

BYLAWS

THE PUBLIC BROADCASTING COUNCIL OF CENTRAL NEW YORK, INC.

*Revised June 1973 -- Amended March 1979 -- Amended January 1994
Amended March 2000 -- Amended January 2002 -- Amended March 2002
Amended March 2006*

ARTICLE I

THE CORPORATION

SECTION 1. NAME OF CORPORATION. The name of the Corporation shall be as specified in the charter granted by the Regents of the University of the State of New York, to wit: The Public Broadcasting Council of Central New York, Inc.

SECTION 2. SEAL OF CORPORATION. The Board of Trustees of this Corporation may adopt a Seal for the Corporation which shall contain the name of the Corporation, the year of organization and the words "Corporate Seal, New York." The seal of any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE II

BOARD OF TRUSTEES

SECTION 1. TRUSTEES. There shall be a Board of Trustees (hereinafter referred to as the "Board") not exceeding thirty-six (36) or fewer than fifteen (15) in number, who shall be members of the Corporation. The Chairman, at least twenty (20) days before an annual meeting of members, shall appoint a Nominating Committee consisting of five (5) members, a majority of whom shall be trustees of the Corporation. Such Nominating Committee shall file with the Secretary of the Corporation at least fifteen (15) days before the annual meeting the Slate of Trustees nominated by them. A notice containing the names of the trustees so nominated shall be mailed to the members of the Corporation entitled to vote at least ten (10) days before an annual meeting. Independent nominations for trustees may be made by filing with the Secretary at least five (5) days before the annual meeting a nomination in writing signed by at least three (3) members of the Corporation entitled to vote. The trustees shall be elected at the annual membership meeting. The appointment or election of any trustees shall be subject to approval by the Board of Regents of the State of New York.

SECTION 2. TERMS OF OFFICE. Trustees shall be elected by three-year terms. Vacancies on the board created by resignation or otherwise, may be filled by the Board at a regular or special meeting. Trustees so appointed shall serve until the next annual meeting of the Corporation. Except in case of resignation, all trustees, whether elected or appointed, shall serve until their successors have been elected and qualified. No trustee shall serve more than two consecutive

three-year terms without a one year hiatus, except a person duly elected as Chairman of the Board who is unable to complete two one-year terms as such Chairman prior to the expiration of the second three-year term as a trustee. Time served by any trustee as a replacement for another's term shall not be counted as part of the two consecutive three-year terms.

SECTION 3. COMPENSATION. The trustees of the Corporation shall serve without compensation.

SECTION 4. RESPONSIBILITIES. The Board shall have general supervision of all business of the Corporation; shall approve the annual budget; shall fill vacancies not otherwise provided for in various offices of the Corporation and in its own number; and shall provide for the appointment of such committees as it shall determine to be in the interest of the Corporation.

ARTICLE III

MEMBERS

SECTION 1. MEMBERS. The Board of Trustees shall be members of the Corporation while holding office as such and the Board of Trustees may elect to membership in the Corporation such other persons, corporations, partnerships or associations as it shall see fit. Memberships shall continue until terminated by death, resignation or as otherwise determined by action of the Board of Trustees. The Board of Trustees may provide that the members be divided into two or more classes, voting and non-voting. Only the trustees shall have a vote.

SECTION 2. RESIGNATION. Members may resign by submitting their resignations in writing to the Board of Trustees.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be Chairman, Vice-Chairman, President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer, and such other officers as the Board of Trustees may determine. The officers shall perform such duties as usually pertain to the offices which they hold as may be assigned to them by the Board. Officers shall serve at the pleasure of the Board and may be removed from office by the Board at any time, with or without cause.

SECTION 2. ELECTION. Officers shall be elected at the annual meeting for a term of one year or until their successors are elected and have accepted. The Board shall determine the manner in which such officers shall be elected. Officers may not be elected to more than two (2) consecutive terms in the same office without a one year hiatus. The Chairman of the Board, upon completion of the term of office, will automatically become an ex-officio, non-voting member of the Board for one year beyond the official term.

SECTION 3. The officers of the Corporation shall serve without compensation, excepting the President and Chief Executive Officer. The President and Chief Executive Officer will be one person.

SECTION 4. The Chairman shall preside at all meetings of the Corporation and of the Board and perform all duties pertaining to this office. The President shall be the chief executive officer of the Corporation. The President shall perform all duties pertaining to that office.

SECTION 5. In the absence of the Chairman, Vice-Chairman shall perform all the duties pertaining to that office. In case of a vacancy in the office of Chairman, the Vice-Chairman shall perform the duties of Chairman until the Board shall have filled the vacancy by the election of a new Chairman.

SECTION 6. The Secretary shall keep a record of the proceedings of all meetings of the Corporation and of the Board; shall have custody of the records and papers of the Corporation not otherwise provided for, which shall be open to inspection at any reasonable time by members of the Corporation; shall keep a list of all members of the Corporation and keep in safe custody the Seal of the Corporation and affix it to any instrument when authorized by the Board; shall render a written report at the annual meeting; shall issue notices of all meetings of the Corporation and at the expiration of the term of office shall turn over all records and papers to the successor.

SECTION 7. The Treasurer shall have oversight of the Corporate funds and securities and shall ensure that processes and procedures exists to:

- receive all monies of the Corporation and deposit the same in such bank or banks as directed by the Board
- disburse the funds of the Corporation as may be authorized by the Board

- collect all contributions and keep an accurate account of all receipts and disbursements

The treasurer shall present a detailed report of the accounts of the Corporation at each meeting of the Corporation, and when directed by the Board, shall serve at the pleasure of the Board and may be required to furnish bond or security to be paid for by the Corporation.

ARTICLE V

PRESIDENT AND CHIEF EXECUTIVE OFFICER

SECTION 1. APPOINTMENT. The Board shall appoint a President and Chief Executive Officer of the Corporation who shall serve at the pleasure of the Board of Trustees.

SECTION 2. COMPENSATION. The Board shall determine and provide for the payment of compensation to the President and Chief Executive Officer.

SECTION 3. The President and Chief Executive Officer shall be responsible to the Board and shall perform all duties assigned to him/her by the Board. The President and Chief Executive Officer shall serve ex-officio, as a non-voting member of the Board.

ARTICLE VI

COMMITTEES OF THE BOARD

SECTION 1. EXECUTIVE COMMITTEE. There shall be an Executive Committee which shall consist of the officers of the Corporation, including, but not limited to, the Chairman, the Vice-Chairman, the President, the Secretary, the Treasurer, the Assistant Secretary, the Assistant Treasurer, and such trustees, not exceeding five (5) in number, as may be designated by the Chairman of the Board, for a term of one year. The Executive Committee shall be responsible for operation of the business of the Corporation between meetings of the Board of Trustees. The Executive Committee may designate chairmen of some or all other committees as ex-officio members of the Executive Committee. The Chairman of the Board shall appoint another trustee or serve himself/herself as Chairman of the Executive Committee.

SECTION 2. OTHER COMMITTEES. The Executive Committee shall determine how many and what additional committees the Corporation should have in order to carry out the purpose of the Corporation effectively and shall assist the President in obtaining chairmen and citizens, whether members of the Corporation or not, to serve on such committees. An Ad Hoc Committee may be appointed by the Chairman to perform a specific and limited function. When the specified function is accomplished, the Chairman shall disband such a Committee.

ARTICLE VII

MEETINGS

SECTION 1. QUARTERLY MEETINGS. The Board of Trustees shall be convened for a minimum of one regular meeting in each quarter of the calendar year. Additional meetings may be convened, by the Chairman and/or the Executive Committee. (See Special Meetings, Article VII, Section 3.) Notice of the time and place of such regular meetings shall be given to the Board of Trustees by the Chairman no less than ten (10) days prior to the meeting.

SECTION 2. ANNUAL MEETINGS. The meeting held during the first quarter of the calendar year shall be designated as the annual meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the President, Chairman or by any three (3) members of the Board upon five (5) days notice.

SECTION 4. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet twice a year to review and endorse the draft operating budget and to review with the auditors the fiscal year-end data, and at such other times as deemed necessary by the Chairman with the concurrence of the Executive Committee.

ARTICLE VIII

QUORUM AND VOTING

SECTION 1. QUORUM OF THE BOARD. A simple majority of members of the Board of Trustees shall constitute a quorum of the Board. A simple majority of members of the Executive Committee shall constitute a quorum of the Executive Committee.

SECTION 2. ADJOURNMENT. If less than a quorum is present for any duly noticed meeting of the Corporation or of the Board of Trustees, those present may adjourn the meeting to a subsequent date.

SECTION 3. VOTING. The voting on all questions coming before the Board or the Executive Committee shall be by voice vote, except if a roll call is requested. If the vote is by roll call, the ayes and nays shall be entered upon the minutes of such meeting by the Secretary, unless the vote is unanimous of all members present, and in that case, the minutes shall so indicate. Except as otherwise provided by law, all matters shall be decided by majority vote of those present and eligible to vote.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Parliamentary authority will be determined by Roberts Rules of Order as revised, except to the extent such rules of Order are inconsistent with the Bylaws of the Public Broadcasting Council of Central New York, Inc.

ARTICLE X

AMENDMENTS

SECTION 1. AMENDMENTS. These Bylaws may be amended, revised or repealed at any annual, quarterly or special meeting of the Board of Trustees provided written notice of the proposed action shall have been given by mail to each trustee at least ten (10) days prior to the date of the meeting at which it is proposed to take such action.

SECTION 2. COMPILATION. A compilation of the Bylaws and Resolutions permanent in nature, showing revisions thereto, shall be prepared and distributed to the members at least once every two years by the Secretary.

ARTICLE XI**DISSOLUTION**

In the event of dissolution of the Corporation, the Property remaining after satisfying and discharging all its obligations and liabilities shall be distributed pursuant to the New York State Education Law exclusively to other educational television councils or educational institutions having Federal Income tax exemptions and no part of such distribution shall inure to the benefit of any individual.

The following Amendment was approved by the Board of Trustees on March 30, 2000:

WCNY viewers and listeners who contribute more than \$40 annually, regular volunteers, and WCNY staff are defined as Associate Members. These Associate Members may assist the station by engaging in certain fund raising initiatives such as authorized raffles. In such instances, the volunteer leadership group known as the Friends Steering Committee, of which all Associate Members are eligible to join, shall, on behalf of the other Associate Members, determine the use of the funds raised.

The following Amendment was approved by the Board of Trustees on January 30, 2002:

Article II, Section 1 of the Bylaws formerly stated:

"The Chairman, at least (20) days before an **annual** meeting of members, shall appoint a Nominating Committee consisting of five (5) members, a majority of whom shall be trustees of the corporation."

and now reads:

"The Chairman, at least (20) days before an annual meeting of members, shall appoint a Nominating **Committee consisting of at least five (5)** members, a majority of whom shall be trustees of the corporation."

March 2002

RESOLVED, that the President and the chief financial officer of the Company each be, and the same each hereby is, authorized, directed and empowered to sign checks, and execute investment transactions in the name and on behalf of the Company.

RESOLVED, that the President and the chief financial officer of the Company each be, and the same each hereby is, authorized, directed and empowered to negotiate lines of credit and other borrowing arrangements with a financial institutions on such terms and conditions as he or they shall deem advisable.

John F. Luchsinger, Jr., Chairman; Myles J. McHale Jr., Treasurer; Michael A. Fields, President and CEO; Colleen Edwards, Chief Financial Officer

The following Amendment was approved by the Board of Trustees on April xx, 2006:

Article IV, Section 1 of the Bylaws formerly stated:

“The officers of the Corporation shall be Chairman, First Vice-Chairman, Second Vice-Chairman, President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer, and such other officers as the Board of Trustees may determine.”

and now reads:

“The officers of the Corporation shall be Chairman, Vice-Chairman, President, Secretary, Treasurer, Assistant Treasurer, and such other officers as the Board of Trustees may determine.”

Article IV, Section 5 of the Bylaws formerly stated:

“In the absence of the Chairman, the First Vice-Chairman, Second Vice-Chairman shall perform all the duties pertaining to that office.”

and now reads:

“In the absence of the Chairman, Vice-Chairman shall perform all the duties pertaining to that office.”

Article IV Section 7 of the Bylaws formerly stated:

“The Treasurer shall have custody of the Corporate funds and securities; shall receive all monies of the Corporation and deposit the same in such bank or banks as directed by the Board; shall disburse the funds of the Corporation as may be authorized by the Board; shall collect all contributions and keep an accurate account of all receipts and disbursements; shall present a detailed report of the accounts of the Corporation at each meeting of the Corporation, and when directed by the Board; shall serve at the pleasure of the Board and may be required to furnish bond or security to be paid for by the Corporation.”

and now reads:

“The Treasurer shall have oversight of the Corporate funds and securities and shall ensure that processes and procedures exists to:

- receive all monies of the Corporation and deposit the same in such bank or banks as directed by the Board
- disburse the funds of the Corporation as may be authorized by the Board

- collect all contributions and keep an accurate account of all receipts and disbursements

The treasurer shall present a detailed report of the accounts of the Corporation at each meeting of the Corporation, and when directed by the Board; shall serve at the pleasure of the Board and may be required to furnish bond or security to be paid for by the Corporation."

Article V, Section 3 of the Bylaws formerly stated:

"The President and Chief Executive Officer shall be responsible to the Board and shall perform all duties assigned to him by the Board."

and now reads:

"The President and Chief Executive Officer shall be responsible to the Board and shall perform all duties assigned to him/her by the Board."

Article VI, Section 1 of the Bylaws formerly stated:

"There shall be an Executive Committee which shall consist of the officers of the Corporation, including, but not limited to, the Chairman, the Vice-Chairman, the President, the Secretary, the Treasurer, the Assistant Secretary, the Assistant Treasurer, and such trustees, not exceeding five (5) in number, as may be designated by the Chairman of the Board, for a term of one year."

and now reads:

"There shall be an Executive Committee which shall consist of the officers of the Corporation, including, but not limited to, the Chairman, the Vice-Chairman, the President, the Secretary, the Treasurer, and such trustees, not exceeding five (5) in number, as may be designated by the Chairman of the Board, for a term of one year."

Article VI, Section 1 of the Bylaws formerly stated:

"... The Chairman of the Board shall appoint another trustee or serve himself as Chairman of the Executive Committee."

and now reads:

"... The Chairman of the Board shall appoint another trustee or serve himself/herself as Chairman of the Executive Committee."

Article VIII, Section 1 of the Bylaws formerly stated:

“Fifteen (15) members of the Board of Trustees shall constitute a quorum of the Board. Four (4) members of the Executive Committee shall constitute a quorum of the Executive Committee.”

and now reads:

“A simple majority of members of the Board of Trustees shall constitute a quorum of the Board. A simple majority of members of the Executive Committee shall constitute a quorum of the Executive Committee.”