

**BY-LAWS OF THE
WEST TENNESSEE PUBLIC TELEVISION COUNCIL, INC.**

**ARTICLE I
NAME OF CORPORATION**

SECTION 1: NAME OF CORPORATION:

The name of the Corporation as granted by the State of Tennessee in its Charter is the West Tennessee Public Television Council.

**ARTICLE II
PURPOSE OF CORPORATION**

SECTION 1: PURPOSES OF CORPORATION:

The stated purposes of the Corporation are as follows:

- A. To bring about the orderly transfer of the licenses and operational responsibilities of Station WLJT-DT, to the Corporation from the State Board of Education of the State of Tennessee.
- B. To own or lease the facilities, establish the policies, promote funding and facilitate the operation of station WLJT-DT.
- C. To solicit funds, gifts and endowments from individuals, corporations, trusts, foundations and other donors and to seek funding from the State of Tennessee to be used solely for the operation and improvements of the said public television station, WLJT-DT.
- D. The entire income, assets, and endowment shall be held and distributed solely for the purposes set out above and no part of the income, funds, property or assets of the Corporation shall inure to benefit any individual. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and it shall not participate nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate of public office or any referendum.
- E. In the event of dissolution of this organization, the residual assets thereof will be conveyed or transferred to one or more organizations which are exempt from Federal Income Taxation under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended or any successor section thereof; or to the Federal Government, or to a state or local government, for public purposes exclusively.

ARTICLE III MEMBERSHIP OF BOARD OF DIRECTORS

SECTION 1: COMPOSITION OF BOARD MEMBERSHIP:

WLJT's Board of Directors shall be composed of 16 members consisting of 15 members who are elected by the Board, and the General Manager of WLJT-DT. Elected Directors serve three year terms. The terms of the Directors are staggered so that approximately one-third of the Directors are elected at the regular annual meeting with their terms of office to begin upon the Termination of such annual meeting.

Except as otherwise provided in these By-Laws, any elected Director who has served for two consecutive full terms of office is ineligible to serve again until a period of one year has elapsed.

Board members shall consist of those persons who have unique and valuable capabilities so that the Board as a whole will possess collective expertise, experience, fund-raising potential and wisdom, which will enable WLJT-DT to accomplish its mission. The Board should reflect a cross section of the communities and demographic groups served by WLJT-DT.

Persons should only be nominated and elected to membership on the Board who have evidenced a desire and capability to regularly attend meetings of the Board of Directors, to serve on those committees to which they are assigned, and to assist WLJT-DT in other matters as they may be called upon to do from time to time and who have financially supported the work and mission of WLJT-DT.

SECTION 2: STANDING BOARD OF DIRECTOR COMMITTEES:

The roles of the standing committees of the WLJT-DT Board of Directors are most important. These committees report to the Board and request of it such action or actions as are necessary or appropriate. The members of all standing committees of the Board are selected from among the members of the Board by the President. The Chair or Co-Chair of each committee is appointed by the President, except that the President of the Board is also the Chair of the Executive Committee.

A committee acts by majority vote with a quorum being a majority of the members of the committee. A committee may appoint subcommittees.

The Standing Committees of the WLJT-DT Board of Directors shall be as follows:

- A. ***Finance Committee.*** The Finance Committee is responsible for overseeing the financial affairs of WLJT-DT. It meets periodically (but not less often than every three months) with the General Manager and the Deputy Treasurer to review WLJT-DT's financial statements, cash flow, budget and/or other financial details as necessary. It is responsible for formulating the financial procedures to be followed

by WLJT-DT, reviewing proposed budgets, and overseeing the investment of WLJT-DT funds.

- B. *Development Committee.*** The Development Committee supports and assists the diverse annual fund-raising activities of WLJT-DT through the expertise and influence of its members with individuals, corporations and foundations. Working with the development and marketing staffs, the committee supports ongoing annual fund-raising efforts and provides counsel concerning current and new fund-raising initiatives.
- C. *Nominating Committee.*** The nominating committee consists of three, outgoing directors, appointed by the President, that are ineligible for re-election to the Board of Directors. Nominating committee members shall not be a candidate for office. The committee will bring forth names of persons that may be given to the Board of Directors to fill in board vacancies due to either death, resignation, or term expiration.
- D. *Executive Committee.*** The Executive Committee consists of the officers of the Board, including the President, Vice President, the General Manager, the Treasurer, and the Secretary.

When the Board of Directors is not in session, the Executive Committee has the authority of the full Board except with respect to (1) filling vacancies on the Board or on any committee of the Board, (2) amendment or repeal of the By-Laws, (3) amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable, (4) appointment of committees of the Board or the members thereof, and (5) approval of certain transactions between WLJT-DT and a Director or an organization in which a Director has an interest.

The Executive Committee shall also serve as the Gift Acceptance Committee with the affirmative obligation to explore and investigate all gifts prior to acceptance in accordance with Gift Acceptance Policy.

ARTICLE IV DIRECTOR POWERS AND RESPONSIBILITIES

SECTION 1: DUTIES AND RESPONSIBILITIES:

A Director of WLJT-DT must perform his or her duties “in good faith, in a manner such Director believes to be in the best interest of the organization, and with such care, including reasonable inquiry, as an ordinary and prudent person in a like position would use under similar circumstances.”

In performing their duties, Directors are entitled to rely, in good faith, on information (including opinions, reports, statements and financial data) prepared or presented by WLJT-DT's officers and employees, legal counsel, accountants, and other professionals or experts, as well as a committee of the Board as to matters within that committee's delegated authority.

More specifically, it is expected that Directors will accept and fulfill the following duties:

- 1) To inform themselves about WLJT-DT;
- 2) To regularly attend Board meetings;
- 3) To participate, if requested, in committee work or to perform a specific Board or Board committee function, if the request for such work or function can be reasonably accommodated by the Director;
- 4) To select a General Manager who shall be the Chief Executive Officer of WLJT-DT and to monitor the General Manager's performance and compensation;
- 5) To review and evaluate the various functions of WLJT-DT to determine that they are consistent with its stated mission;
- 6) To review, guide and approve WLJT-DT's current and prospective financial position by reference to financial statements, cash flow charts, budgets and other relevant information and take whatever steps as may be necessary or appropriate to ensure WLJT-DT's financial integrity and to select and appoint independent auditors;
- 7) To assist in fund-raising programs, as those programs may be defined by the Board from time to time, and to support WLJT-DT financially to the extent commensurate with a Director's own circumstances;
- 8) To be a spokesperson for WLJT-DT informing others, both casually and formally, when needed, of its role and accomplishments;
- 9) To elect officers in accordance with WLJT-DT's By-Laws;
- 10) To elect Board members and to assess the performance of the Board and its members as is necessary or appropriate from time to time to determine that each member and the members collectively are meeting their responsibilities.

In fulfilling these particular responsibilities and any others which a person may have as a Director, each Director should be mindful that it is his or her overall responsibility to plan, authorize and review overall policies and procedures, but not to administer the day-to-day operations of WLJT-DT, which is the responsibility of its officers and employees.

SECTION 2: POWERS OF BOARD OF DIRECTORS:

All corporate powers shall be exercised by or under the authority of, and the activities and affairs of the Corporation shall be controlled by the Board of Directors.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without limiting the generality of the foregoing, it is hereby expressly declared that the Directors shall have the following powers in addition to the other powers enumerated in these By-Laws:

- 1) To select and remove all officers, agents, and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, within the limits set forth by the corporation's Articles of Incorporation and By-Laws, fix their compensation and require from them security for faithful service.
- 2) To oversee the activities and affairs of the Corporation in a manner that allows for precise, separated leadership in a manner consistent with a corporate structure, and to make rules and regulations therefore not inconsistent with law that fulfill and harmonize with the Articles of Incorporation or with these By-Laws.
- 3) To borrow money and incur indebtedness on behalf of the Corporation and cause to be executed therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefore.

SECTION 3: NUMBER AND QUALIFICATION OF DIRECTORS:

The number of Directors shall be 16 (sixteen) consisting of 15 (fifteen) persons (voting members) who shall be elected and serve pursuant to the other provisions outlined in these By-Laws, and the General Manager (non-voting member). All Directors shall be supporting members of WLJT-DT, as defined within these By-Laws.

All Directors shall have equal right to vote on any matter coming before the Board for consideration and action and shall be equal in all other respects.

SECTION 4: TERM OF DIRECTOR SERVICE:

The term of office of each of the 15 elected Directors referred to in Section 2 of this Article IV shall be 3 (three) years and shall run until the commencement of the term of his or her successor, unless extraordinary circumstances arises that require waiver of this rule, as voted by a 2/3 majority of all voting board members.

The terms of the Board shall be staggered by dividing the 15 elected members into three groups of five each, initially for terms of one, two and three years respectively, and thereafter terms shall be for three years. As such, approximately 1/3 (one third) of the Directors shall be elected or re-elected each fiscal year at the regular annual meeting. The term of office for each Director so elected shall begin at the conclusion of the annual meeting.

Membership on the Board shall be limited to two consecutive terms. A Director who has served two consecutive terms of office shall be ineligible to serve again until a period of 1 (one) year has elapsed.

No director may serve more than 6 years. No director that is President or Vice-President, if their term is extended in accordance with the By-Laws to complete a special project, may serve more than 7 years or 8 years, depending on the decision of the Board.

Notwithstanding the foregoing, in unusual circumstances, subject to good cause, the recommendation of the Nominating Committee of the Board, and a 2/3 majority vote of all eligible, voting directors, the second three-year term of a Director may be extended no more than one year to allow the board member to complete a critical task, excluding those individual directors currently serving as President or Vice-President.

A Director elected to complete the term of a Director who has left the Board will be eligible to be elected to two (2) full terms once completing the unexpired term of their predecessor.

SECTION 5: ELECTION AND VOTING:

At the April board meeting, the President shall announce and call upon all eligible voting directors of the Board of Directors to place one or more names in nomination for each vacancy to be filled on the Board of Directors, as set forth in the By-Laws. Individuals nominated to serve on the Board of Directors shall meet the requirements set forth in Article III, Section 1 of these By-Laws.

Nominations shall remain open for any vacancy on the Board of Directors, for a period of fourteen (14) days (excluding Sundays and Federally Recognized Holidays), at which time the nominations shall automatically cease.

All nominations for membership to the Board of Directors shall be forwarded to the General Manager along with contact information for each nominee, and the Nominating Committee shall contact all nominees for their consent to be placed on the ballot.

Once all nominees that wish to be placed on the ballot have consented to being placed on the ballot, the General Manager shall create a ballot in a format that is approved at the Annual Meeting preceding the election year, containing the nominees for each respective vacancy on the board, and shall disseminate via e-mail and U.S Mail this ballot to all directors eligible to vote in this election.

The voting period shall remain open for a period of (7) days (excluding Sundays and Federally Recognized Holidays), ending at close of business on the seventh day of voting (5:00 PM if the seventh day falls on a Saturday), at which time the General Manager shall tabulate the results of the voting and convey the results to the Executive Board for dissemination. A committee of three, outgoing directors, appointed by the President, that are ineligible for re-election to the Board of Directors shall be called and designated as Nominating Committee and who shall at the conclusion of such balloting notify the President and file at the station. No nominating committee member shall be a candidate for office or shall be personally interested in the question voted upon.

If a nominee requests a recount of the ballots, the recount shall occur in a time and place determined by the Executive Board, and shall be performed by the committee designated as Nominating Committee. All decisions of the recount shall be done by majority vote of this committee and shall be final and binding on all nominees in the election.

In the event a runoff election is needed at any time in the election process, runoff elections shall function in the same manner as elections provided for in this Section of the By-Laws.

SECTION 6: VACANCIES ON BOARD OF DIRECTORS:

A vacancy in the Board of Directors shall be deemed to exist on occurrence of the following events:

- 1) The death, resignation or removal of any Director;
- 2) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty under article of state law governing non-profit corporations;
- 3) An increase of the authorized number of Directors; or
- 4) The failure of the Directors, at any meeting of Directors at which any Director or Directors are to be elected, to elect the number of Directors to be elected at that meeting.

If vacancies in the Board of Directors cause less than a quorum, these vacancies may be filled by a majority vote of the remaining Directors, or by a sole Director who might be the only remaining Director.

Any Director may resign effective upon giving written notice to any officer of the Board, or the General Manager, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A Director who has missed three consecutive meetings in a fiscal year shall be contacted by the Secretary and notified that he/she will be replaced because of non-attendance. If a vacancy occurs due to the above, the Executive Committee will nominate a replacement to be voted on by the Board via a mailed or e-mailed ballot before the next scheduled Board meeting.

Election for replacement of Board Directors whose terms are expiring will be held as described in Article IV, Section Four, and approved at the annual meeting of the Board.

No reduction in the authorized number of Directors shall have the effect of removing any Directors prior to the expiration of such Director's term of office.

SECTION 7: UNIVERSITY LIAISON:

At least one member of the Board of Directors shall be a faculty or staff member of the University of Tennessee at Martin, and shall act as liaison with the administration of the campus.

**ARTICLE V
MEETINGS OF BOARD OF DIRECTORS**

SECTION 1: ANNUAL MEETINGS:

The annual meeting of the Board of Directors for the election of Board members, approval of the budget for the next fiscal year, and to conduct any other business of the corporation shall be concurrent with the first regular meeting in the fiscal year, which is in July.

The Secretary shall cause to be mailed or e-mailed to every member in good standing at the address as it appears in the membership roll book a notice telling the time and place of such annual meeting. This same procedure will also apply to regular meetings.

The General Manager will follow FCC guidelines in regards to open meetings and place information of meetings on the station's website and have mandated on air notice that follows the rules of the FCC.

SECTION 2: REGULAR MEETINGS:

The Board of Directors shall meet quarterly in the months of July, October, January and April at a time and place to be decided by the Board for conducting the business of the Corporation.

SECTION 3: SPECIAL MEETINGS:

Special meetings of the Board may be called by the President, any officer, or by any 5 (five) members of the Board with five days notice. The Secretary shall cause notices of such meeting to be mailed out to all members, stating the reasons that such meeting is being called, the business to be transacted at such meeting, and by whom called.

SECTION 4: QUORUM FOR CONDUCT OF BUSINESS::

The presence of not less than a majority of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this organization.

In the event a quorum is not achieved at the time of a called meeting, a majority vote of the Executive Committee may adjourn the meeting for a period of not more than four weeks from the date scheduled, and the Secretary shall cause a notice of this newly scheduled meeting to be sent to all those members who were not present at the meeting originally called.

SECTION 5: VOTING AT MEETINGS:

At all meetings, except for the election of officers, all votes shall be by voice vote, unless a roll call vote is requested by an individual director in the form of a Motion, duly approved by a simple majority of the directors present at such meeting.

At any meeting, if a majority so requires, any question may be voted upon in the manner of secret ballot, if approved by appropriate Motion made by a Director prior to the vote occurring.

Voting by proxy shall not be permitted unless under extraordinary circumstances determined by a majority vote of the Executive Committee no less than forty-eight (48) hours before a meeting occurs. If proxy voting is permitted, a written proxy must be filed with the Secretary no less than twenty-four (24) hours prior to the meeting in which the proxy will be utilized and recorded as an exhibit to the minutes of the meeting in which the proxy is utilized.

SECTION 6: ACTION WITHOUT MEETING:

Any action by the Board of Directors may be taken without a formal meeting of all members of the Board if determined needed, by a simple majority of the members of the Executive Committee of the Board of Directors and only if extraordinary circumstances require.

Requests for Actions without Meeting, if requested by a majority of the Executive Committee, shall specify the specific act or acts to be undertaken by the Board of Directors without a Meeting, through the Executive Committee, and any act to be taken shall be consented to by a majority of eligible, voting board members, whether by signed a writing delivered to the Secretary of the Board of Directors or by E-Mail Communication and delivered to the Secretary of the Board of Directors prior to such action being taken without a meeting.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a vote of such Directors at a called meeting.

SECTION 7: VALIDATION OF DEFECTIVELY CALLED OR NOTICED MEETING:

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and

notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting.

All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, before or at its commencement, the lack of notice to that Director.

SECTION 8: ADJOURNMENT OF MEETING:

A majority of the Directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and/or place.

SECTION 9: OPEN MEETINGS:

All Board meetings shall be open meetings in compliance with state and federal law and shall allow for public participation and input in a manner deemed appropriate by the chairperson of that meeting.

**ARTICLE VI
OFFICERS OF BOARD OF DIRECTORS**

SECTION 1: OFFICERS:

The officers of the Board of Directors shall be a President, a Vice President, the General Manager, a Secretary, and a Treasurer.

SECTION 2: ELECTION OF OFFICERS:

The officers of the Board shall be chosen by the Board of Directors at the annual meeting in July, with the exception of the General Manager.

Each officer of the Corporation shall serve at the pleasure of the Board without salary or compensation, except for the General Manager, as defined in Article VI, Section 10.

SECTION 3: SUBORDINATE OFFICERS:

The Board of Directors may appoint, and may empower the President to appoint such other officers as the affairs of the Corporation may require, each of whom shall hold office, for a period of no more than one calendar year, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

SECTION 4: REMOVAL AND RESIGNATION OF OFFICERS:

Any officer elected pursuant to these By-Laws may be removed for good cause by a 2/3 majority vote of the Board of Directors, at any regular or special meeting thereof. This provision shall be limited by other provisions in these By-Laws that provide specific protocol for termination of an officer of WLJT-DT and this provision shall be further subordinate to any other written Agreement for employment and service of an officer that provides specific terms for termination and removal of an officer, including appeal rights thereto.

Any officer may resign at any time by giving written notice to the Board of Directors, or to any officer of the Board of Directors, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any other time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5: VACANCIES IN OFFICER ROLES:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointment to such office.

SECTION 6: PRESIDENT OF THE BOARD OF DIRECTORS:

The President shall be the presiding officer of all meetings of the Board of Directors. The President shall also act as Chair of the Executive Committee.

The President shall present at each annual meeting of the Corporation an annual report of the work of the Corporation. The President shall appoint all committees, temporary and permanent. The President shall see that all books, reports, and certificates as required by law are properly kept and filed. The President shall be one of the officers who may sign checks on behalf of the Corporation during their tenure of office.

The President shall have such powers as may be reasonably construed as belonging to the Chairperson of a Board of Directors, consistent with established state and federal law. The President's tenure shall be 2 (two) calendar years and shall last from the time of their election to the role of President until such time as a new President is duly elected by the Board of Directors.

SECTION 7: VICE PRESIDENT OF BOARD OF DIRECTORS:

The Vice President shall perform the duties of the President in the absence of the President. In the event that the President is determined by the Board to be incapable of performing the duties of President, the Vice President will become Acting President with all rights, privileges, and powers as if he had been duly elected President.

The Vice President's tenure shall be 2 (two) calendar years and shall last from the time of their election to the role of Vice President until such time as a new Vice President is duly elected by the Board of Directors.

SECTION 8: SECRETARY OF BOARD OF DIRECTORS:

The Secretary shall perform the usual secretarial duties including the custody of records, preparing the minutes of meetings, issuing notices and necessary correspondence for the Board of Directors and all other tasks deemed necessary and appropriate to fulfill the mission and duties of the Board of Directors, subject to the limitations set forth in these By-Laws. The Secretary's tenure shall be 2 (two) calendar years and shall last from the time of their election to the role of Secretary until such time as a new Secretary is duly elected by the Board of Directors.

SECTION 9: TREASURER OF THE BOARD OF DIRECTORS:

The Treasurer shall have custody of funds and conduct the financial affairs of the Corporation, but ministerial and clerical duties shall be delegated to a Deputy Treasurer who shall be selected by the General Manager, with approval of the Board and compensated by the Corporation. The Treasurer's tenure shall be 2 (two) calendar years and shall last from the time of their election to the role of Treasurer until such time as a new Treasurer is duly elected by the Board of Directors.

SECTION 10: GENERAL MANAGER OF WLJT-DT:

The General Manager of WLJT-DT shall be classified as the Chief Executive Officer of WLJT-DT and shall be appointed by the Board of Directors, for a term and compensation to be negotiated in a written and duly executed contract of employment, and shall be a non-voting, ex-officio member of the Board of Directors. The General Manager shall be present at all meeting of the Executive Committee of the Board of Directors, without exception.

The General Manager shall be in charge of the operation and management of the facilities of the station; the supervision, employment and discharge of employees; and the programming and public relations of Station WLJT-DT.

The General Manager shall comply with all state and federal laws and regulations, make regular reports to the Board and recommendations for future projects and policies of the station and the Corporation and fulfill all other duties imposed upon them by the Board of Directors.

The General Manager shall be responsible to the Board, subject to an annual performance evaluation by the Board, and subject to dismissal for good cause at any time. If a General Manager is to be dismissed by the Board of Directors, the proposed dismissal shall be approved as conditional, pending exercise of the appeal rights outlined in this Section, within the time permitted for exercise of such appeal rights.

In the event of a recommended dismissal of the General Manager by the Board of Directors, the General Manager shall be entitled to a hearing before a five person committee of the Board of Directors, including the President, Vice-President and three members of the Board of Directors that will be chosen by random drawing by the Board of Directors. This hearing shall be requested in writing by the General Manager and submitted to the President within forty-eight (48) hours of the recommended dismissal being voted upon by the Board of Directors. A hearing shall occur within seven (7) calendar days of the written request for hearing. The Secretary to the Board of Directors shall take minutes of these proceedings, but shall not vote or participate in the proceedings in any other manner.

The General Manager will be allowed to present any proof that they deem appropriate at this hearing and shall have the right to be represented by legal counsel at this hearing. The Board of Directors shall have the right to confer with the General Counsel to the Board of Directors during the hearing process and before any action is taken by the committee. All actions pertaining to termination or reinstatement shall require a majority vote of the committee.

The General Manager shall have the final right of appeal to the full Board of Directors at a meeting called within ten (10) calendar days of the final action of the committee outlined in this Section, and shall be afforded the opportunity to present any proof or witness on their behalf against the dismissal to the full Board of Directors. All dismissal actions occurring under this Section shall require a 2/3 majority vote of the Board of Directors, without exception.

ARTICLE VII

EXECUTIVE COMMITTEE AND OTHER BOARD COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE COMPOSITION:

The Executive Committee shall be made up of the officers of the Corporation, consisting of the President, Vice President, General Manager, Secretary and Treasurer, and shall manage the business of the corporation in their role as leaders of the Board of Directors.

Members of the Executive Committee shall serve for their specified term of office, but may be removed by the Board by a 2/3 vote of the Board of Directors upon appropriate Motion. Officers shall serve without compensation, with the exception of the General Manager, as defined in Article VI, Section 10 of these By-Laws.

SECTION 2: POWERS OF THE EXECUTIVE COMMITTEE:

Subject to the other provisions contained herein these By-Laws, the Executive Committee of the Board of Directors shall be responsible for the oversight of the Board of Directors for WLJT-DT and shall be charged with maintaining oversight of the general affairs of WLJT-DT and in guiding the station in a direction conducive with serving the best interest of all interested shareholders of WLJT-DT.

The Executive Committee shall conduct themselves in accordance with their appointed roles and shall further conduct themselves in their elected roles in accordance with accepted and prescribed Tennessee and Federal law.

SECTION 3: MEETINGS OF EXECUTIVE COMMITTEE:

Meetings of the Executive Committee may be called by or at the direction of the President or Vice President of the Board of Directors, the General Manager, or a majority of the members of the Executive Committee, to be held at such time and place as shall be designated in the notice of the meeting. The President of the Board of Directors shall be the Chair of the Executive Committee and preside over its meetings.

The Secretary shall take minutes of all Executive Committee meetings, in the same manner as for regular board meetings, with the exception of meetings of the Executive Committee in which litigation matters are discussed with General Counsel or other legal counsel for the Board of Directors, or other matters deemed to be privileged and confidential as a matter of law that would constitute attorney-client privileged communication.

SECTION 4: PROCEDURE FOR EXECUTIVE COMMITTEE MEETINGS:

Except as otherwise provided in this Article VII, meetings of the Executive Committee shall be noticed and conducted in the same manner as meetings of the Board of Directors. The Executive Committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

SECTION 5: VACANCIES ON EXECUTIVE COMMITTEE:

Vacancies in the Executive Committee shall be filled by a vote of the majority of the remaining members of the Board of Directors for the remaining balance of term for that vacated position.

A member may be removed when sufficient cause exists for such removal. The Executive Committee may entertain charges against any member. The Executive Committee shall adopt such rules as it may, in its discretion, consider necessary for the best interest of the Executive Committee for any removal hearing that might occur.

SECTION 6: QUORUM FOR EXECUTIVE COMMITTEE MEETINGS:

A majority shall constitute a quorum of the Executive Committee for the transaction of business at any meeting of the Executive Committee.

SECTION 7: ACTION BY MAJORITY OF QUORUM:

The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

SECTION 8: STANDING COMMITTEES FOR BOARD OF DIRECTORS:

There shall be the following standing committees for the Board of Directors:

- A. ***Finance Committee:*** The Treasurer shall serve as Chairperson of the Finance Committee whose responsibilities shall be to assist in the preparation of the budget, to review the expenditure of the funds, to recommend an auditor and a minimum annual membership contribution.
- B. ***Development Committee:*** The Development Committee shall review, develop and recommend policies, and be consulted on important matters relating to fund-raising activities.
- C. ***Nominating Committee:*** The Nominating Committee shall assist with the nomination and election of new board members, as provided for in Article IV, Section 5 of the By-Laws.
- D. ***Executive Committee:*** The Executive Committee consists of the officers of the Board and has the authority of the full Board except for those exclusions listed in Article III, Section 2D.

SECTION 9: OTHER COMMITTEES:

The Board may from time to time create additional committees and define their duties.

**ARTICLE VIII
CORPORATE FUNDS AND ACCOUNTS**

SECTION 1: FUNDS AND ACCOUNTS:

Funds of the Corporation shall be used exclusively for the necessary expenses of the Corporation and the operation of WLJT-DT, as authorized by the Board of Directors of the West Tennessee Public Television Council.

All bank accounts, deposit accounts or investment accounts bearing funds of the Corporation shall be used exclusively for the necessary expenses of WLJT-DT and shall be used in

accordance with established protocol and procedures for the use of such funds, subject to the oversight of the Board of Directors and its officers thereto.

ARTICLE IX MISCELLANEOUS

SECTION 1: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS:

The Corporation shall have the power to indemnify its Directors, officers, employees and other agents, as provided by applicable Tennessee law.

SECTION 2: INSPECTION OF CORPORATE RECORDS:

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and to inspect the physical properties of the Corporation.

SECTION 3: ANNUAL REPORT:

The Board of Directors shall cause an annual report to be furnished to all Directors not later than 120 days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following information:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year on June 30;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

SECTION 4: CHECKS, DRAFTS, AND OTHER MONETARY PAYMENT ITEMS:

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board

of Directors. Two signatures shall be required for checks, drafts and other Instruments that bind and otherwise obligate the Corporation and its Board.

SECTION 5: CONTRACTS FOR CORPORATION AND MANNER OF EXECUTION:

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**ARTICLE X
AMENDMENTS TO BY-LAWS**

SECTION 1: AMENDMENTS:

These By-Laws may be amended by a majority vote of the Board of Directors at a duly noticed meeting at which a quorum is present, provided a 20-day notice of the meeting with a copy of the proposed amendment or amendments has been given all Board members.

SECTION 2: RULES FOR CONDUCT OF MEETINGS:

The rules contained in Robert's Rules of Order, revised, shall govern in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or other rules adopted by the Corporation.

AMENDED— JANUARY 31, 2013

AMENDED-JULY 16, 2013

AMENDED-OCTOBER 28, 2014

AMENDED-FEBRUARY 22, 2017