



**GEORGIA PUBLIC BROADCASTING**

**BY-LAWS**



**BYLAWS OF THE  
GEORGIA PUBLIC TELECOMMUNICATIONS  
COMMISSION**

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**Bylaws of the  
Georgia Public Telecommunications Commission**

Amended and Approved by the Commission  
August 15, 2001

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Bylaws of the  
Georgia Public Telecommunications Commission

ARTICLE I.

Name.

The name of the public corporation shall be the Georgia Public Telecommunications Commission.

ARTICLE II.

Membership.

Section 1. Members and Their Selection.

The Commission shall be composed of nine members who shall be appointed by the Governor from the general public.

No person may serve on the Commission who is also an official, officer, or employee of the state or any of its agencies or instrumentalities or an official, officer, employee or representative of any public school system.

The term of office for members shall be for a period of four (4) years except for those members whose initial terms begin on July 1, 2001, which terms shall expire on June 30, 2002. Thereafter, their successors shall serve for terms of four years and until either a successor is appointed and qualified. Members may succeed themselves upon reappointment by the Governor. The initial term of office shall be determined in a manner consistent with the enabling legislation and the Governor's Executive Order dated August 9, 1990.

Section 2. Filling of Vacant Member Positions.

Vacancies which occur in the membership of the Commission shall be filled by the Governor.

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ARTICLE III.

Officers and Their Duties.

Section 1.     Officers.

The officers of the Public Telecommunications Commission shall be the chairperson and vice chairperson.

Section 2.     Election and Term of Office.

The term of office of each officer shall be one year commencing on July 1<sup>st</sup> and until his or her successor is chosen and installed. Officers shall be elected each year by the Commission at the June meeting. No one person shall hold more than one of these offices.

Section 3.     Removal of Officers.

Officers may be removed at any time by the Commission by the affirmative vote of a majority of the Commission.

Section 4.     Officer Vacancies.

Officer vacancies shall be filled for the unexpired term by the Commission as soon as practicable.

Section 5.     Duties of Chairperson.

The chairperson shall be a member of the Commission, shall preside at the meetings of the Commission with the authority to vote, and shall appoint the members of all committees. He or she shall be an ex-officio member of all committees with the authority to vote. The chairperson of the Commission, upon its authority and in its name, may execute all notes, bonds, deeds, contracts, and other documents requiring the seal.

Section 6.     Duties of Vice Chairperson.

The vice chairperson shall be a member of the Commission and shall perform the duties and have the powers of the chairperson during the absence or disability of the chairperson.

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ARTICLE IV.

Meetings of the Commission.

Section 1. Place of Meetings.

Meetings shall be held at such places as determined by the Commission.

Section 2. Personal Attendance at All Meetings

Commission members shall personally attend all meetings of the Commission unless prevented from doing so by disability or other causes beyond his or her control. No person may attend any meeting of the Commission as a substitute for any Commission member. Only regular members of the Commission board shall be entitled to vote in determining the actions of the Commission at any time.

Section 3. Regular Meetings.

Unless otherwise ordered, regular meetings of the Commission shall be held at such time as the Commission determines appropriate.

Section 4. Special Meetings.

Special meetings of the Commission may and shall be called for any purpose by the chairperson. The chairperson shall call for a special meeting by written requests from three other members of the board. The requests shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the objectives stated in the call.

Section 5. Committee Meetings.

Committees shall meet at the direction of the chairperson of the Commission or on call of the committee chairperson.

Section 6. Quorum.

At all meetings of the Commission, a majority of the members then in office shall constitute a quorum for the transaction of business. The action of a majority of the members of the Commission present at any meeting at which a quorum exists shall be the action of the Commission.

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Section 7. Public Meetings and Executive Sessions.

All meetings of the Commission shall be open to the public provided; however, upon approval by a majority vote of the members of the Commission present at any meeting, the Commission may hold executive sessions at any time as provided and specified by Georgia law. The results of any actions shall be reported as provided and specified by law.

ARTICLE V.

Operation of the Commission.

Section 1. Rules.

Rules governing the conduct of meetings shall be those deemed convenient to the Commission. 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 the bylaws or the special rules of the Commission.

Section 2. Agenda.

A prepared agenda with appropriate information shall be distributed to each member of the Commission by the executive director at least five days in advance of any regular meeting of the board. This agenda, unless amended at the beginning of each meeting, shall govern the order of business for the meeting. Additions or deletions to the approved agenda shall be by majority vote of the members voting, a quorum being present.

Section 3. Commission Actions.

The Commission shall generally consider action on matters brought to its attention only after referring such matters to the staff for appropriate analysis and recommendations. Such staff analyses shall be brief, with supporting information appended as necessary. The staff analyses shall normally include a statement of the issue and its implications, a description of the practical alternatives with associated advantages and disadvantages, and a recommendation. Such staff analyses shall accompany the agenda for the meeting at which the matter is to be considered.

Section 4. Changes in Commission Policy.

To allow time for study by the members of the Commission, drafts of proposed new policies or changes in Commission policy, or requests for waiver of Commission policy shall be handed to each member of the Commission at the regular meeting immediately preceding the



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regular meeting at which action is to be taken. Copies of drafts of proposed new policies or changes in Commission policy, or requests for waiver of Commission policy shall be mailed to those members not in attendance at the regular meeting immediately preceding the regular meeting at which action is to be taken. Where deemed appropriate, the Commission may waive this one-month delay by a three-fourths majority vote and consider proposed new policies or changes in policy or requests for waiver of policy at the meeting in which introduced.

Section 5. Minutes.

The executive director or his or her designee shall have recorded the minutes of the proceedings of the Commission meetings. A copy of the minutes of each meeting of the Commission shall be mailed to each Commission member for review prior to adoption at the succeeding meeting. The minutes shall not be considered official unless and until adopted by the Commission.

Section 6. Appointment of Executive Director.

The Commission shall, pursuant to Title 20, Section 13, Paragraph 6 of the Official Code of Georgia Annotated, appoint an executive director of the Commission and fix his or her compensation, duties and responsibilities consistent with the provisions of Act #1161 of the Georgia General Assembly. The executive director of the Commission shall exercise the overall supervision and direction of the staff of the Commission and shall serve at the pleasure of the Commission. The Commission may assign and delegate to the executive director such responsibilities, powers and duties as it deems proper and appropriate.

Section 7. Purpose and Scope.

Said corporation is organized exclusively for educational purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, and as set forth elsewhere in these articles and Georgia Official Code Annotated 20-13-1.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf

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of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or
- (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 8. Operational Trade Name.

The Georgia Public Telecommunications Commission will do business as and in the name of Georgia Public Broadcasting (GPB).

Section 9. Dissolution of the Corporation.

In the event of the dissolution of this corporation, to the extent allowed under applicable law, all of the assets of the corporation shall be distributed to a state or local government entity to be used for a public purpose.

ARTICLE VI.

Committees.

Section 1. Executive Committee.

The executive committee shall be composed of the chairperson of the Commission, the vice chairperson and a member at large appointed by the chairperson. The executive committee shall perform all duties and functions of the Commission when it is impractical or impossible for the Commission to meet to take action. The Executive Committee shall have the full powers of the Commission and its actions shall stand as actions of the Commission. All other Commission members and members of the public may attend executive committee meetings in accordance with the Georgia Open Meetings Act and such persons shall be notified as much in advance as is feasible of the time and place of all scheduled meetings by the chairperson, executive director or their designee. Minutes shall be kept of any actions taken by the executive committee and these actions shall be reported. Upon adoption by the Commission, the minutes shall become an official part of the records of the Commission.

Section 2. Audit Committee.

The Audit Committee shall be composed of three members appointed by the Chairperson of

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the Board. The Audit Committee shall review the financial reports monthly and report their findings to the Board at the next regularly scheduled meeting.

Section 3. Other Committees.

The chairperson of the Commission shall appoint such committees as necessary for the Commission to perform its assigned duties. Where appropriate, one Commission member may be designated to serve as a committee of one.

ARTICLE VII.

Appearance Before the Commission.

Individuals or groups who wish to appear before the Commission shall make their requests in writing to the executive director of the Commission at least fourteen days in advance of the next regularly scheduled meeting. If the matter is applicable for consideration, the chairperson at his or her discretion may approve the request, allot a reasonable time for such presentation and also limit the individual's or group's presentation.

ARTICLE VIII.


Amendments to Bylaws.

The Commission shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall contain any provision inconsistent with the law. Proposed Bylaws shall be presented to the Commission thirty (30) days in advance of official action, or presented and carried by a two-thirds majority vote of the members present at any meeting. Amendments shall go into effect immediately upon their adoption, unless the motion to adopt specifies a time for the amendment to go into effect, or unless the Commission has previously adopted a motion to that effect.

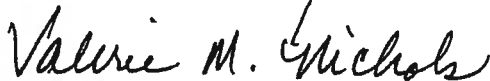
The Bylaws of the Georgia Public Telecommunications Commission are approved and adopted August 15, 2001.

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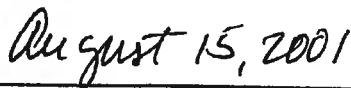
The Bylaws of the Georgia Public Telecommunications Commission are approved and adopted:



Signature of Presiding Officer



Notary Public



Date

Notary Public, Clayton County, Georgia  
My Commission Expires August 12, 2003

