

**Bylaws**  
**Orion Neighborhood Television Corporation**  
**Amended November 15, 2007**

**Article I**  
**Name of the Corporation**

The name of the corporation is Orion Neighborhood Television Corporation (ONTV).

**Article II**  
**Type of Corporation**

The corporation is a nonprofit corporation. It shall be non-partisan, non-sectarian, and non-discriminatory in all its operations and functions.

**Article III**  
**Purposes**

The corporation is organized and shall be operated exclusively for literary, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or successor provision) (the "Code").

1. To administer and manage the public access facility and the Public, Education, and Government (PEG) access channels for the Charter Township of Orion and the Village of Lake Orion.
2. To provide programming of relevance and interest to the community on the PEG channels including, but not limited to, coverage of local government meetings.
3. To promote the utilization of community media resources by encouraging the building of community through existing and future communications media, and to provide individuals and organizations the necessary resources and support, including training, equipment, production facilities and video casting.
4. To develop and promote the community use of lawful telecommunications media in a non-discriminatory manner that promotes a free exchange of ideas and information of community interest.
5. To raise funds, develop funding resources, and administer such funds to achieve the purposes set forth in these bylaws.
6. To establish and administer all policies pertaining to the use of the ONTV facilities, equipment, and PEG access channels.
7. To engage only in activities permitted to be lawfully authorized by corporations exempt under Section 501 (c)(3) of the Code.

8. As limited by the foregoing, and consistent with the Articles of Incorporation, the corporation may engage in any lawful activities, none of which are for profit, for which corporations may be organized under the Michigan Nonprofit Corporation Act.

#### **Article IV Membership & Organization**

1. Membership

The corporation will have no members.

2. Authority

The Board of Directors shall be the executive authority of ONTV. All affairs of the corporation shall be managed under the direction of its Board of Directors. The Board shall ratify and endorse all appropriate employment agreements for the executive director. The Board shall provide leadership and direction for the corporation by, among other things, hiring and empowering an executive director and adopting programs and policies designed to achieve the corporation's goals and purposes. It shall approve an annual budget and present an annual financial report to the Orion Community Cable Communications Commission.

3. Number of Directors

The Board of Directors shall consist of four (4) Orion Community Cable Communications Commission members appointed by the Orion Community Cable Communications Commission and three (3) community members appointed by the Board of Directors of the Corporation.

4. Terms

Two (2) Orion Community Cable Communications Commission members appointed to the initial Board shall have two-year terms. Two (2) Orion Community Cable Communications Commission Members appointed to the initial Board shall have one-year terms. Two (2) community members appointed to the initial Board shall have two-year terms. One (1) community member appointed to the initial Board shall have a one-year term. All Board members appointed subsequent to the initial Board shall have terms of two (2) years. All terms shall commence on the later of July 1 or the date of appointment, and shall expire on the later of June 30, or if successors are to be elected, the date such successors are elected and begin to serve. (The initial Board was appointed following adoption of the ONTV Non-Profit Articles of Incorporation.)

5. Vacancies

A vacancy in the board of Directors shall exist upon the death, resignation, or removal of any director. A vacancy in the Board of Directors may be filled by a majority vote of the Board of Directors at any meeting, provided, however, that a vacancy in a position appointed by the Orion Community Cable Communications Commission must be filled

by an individual who is a member of the Commission, appointed by the Orion Community Cable Communications Commission. The appointment shall be for the remainder of the term. A vacancy that will occur at a specific later date, by reason of resignation or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

6. Resignation

A director may resign at any time by delivery of a dated written notice to the Board of Directors, the President or the Vice-President. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

7. Removal

A director may be removed with or without cause at a meeting called for that purpose, by a vote of two-thirds of the members of the Board of Directors in office. A director who has missed three (3) consecutive meetings may be removed by a vote of a majority of the directors present during the third such meeting, or at the next meeting (whether or not the director is present), without notice. Any director who was appointed a director by the Orion Community Cable Communications Commission, who for any reason ceases to be a member of the Commission, shall automatically and immediately be deemed to have been removed from his or her position as a director of the corporation. Removal of a director who is also an officer of the corporation shall automatically constitute removal of that individual from the officer position.

8. Compensation of Directors

Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board of Directors, provided the intended compensation has been disclosed to and approved by the Orion Community Cable Communications Commission as part of the budget process. Nothing herein contained shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

9. Executive Committee

The Board of Directors may, by written resolution, designate an executive committee consisting of three (3) or more of the directors of the corporation. At all meetings of the executive committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at any executive committee meeting at which there is a quorum present shall be the act of the executive committee. The executive committee, to the extent provided in said resolution, shall have and may exercise the powers of the Board of Directors in emergency situations as defined in the written resolution.

10. Other Committees and Minutes

The Board of Directors may designate one or more advisory committees. All committees, including the executive committee, shall keep regular minutes of their proceedings and report to the Board of Directors when required.

**Article V  
Officers**

1. Designation

The officers of this corporation shall be the President, Vice-President, Secretary and Treasurer, all of whom must be members of the Board of Directors. No single individual may hold more than one officer position at a time.

2. Election

The Board of Directors shall elect officers by a simple majority. Officers shall serve for one-year terms commencing on the later of July 1 or date of appointment, and expiring on the later of the next June 30 or the date their successors are elected and begin to serve. An officer may be re-elected without limitation on the number of terms s/he may serve.

3. Removal

Any officer may be removed with or without cause at any time by a vote of two-thirds of the directors in office.

4. Resignation

Any officer may resign at any time by delivering a dated written notice to the Board of Directors, the President or the Vice-President. Once delivered, a notice of resignation is irrevocable unless the Board of Directors permits revocation. A successor will be elected at the next regular or special meeting of the Board, to serve for the balance of the term and until the next annual election of officers.

5. President

The President shall maintain and advance the mission and/or purposes of the organization. The President shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the corporation's business, shall act as the principal representative of the corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

6. Vice-President

The Vice-President shall perform such duties as the Board of Directors shall prescribe. In the absence of the President, the duties and powers of the President shall be performed and exercised by the Vice-President.

7. Secretary

The Secretary shall perform, or cause to be performed, the following duties:

- a. Prepare official minutes of all proceedings of the Board of Directors' meetings and actions;
- b. Ensure proper notice of all meetings of the Board of Directors
- c. Other duties the Board of Directors may prescribe.

8. Treasurer

The Treasurer shall perform, or cause to be performed, the following duties:

- a. Ensure full and accurate accounts of all financial records of the corporation;
- b. Deposit all monies and other valuable assets in the name and to the credit of the corporation;
- c. Disburse all funds when proper to do so;
- d. Ensure financial reporting to the Board of Directors;
- e. Other duties the Board of Directors may prescribe.

The Treasurer shall be appropriately bonded by a reputable surety bond company.

9. Execution of Duties

The Board of Directors may delegate the performance of some or all of these duties to the Executive Director, except where such delegation is prohibited under federal, state, or local law, provided that the Executive Director satisfies all requirements of the delegated duties, including being bonded if Treasurer duties are performed.

**Article VI  
Meetings**

1. Regular and Special Meetings

Regular meetings and special meetings of the Board of Directors shall be held at the times and places determined by the Board of Directors, subject to the provisions of P. A. No. 267 of 1976, Michigan's Open Meetings Act, as amended. For a special meeting, the business to be transacted shall include only those agenda items identified in the notice of the meeting. The President or any two (2) Board members may call a special meeting at any time by notifying the Secretary, who in turn shall give prompt notice of the special meeting to the other Directors and public notice pursuant to Michigan's Open Meetings Act.

2. Annual Meeting

An annual meeting of the Board of Directors shall be held during the month of July each year, at which time newly elected officers shall begin serving their terms of office.

3. Quorum and Voting

A simple majority of Board members shall constitute a quorum for the transaction of business. In any meeting, the acts of the majority of the Board members present at a meeting in which there is a quorum shall be the acts of the Board, except as limited by these bylaws.

4. Notice

Notice of meetings of the Board of Directors, announcing the date, time, place, and purpose of the meeting shall be delivered to each director personally or by telephone, e-mail, fax or mail, not less than 48 hours prior to the meeting. Attendance at a meeting shall be deemed a waiver of the notice requirement, unless the individual attends solely for the purpose of objecting to the adequacy of the notice given.

5. Waiver of Notice

Whenever any notice is required to be given under the provisions of any law, the articles of incorporation, or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

6. Meeting by Communication Equipment

Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

**Article VII  
Powers**

Provided that it has been disclosed to and approved by the Orion Community Cable Communications Commission as part of the budget process, the Board of Directors shall have the following powers and authority:

1. To borrow and raise money for the operation of the corporation, and any and all of its mission and/or purposes, upon such terms as the Board of Directors may from time to time determine as necessary
2. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its stated operation with any individual, entity, firm, associate, or corporation, or any governmental or public authority, domestic or foreign.
3. To take, lease, purchase or otherwise acquire and to own, use or hold for investment, sell, convey, exchange, hire, lease, pledge, mortgage or otherwise deal in and dispose of real

and personal property, chattels, rights, easements, privileges and franchises and any other rights of interest therein.

4. To manufacture, buy or otherwise acquire, own, mortgage, pledge, sell, exchange, assign, transfer or otherwise dispose of, trade or deal in and with goods, wares, merchandise, and articles of commerce of every kind and description necessary to carry out the stated purposes of the corporation.
5. To do everything necessary, proper, convenient or incidental to the accomplishment of the mission and/or purposes of the corporation or which is calculated by the Board of Directors to directly or indirectly promote the welfare or interest of the corporation.

### **Article VIII Conflicts of Interest**

#### 1. Conflict of Interest Transactions

A conflict of interest transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction is fair to the corporation at the time it was entered into or is approved.

#### 2. Declaration of Conflict of Interest

A director with a conflict of interest shall declare the conflict prior to voting on the transaction. If the Board determines that a conflict exists, the director with the conflict of interest shall not be entitled to vote on the matter, but shall be permitted to participate in discussion and shall further be entitled to vote on all other matters at the meeting for which a conflict of interest does not exist.

#### 3. Loans to or Guaranties for Directors or Officers

The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation. No part of the net annual surplus of revenues over expenses of the corporation shall inure to the benefit of any officer or director of the corporation or any other individual, provided however, that nothing contained herein shall prohibit an individual from receiving reasonable compensation for instructional or other authorized services.

### **Article IX Execution of Instruments**

#### 1. Executive Director

The Board of Directors shall hire an Executive Director to serve as chief administrative officer and agent of the corporation. The Executive Director shall head the employed and volunteer staff and perform those duties which shall be disclosed in writing to the Orion Community Cable Communications Commission.

## 2. Operating Procedures

The Board shall develop, during the fiscal year immediately following the first annual meeting, operating procedures for Orion Neighborhood Television. Such procedures shall include but are not limited to financial and programming matters. Such procedures shall be reviewed and, where appropriate, revised and/or supplemented, at least once every two years thereafter.

## **Article X Indemnification and Insurance**

### 1. Scope

The corporation shall, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any director or officer of the corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any employee or agent of the corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed civil action, suit or proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties, or expenses of correction) including attorneys' fees (which expenses may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as provided by law), actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and such person is either successful in his or her defense, or the proceeding is terminated by settlement and such person has not acted willfully and without reasonable cause with respect to the corporation duties concerned. The corporation may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act.

### 2. Rights to Continue

The indemnification herein provided for shall continue as to a person who has ceased to be a director or officer of the corporation and, to the extent provided in a resolution of the Board of Directors or in any contract between the corporation and such person, may continue as to a person who has ceased to be an employee or agent of the corporation. Any indemnification of a person who was entitled to indemnification, after such person ceased to be a director, officer, employee or agent of the corporation shall inure to the benefit of the heirs, personal representatives and administrators of such person.

**Article XI**  
**General Provisions**

1. Amendment of Bylaws

A vote of two-thirds of directors in office is required to amend, repeal, or adopt new bylaws. Prior to the adoption of the amendment, each director shall be given at least forty-eight (48) hours notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

2. Inspection of Books and Records

All books, records and accounts of the corporation shall be open for inspection by the Orion Neighborhood Television Board of Directors, Orion Community Cable Communications Commission, Lake Orion Village Council, and Charter Township of Orion Board of Trustees.

3. Fiscal Year

The fiscal year of the corporation shall begin on January 1 and end on December 31.

4. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute the remaining assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and or scientific purposes, and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

5. Robert's Rules of Order

Robert's Rules of Order newly revised shall govern the corporation in the conduct of Board of Directors' meetings in all cases in which they are applicable and in which they are not in conflict with the corporation's Bylaws or Articles of Incorporation.

Revised:  
8/16/01  
11/15/07

