otherwise forward and advance the development, distribution and use of noncommercial television programs, materials and services.

### Article II - Offices

- 2.1 Principal Office. The Corporation shall maintain its principal office in the City of Kent or other such location as set by the Board of Directors.
- 2.2 Other Offices. The Corporation may also have offices at such other places as the business of the Corporation may require.

### Article III - Consortium Members

- 3.1 Membership. The Consortium Members of the Corporation shall be the University of Akron (Akron), Kent State University (Kent) and Youngstown State University (Youngstown).
- 3.2 Termination of Membership. Any party may voluntarily terminate Consortium Membership in the Corporation by giving written notice to such effect at least eighteen months in advance of June 30 of the year of withdrawal.

## Article IV - Board of Directors

- 4.1 General Powers and Duties. All power and authority of the Corporation shall be vested in its 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:
- h. To fix and approve all capital and operating budgets.
  - i. To establish such policies and regulations for the stations as the Board deems necessary in the best interests of the Corporation.
  - j. To appoint and employ a President and Chief Executive Officer for the Corporation.
  - k. 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 governance of the Northeastern Educational Television of Ohio, Inc., shall be vested in a fifteen (15) member Board of Directors consisting of the Presidents of the University of Akron, Kent State University and Youngstown State University; and four members appointed by the President of each University, and confirmed by that University's Board of Trustees, at least three (3) of whom shall not be an employee of that University. University Presidents serve as ex-officio, voting members as long as they hold their office. The President and CEO, while holding that position, shall be an ex officio, non-voting member of the Board of Directors.
- 4.3 Term of Directors. Directors (who do not hold their office by virtue of their employment as a president of one of the Consortium Member Universities) 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 year. Each Director shall hold office until the expiration of his or her term or until his or her earlier resignation, removal from office or death. Successor Directors taking office in order to complete a remaining portion of a predecessor's term shall serve until the end of such unexpired term. A Director who has served three (3) full three-year consecutive terms of office shall not be eligible for re-election for one year after expiration of such third term of office. Each Director may serve a maximum term limit of three 3-year terms, provided however, that if the Board of Directors determines that a Community Director has specialized knowledge, skill and/or expertise that would benefit the Corporation, the Board of Directors may vote to permit such director to serve an additional 3-year term or terms, beyond the aforesaid term limit.
- 4.4 Resignations and Removal. A Director may resign at any time by filing a written notice of resignation with the Corporation. A Director may, at any time, be removed, with or without cause, by the Consortium member who appointed them.
- 4.5 Vacancies. A vacancy in the position of Director may be filled by the Consortium member that has a vacancy.

- 4.6 Compensation of Directors. Directors shall receive no compensation for their services but shall be paid their reasonable and necessary expenses while engaged in the discharge of their official duties.
- 4.7 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.

## **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.
- 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 days in advance of the meeting date.
  - b. The Regular Meeting. Regular meetings of the Board of Directors shall be held at regular intervals no more infrequently than once each six months, as the Board shall decide. Notice of the Regular Meeting shall be mailed to each Director at least thirty 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 at his/her own behest or at the request of three or more other Directors. Notice of a Special Meeting must be mailed to each Director at least five days in advance, telephoned, or delivered personally at least three days in advance of the meeting date.
  - d. Executive Committee Meeting. The Executive Committee shall meet at regularly scheduled intervals to be determined. A special meeting of the Executive Committee may be called by the Chair or at the request of one 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 expressed consent of absent Directors.
  - e. No notice is necessary for an adjourned meeting other than the announcement thereof at the meeting at which the adjournment takes place.
- 5.2 Public Meetings. All meetings of the Board of Directors, its Standing Committees, Subcommittees, advisory councils or task forces shall be open to the public pursuant to the Communications Act of 1934 and the Ohio Sunshine Law. Executive sessions and other closed meetings shall be held only as permitted by law.

## **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 Directors from time to time may create. Except as otherwise provided in these Regulations, all committee members and the Chair of each committee (the "Committee Chair") shall be appointed by and serve at the

pleasure of the Board of Directors upon the recommendation of the Board Chair, in collaboration with the Governance Committee.

- 6.2 Executive Committee. The Executive Committee shall consist of the Officers and such other persons as designated by the Directors and voted on by the Directors at the Annual Meeting (all of whom must be Directors while they serve). The Board Chair is chair of the Executive Committee. The Executive Committee shall exercise the authority of the Directors to act between meetings, except with respect to election or removal of Directors, or amendment of these By Laws. The Executive Committee will keep regular minutes of its meetings and report to the Board following each of its meetings.
- 6.3 The Finance Committee and the Governance Committee shall consist of those persons designated from time to time by the Directors, to fulfill missions as directed by the Directors. The Finance Committee shall be chaired by the Board Treasurer and the Governance Committee shall be chaired by the Vice Chairman.
- 6.4 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.
- 6.5 Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.
- 6.6 Rules. Each committee 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 will have a Chair, Vice Chair, Secretary and Treasurer.
- 7.2 Election and Terms. The Officers of the Corporation shall be elected by the Directors for a term of two (2) years at the Directors' Annual Meeting. No Officer who has served two (2) 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. Officers need to be members of the Board of Directors.
- 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 to him or her. The Chair shall serve as Committee Chair of the Executive Committee. The Chair must be a Director.
- 7.4 Vice Chair. The Vice Chair shall perform all duties as the Board of Directors may from time to time assign to him or her, shall chair the Governance Committee and shall act in the place of the Chair during the absence of the Chair. The Vice Chair must be a Director.

- 7.5 Secretary. The Secretary shall direct as necessary and oversee the keeping of records and the sending out of minutes to Board members 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. The Secretary must be a Director.
- 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. This Officer shall perform the usual duties of this office. The Treasurer shall chair the Finance Committee. The Treasurer must be a Director.
- 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. An Officer may resign at any time by filing a written notice of resignation with the Corporation. The Directors may remove an Officer at any time with or without cause.
- 7.9 Vacancies. A vacancy in the position of any Officer may be filled by the Directors.

#### **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. The Board 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 business of the Corporation on the basis of the Articles of Incorporation of the Corporation, these Bylaws, and written policies set down 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 and 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 consent 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 Director Units, 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 shall ultimately be determined that he or she is 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 Directors of the Corporation are 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 insure 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:

10.2.1 Whether compensation arrangements and benefits provided to employees and/or independent contractors are reasonable and the result of the arm's-length negotiations;

10.2.2 Whether any transactions entered into by the Corporation result in private inurement or impermissible private benefits;

10.2.3 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

10.2.4 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 on July 1 of each year.

#### **Article XII - Annual Audit**

12.1 Annual Audit. The accounts of the Corporation shall be annually in accordance with generally accepted accounting standards by independent certified public accountants. Copies of the report of such audit shall be furnished to all 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 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 Directors 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. at its meeting on the 27th of August, 2020.