

BYLAWS

Community Television of Knoxville

ARTICLE I

Registered Office and Agent

Section 1. Location of Office. The registered and principal office of Community Television of Knoxville (CTV), a Tennessee non-profit corporation, shall be the General Manager, CTV, 912 South Gay Street, Knoxville, Tennessee 37902. The Corporation may have such other offices as the Board of Directors of the Corporation shall determine.

Section 2. Name of Agent. The registered agent of the corporation shall be the General Manager, CTV, 912 South Gay Street, Knoxville, Tennessee 37902.

ARTICLE II

Purpose

To engage in any lawful activity or act for which non-profit corporations may be organized under the Tennessee General Corporation Act, including, but not limited to, the following:

To provide, manage, and regulate a non-profit and non-commercial community programming service to cable television systems, including, but not limited to, the cable television franchisees of Knoxville and Knox County, Tennessee. And to make available to the educational, scientific, civic and cultural institutions, organizations, agencies, and community citizenry, the necessary physical facilities and operational assistance for program production.

ARTICLE III

Directors

Section 1. Duties and Powers. Except to the extent expressly limited by the Articles of Incorporation, or the Bylaws of the Corporation, the business and affairs of the corporation shall be managed by a Board of Directors. The directors shall have all powers permitted by applicable statutes and laws not expressly limited by the Articles of Incorporation or the Bylaws of the Corporation. No officer, director, or employee of the Corporation has authority to incur any debt or obligation on behalf of the Corporation in an amount exceeding \$5,000 without prior approval by resolution from the Board of Directors.

Section 2. Number of Directors, Terms, Nominations. The Board of Directors shall consist of not fewer than five, nor more than eleven persons who will be appointed for terms of three (3) years each, except that the initial Board will be appointed for terms of one (1), two (2), and three (3) years, with approximately one-third (1/3) of the Board being appointed in each group so that future appointments will be made annually through a nominating process occurring in the fourth quarter of each calendar year, with confirmation of the nominees and appointment by Council to be made no later than January 31 of each year; the appointees to begin their terms of service as of February 1 of each calendar year.

One director shall be nominated by the Mayor from his staff; one director shall be nominated by Council to represent the Council on the Board; one director shall be nominated by Comcast Cable Company, the franchisee, or its successors; one director shall be nominated by Knology Media Company, the franchisee, or its successors; one director shall be nominated by Council from those religious, charitable, scientific, or educational institutions which have shown financial and physical support for the public access channel; one director shall be the Chairman of the Cable Television Committee of the Knox County Commission, or the Chairman's designee; two directors shall be nominated from the community volunteers involved in the production of television programs through the public access channel; and the remaining directors will be nominated by the other directors herein above enumerated, except that the Council may appoint members to the initial board without the directors' nomination. When the board is composed of six, seven, or eight members, two of those members shall be appointed from the active volunteers of CTV. When the Board is composed of nine, ten, or eleven members, three of those members shall be appointed from the active volunteers of CTV. All nominees must be appointed by Resolution of Council.

The term of each Director shall be for the three-year period, or until such Director resigns in writing, or is removed from office by majority vote of all incumbent directors. Vacancies occurring in the offices of directors shall be filled in the same manner as said members are appointed. A Board member elected in this manner shall be considered to be fulfilling the remainder of the term of the Director being replaced.

The City of Knoxville Public Service Director or their designee and the General Manager of the Corporation shall be non-voting ex officio members of the Board of Directors. Other ex officio members of the Board may be elected by a majority of the incumbent directors to serve until the conclusion of the calendar year.

Section 3. Annual Meetings. The Board of Directors shall annually call a meeting of the Board in the fourth quarter of each calendar year, for the purpose of electing members to serve on the Board of Directors, in accordance with Section 2 above, and transacting such other business as may be brought before the meeting.

The Board of Directors shall meet annually, within ninety (90) days after the January appointment of directors by City Council for the purpose of seating new members, electing officers, and transacting such other business as may be brought before the meeting.

Section 4. Meetings. The Board of Directors shall meet not less than four (4) times per annum at a place and time designated by the Board. Special meetings of the Board may be called by the President or the Executive Committee or upon request of five or more directors. Not less than two days notice of the time and place of such meeting shall be given. Such notice may be in writing or by telephone call personally received by the directors. Notice in writing or by telephone may be waived if all directors are present when the meeting is announced.

Any director may waive any notice required by law, by the charter or these bylaws before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, signed by the director entitled to the notice, and shall be included in the minutes of the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting the business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of a number of directors that would be necessary to authorize or take such action at a meeting is the act of the board. Any such action pursuant to this provision must be evidenced by one or more written consents describing the action taken, signed by each director, and shall be included in the minutes of the corporate records.

Section 5. Quorum Requirements. At all meetings of the Board of Directors the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-laws.

Section 6. Executive Committee. The Executive Committee shall consist of the elected officers of the Board (see Article IV, Section 1). The Executive Committee shall have and may exercise all the authority of the Board of Directors between meetings of the Board of Directors other than the authority to elect officers or directors, to amend the Articles of Incorporation or By-laws of the Corporation, or to liquidate, merge, consolidate, dissolve, or dispose of all or substantially all of the assets of the Corporation. A majority of the Executive Committee shall constitute a quorum for transacting business and the vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall constitute the act of the Executive Committee. A report of all actions and decisions of the Executive Committee shall be made as a regular order of business at each meeting of the Board of Directors, and such actions and decisions shall be ratified by a majority of the Board members present at such meeting.

Vacancies on the Executive Committee due to officer vacancy shall be filled by the election to such office by a majority of the Board of Directors. The Executive Committee shall be responsible for recommending to the Board of Directors matters involving the employment of personnel.

Section 7. Nominating Committee. The Nominating Committee shall be comprised of the Chairperson and three (3) directors of the Corporation elected by majority vote of the Board. The act of a majority of such committee shall be the act of the committee. The Nominating Committee shall: (a) nominate candidates for the Board of Directors to be appointed no later than the last meeting of City Council in each calendar year; (b) coordinate the annual membership meeting's election of specified Board members; (c) nominate candidates for officers to be elected at the annual meeting of the Board; and (d) nominate such ex officio members of the Board as may be deemed appropriate.

Section 8. Other Standing Committees. Other standing committees of the Board are:

- a. **Finance Committee.** Plan financial operations, oversee the work of the Treasurer, review and recommend grants in which the Corporation participates, review and recommend salaries of paid employees of the corporation, and have such other duties as the President or Board shall delegate;
- b. **Operation Committee.** Review technical operations of the Corporation, including equipment control, use and policy, and have such other duties as the President or Board shall delegate; and
- c. **Other Committees.** The Board of Directors shall add such additional committees as are required to carry out the business of the Corporation.

The Chairperson of the Board shall appoint the Chairperson and voting members of these committees from members of the Board of Directors

ARTICLE IV

Officers

Section 1. Officers and Elections. The officers of the Corporation shall be a President (who shall also serve as Chairman of the Board), one or more Vice-Presidents, a Secretary, a Treasurer, and such additional officers as the Board of Directors may from time to time deem appropriate. Such officers shall be elected at the annual directors' meeting by a majority of directors present, for a term continuing until the next annual directors' meeting and until their successors are duly elected and qualified; providing, however, that the Board of Directors may at any time remove any such officer from such office by the vote of a majority of all directors then in office. Officers shall be chosen from among Board Members, and their term of office shall not exceed their terms as directors.

Section 2. President's Duties and Powers. The President shall have general supervision, on behalf of the Board of Directors, over the management of the Corporation's business and affairs. He or she shall see that all resolutions and orders of the Board of Directors are carried into effect, and he or she shall perform such other duties and have such other powers as are usually incident to such office or as the Board of Directors may from time to time prescribe. He or she shall, if available, preside at all meetings of the Board of Directors and of the Executive Committee of the Corporation.

Section 3. Vice President(s)'s Duties and Powers. The Vice President(s) shall have such duties and powers as are delegated to them by the Board of Directors, Executive Committee, or President of the Corporation. They shall act for the President in his or her absence. An Executive Vice President shall be deemed senior to any other Vice Presidents.

Section 4. Secretary's Duties and Powers. The Secretary shall give or cause to be given notice of all meetings required by these By-laws, and shall keep or cause to be kept correct minutes of all meetings of the members, Board of Directors, and Executive Committee of the Corporation. He or she shall have charge of the corporate books, records, papers and seal, and shall have such additional duties and powers as are usually incident to such office or as shall be delegated to him or her by the Board of Directors, Executive committee, or President of the Corporation.

Section 5. Treasurer's Duties and Powers. The Treasurer shall have such duties and authority as is usually incident to such office. He or she shall be responsible for the financial records of the Corporation and shall at such intervals as may be directed by the Board of Directors, Executive Committee, or President of the Corporation prepare or cause to be prepared statements reflecting the financial condition and operations of the Corporation. He or she shall have such additional powers and duties as may be delegated by the Board of Directors, Executive Committee or President of the Corporation. The Treasurer shall maintain financial records in accordance with generally accepted accounting principals and shall provide the necessary financial records to the Department of Finance of the City of Knoxville and to Knox County as required in agreements with each party.

ARTICLE V

General Manager

Section 1. Hiring. A General Manager shall be hired by a majority of the incumbent Board of Directors.

Section 2. Duties and Powers of the General Manager. The General Manager shall be the chief operations officer of the Corporation and an ex officio member of all committees. The General Manager shall have the authority and duty to manage and operate the Corporation's television production facilities in accordance with the general policies and directions specified by the Board of Directors or the Executive Committee; shall supervise the daily operations of the employees; and shall have such additional authority and duties as the Board of Directors, the Executive Committee, or the President of the Corporation shall from time to time prescribe.

All such policies, directions and duties shall be communicated to the General Manager by the Board of Directors, Executive Committee, or President of the Corporation, and in the execution of the General Manager's duties he or she shall report to and be directly responsible to the Board of Directors.

ARTICLE VI

Indemnification of Directors and Officers

Section 1. Liability. No person shall be liable to the Corporation by reason of any action taken or omitted to be taken by him or her in good faith as a Director or officer of the Corporation, if in respect thereto he or she used and exercised the same degree of care and skill as a prudent man or woman would have used or exercised under the circumstances in the conduct of his or her own affairs. Without limitations on the foregoing, any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance of good faith upon advice of counsel or the Corporation, the books of account or other records of the Corporation, or reports or information made or furnished to the Corporation by any of its officers, accountants, engineers, agents or employees, or by independent accountants, auditors, engineers, appraisers, or other experts employed by the Corporation.

Section 2. Indemnification. The Corporation shall indemnify and hold harmless each Director or officer of the Corporation and each person who at any time acted in such capacity, and his or her heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgments, expenses and costs (including attorneys' fees) imposed on or incurred by him or her in connection with any claim asserted against him or her, by legal proceeding (civil or criminal), or otherwise, by reason of his or her being or having been such Director or officer of the Corporation, except in relation to matters as to which he or she shall have been adjudged guilty of misconduct in respect of the matter in which indemnity is sought; provided, however, that the Corporation shall be given reasonable notice of the assertion or institution of such claim or proceeding, and in the event the same shall be settled, in whole or in part, otherwise than by a judgment, the Corporation or its counsel shall consent to such settlement and it shall be determined by its counsel or found by a majority of the Board of Directors then in office and not involved in such controversy, although less than a quorum, that such settlement was to the best interest of the Corporation, and the person to be indemnified was not guilty of misconduct in respect of the matter in which indemnity is sought.

Section 3. Limitations. The provisions of Sections 1 and 2 of this Article VI shall not be deemed exclusive or in limitation of, but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which such Director or officer may otherwise be entitled.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30 unless otherwise fixed by resolution of the Board of Directors.

ARTICLE VIII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board of Directors in all cases where such are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board of Directors may adopt.

ARTICLE IX

Amendments

The By-laws of the Corporation may be altered, amended, or repealed or new By-laws may be adopted by the Board of Directors of the Corporation at any annual or special meeting thereof at which a quorum is present, by the vote of a majority of all incumbent directors, provided, however, that if all the directors then in office shall not be present at such meeting, notice of the proposed alteration, amendment, repeal or adoption of new By-laws shall be set forth in the notice or waiver of notice of such meeting.