

**BY-LAWS
OF
COMMUNITY ACCESS TELEVISION OF SILVER, INC.**

A Not-for-Profit Corporation

NMSCC 1882596

Terms:

Board of Directors (the Board) – The elected governing body of the corporation, which oversees all business and property of CATS and its affiliates.

Director(s) – Elected members of the Board of Directors.

Officer(s) – Directors elected to the positions of President, Vice-President, Treasurer and Secretary.

Executive Committee- A committee composed of the President, Vice-President, Treasurer and Secretary.

ARTICLE 1: ORGANIZATION

- 1) The name of the organization shall be COMMUNITY ACCESS TELEVISION OF SILVER, INC., hereinafter referred to as “CATS”.
- 2) CATS includes the following affiliated entities: KOOT, CATS KOOT-Channel 8 LP, and KOOT 88.1 FM.
- 3) CATS is a New Mexico nonprofit corporation in the form of 501c3, EIN: 31-1621938.
- 4) The fiscal year of CATS shall be January 1 through December 31.
- 5) All documents and records of CATS shall be open for inspection upon written request.
- 6) The organization, may change its name by a vote of the membership body.

ARTICLE 2: PURPOSE

Our mission is to facilitate access to Public, Education and Government (PEG) channels for the people of Southwest New Mexico via local cable and other media.

ARTICLE 3: MEMBERSHIP

- 1) Membership in CATS shall be open to any person or organization with membership dues rate is to be set by the Board.
 - a) Any individual may be a member.
 - b) Organizations shall designate no more than two people on the Membership Application as representatives, each having full membership privileges.
- 2) Members shall have the following rights and privileges:
 - a) The right to participate in activities and projects of CATS.
 - b) Eligible for elective offices in CATS.

- c) Have voting privileges to elect board members.
 - d) Attend the CATS Annual Membership Meeting.
 - e) Have any other rights and privileges that are approved by the Board.
Notification of such additional rights and privileges will be provided.
- 3) Application and Dues
- a) Any applicant for membership in this corporation shall make application in writing, in such form as the Board prescribes, and accompany the same with the necessary dues or membership fees.
 - b) At any meeting of the Board, by a majority vote of the Directors present, dues applicable to all classes of membership may be changed, adjusted or amended. The membership will be notified within 10 days of any such changes.
 - c) Failure to pay dues within 30-days of membership expiration date shall subject a member to forfeiture of membership in the corporation and all rights and privileges therein until such time as membership dues are brought current.

ARTICLE 4: MEETINGS

- 1) Regular Meetings: The Board shall hold at least six (6) regular Board meetings each year, including an Annual Membership Meeting. 10-days public notice will be given prior to meetings as required by the NM Open Meetings Act.
- 2) Annual Meeting. There shall be an Annual Meeting of CATS in the last quarter of the year at the time and place designated in a notice given 10-days prior of the meeting, at which time the Board shall be elected, also any business properly coming before such meetings shall be transacted.
- 3) Special Meetings. Special meetings of the Board of CATS open to the public may be called at any time by the President, or in the absence of the President, by three (3) members of the Board with public notice given 5-days prior to the meeting. No other business but that specified in the notice may be transacted at such special meeting.
- 4) Quorum. 50 percent of the Directors shall constitute a quorum and shall be necessary to conduct the business of this organization.
- 5) Tie Votes: The President shall cast the tie breaking vote if one occurs.
- 6) The Rules of Order: Robert’s Rules of Order, Revised, shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with Bylaws or the special rules of order of this corporation.

ARTICLE 5: BOARD OF DIRECTORS

- 1) The business and property of CATS shall be managed by a Board of Directors consisting of not more than twelve (12) members.
- 2) Elections and Terms of Office. Directors shall be elected by the membership of CATS at the Annual Meeting. Directors so elected, or otherwise appointed, shall assume their duties immediately. In order to be elected or appointed to be a Director, an individual must be a member in good standing.
 - a) Tenure. One-third (1/3) of the Board members shall be elected each year by the membership for a three year term of office.

- b) Vacancies. Vacancies created by a Board member leaving before the expiration of her/his term of office will be filled by a member in good standing, if available. If none is available, the full membership will be notified of the vacancy, nominations taken, and a special election held. The candidate(s) receiving the most votes will serve out the remaining term of the departing Director(s). If more than one position is vacated, the candidate receiving the most votes will be appointed to the longest remaining term of office and so on.
- c) Removal from the Board.
 - i) Any elected member of the Board may be removed by the Board by the affirmative vote of two-thirds (2/3) of those members of the Board present at any meeting or a special meeting.
 - ii) The Secretary shall notify any Board member who is absent, without an excuse considered adequate by the President, from three (3) meetings, including Special Meetings, that her/his resignation will be automatic if a fourth meeting is missed.
- 3) Powers, Duties and Responsibilities. Subject to any limitations in the Articles of Incorporation, other sections of these Bylaws, or the laws of the State of New Mexico, all powers of the corporation, business and affairs shall be exercised by, controlled by, or under authority of, the Board. Without limiting such general power or powers conferred upon the Board elsewhere herein, in the Articles of Incorporation, or by law, the board shall have the following powers and/or duties:
 - a) To select and remove officers from the Board.
 - b) Each Board member shall sign a Commitment Form.
 - c) To have available an annual report of business done in the preceding year, its tangible property and condition, and the general financial conditions of the corporation.
 - d) To change the size of the Board.
 - e) To approve the Annual Budget.
 - f) To select and remove employees and agents of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, fix their compensation, and require from them such security for faithful performance as may be deemed appropriate.
 - g) To conduct, manage and control the affairs and business of the corporation, and to make all rules and regulations not inconsistent with the law, the Articles of Incorporation, or these Bylaws.
 - h) To borrow money and incur indebtedness for the purposes of the corporation, and for those purposes to cause to be executed and delivered, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and security therefore.
 - i) To control the corporation's property and provide for the purchase of items and the sponsorship of other activities of the corporation.

- j) To authorize any officer or agent to enter into any contract or execute any instrument in the name of, and on behalf of, the corporation and to make it understood that unless so authorized; no employee, officer, or agent shall have any power or authority to bind the corporation in any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- k) May establish such advisory committees, as it deems necessary.

ARTICLE 6: OFFICERS OF THE CORPORATION AND THEIR DUTIES

- 1) The Officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The officers must be members of the Board of Directors and cannot be employees (full or part-time) of CATS or its affiliates.
- 2) Election and Term of Office.
 - a) The Officers shall be elected from the Board at the January Board meeting. The Officers shall be elected by a majority vote of the Board members present.
 - b) Each Officer shall serve a term of one year beginning January 1 and ending December 31 of the same year, or until her/his successor shall be elected or appointed.
 - c) Each Officer can serve a maximum of three consecutive terms in a single elected position (President, Vice-President, Secretary, or Treasurer) before required to take a one-term break before seeking a specific office again.
 - d) Vacancies. Vacancies created by an Officer leaving before the expiration of her/his term of office will be appointed by a serving Board member in good standing, if available. If none is available, the full membership will be notified of the vacancy, nominations taken, and a special election held. The candidate(s) receiving the most votes will serve out the remaining term of the departing Officers(s). If more than one position is vacated, the candidate receiving the most votes will be appointed to the longest remaining term of office and so on.
- 3) Removal from Office. Officers may be removed at any time by a two-thirds (2/3) vote of the Board of Directors at a regular meeting of the Board or a special meeting.
- 4) Duties and Powers of the President. The President shall preside at all meetings of the Board and at all meetings of the members of the corporation, unless otherwise appointing another Board member as designee; shall sign all written contracts for the corporation; shall present at each Annual Meeting of the corporation an Annual Report of the work of the corporation; shall ensure that all books, reports and certificates required by law are kept or filed; shall preside over the Executive Committee; shall cast all tie breaking votes as necessary, shall perform all such other duties as are incidental to the office. The President shall maintain liaison with governmental entities concerning CATS activities. The President shall be a cosigner, with the Treasurer, of CATS checks in excess of \$500.
- 5) Duties and Powers of the Vice President. The Vice President shall assume all duties and obligations of the President in the absence of the President. Shall

serve on the Executive Committee, and preside over it when the President is unavailable. In the event either the President or the Treasurer is unavailable, he/she shall act as cosigner of CATS checks in excess of \$500.

- 6) Duties and Powers of the Secretary. The Secretary shall issue notices of all Directors' and members' meetings; shall attend and keep minutes of said meetings; shall keep a current register of the members of the corporation; shall have charge of all corporate books, records, and papers; shall attest with her/his signature to all written contracts of the corporation; shall serve on the Executive Committee; shall perform all such other duties as are incidental to the office. The Secretary shall also perform such other duties, as from time to time, may be assigned by the President or Directors.
- 7) Duties and Powers of the Treasurer. The Treasurer shall have custody of all monies and securities of the Corporation. The Treasurer shall co-sign all checks of the corporation in excess of \$500 and shall make a written report of the general financial condition of the corporation at each meeting of the Board and at the Annual Meeting of the corporation and shall serve on the Executive Committee. The Treasurer shall perform all other duties incidental to the office of Treasurer and such other duties, as from time to time, may be assigned by the President or the Board.

ARTICLE 7: COMMITTEES

- 1) Special and Standing Committees. The Board of Directors shall appoint such special and standing committees, as it deems necessary and advisable.
 - a) Executive Committee: Shall oversee all personnel and complaints in regards to CATS and its affiliates.

ARTICLE 8: OPERATIONS AND ADMINISTRATION

- 1) Fund Policies. All monies of CATS shall be deposited to the CATS account as received, in a bank or banks as designated by the Board. The Board shall be responsible for policy decisions concerning the funds and shall have transfer authority between banks and between funds upon the recommendation of the Treasurer. Separate fund accounting shall be established, as required.
- 2) Deposit and Investment Accounts. The Board, upon recommendation of the Treasurer, may authorize the temporary investment of funds not needed for current use in short-term obligations of the United States, short term certificates of deposit and savings accounts. Real property, notes, securities, mortgages, commercial paper and other non-cash or cash assets selected by the Board for investment purposes, after consultation with the Treasurer, may be managed through the services of a person or institution selected by the Board.
- 3) Contractors: CATS may act as an operating or service contractor on CATS-related activities.
- 4) Unless authorized by these Bylaws, or by the Board, no officer, director, employee, or agent shall have the power to bind CATS by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- 5) No loan shall be contracted on behalf of CATS unless specifically authorized by the Board.

- 6) Employees: The Board will establish a hiring process, job descriptions, employee handbook and employee policies; provide annual review of employees and establish employee salaries and benefits.
- 7) Purchases for CATS:
 - a) Funds donated to CATS by a donor for a specific purpose will be utilized as designated or as best meets the direct ability of the Board.
 - b) Unrestricted funds on deposit with CATS may be used for specific purchases when requested by the Board.
- 8) Donations and Solicitation. CATS may solicit the gift of money or property.
- 9) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the laws of the State of New Mexico or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE 9: AMENDMENTS

Amendments to the Bylaws of this corporation shall be made as in accordance with Roberts Rules of Orders, Revised, and ratified by a two-thirds (2/3) vote of the Board present. Notice of proposition to amend shall be given to the membership for review not less than thirty (30) days prior to the meeting wherein the proposition is to be voted.

THE FOREGOING BYLAWS, as amended, were adopted by resolution and ratified by the Board of Directors of the corporation on _____.