

LAKESHORE PUBLIC MEDIA



Northwest Indiana Public Broadcasting, Inc.

By-Laws

Revised:
November 2013

BYLAWS
NORTHWEST INDIANA PUBLIC BROADCASTING, INC.

- I) Name
- II) Purposes
- III) Membership
- IV) Board of Directors
 - A) Composition
 - B) Election
 - C) Powers
 - D) Duties
 - E) Removal
 - F) Meetings
 - G) Notice
 - H) Waiver of Notice
 - I) Quorum
- V) Elective Officers
 - A) Offices
 - B) Elections
 - C) Removal
 - D) Vacancies in Elective Offices Chair
 - E) Chair
 - F) Vice-Chair
 - G) Secretary
 - H) Treasurer
- VI) Standing Committees
 - A) Executive Committee
 - B) Finance Committee
 - C) **Development** Committee
 - D) **Governance** Committee

VII) Personnel

- A) President
- B) Employment and Direction of Personnel
- C) Board Membership of Employees

VIII) Finances

- A) Contracts
- B) Loans
- C) Checks, Drafts
- D) Deposits and Accounts
- E) Bequests, Devises and Donations
- F) Annual Audit
- G) Fiscal Year

IX) Advisory Council

- A) Membership
- B) Selection
- C) Terms of Board Members
- D) Officers
- E) Executive Committee
- F) Committees
- G) Meetings
- H) Responsibilities
- I) Fund-Raising

X) Miscellaneous Provisions

- A) Offices
- B) Seal
- C) Dissolution
- D) Indemnification

XI) Conduct of Meetings

XII) Amendment of Bylaws

I) NAME

The name of this corporation shall be NORTHWEST INDIANA PUBLIC BROADCASTING, INC., hereinafter referred to as the Corporation.

II) PURPOSES

- A) The primary purpose for which the Corporation is formed is to operate a not-for-profit, non commercial, non partisan educational telecommunications facility (and/or facilities), to serve the educational, cultural and instructional needs for the public interest, convenience and necessity of those we serve; by planning, implementing, and evaluating services and facilities.
- B) To engage in all lawful activities as granted by the Not-for-Profit Corporation Act of Indiana so long as such acts are not in contravention of any other law and the Corporation shall not engage in any activities which would disqualify said Corporation for 501(c) (3) status under the Internal Revenue Code or which would disqualify said Corporation from receipt of grants in aid from public or quasi-public agencies.
- C) Said Corporation is organized exclusively for any charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law).

III) MEMBERSHIP

- A) The members of the Board of Directors of the Corporation shall, for purposes of any statute or rule of law relating to corporations, be taken to be the members of the Corporation, and they shall have the rights and privileges of the members for such purposes as set forth in any applicable statute or rule of law relating to corporations.
- B) Any elected member may voluntarily terminate membership in the Corporation by tendering written notice to the Secretary of the Corporation. Such termination shall be effective at the beginning of the next regular meeting of the Board of Directors.
- C) There shall be an annual meeting of the membership immediately prior to the annual meeting of the Board of Directors at which meeting each member having

one (1) vote, shall elect by public ballot the number of directors to be elected for the new terms immediately upcoming which directors shall take office upon the adjournment of the subsequent Board of Directors meeting and shall serve a term of three (3) years or until their respective successors are duly elected and qualified.

IV) BOARD OF DIRECTORS

A) Composition

The Board of Directors shall consist of **(no more than)**twenty- five (25) persons, each of whom shall serve without compensation. The President of the Corporation shall be an ex officio member of the Board of Directors and shall be empowered of all rights as a director but shall not vote on any matter. Board members shall be elected on the basis of leadership quality, the high regard in which they are held in the community, knowledge of and demonstrated interest in local and state affairs and willingness to identify, meet and overcome civic problems. **The membership of the Board shall broadly reflect the diversity of the geographic and socio-economic groups in the service area.**

B) Election

The term of each board member shall be three years. Should a mid-term vacancy occur on the Board of Directors, the **Governance Committee** will assess the expertise needs of the board/corporation and recruit one or more potential candidates for **recommendation to the Board**. The elected nominee(s) shall complete the remainder of the unexpired term, which will constitute a full term of service.

C) Powers

The overall policy control, direction and management of the affairs and finances of the Corporation shall be vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these By-laws, the Board of Directors may exercise all powers of the Corporation granted under the Indiana Not-for-Profit by statute, by the Articles of Incorporation, or by these By-laws.

D) Duties

The Board of Directors has among others the following duties: (1) to manage, govern and direct the affairs of the Corporation subject to the Articles of

Incorporation and these By-laws; (2) to make such rules and regulations as shall be necessary for the protection of the property of the Corporation and for the preservation of good order in the conduct of its affairs; (3) to keep a record of its proceedings which shall be open to inspection, on appropriate notice, by the public during the regular working hours of the Corporation's staff as required by law; and (4) to make or approve such appointments as are provided in the Articles of Incorporation and these By-laws.

E) Removal

Any Director may be removed from office by the Board of Directors for cause. A written notice of the proposed removal of a Director shall be given to such Director by the Secretary, at least ten (10) days prior to the meeting at which any action to effect such removal is to be taken. Such removal shall take place only upon and after the affirmative majority vote of the Directors present at such meeting.

Directors are expected to attend at least 75% of Board meetings. Any Director who fails to attend three (3) consecutive meetings of the board and who, in the opinion of the Board of Directors, has not shown good cause, therefore, shall automatically cease to be a director and shall be deemed to have resigned.

F) Meetings

The Board of Directors shall hold an annual meeting during the first half of the fiscal year. In addition, special meetings of the Board may be held at the call of the chair and upon receipt of written request from any seven Directors, the chair shall call a meeting with reasonable promptness, subject to giving adequate notice to all Directors. Not less than four (4) regular meetings of the Board of Directors shall be held each year. Meetings may be held at such place, as may be designated from time to time by resolution of the Board of Directors or by written consent of the Directors. **Directors may participate by telephone or by other electronic means.**

NIPB is committed to the open meeting requirements of the Communications Act of 1934, 47 U.S.C. 396 as amended.

G) Notice

Unless notice is waived in writing, meetings of the Board of Directors shall be held upon not less than ten (10) days notice to be given in person, by mail (**including electronic mail**), or by telephone. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. **Open meetings of the Board and any committee of the Board shall be preceded by reasonable notice to the public.**

H) Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Indiana Not-for-Profit Corporation Act of 1991 or under the provisions of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting with respect to which such notice would otherwise be required, and filed with the Chair or the Secretary, shall be deemed equivalent to giving of such notice.

I) Quorum

A quorum for all meetings of the Board of Directors shall consist of a majority of the Board of Directors in office. If a quorum is present when a vote is taken, the affirmative votes of a majority of Directors present when the act is taken is the act of the Board.

V) ELECTIVE OFFICERS

A) Offices

The elective officers of the Corporation shall be members of the Board of Directors and shall consist of a Chair, at least one Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board may deem necessary. No two offices may be held by the same person.

B) Election

The elective officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors, and shall serve terms of two

years, which terms shall commence immediately upon the end of the Annual Meeting, or until their successors are duly elected and qualified. Each elected officer shall be limited to two successive two year terms.

C) Removal

Any elective officer may be removed from office by the Board of Directors for cause. A written notice of the proposed removal of any officer shall be given to such officer by the Secretary, at least ten (10) days prior to the meeting at which any action to effect such removal is to be taken. Such removal shall take place only upon and after the affirmative majority vote of the Directors present at such meeting.

D) Vacancies in Elective Offices

Vacancies in the elective offices of the Corporation for any reason shall be filled by election by the Board of Directors at its next meeting and the nominating committee shall make a recommendation to the Board of Directors for such replacement; provided, however, that until such subsequent meeting, the Chair may appoint a Director of the Corporation to serve in such vacancy.

E) Chair

The Chair, chief executive officer of the corporation, shall preside at all meetings of the Board of Directors and Executive Committee and shall perform such other duties as are incumbent on such officer, including making certain that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall make or request to be made a report of annual meeting of the Board of Directors concerning the operations of the corporation during the preceding year. The Chair shall make appointments to the various committees hereinafter established and shall appoint the Chair thereof.

F) Vice-Chair

The Vice-Chair shall, in the absence of the Chair, or in the event of the Chair's inability or refusal to act, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board of Directors shall time to time prescribe. The Board of Directors may create by resolution such additional Vice-Chairships as the Board may determine from time to time.

G) Secretary

The Secretary shall record or cause to be recorded in a minute book of the Corporation, minutes of all meetings of the Board of Directors, the Executive Committee and Advisory Board and all votes taken at such meetings. The Secretary shall have charge of the official records and seal of the Corporation and shall perform such other duties as are incident to the office of the Secretary and as may be assigned by the Board of Directors or the Chair.

H) Treasurer

The Treasurer shall be the general custodian of all funds and other valuable effects belonging to the Corporation and shall deposit the same or cause the same to be deposited in the name and to the credit of the Corporation with such depository or depositories as the Board of Directors may from time to time designate. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of accounts and other accounting records of the Corporation. Such person shall disburse or permit to be disbursed the funds of the Corporation in such manner as may be ordered or authorized generally by the Board of Directors and shall render to the officers of the Corporation and the Board of Directors whenever they may require it an account of all transactions as Treasurer of the financial status and affairs of the Corporation. Such person shall have the general duties, powers and responsibilities of a treasurer of a corporation and shall perform such other duties as may be assigned to the treasurer from time to time by the Board of Directors.

VI) STANDING COMMITTEES

There shall be standing committees of the board, which shall include the following:

A) Executive Committee

The Executive Committee shall consist of four elected officers. The President of the Corporation and the immediate past Chair shall serve on the Executive Committee as ex officio members with all powers and duties of Directors but shall not vote on any matter. The Chair of the Board shall be Chair of this Committee and shall preside at all its meetings. In the Chair's absence the Vice-Chair shall preside. The Executive Committee shall initiate, consider, formulate, and make recommendations to the Board of Directors on proposed statements of corporate policy. **This committee will interface with and assist station management by**

providing advice and counsel when dealing with local, state and federal legislative matters. The Executive Committee shall meet at the call of the Chair, and shall report its activities to the Board of Directors at the next earliest meeting of the Board.

B) Finance Committee

The Finance Committee shall consist of five (5) members, of which the Treasurer shall be Chairman. The committee shall examine and inquire into all financial matters of the Corporation, **including the facilities operated by the Corporation.** It shall require monthly financial reports showing all expenditures and income for each such period as well as any other pertinent information. It shall cause the President to prepare an annual budget indicating the proposed expenditures of corporate funds on a fiscal year basis together with a statement of its anticipated revenue. Such budget shall be submitted to the Board, with the recommendation of the Finance Committee, but no later than sixty (60) days in advance of the Corporation's annual meeting.

C) Development Committee

The Development Committee shall concern itself with needs for expansion or improvement of the corporation's programs, and services; in order that the corporation may at all times meet the needs of the communities served. This committee **may** also be concerned with developing policies which shall involve the coordination and supervision of any and all activities that have any bearing on fund-raising or gifts and grants of any kind.

D) Governance Committee

The purpose of this committee shall be:

- (i) To consider all persons whose names are suggested for election or re-election to membership on the Board of Directors
- (ii) To nominate qualified persons for election or re-election to membership on the Board of Directors
- (iii) To nominate members of the Board of Directors to serve as officers of the Corporation
- (iv) To nominate qualified persons for appointment to the Advisory Board by

the Board of Directors

(v) To initiate, consider, draft and make recommendations on proposed amendments to the By-laws and Articles of Incorporation of the Corporation.

This committee shall, prior to the annual meeting of the members, prepare a list of nominees to the Board of Directors equal in number to the positions available which shall be submitted by mail to all members, not later than twenty-one (21) calendar days prior to the annual meeting of the members. Any member who has a second may submit a candidate or candidates to the Secretary of the Corporation at least ten (10) days in advance of the annual meeting which list will be circulated to the membership of the Corporation. In like fashion, the committee shall, prior to the annual meeting of the Board of Directors, prepare a list of nominees to the elective offices of the Corporation which list shall be submitted by mail to all members of the Board of Directors, not later than twenty-one (21) calendar days prior to the annual meeting of the Board of Directors. Any member of the Board of Directors who has a second candidate may submit such candidate or candidates for the offices of the Corporation at least ten (10) days in advance of the annual meeting which list shall be circulated to the membership of the Board of Directors prior to said meeting.

Proposed amendment(s) to the By-laws shall be fully considered by this committee. All proposed amendments considered by the committee shall be transmitted to the members of the Board of Directors by the Secretary, not later than ten (10) calendar days prior to the next Board of Directors meeting for their consideration and action.

E) Audit Committee

The audit committee of the Board of Directors is to assist the Board in discharging its responsibilities relating to financial reporting, budget, corporate controls and related matters. After each annual meeting of the Board of Directors, the Chair shall appoint, subject to the approval of the Board, three or more directors to serve on the committee, including one to serve as chair. Members of the committee shall serve for such terms as the Board may determine, or until their earlier resignation or removal by the Board.

VII) PERSONNEL

A) President and Chief Executive Officer

The Board of Directors shall select and appoint a President who shall be the chief executive officer in the operation and management of the Corporation's facilities. The President shall be employed by the Board of Directors on such terms and conditions as are mutually agreed upon by the majority of the Board members present at a meeting and the President. The President shall have the power to employ such staff as may be generally authorized from time to time by the board, and shall have the necessary authority and responsibility to operate the Corporation's facilities and all its activities and departments. Specifically, the President may not execute any deed, mortgage, or bond, but may execute contracts or other instrument in the ordinary and normal course of business, except in cases where such execution shall be expressly delegated by the Board of Directors, or put forth in these Bylaws or by statute, to some other officer or agent of the Corporation.

In addition to the general duties of the President, the President shall submit an annual report to the Board of Directors which shall include, but not necessarily be limited to status of the Corporation (financial and otherwise) and the President shall furthermore make policy and budgetary recommendations.

B) Employment and Direction of Personnel

All other personnel employed by the corporation shall report to and be subject to the supervision and direction of the President. The President also may create such operating Vice Presidential position from time to time, as the President may determine.

C) Board Membership of Employees

No employee or member of an employee's immediate family shall be a member of the Board of Directors; this provision shall not proscribe an employee from serving on the Board in an ex officio capacity.

VIII) FINANCES

A) Contracts

Only to the extent the Board of Directors may specifically or generally authorize, any person may on behalf of the Corporation prepare and execute proposals for contracts, grants, government or privately funded programs and similar undertakings with any person, firm or other entity, between the Corporation and any such person, firm or other entity, and to execute bonds and undertakings required for the faithful performance of such contracts, and deliver vouchers and receipts in connection therewith.

B) Loans

Only to the extent the Board of Directors may specifically authorize, by resolution, and two designated persons, acting together, may effect loans and advances for the Corporation from any bank, trust company or other institution or from any person, firm or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation. No such person shall, however, for the purpose of giving security for any such loan or advance, mortgage, pledge, hypothecate or transfer any property whatsoever owned or held by the Corporation except when specifically authorized by resolution of the Board of Directors.

C) Checks, Drafts, etc.

All checks, drafts, orders for payment of money, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such officers, or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors from time to time.

D) Deposits and Accounts

All funds of the Corporation not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any persons to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered to the depository by any officer or agent to the Corporation.

E) Bequests, Devises and Donations

The Chair, Vice-Chair, President or Treasurer may accept, on behalf of the Corporation, any and all bequests, devises and donations of money and property make to the Corporation.

F) Annual Audit

The accounts of the Corporation shall be audited annually in accordance with generally accepted auditing standards by independent certified public accountants. Copies of the report of such audit shall be furnished to all members of the Board of Directors.

G) Fiscal Year

The fiscal year of the Corporation shall be a year beginning October 1 and ending on September 30 in the calendar year next following.

IX) COMMUNITY ADVISORY BOARD

A) Membership

The Board of Directors shall appoint a Community Advisory Board ("CAB") composed of not less than fifteen (15) nor more than thirty-five (35) members which number shall be set by resolution of the Board of Directors from time to time. The Board of Directors shall assure that the CAB membership, shall include a cross section of community interests, groups and people. Factors to be considered are sex, race, occupation and geographic location. The Corporation's staff will serve as consultants and support staff to the CAB.

B) Selection

A potential Advisory Board member may be nominated at any time (self nominations are acceptable). The individual's name should be submitted in writing to the Secretary of the Board. A nomination must include the person's credentials along with a statement as to the nominee's special qualifications for membership on the council. The Secretary will notify the individual of his or her nomination, explain the commitment to be made, the procedure for appointment, and request an expression of interest. The nomination material of those people accepting nomination will be placed in a file. When membership vacancy occurs, the file will be reviewed by the Nominating and Bylaws Committee of the Corporation and candidates will be selected to balance the Advisory Board in accordance with the

Public Telecommunications Financing Act of 1978 as amended from time to time. The nominees selected will be recommended to the Corporation's Board of Directors for appointment. The Secretary of the Advisory Board will review the file annually and ascertain the continuing interest in each individual.

C) Terms of Advisory Board

All appointments will be for two-year (2) terms. No member shall serve on the CAB for a period longer than three (3) consecutive terms without an interval of at least one (1) year. In the event a member resigns or is otherwise unable to complete the term of appointment, the Board of Directors shall appoint a member to serve the remainder of said term. CAB members may be removed from the Board for continuing non-participation in the activities of the Board by the Board of Directors upon the recommendation of the Executive Committee of the CAB.

D) Officers

The Officers of the CAB shall consist of a Chair, Vice-Chair and Secretary. Officers shall be elected to a one-year term. No officer shall serve more than two (2) consecutive terms. The election of officers shall take place at the first regular meeting following each annual appointment of members that will be at the Annual Meeting of the Corporation's Board of Directors.

E) Executive Committee

An Executive Committee shall be composed of the Chair, Vice-Chair, Secretary and two (2) members at large of the Council. These at-large members shall be elected at the same time as the election of officers. The Executive Committee shall carry out the functions of the Advisory Board between meetings of the Board. Such Executive Committee shall meet upon call of the Chair of the CAB.

F) Committees

The Chair shall appoint such committees from time to time as are deemed advisable.

G) Meetings

The CAB shall regularly meet not less than annually nor more often than quarterly

and shall meet at such times as requested by the Chair of the Advisory Board or the Chair of the Board of Directors. **Meetings of the CAB shall be preceded by reasonable notice to the public.**

H) Responsibilities

The CAB shall function in accordance with the provisions of Section 307 (9) (A-D) of the Public Telecommunications Act of 1991, which states in part.

(i) Federal funds may not be distributed to any public broadcast station unless the station establishes an advisory **board** such as the **CAB**.

(ii) Any such station shall undertake good faith efforts to assure that the composition of its CAB reasonably reflects the diverse needs and interests of the public served by the station.

(iii) The CAB shall be permitted to review programming goals established by the station, the service provided by the station and the significant policy decisions rendered by the station.

(iv) The CAB may delegate any responsibilities determined by the Board of Directors.

(v) The CAB shall advise the Board of Directors of the station with respect to whether the programming and other policies of the station are meeting the specialized educations and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs.

(vi) The role of the **CAB** shall be solely advisory in nature, except to the extent other responsibilities are delegated to it by the Board of Directors of the station. In no case shall the CAB have any authority to exercise any control over the daily management or operation of the station.

I) Fund-Raising

There shall be no additional fees or dues imposed upon CAB members and any CAB fund-raising activities shall be conducted in coordination with and under the supervision of the Board of Directors of the Corporation and any such fund-raising efforts shall be for and on behalf of the general treasury of the Corporation.

X) MISCELLANEOUS PROVISIONS

A) Offices

The offices of the Corporation shall be located at such place or places as the Board of Directors may from time to time determine.

B) Seal

The corporation seal of the Corporation shall be a circular device with the seal of the Corporation around its border.

C) Dissolution

Provision dealing with dissolution of the Corporation is set forth at Article IX, Section 2 of the Articles of Incorporation which section is hereby included by reference.

D) Indemnification

Provision dealing with indemnification of the Corporation is set forth at Article IX, Section 4 of the Articles of Incorporation which section is hereby included by reference.

XI) CONDUCT OF MEETINGS

The conduct of the meetings of the Members, Board of Directors, Committees, and CAB shall be in conformity with the latest edition of Roberts Rules of Order or Sturgis Standard Parliamentary Procedure (when in conflict Roberts Rules of Order shall control).

XII. AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended, or repealed, and new By-laws be adopted, by the affirmative vote of a majority of the serving members of the Board of Directors at a meeting where a quorum is present provided that (a) any such action may be taken only at meetings of the Board of Directors called for such purpose; (b) the notice of such meetings shall state the substance of the By-Law to be made or repealed, or the alteration or amendment; and (c) the notice of such meetings shall be mailed or delivered personally to each Director at least ten (10) days before the date on which the meetings are to be held. In order to amend these Bylaws, a two-thirds vote of the Directors present at two successive meetings shall be required.