

If you have any comment regarding these bylaws contact the Board President.

**BYLAWS OF KLTV KELSO-LONGVIEW TELEVISION, INC. Adopted March 2020**

Approved and Adopted by the Board of Directors of KLTV **January 28, 2020** Adopted by the Membership of KLTV **March 23, 2020**

KLTV is a non-profit corporation which exists:

- (a) To encourage, coordinate and facilitate local television, which includes all electronic media, programming
  - (b) To disseminate information to local businesses, service clubs, educational, governmental, community groups and interested individuals regarding the value and local benefits attainable through the use of television.
  - (c) To be the responsible agency for the purpose of obtaining funds necessary to provide the community with quality means of television production.
  - (d) To provide the equipment necessary to accommodate production of local television programs.
  - (e) To produce public, educational and government video and other media productions that will increase flow of community related information and communication.
- (f) To educate members of the community in how to use community related programming.
- (g) To provide a video and other media library for storage and playback of educational and other video programming created by the community.

ARTICLE II. NAME / OFFICE

The name of the corporation shall be Kelso-Longview Television, Inc. herein after referred to as KLTV. The principle offices of KLTV shall be located at 1706 12th Ave., Longview, Washington.

### ARTICLE III. MEMBERSHIP

#### SECTION 3.1 TYPES OF MEMBERSHIP

The Membership of the Corporation shall consist of the following classes and shall be renewable each calendar year.

#### **Voting Memberships shall include:**

- (a) INDIVIDUAL MEMBERSHIP: Shall be available to any resident or person working within of Cowlitz County who is interested in furthering the purposes of the corporation and who has paid Individual Membership dues for the current calendar year.
  
- (b) FAMILY MEMBERSHIP: Shall be available to any couple or family residing in Cowlitz County who is interested in furthering the purposes of the corporation and who has paid Family Membership dues for the current calendar year.
  
- (c) ASSOCIATION MEMBERSHIP: Shall be available to any charitable, benevolent or other non-profit group, association or corporation, located in Cowlitz County, who is interested in furthering the purposes of the corporation and who has paid Association Membership dues for the current calendar year.

#### **Non-voting Memberships shall include:**

Businesses and Organizations which do not qualify for Association Membership, as well as interested individuals may support KLTV as non-voting members based on the following classifications: Benefactor, Patron, Advocate, Friend.

#### SECTION 3.2 MEMBERSHIP ELECTION / TERMINATION

Any person meeting the qualifications for membership shall be a Member of the Corporation. A member may terminate his membership in the corporation any time by delivering notice thereof

to the President or Secretary of the Corporation. The membership of any person may be terminated for cause by 2/3 vote of all members of the

Board of Directors at any regular or special meeting. Notice of such proposed termination shall be given to the member under consideration prior to the meeting at which the question is to be voted upon. KLTV staff currently employed by KLTV shall not be eligible for voting membership. Former staff must wait a period of one calendar year from the last day of employment before being eligible to become a dues paying member.

### SECTION 3.3 DUES

The Executive Director shall determine the amount of annual dues payable to the corporation by the members. Dues shall be payable to KLTV each calendar year. Scheduled dues shall be noted in the KLTV Policy Manual and amended from time to time by approval of the Board of Directors.

### SECTION 3.4 ANNUAL MEETING

The corporation shall hold an annual general meeting no later than the last day of March each year, specific date to be determined by the Board of Directors. Such annual meeting shall be held for the purpose of electing the Board of Directors, receiving the annual reports of Staff, Officers, Directors, and Committee, and transacting such other business as may properly come before the meeting. Special interest, regional, and interregional meeting of the Membership may be called by the Board of Directors or Executive Committee upon notice being given in accordance with the Washington Non-profit Corporation Act.

### SECTION 3.5 VOTING

Individual Memberships shall have one vote each. Family Memberships shall have one vote, cast by one member selected by said Family Membership. Association Memberships shall have one vote, to be cast by the officially designated representative of the Association Membership. In no instance will any person have more than one vote. Current KLTV staff is not eligible to vote on KLTV ballots.

### SECTION 3.6 MEETING QUORUM

At any regular or special meeting of the Membership of the Corporation, the voting Membership present shall constitute a quorum for all matters before the corporation unless otherwise provided

for in these bylaws. Voting shall be done in person (except when ballots are mailed to the voting Membership) and proxies shall not be allowed.

#### ARTICLE IV. BOARD OF DIRECTORS

##### SECTION 4.1 RESPONSIBILITIES

The Board is the governing body of the Corporation. The Board shall be responsible for establishing and monitoring the policies of KLTV, overseeing budgeting and its service levels. Nothing in these bylaws is intended to limit the general powers of the Board. The board retains all powers granted to it under the Washington State Constitution, and State and Federal Laws, including the Washington Non-Profit Corporation Act. The Board may employ an executive director and other individuals as deemed necessary to accomplish these policies, tasks, goals and purposes of the corporation.

##### SECTION 4.2 BOARD COMPOSITION

- (a) The Board of Directors shall be composed of no less than 5 and no more than nine members who shall be elected by the voting Membership. All directors must have paid their Individual or Association Dues before nomination to the position, and must maintain their membership during their terms. Board members may not be employees of the corporation or personally compensated for services to the corporation.
  
- (b) The Board of Directors shall elect, from the Board membership, the President who then shall appoint the Vice President, Secretary, and Treasurer with the advice and consent of the Board.
  
- (c) The voting Membership shall elect Directors from the active voting Membership of the Corporation to represent the members at large. Directors shall be elected for a term of three years

##### SECTION 4.3 MEETINGS

The corporation shall hold an annual general meeting by no later than the last day of March each year., specific date to be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President or any three Directors with a minimum of three day actual notice to each Director, given personally, by mail, or by electronic notice to which the Director has given written consent. Such notice shall state the time, place and purpose of the meeting. Directors may attend meetings telephonically or by electronic means. The Director may waive notice in writing of any meeting, and the attendance by a Director at any meeting shall constitute a waiver of notice by him as to the time and place thereof.

#### SECTION 4.4 QUORUM

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors.

#### SECTION 4.5 REMOVAL FROM OFFICE

Any Director may be removed from the Board by a two-thirds vote of all of the voting Membership of the Corporation at any regular or special meeting. Actual notice of the proposed removal of a Director shall be given in person or by mail to such Director thirty days prior to the date of the meeting at which such removal is to be voted on.

#### SECTION 4.6 ATTENDANCE

Any Board Member not able to attend a regularly scheduled Meeting shall notify the Executive Director or President of the KLTV Board. In the event any Board Member has three consecutive absences, without reasonable cause, as determined by the Board of Directors, his or her Board membership may be terminated by two-thirds majority vote of the Board of Directors.

#### SECTION 4.7 VACANCY

Any Board vacancy occurring shall be filled by the President with the advice and consent of the majority of the Directors.

#### SECTION 4.8 ADMINISTRATIVE EXPENSES

Any reasonable and necessary expense of the Administration by Directors including Board Meetings shall be paid or reimbursed by the Corporation, once approved.

#### SECTION 4.9 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer of the Corporation. During the intervals between meeting of the Board, these Directors shall have and exercise the general operation authority over the operation of the corporation except as such authority is restricted by the Washington Non-Profit Corporation Act. But in no event may the Executive Committee act to remove or restrict admission of Members, Officers, or Board Members of the corporation, or to change existing policy, including the existing KLTV Policy Manual, of the corporation. Three Executive Committee Members shall constitute a quorum for the transaction of business. Written minutes shall be kept of all Executive Committee Meetings. When reasonably possible the Executive Committee shall attempt to call a special Board meeting before taking action.

#### SECTION 4.10 POLICY MANUAL

A KLTV Policy Manual shall be developed, maintained, and revised by the Board. This handbook will delineate procedures to facilitate the operation of KLTV consistent with the articles, Bylaws and resolutions of the corporation.

#### SECTION 4.11 ACTING AS A BODY

The Board shall act as a body in making decisions and announcing them. No Member shall speak or act in official capacity for the Board without prior authorization of the Directors of KLTV except as otherwise provided by these bylaws

#### ARTICLES V. OFFICERS SECTION 5.1

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, all of who shall be Members of the Board of Directors.

- (a) The term of officers shall be a minimum of one year.
  
- (b) Vice President, Secretary and Treasurer are appointed by the newly elected President with the advice and consent of the Board of Directors at its Annual Meeting.

#### SECTION 5.2 REMOVAL

Any Officer of the Corporation may be removed upon two-thirds vote of the Board of Directors of the Corporation at any Regular or Special Meeting. Actual notice of such proposed removal

shall be given to the officer sought to be removed thirty days prior to the meeting at which the question is to be voted upon.

### SECTION 5.3 DUTIES

- (a) **President:** President shall supervise all activities of the Corporation; preside at all meetings of the Board of Directors and of the Membership of the Corporation; execute all instruments on behalf of the Corporation; and perform such duties as are usually inherent in such office.
  
- (b) **Vice-President:** The Vice-President shall act for the President in the President's absence and perform such other duties as the president or the Board of Directors may direct.
  
- (c) **Secretary:** It shall be the duty of the Secretary to keep or supervise the maintenance of all records of the proceedings of the Board of Directors, the Executive Committee and the Membership and to perform such other acts as the President or the Board of Directors may direct.
  
- (d) **Treasurer:** The Treasurer shall oversee the fiscal administration of the corporation and perform such other acts as the President or the Board may direct. And shall regularly and fully report to the Board and Membership. The fiscal administration of the corporation shall include assisting in design, implementation and supervision and reporting regarding the fiscal policies, procedures and budgets adopted by the Board of Directors.

### SECTION 5.4 SUCCESSORS

All officers shall deliver to their successors the papers and other material of the Corporation in their custody not later than thirty (30) days following the end of the term of their office.

### SECTION 5.5 SPOKESPERSON

The President or Executive Director shall act as KLTV's representative at meetings with other organizations, the Press, Committees and at other activities unless another Representative shall otherwise be authorized by the Board. The President, with advice and consent of the Board, may delegate to any Director the duty of representing the Board. The President or designated Board

Member, when acting Spokesperson or Representative, shall not obligate or commit the Board except as provided by these bylaws or pursuant to the authorization of the Board or Membership.

## ARTICLE VI. NOMINATION AND ELECTION PROCEDURES

### SECTION 6.1 NOMINATING COMMITTEE

Prior to each Annual Meeting of the Corporation, the President, upon the advice and consent of the Executive Committee shall appoint a Nominating Committee, at least one appointee shall be from the Board of Directors.

(a) Prior to the Annual Meeting, the Nominating Committee shall nominate candidates from the General Membership for the positions of Directors as necessary. The slate of nominees shall consist of at least one candidate for each position to be voted upon at the Annual Meeting of the Corporation.

(b) The slate of nominees will be sent out to the members. The members will have 10 days to add any additional candidates to the slate. All additional candidates must be members of KLTV and have signatures from 5 other members of KLTV that agree that they would be qualified Board of Directors members. Any candidates who meet these criteria will be added to the slate of nominees to be voted upon at the Annual Meeting of the Corporation.

SECTION 6.2 In the case of a contested election, only voting members attending the Annual General Meeting in person shall have voting rights. Ballots will be counted and announced by the Executive Director. A request for exact ballot tally can be made by any dues paying member at the Annual General Meeting.

## ARTICLE VII. MEETINGS

### SECTION 7.1 MEETINGS

All full Membership Meetings of KLTV shall be open to all Members except as to the Executive Sessions as authorized by law. Annual Meetings of the Membership shall be held at a designated place and time to be set by the President.

### SECTION 7.2 BOARD OF DIRECTOR MEETINGS

The regular Board Meetings of the Corporation shall be held monthly at the designated place and time to be set by the President. Notice of the time and place of the meetings shall be given to

each Director personally, by mail or by electronic notice to a Director who has given written consent to such notice.

### SECTION 7.3 SPECIAL MEETINGS

Special Membership Meetings may be called at any time by the President ~~or by a majority of the Membership~~ provided that each member was sent notice as provided in Section 7.4 as to the date, time and place of the meeting at least ten (10) days in advance of such Special Meeting and shall include an agenda for Special Meetings.

### SECTION 7.4 MEETING NOTICES

Notice of the time or place of the Annual Meetings, Notices of Board Director meetings, or the call for a Special Meeting will be posted at the KLTV studio and on the television station bulletin board and website and sent to those members who have given written consent to such notice and provided the Secretary with their email address. Notices shall specify the time, place of the meeting and the business to be transacted and issues requiring discussion. Prior to the Regular Annual Meeting, the Executive Director will confer with the President on items of discussion. The Executive Director will prepare a written Agenda, including appropriate attachments, and make available at the counter at KLTV prior to the meeting.

### SECTION 7.5 VOTING

Every Individual and each representative of a Family or Association Membership shall be entitled to one vote on all issues before the Membership. Any Member may require that the vote of each Member be recorded on a particular matter in minutes, in which case a roll call will be taken. Voting by Proxy is prohibited, except that Directors may vote by written proxy given to another Director.

### SECTION 7.6 MEETING MINUTES

The proceedings of all Regular and Special Meetings of the Membership, the Board of Directors and the Executive Committee of KLTV shall be recorded and maintained, shall contain accurate accounting of the official action with reference to all matters properly before it and any public comments made. The official copy of the minutes of each meeting shall be approved by the Board, signed by the Secretary and shall become part of the permanent records file maintained by the Corporation and shall be available at the KLTV Studio.

## ARTICLE VIII COMMITTEES

### SECTION 8.1 ESTABLISHING COMMITTEES

The Board may establish Committees to address specific issues.

### SECTION 8.2 LEGAL COUNSEL

Principal Legal Counsel shall be appointed by and shall serve at the pleasure of the Board of Directors.

## ARTICLE IX GENERAL PROVISIONS

### SECTION 9.1 WARRANTS

Except for a petty cash fund maintained by staff, all disbursements of KLTV shall be by standard financial instruments such as checks, credit cards, debit cards etc, as per Board order or as otherwise conformation with the approved budget. All checks over \$5,000.00 must be co-signed by the Treasurer and Executive Director. A secondary co-signer will be approved by the Board of Directors in case of the Treasurers absence.

### SECTION 9.2 NOTES

All notes or other evidence of indebtedness representative of KLTV, and in such manner as shall from time to time by determined by the Board of Directors. In the absence of any other designated representative, the President and Treasurer of the corporation, designating their title and upon such document shall sign the same.

### SECTION 9.3 OTHER LEGAL DOCUMENTS

The Board may authorize any Officer or Officers, Agent or Agents of KLTV, in addition to the Officers so authorized by motion, to enter into any contract or execute and deliver any instrument in the name of and on behalf of KLTV. Such Authorization may be general or may be confined to specific instances. All written contractual obligations of KLTV, including but not limited to contracts, leases and assignments, are to be maintained by the Secretary of the Board. All contracts exceeding one year in length or over \$5,000.00 in value must be approved by resolution of the board unless previously approved by adoption of annual budget.

### SECTION 9.4 DEPOSITS

All funds of KLTV shall be deposited in the appropriate accounts established by under supervision of the Treasurer and/or Executive Director. The Board retains the right to invest funds of the corporation, through appropriate representatives, and in the manner provided by law.

#### SECTION 9.5 GIFTS

The Board may accept on behalf of KLTV any contributions, gifts, or bequests, so long as conditions are consistent with Local, State and Federal laws, for any purpose of KLTV.

#### SECTION 9.6 CONTRACTS & CONTRACTUAL SERVICES

The Board may enter into any contract or reasonable agreement with a private or corporate individual, a private firm or association, the government, the state or any other Governmental or Educational jurisdictions for the purpose of implementing and maintaining programs of area-wide Public, Educational, or Governmental Access Television and may receive Sponsorship Grants and gifts in furtherance of such programs. KLTV, including by action of its Board, may contract with Board Members, Officers, Employees or other insiders, provided that, any such relationship shall be fully disclosed to the board before said contract shall be binding on the corporation.

#### SECTION 9.7 TRAVEL

Directors of KLTV, in order to properly and fully conduct official KLTV business, may travel and incur expenses. KLTV Directors shall receive no reimbursement for travel within Cowlitz County. KLTV Directors will receive reimbursement for reasonable expenses incurred while engages in official business out of county according to the adopted travel policy which applies to all KLTV Employees. Out-of-county travel by Directors shall be authorized by the President subject to annual budget restraints.

#### ARTICLE X PARLIAMENTARY PROCEDURE

KLTV Meetings shall be conducted under the most recent edition of Robert's Rules of Order.

#### ARTICLE XI AMENDMENTS

These Bylaws may be amended or altered by two-thirds vote of those present at any regular or special meeting of the Board Directors, provided that the notice for the meeting includes proposals for amendments. Any proposed amendments or alterations shall be submitted to members of the Board in writing, whether mailed, faxed, or electronically transmitted, at least five (5) days in advance of the meeting at which they will be acted upon.

1. The foregoing bylaws of Kelso-Longview Television, Inc., consisting of 12 pages, have been amended, adopted and approved by the Membership, on the 23rd day of March 2020.
2. The roster of Board Members is available on the KLTV website.