

**CONNECTICUT PUBLIC BROADCASTING, INC.**  
**AMENDED AND RESTATED BYLAWS**

(As adopted by the Board of Trustees on March 24, 2021)

**ARTICLE I**

**BOARD OF TRUSTEES**

Section 1.1. Corporate Powers. The corporate powers of Connecticut Public Broadcasting, Inc. ("Corporation") shall be vested in the Board of Trustees (the "Board").

Section 1.2. Trustees. The Board shall consist of not less than twenty-one (21) nor more than thirty-two (32) Trustees. The number of Trustees at any time within such maximum and minimum shall be the number fixed by resolution of the Board. Two (2) of such Trustees shall be Ex Officio Trustees as provided in Section 3 below ("Ex Officio Trustees"). The remainder of such Trustees shall be Trustees elected by the Board of Trustees as provided hereinafter ("Elected Trustees"). Notwithstanding the foregoing, in the event that the number of Trustees shall fall below twenty-one (21) at any time because of the resignation, removal, death or other unavailability of elected Trustees and the Board shall elect not to fill such vacancies , the Board shall remain duly constituted and empowered to act on behalf of the Corporation.

Section 1.3. Ex Officio Trustees. Ex Officio Trustees shall be those individuals

holding the following offices from time to time:

- (a) President of the Corporation; and
- (b) Such person as may be appointed by the Governor of the State of Connecticut; provided, however, that such person shall serve only for long as the Governor appointing such person shall continue to hold office.

Ex Officio Trustees shall have all of the rights, duties, privileges and obligations of Elected Trustees.

Section 1.4. Term of Office of Elected Trustees. The term of office of a Trustee shall be three (3) years. A Trustee may be re-elected to serve an additional three (3)-year term and shall hold office until a successor is duly elected. No Trustee shall be eligible to serve more than six (6) years consecutively. Notwithstanding the above, a Trustee's term may be extended upon approval by the Board of Trustees.

Section 1.5. Vacancies. If an Elected Trustee does not complete the term for which elected, for whatever reason, the Board, at any meeting, may elect a new Trustee to fill the unexpired term.

Section 1.6. Trustees Emeriti. The Board may elect as Trustees Emeriti, without

voting power, Trustees who are retired from the Board and who have distinguished themselves during their service on the Board. Trustees Emeriti shall be invited to all Board meetings.

Section 1.7. Removal of Trustees. Any Elected Trustee may be removed with or without cause, at any time, by resolution adopted by the affirmation vote of two-thirds of the Trustees present at a meeting at which a quorum is present at the time of such adoption, provided, that written notice of such intended action shall have been given in the notice of such meeting.

## **ARTICLE II**

### **MEETINGS OF THE BOARD**

Section 2.1. Regular Meetings. The Board shall hold at least three regular meetings each year, and an Annual retreat, at such times and places as the Board may determine.

Section 2.2. Special Meetings. Special meetings of the Board may be held at any time at the request of at least five Trustees or upon the call of the Chairperson of the Board. Notice of the time, place and purpose of any special meeting shall be given to all

Trustees at least seven days in advance of any such meeting.

Section 2.3. Quorum. One Third (1/3<sup>rd</sup>) of the number of voting members of the Board prescribed by Section 1.2 hereof shall constitute a quorum for the transaction of business at any meeting of the Board, and the action of a majority of such Trustees present and voting at such meeting shall be the act of the Board.

Section 2.4. Public Attendance. To the extent required by the Public Telecommunications Financing Act of 1978, as amended, all meetings of the Board shall be open to the public. Reasonable notice of Board meetings shall be given to the public, pursuant to said Act.

Section 2.5. Trustee Participation in Meetings. Any or all members of the Board or of any committee thereof may participate in a meeting of the Board or any committee thereof, as the case may be, by means of conference telephone or similar communications equipment enabling all Trustees participating in the meeting to hear one another and such participation in a meeting shall constitute presence in person at the meeting, provided, however, that the public attendance requirement described in

Section 2.4 hereof shall be observed.

Section 2.6. Electronic Voting. For purposes of taking action without a meeting, soliticiation via electronic balloting and voting shall be permitted. E-voting will be allowed only when authorized by the Chairman of the Board of Trustees or Executive Committee. Such procedure shall be initiated by the electronic distribution of all related materials for consideration by the Board of Trustees at the time of such distribution. Each Trustee shall be permitted to cast their votes electronically and actions will be carried by consent with 100% of the Trustees voting. The deadline for receipt of such electronic votes cast by the Trustees shall be clearly communicated in the materials distributed.

### **ARTICLE III**

#### **COMMITTEES OF THE BOARD**

Section 3.1. Executive Committee. There shall be an Executive Committee of the Board, which shall consist of the Chairperson of the Board, who shall serve as chairperson of said Committee, the Vice Chairperson(s), the President, the Secretary, the Assistant Treasurer, the Chair of the Nominating and Governance Committee, and at

least one other Member of the Board, as may be recommended by the Chairperson of the Board and appointed by the Board.

The Executive Committee shall meet, at the call of the Chairperson, the President, or any two members of the committee, and may exercise all corporate powers and authority of the Board of Trustees with respect to the oversight, conduct and management of the Corporation's affairs and other duties and authority as may be delegated to it by the Board of Trustees, except as may be limited by the Corporation's certificate of incorporation or by law. The Secretary shall serve as Secretary of the Executive Committee. Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the action of two-thirds of such members present and voting shall be the act of the Committee. All actions of the Executive Committee shall be reported to the Board of Trustees as soon as reasonably possible following each meeting.

Section 3.2. Finance Committee. There shall be a Finance Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a Chairperson of the Finance Committee, who shall be appointed by the Chairperson of the Board. The Finance Committee shall

oversee the management of the Corporation's finances and make recommendations to the Board concerning the annual operating and capital budgets, monitor on a regular basis and report to the Board on implementation of the budgets, review financial statements and reports, work with the Corporation's Chief Executive Officer and Chief Financial Officer to insure adequate financial procedures, and take such other actions and make such other recommendations as may be necessary to assure sound financial management of the Corporation.

Section 3.3. Audit Committee. There shall be an Audit Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a Chairperson of the Audit Committee, who shall be appointed by the Chairperson of the Board. The Audit Committee shall assist the Board in its oversight and monitoring of the Corporation's system of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring the Corporation's outside auditors. The President and Chief Executive Officer of the Corporation shall not be a voting member of the Audit Committee.

Section 3.4. Investment Committee. There shall be an Investment Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a Chairperson of the Investment Committee, who shall be appointed by the Chairperson of the Board. The Investment Committee shall manage the permanent financial assets of the Corporation and shall develop the Corporation's expectations and goals for investing the permanent assets, and provide a basis for the selection of investment consultants and investment managers. The Investment Committee shall meet regularly to monitor the performance of investment consultants, investment managers, and recommend changes in investment policies, including the annual spending target.

Section 3.5. Governance and Nominating Committee. There shall be a Governance and Nominating Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a Chairperson of the Governance and Nominating Committee, who shall be appointed by the Chairperson of the Board. The Governance and Nominating Committee shall regularly monitor the effectiveness of all Board policies and procedures, shall identify and nominate prospective board members and officers, shall



develop education programs for Trustees, including an orientation for new Trustees, shall review the structure and effectiveness of the Board, and shall establish a process for evaluating Board member performance.

Section 3.6. Compensation Committee. There shall be a Compensation Committee of the Board, the members of which shall be recommended by the Chairperson of the Board and appointed by the Board. There shall be a Chairperson of the Compensation Committee, who shall be appointed by the Chairperson of the Board. The Compensation Committee shall annually review and approve the compensation arrangements for the President and Chief Executive Officer and make recommendations in respect thereof to the Board of Trustees. In addition, the President and Chief Executive Officer will review with the Compensation Committee the compensation arrangements for the senior executives from time to time. The President and Chief Executive Officer of the Corporation shall not be a voting member of the Compensation Committee.

Section 3.7. Additional Ad Hoc Committees. Upon recommendation of the Chairperson of the Board, the Board may, from time to time, appoint additional ad hoc

committees with such powers and duties as the Board may prescribe, and the Board may delegate to any such committee or committees any or all of the powers of the Board which lawfully may be delegated. The Chairperson of the Board shall be ex officio a member of all such committees. Except as otherwise provided in these Bylaws, members of a Committee need not be Trustees.

Section 3.8. Public Meetings; Quorum. Meetings of Board committees shall be open to the public to the extent required by the Public Telecommunications Financing Act of 1978, as amended, and reasonable notice of such meetings shall be given to the public, pursuant to said Act. One Third (1/3<sup>rd</sup>) of the members of all Committees, except the Executive Committee, shall constitute a quorum for the transaction of business. Except in the case of the Executive Committee, the action of a majority of Committee members present and voting shall be the act of the Committee.

Section 3.9. Community Advisory Board. The Board shall establish a Community Advisory Board as required by the Public Telecommunications Financing Act of 1978, as amended, to advise it with respect to whether the programming and other policies of the Corporation are meeting the specialized educational and cultural needs of the

communities served, and to make such recommendations as the Community Advisory Board considers appropriate to meet such needs.

Section 3.10. Review of Committees. The Governance and Nominating Committee shall annually review (i) the continued need for each Committee; (ii) the need for additional ad hoc Committees, and (iii) the provisions of these Bylaws pertaining to such Committees and shall make recommendations to the Board of Trustees. The Board shall adopt such amendments to these Bylaws as it may deem necessary or advisable as a result of such review.

## **ARTICLE IV**

### **OFFICERS OF THE CORPORATION**

Section 4.1. Designations. The officers of the Corporation shall be a Chairperson of the Board, one or more Vice Chairpersons of the Board who shall be designated First, Second, and successively as necessary, a President, a Secretary, a Treasurer, Assistant Treasurer and an Assistant Secretary. The Chairperson, the Vice Chairpersons, Secretary, and Assistant Treasurer shall be elected by the Board and shall hold office for a term of one year which may be extended for one additional year by upon approval by

the Board of Trustees All officers, except the President, the Treasurer and Assistant Secretary, shall be elected from among the members of the Board. The office of the President shall be filled as provided below in Section 4.4. The Treasurer and the Assistant Secretary shall be appointed by the President.

Section 4.2. Chairperson. The Chairperson of the Board shall preside at all meetings of the Board and shall perform such other duties and have such other powers as may be prescribed by the Board or these Bylaws.

Section 4.3. Vice Chairpersons. In the absence or disability of the Chairperson of the Board, Vice Chairpersons in successive order shall perform the duties of the Chairperson. Vice Chairpersons shall perform any other duties assigned by the Chairperson of the Board.

Section 4.4. President. The Board shall engage a President who shall serve at the pleasure of the Board upon such terms and conditions as may be agreed upon by the Board. The President shall be the chief executive officer of the Corporation and shall exercise general supervision of the execution of the policies and objectives of the

Corporation as determined by the Board. The President shall have the responsibility for the operation and management of the Corporation's facilities and activities, shall engage and supervise all personnel employed by the Corporation, and shall report directly to the Board. The President shall attend all meetings of the Board and the Executive Committee except when excused therefrom by the Chairperson. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 4.5. Secretary. The Secretary, or any Assistant Secretary in the absence of the Secretary, shall act as Secretary of and keep the minutes of all meetings of the Board and Executive Committee and shall promptly submit copies to all Board members, shall cause notice of all such meetings to be given, shall have charge of the books, records and papers of the Corporation relative to its organization, shall affix the seal of the Corporation or cause it to be affixed to documents executed in behalf of the Corporation and shall attest to the same, and in general shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Chairperson or the Board.

Section 4.6. Treasurer. The Treasurer shall be appointed by the President, shall have charge of the finances of the Corporation under the direction of the President, shall approve the procedures for receiving and disbursing funds, and shall be responsible for the investment of funds in accordance with policies established by the Board. The Treasurer shall make reports to the Board and the Executive Committee at each meeting regarding the financial condition of the Corporation. The Assistant Treasurer may act in the absence of the Treasurer.

Section 4.7. Other Duties and Powers. Officers of the Corporation shall perform such other duties and have such other powers as the Board from time to time may prescribe.

Section 4.8. Vacancies. A vacancy in the office of Chairperson of the Board or Vice Chairperson of the Board may be filled by the Board for the balance of the term of such office, and the President shall fill any vacancy in offices of and Treasurer and Assistant Secretary.

Section 4.9. Compensation. The officers of the Corporation appointed by the Board shall receive such salary or compensation, if any, as may be fixed and determined by the Board from time to time, provided that such salary or compensation shall be limited to reasonable compensation for services actually performed for the Corporation.

Section 4.10. Additional Positions. The President may grant additional titles to employees, including, without limitation, the title "Vice President"; provided, however, that the persons to whom such titles shall be granted shall not be deemed officers of the Corporation and shall have only such authority as may be conferred in writing by the President.

## **ARTICLE V**

### **ELECTION OF TRUSTEES**

Section 5.1. Elected Trustees. The Governance and Nominating Committee shall submit a list of nominees for Elected Trustees to the Board of Trustees at any regular Board meeting at which election is proposed, and the notice of the meeting shall contain such list. A majority vote of Trustees present and voting shall be necessary for election. To be eligible for nomination and election, a person must contribute to the Corporation at a basic membership level.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July and shall end on the thirtieth day of the following June.

Section 6.2. Authority for Disbursements. All checks, drafts, notes and orders for the payment of money shall be signed by such officers, employees or agents as the Board may designate from time to time.

Section 6.3. Audit. An annual audit of the Corporation's financial affairs shall be conducted by a certified public accountant to be designated annually by the Board.

Section 6.4. Seal. The seal of the Corporation shall be in such form as may be adopted by the Board.



## **ARTICLE VII**

### **INDEMNIFICATION**

Section 7.1 Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by law; provided, however, that the Board shall retain discretion to advance funds for the payment of legal expenses to a director or officer in the defense of any claim for which indemnification may be available.

## **ARTICLE VIII**

### **AMENDMENT OF BYLAWS**

Section 8.1. Amendment. These Bylaws may be altered, amended or repealed by the Board at any regular or special meeting of the Board at which a quorum is present by the affirmative vote of Trustees constituting a majority of those then holding office, provided that notice of such purpose has been given and such notice sets forth the substance or text of the proposed alteration, amendment or repeal.

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