

Bylaws
Northeastern Pennsylvania Educational Television Association
Owner and Operator of WVIA-TV/FM
Revised October 10, 2013

ARTICLE I – NAME, REGISTERED OFFICE, AND TAX EXEMPT STATUS

SECTION 1.1.

NAME: The name of this non-profit corporation shall be NORTHEASTERN PENNSYLVANIA EDUCATIONAL TELEVISION ASSOCIATION (“WVIA” or the “Corporation”) a non-stock, non-profit corporation organized under the corporate law of the Commonwealth of Pennsylvania.

Section 1.2.

The registered office of WVIA shall be at a location determined by the Board of Directors and in accordance with any licensing requirements of the Federal Communications Commission (“FCC”). WVIA may have other offices as may from time to time be designated by the Board of Directors.

Section 1.3.

WVIA shall be a non-profit corporation and is not authorized to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 2 - MEMBERSHIP

SECTION 2.1.

The Corporation shall not have any members with voting rights.

SECTION 2.2.

The Board of Directors, by amendment to these Bylaws, may designate one (1) or more classes of membership and the qualifications and rights of the members of each class. Certificates evidencing membership in this corporation may be issued by the President or Secretary.

ARTICLE 3 - SEAL

SECTION 3.1.

SEAL: The seal of this corporation shall be circular and shall have inscribed thereon the name

“Luzerne County, Pennsylvania, 1963”.}

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ARTICLE 4 - PURPOSE

SECTION 4.1.

The Corporation is organized for the purposes of serving the educational and cultural needs of the people of Northeastern Pennsylvania through the management and operation of a nonprofit, noncommercial telecommunications facility.

SECTION 4.2.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, or other private individual having, directly or indirectly, any personal or private interest in the activities of the corporation, 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 forth in Section 4.1 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 5 – BOARD OF DIRECTORS

SECTION 5.1.

BOARD OF DIRECTORS: The Board of Directors shall be the governing body of the corporation and shall consist of twenty-two Directors, twenty-one of which shall be from the membership of the station. Additionally, the President/Chief Executive Officer shall be the 22nd member of the Board of Directors. The Board of Directors may consist at any time, or from time to time, of a lesser number, in the event of unfilled vacancies, whether arising from the election of a lesser number, or otherwise.

SECTION 5.2.

In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this corporation, and elsewhere in these By-Laws, the Board of Directors of the Corporation shall supervise and control the business, property, and affairs of the Corporation. In carrying out this responsibility, certain standards of conduct should be met. These include the duty of care or duty of diligence, which requires of Directors attention to such items as attendance at board and committee meetings, familiarity with the Articles of Incorporation and By-Laws, paying attention in a general way to corporate activities, ensuring that statutory requirements such as filing of tax returns and reports are met, making decisions in a conscientious manner and reporting to members. Directors also have a duty of loyalty or fiduciary duty. Acting contrary to this duty may result in a "conflict of interest". Included in this is the "corporate community" doctrine which prohibits Directors from personally taking advantage of a business opportunity which may have been of potential interest to the Director's corporation.

SECTION 5.3.

The term of office of Directors shall be three years with Directors elected at the annual meeting of the Board of Directors. No Director will be eligible to serve more than two (2) consecutive full terms as an elected director. Approximately one-third (1/3) of the members of the board of directors shall be elected each year, to the extent possible.

SECTION 5.4.

All adult citizens of the United States, regardless of race, age, sex, religion, or national origin, residing or employed within the Commonwealth of Pennsylvania, preferably those in Northeastern Pennsylvania area, shall be eligible for election to the Board of Directors.

SECTION 5.5.

The Board of Directors shall be composed of the Officers (defined below) and the President/CEO of WVIA, with remaining Directors serving as Members at Large.

SECTION 5.6.

The Board of Directors shall meet at least four (4) times per fiscal year at such times and places as the Chair shall designate or at such other times as requested by a majority of the Board of Directors, it being understood that the annual meeting for the election of directors will be held in October, and the adoption of the annual budget will be held in June of each fiscal year. The Board may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can simultaneously hear and communicate with each other. The Secretary of the Board or his or her designee shall take accurate minutes of all meetings and draft minutes shall be circulated

promptly to the Board for its review. The final minutes of any board meeting shall be ratified at the next successive full meeting of the Board of Directors.

SECTION 5.7.

Notice of all regular meetings of the Board of Directors shall be sent in accordance with these Bylaws to each member of the Board to the address or electronic address designated by such Director at least ten (10) days in advance of such meetings. Notice shall state the date, time and place of such meeting. A Director or Officer's attendance at or participation in a meeting shall waive any required notice to the Director or Officer of the meeting, unless at the beginning of the meeting, or promptly upon arrival, the Director or Officer objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 5.8.

Special meetings of the Board of Directors may be called at any time by the Chair of the Board, or on written request of any five Directors. Special meetings shall be held at such times and places as shall be designated in the notice calling said meeting. Written notice of time, place and purpose of each special meeting shall be given to each Director at least five days prior to the date of the meeting, unless waived in writing and signed by all members of the Board.

SECTION 5.9.

A majority of the Board shall constitute a quorum at any meeting of the Board. Any lesser number necessitates adjournment, provided non-binding discussion may continue until a quorum is present.

SECTION 5.10.

Unless otherwise mandated by these Bylaws, the Articles of Incorporation, or applicable law, all Board decisions will be reached by majority vote if a quorum is present. Board members voting rights may not be exercised by proxy. Any member of the Board of Directors present at a meeting, whether in person, telephonically or otherwise, shall be conclusively presumed to have assented to any action taken unless one of the following applies: (a) the Board member objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting the meeting; or (b) the Board member dissents or abstains from the action and: (i) the dissent or abstention is entered into the minutes of the meeting; or (ii) the Board member delivers notice in the form of a record of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to WVIA promptly after adjournment of the meeting.

SECTION 5.11.

Any member of the Board of Directors unable to attend a board meeting must provide notice in advance of the meeting to the Chair and the Secretary of the Board stating the reason for the absence. The Chair may request immediate resignation of any member of the Board of Directors who misses more than one board meeting in any calendar year.

SECTION 5.12.

Board members shall receive no compensation for their services on the Board, provided that the Board may authorize reimbursement of reasonable expenses incurred in the performance of Board duties on behalf of WVIA. Notwithstanding the above, the President/CEO, as an employee of WVIA, shall receive compensation for services as approved by the Board of Directors or a Committee of the Board designated by the Chair.

SECTION 5.13.

Any Board member may resign at any time by giving written notice to the Chair, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time notice is delivered.

SECTION 5.14.

Any Board member may be removed for cause, which shall include, but is not limited to, missing more than one Board meeting per year; failure to sign and follow WVIA's Conflict of Interest Policy and Code of Ethics; a violation of these Bylaws or any policies established by WVIA; the dissemination of any information deemed confidential by any Officer or the Board of Directors; any improper use of such Director's position as a Director of WVIA or improper use of the resources of WVIA for personal gain; any failure to remain in good standing in the membership of WVIA; or any action that hurts the reputation of WVIA, its Board and their designees. A Board member may be removed at a regular or special meeting of the Board of Directors, at which a quorum of the Board of Directors is present, by a two-thirds (2/3) vote of the Directors present. The Director shall be provided with notice of his or her proposed removal and shall be provided the opportunity to appear and be heard at the meeting called for that purpose, but shall not have the right to vote regarding his or her removal.

SECTION 5.15.

Any vacancy that may occur on the Board for any reason may be filled by majority vote of the remaining members of the Board, even if they constitute less than a quorum. It shall be the responsibility of the WVIA Nominating Committee to recommend prospective replacement candidates for the Board to consider. Directors elected by the Board to fill an unexpired term shall serve the remainder of the unexpired term and are eligible for appointment to an additional term, consistent with these Bylaws.

ARTICLE 6 – NOMINATING AND ELECTIONS

SECTION 6.1.

NOMINATION AND ELECTION OF DIRECTORS: Prior to each annual meeting of the Board of Directors as members, the Chairman of the Board shall appoint a Nominating Committee of not less than three nor more than five members of the Board of Directors then in office not up for renewal (to the extent possible), subject to the approval of the Executive Committee. Said committee shall promptly report to the Secretary in writing the names of the persons nominated and their respective terms. The Secretary shall then circulate copies of said report among the Directors, together with the notice for said meeting. No more than half of the Directors shall be directly associated with a formal educational institution.

ARTICLE 7 - OFFICERS

SECTION 7.1.

The elected Officers of WVIA shall be Chair, Vice Chair, Secretary, Treasurer, Treasurer-Elect. The President/CEO of WVIA shall also serve as an Officer with a right to vote during the duration of his/her tenure as President/CEO. These Officers shall be members of the Board of Trustees.

SECTION 7.2.

Officers shall serve for a term of one year following installation or until their successors are duly elected except that no officer shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

SECTION 7.3.

Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special Board meeting. It shall be the responsibility of the Nominating Committee to recommend prospective replacement candidates for the Board to consider. Officers elected by the Board of Directors to fill an unexpired term shall serve the remainder of the unexpired term and are eligible for appointment to an additional term, consistent with these Bylaws.

SECTION 7.4.

Officers may resign, or be removed in the manner set forth in these Bylaws.

SECTION 7.5.

The Chair shall be the principal Officer of the organization; shall preside at meetings of the Board of Directors and the Executive Committee; and shall be an ex-officio member, of all committees. Subject to approval of the Board of Directors, the Chair shall have authority to execute major contracts. The Chair shall, at the annual meeting of the corporation and at such other times as deemed proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions

as may in the Chair's opinion tend to promote the welfare and increase the usefulness of the WVIA's purpose, and shall perform such other duties as are necessarily incident to the office of the Chair, or as may be prescribed by the Board of Directors.

SECTION 7.6.

The Vice Chair shall perform all the duties of the Chair in the absence of the Chair, and perform other duties as may be assigned by the Chair or Board of Directors.

SECTION 7.7.

Treasurer shall oversee the account of all monies received and expended by WVIA and shall work with President/CEO and WVIA staff to oversee disbursements authorized by the Board and/or approved by the Chair or such other Officers as the Board may prescribe. The Treasurer shall ensure the establishment of proper accounting procedures; and shall report on the financial condition of the corporation. All sums received shall be deposited in one or more banks, or other investment vehicles, subject to approval by the Board of Directors.

SECTION 7.8.

The Treasurer-Elect shall perform such duties as the Treasurer may delegate to her/him. The Treasurer-Elect shall succeed to the office of Treasurer, unless he or she earlier resigns or is removed.

SECTION 7.9.

The President shall serve as the chief executive officer of the corporation, shall have general and active management of the business of this Corporation, and shall see that all orders and resolutions of the Board of Directors are carried out, shall execute all bonds, mortgages, and all contracts of this Corporation, affixing the corporate seal thereto. The President/CEO's job duties, employment terms and compensation shall be determined by the Board of Directors and /or a committee established by the Board specifically for this purpose. The President/CEO shall be responsible for selecting the auditors for WVIA's annual audit, subject to approval by the Board. Further, the President/CEO shall have the powers and duties and management usually vested in the office of president in a corporation, including the power to appoint, suspend, or discharge all employees. The President/CEO shall be an ex-officio member of all committees, shall submit a report of the operations of this corporation for the fiscal year to the Board of Directors at their annual meeting, and from time to time shall report to the Board of Directors all matters within the President/CEO's knowledge that may affect this corporation. In addition, the President/CEO shall also be the Corporation's General Manager of WVIA TV and FM.

SECTION 7.10.

The Secretary shall give notice of and attend all board and committee meetings of WVIA, keep a record of proceedings, attest documents, maintain and authenticate the records of WVIA required to be kept by applicable law, and perform other appropriate duties as may be assigned by the Board of Directors or

Executive Committee. The Secretary may, at his/her option, designate a WVIA employee to manage administrative functions with and on behalf of the Secretary.

SECTION 7.11.

The Executive Committee shall have all the powers of the Board of Directors, and may exercise those powers to manage the property and business of this corporation in the interims between meetings of the Directors, or meetings when no quorum of Directors is present. Each member of the Executive Committee shall serve until his/her successor is chosen, elected and qualifies, except that all members of the Executive Committee shall hold office at the pleasure of the Board.

SECTION 7.12.

The Executive Committee shall consist of not more than ten (10) members, which shall include the Officers and any Directors designated by the Board of Directors to serve until the next annual meeting of members, or until such time as a successor Executive Committee is chosen, whichever happens first.

ARTICLE 8 - ANTITRUST COMPLIANCE

SECTION 8.1.

It is the undeviating policy of WVIA to comply with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of WVIA or its staff, Officers or Directors which violate these regulations and laws are detrimental to the interests of WVIA and are unequivocally contrary to WVIA policy.

SECTION 8.2.

Implementation of the antitrust compliance policy of WVIA shall include, but shall not be limited to, the following:

(a) All WVIA activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.

(b) All annual membership meetings may be attended by legal counsel advising WVIA, who shall be identified at the start of each meeting. Attendance of counsel at other meetings may be required by any Officer or Director.

(c) Officers, Directors or employees of WVIA who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to WVIA's antitrust compliance policy, shall be subject to disciplinary measures up to, and including, termination.

ARTICLE 9 - INDEMNIFICATION

SECTION 9.1.

PERSONAL LIABILITY OF DIRECTORS: To the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, a Director of the Corporation shall have no personal liability for monetary damages for any action taken or failure to take any action as a Director, unless the Director has breached or failed to perform the duties of his or her office under Title 42 PA. C.S., Section 8363, as may be amended from time to time, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, to the liability of a Director for the payment of taxes pursuant to local, state or federal law, or in any case where such elimination of liability is not permitted by law.

SECTION 9.2.

INDEMNIFICATION: Each person who at any time is, or shall have been a Director, officer or employee of the Corporation, who is a party or is threatened to be made a party to any future, pending or completed action or other proceeding of any nature, whether civil, criminal, administrative or investigative, including actions brought by or in the right of the Corporation, by reason of the fact that such person is or was a Director, officer, employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation in accordance with, and to the full extent of the laws of the Commonwealth of Pennsylvania as are in effect at the time of such indemnification, against expenses including attorney fees, judgments, fines and amounts paid in settlement in connection with such action, suit, appeal or other proceedings. Persons who are not Directors, officers or employees of the Corporation may, at the discretion of the Board of Directors, be indemnified to the same extent the Corporation would be required by this section to indemnify such persons if they were, or had been Directors, officers or employees of the Corporation. Advances against reasonable expenses may be made by WVIA on terms fixed by the Board in accordance with and to the extent permitted by law, subject to an obligation to repay if indemnification proves unwarranted. Such indemnification shall not be deemed exclusive of any other rights to which such Officer or Director may be entitled, under any Bylaw, agreement, vote of the Board of Directors or otherwise, including rights under any insurance policy that may be purchased by WVIA, and shall not restrict the power of WVIA to make any indemnification permitted by law.

SECTION 9.3.

NON-EXCLUSIVITY: The right to indemnification provided in this Article shall constitute a contract between the Corporation and those entitled to indemnification, and shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled

under any by-law or other provision of the Corporation's Articles of Incorporation, agreement, vote of members or Directors or otherwise.

SECTION 9.4.

MODIFICATION: No amendment or repeal of any provision of this Article shall alter to the detriment of any Director, officer or employee of the Corporation, the right to indemnification provided by this Article with respect to any acts or omissions which took place prior to such amendment or repeal.

SECTION 9.5.

The corporation may purchase and maintain insurance on its own behalf and on the behalf of any person who is or was a Director or Officer of WVIA against any liability, expense or loss asserted against him or her or incurred by him or her in any such capacity, whether or not WVIA would have the power to indemnify such person against such expenses, liability or loss under the Commonwealth of Pennsylvania Nonprofit Corporation Law.

ARTICLE 10 - COMMITTEES

SECTION 10.1.

The Executive Committee is authorized to make decisions on behalf of the Board of Directors when the Board is not in session, on matters which at the direction of the Chair should be acted upon before the next Board meeting. Under no circumstances shall the Executive Committee be permitted to: (a) authorize distributions; (b) fill vacancies on the Board of Directors; or (c) adopt, amend or repeal these Bylaws. All decisions and actions of the Executive Committee shall be reported to the Board of Directors at its next meeting and entered in the minutes. A minimum of two-thirds (2/3) of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may take place in person or by any means of communication by which all Executive Committee members may simultaneously hear each other during the meeting. Meetings may be called by the Chair or by a majority of the Executive Committee; and a majority vote of those in attendance, where a quorum is present, is necessary to take action.

SECTION 10.2.

The Chair shall annually appoint such standing or special committees or subcommittees as may be required by these Bylaws or as s/he may find necessary to perform the mission of WVIA. Any committees of the Board shall be made of up one or more members of the Board of Director.

SECTION 10.3.

In addition to the Executive Committee, the following shall be standing committees of WVIA:

- a) **GOVERNANCE COMMITTEE:** The Governance Committee shall not exceed seven members and shall meet at least once each year to review WVIA Bylaws, policies, procedures and materials (including minutes and motions) from WVIA board meetings to ascertain compliance and best practices are being undertaken by the Corporation.
- b) **AUDIT COMMITTEE:** The Audit Committee shall not exceed five members who shall review the annual audit and discuss conditions of the business, independently and privately, with the auditor, and selected management.
- c) **DEVELOPMENT COMMITTEE:** The Development Committee shall not exceed five members who shall consider the long-range financial requirements of the station and shall formulate and recommend the annual fundraising plan for Board approval, and meet not less than once annually.
- d) **NOMINATING COMMITTEE:** The Nominating Committee shall not exceed five members who shall submit nominations not less frequently than annually, and fill all vacancies as they occur as more particularly set forth in these Bylaws.
- e) **PERSONNEL AND COMPENSATION COMMITTEE:** The personnel and Compensation Committee shall not exceed five members, whose responsibilities shall include general oversight of personnel policies and practices, and an evaluation and compensation review of the Chief Executive Officer and senior staff. It shall meet in September of each year and as needed throughout the year.

SECTION 10.4.

Committees and subcommittees shall meet at such times and places as requested by the Chair or Committee chair, and as specified in notice provided in a timely manner, to discuss matters related to the work of the Committee. The Committee chair shall govern all such meetings. Meetings may be held in person, by teleconference or by means of other communications equipment by which all people participating in the meeting can hear and communicate with each other.

SECTION 10.5.

Committee members shall not receive any compensation for their services as such but the Board of Trustees may authorize reimbursement of reasonable expenses incurred in the performance of a committee member's duties on behalf of WVIA.

ARTICLE 11 – FISCAL YEAR

SECTION 11.1.

FISCAL YEAR: The fiscal year of the Corporation shall be from July 1 to June 30.

ARTICLE 12 - AMENDMENT

SECTION 12.1.

AMENDMENT: These By-Laws may be altered, amended, suspended or annulled by vote of two-thirds of all Directors of the Corporation present at any regular or special meeting duly convened after notice to the Directors of that purpose.

ARTICLE 13 – CHARITABLE PURPOSE

SECTION 13.1.

CHARITABLE PURPOSES: Northeastern Pennsylvania Educational Television Association is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

The corporation may also engage in such other lawful activities in which a Pennsylvania nonprofit corporation may engage, and which are permitted to be carried on by a corporation or organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

No part of the net earnings of the said corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be 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 in behalf 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 (a) by a corporation or organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation or organization, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE 14 - NOTICES

SECTION 14.1.

All required notices sent pursuant to these Bylaws shall be effective at the earliest of the following: (a) when received; (b) when left at the recipient's residence or usual place of business; (c) five (5) days after deposit with the U.S. Postal Service or other applicable postal service, if delivered first class mail, postage prepaid; (d) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested or by commercial delivery service. If sent electronically, notice shall be considered received when: (x) it enters an information processing system that the recipient has designated or uses for the purpose of receiving electronic records or information of the type sent and from which the recipient is able to retrieve the electronic record; and (y) it is in a form capable of being processed by that system. All required notices will be sent to the last recorded address, electronic or otherwise, received for an Officer or Director.