



Greenbelt Access Television

By-Laws of Greenbelt Access Television, Incorporated (GATe)

(Amended March 20, 2022)

ARTICLE I: NAME AND MISSION

The name of this corporation shall be “Greenbelt Access Television, Incorporated (GATe),” (hereinafter referred to as the Corporation). The mission of the Corporation is to provide quality community television in two ways: Public Access and Education. In the area of Public Access, the Corporation encourages residents of all ages and organizations in and around Greenbelt to produce non-commercial community-based programming to be aired on the GATe channels and distributed through other electronic media; to this end, GATe offers training in the operation of cameras and editing software, equipment, and staff support. In the area of Education, the Corporation produces or assists in the production of programs designed to inform the public about organizations, events, environment, and other features of the entire Greenbelt community, to be aired on the GATe channels and distributed through other electronic media.

ARTICLE II: PURPOSES

The purposes for which the Corporation is formed are as follows:

- (a) To promote and encourage the use of cable communications access channels and multichannel distribution to serve the needs of residents, civic organizations, educational institutions and other philanthropic and non-profit organizations in the City of Greenbelt.
- (b) To schedule the use of community access channels by authorized users.
- (c) To manage, maintain, and schedule the use of production equipment and facilities dedicated to programming on community access channels and multichannel distribution, and facilitate training for the use of such resources.
- (d) To foster cooperation among producers on community-based access programming throughout the City, County, State, region and nation.
- (e) To advise the Greenbelt City Council on matters pertaining to access programming.
- (f) To make available by rule, lease, license, gift or otherwise, programming produced by or under the sponsorship of the Corporation.
- (g) Solely in furtherance of the aforesaid purposes and not for pecuniary profit, to transact any and all lawful business for which corporations may be incorporated under the General Laws of the State of Maryland provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable and educational purposes.
- (h) Solely in furtherance of and consistent with the aforesaid purposes, to solicit, contract for and receive public and private contributions and appropriations in the form of financial, personal and other types of assistance; and to apply the grants, loans, gifts, resources, and other funds and items of value committed to the Corporation toward the operation and programs of the Corporation or toward such other projects and organizations as may be directed by the contributor, so long as they are also consistent with the aforesaid purposes.

ARTICLE III: MEMBERSHIP

Section 1: Members. The membership of the Corporation shall be divided into two classes:

1. General membership, resident and non-resident.
2. Youth membership (non-voting).

A General Resident Member of the Corporation shall be any resident of the City of Greenbelt or any person doing business within the City of Greenbelt, who is 13 years of age or older, who has completed a membership application and delivered the same to the Corporation's principal place of business together with any annual dues required by Section 2 of this Article. A General Non-Resident Member shall be any person not residing in the City of Greenbelt, who is 13 years of age or older, who has completed a membership application and delivered the same to the Corporation's principal place of business together with any annual dues required by Section 2 of this Article.

A Youth Member of the Corporation shall be any resident of the City of Greenbelt, who is 12 years of age or younger, who has completed a membership application and delivered the same to the Corporation's principal place of business together with any annual dues required by Section 2 of this Article.

Section 2: Annual Dues. The annual dues shall be set by the Board of Directors.

ARTICLE IV: THE BOARD OF DIRECTORS

Section 1: General Powers. The business and affairs of the Corporation shall be controlled and administered by its Board of Directors, hereinafter referred to as the Board.

Section 2: Number. The number of Directors of the Corporation is initially set at nine (9), eight (8) directors elected by the membership and one Director appointed by the Greenbelt City Council. Directors shall be members of the Corporation, at least 18 years of age.

Section 3: Election of Directors. Eight (8) directors shall be elected by the General Members at the Annual Meeting of the Corporation. The method of election shall be written ballot or acclamation. The initial Board shall be the seven (7) incorporators who shall serve until the first Annual Meeting. At the first Annual Meeting, the Directors shall be divided into three (3) groups for purposes of electing a Board with staggered terms of office. One group shall be elected for a term of one year; and one group shall be elected for a term of two years; and a third shall be elected for a term of three years. Except as provided above, each Director shall be elected for a term of three years.

Section 4: Membership Requirement. Board members must be current general members of the organization.

Section 5: No Family Connection: Board members may not be immediate family members.

Section 6: Vacancies. Vacancies on the Board shall be filled by appointment by the remaining members of the Board, and such appointees will serve the duration of the unexpired term.

Section 7: Removal of Directors. The Board may remove any Director, for cause as determined by the Board, by a vote of at least six (6) members of the Board.

Section 8: Conflict of Interest. No Board member shall be employed for compensation by the Corporation. No member of the immediate family of any Board member shall be employed for compensation by the Corporation.

ARTICLE V: OFFICERS AND DUTIES

Section 1: OFFICERS. The officers of the Corporation shall include a President, Vice-President, Secretary, and Treasurer.

- (A) **President.** The President shall be the chief executive officer of the Corporation and shall supervise and direct all of the business and affairs of the Corporation on behalf of the Board. The President shall preside at all meetings of the Corporation and advise the officers and the members on matters of general policy and perform such other duties as may be assigned from time to time by the Board. The President shall provide leadership to the Board in carrying out its collective responsibility to develop and deliver the objectives of the Corporation. All standing and special committees of the Corporation shall be appointed by the President.
- (B) **Vice-President.** The Vice-President shall act and perform the duties of the President in the absence or inability of the President to carry out his/her duties, and perform such other duties as the President may deem appropriate with the advice and consent of the Board at a meeting of the Board.
- (C) **Secretary.** The Secretary shall (1) keep the minutes of all meetings and official proceedings of the Corporation; (2) be the custodian of the corporate seal and shall affix the same to all instruments when appropriate; and (3) perform such other duties as assigned by the President with the advice and consent of the Board at a meeting of the Board. In the absence of the secretary, the President shall designate some person to record the proceedings.
- (D) **Treasurer.** The Treasurer shall be chief financial officer of the Corporation and shall be responsible for developing and directing the operations policies, procedures, plans and programs governing all financial matters in and of the Corporation; receiving and depositing Corporation funds in the name of the Corporation in such institutions as may from time to time be selected by the Board. The Treasurer shall keep all accounts and financial records of the Corporation and shall report quarterly to the Board on the financial status of the Corporation and perform such other duties as may from time to time be assigned by the President with the advice and consent of the Board at a meeting of the Board. The treasurer shall be bonded by the Corporation in such amounts as the Board may determine.
- (E) **Executive Director.** An Executive Director may be appointed by the Board and may be deemed an officer of the Corporation within the meaning of these By-Laws and the laws of Maryland. The Executive Director shall hold office at the will of the Board, shall receive such compensation as the Board shall determine, and shall perform such duties and have such responsibilities as the Board shall designate.

Section 2: Election. At its first meeting following the Annual Meeting, the elected Board shall elect from among itself a President, Vice-President, Secretary, and Treasurer.

Section 3: Term. The term of office for the President, Vice-President, Secretary, and Treasurer shall be one year.

ARTICLE VI: COMMITTEES

In furtherance of the purposes and business of the Corporation, the Board may establish standing and ad hoc committees, determine their size, and prescribe their scope of activities. Members of the committee shall be appointed by the President with the advice and consent of the Board. Each such committee shall include as one of its members, a Director, who shall act as liaison to the Board. Each committee shall exercise only the authority delegated to it in writing by the Board.

ARTICLE VII: MEETINGS

Section 1: Membership Meetings and Voting. An Annual Meeting of the Corporation shall be held in the month of March of each year at a time and place determined by the Board. Notice of such meeting shall be given by cable television, in at least one issue of a Greenbelt newspaper, and other means designed to give notice of the meeting, at least thirty (30) days but not more than forty-five (45) days prior thereto. The full text of proposed motions to borrow money, amend the by-laws, or articles of incorporation shall be included in such notice. Persons who have been General Members for a period of seven (7) days prior to the Annual Meeting shall be entitled to vote.

Additional membership meetings may be called by the Board upon the affirmative vote of two-thirds of the Board or upon a petition being filed with the Board signed by at least twenty-five (25) percent of the general membership of the Corporation. Notice of additional membership meetings shall meet the notice requirements as stated in the above paragraph.

Section 2: Regular Meetings of the Board. Regular meetings of the Board shall be held once per month, at times and places designated by the Board. Schedule of the meetings shall be made available to the public. All meetings shall be open to the membership and the public. The Board may meet in executive session (closed meeting) for consideration of personnel matters, the acquisition of property and other matters as stated in Section 10-508 of the State Government Article of the Annotated Code of Maryland.

Section 3: Special Meetings. Special meetings of the Board may be called upon three (3) days notice. Special meetings may be called by the President, or shall be called by the Secretary upon the written request of at least three (3) members of the Board. All meetings shall be open to the membership and the public except for executive sessions as provided in Section 2.

Section 4: Quorum. At all meetings of the Board, a majority of Directors in office shall constitute a quorum. At any membership meeting, ten (10) percent of all general members shall constitute a quorum. If any duly scheduled membership meeting should lack a quorum, the meeting shall adjourn after having set a substitute membership meeting date, time, and place of not less than ten (10) days or more than thirty (30) days following the original meeting date. At the substitute meeting, no quorum shall be required. There shall be no votes by proxy.

Section 5: Authority. The rules of parliamentary practice comprised in the newest edition of "Robert's Rules of Order" shall govern all proceedings of the Corporation, except as otherwise provided in these By-Laws.

ARTICLE VIII: FISCAL POLICY AND CONTRACTS

Section 1: Fiscal Year. The fiscal year of the Corporation shall begin on July 1 each year and end on June 30 of the following year.

Section 2: Signatures. Withdrawals from the Corporation's bank or other depository accounts may be made upon the signatures of two or more officers and/or Directors as the Board may direct from time to time by resolution.

Section 3: Accounts. The Treasurer shall provide for an investment account and an operating account and shall maintain separate books of account. Investments from the investment account shall be limited to those investments authorized by Section 15-106 of the Estates and Trusts Article of the Annotated Code of Maryland.

Section 4: Borrowing. The Corporation may apply for a loan only upon affirmative vote of two-thirds (2/3) of the membership present and voting at a duly called membership meeting. The signatures of the President and the Treasurer shall be necessary on any note or other issue of indebtedness.

Section 5: Contracts. No Director, member, or employee shall expend or contract to expend, any money or incur any liability, unless the Treasurer or his/her designee shall first certify that funds for the designated purpose are available and the expenditure is authorized by the Board.

ARTICLE IX: INDEMNIFICATION

Section 1: Generally. The Corporation shall indemnify each Director, officer, and employee of the Corporation against any claims or judgements and any expenses reasonably incurred in defending against such claims or defending any action, suit, or proceeding whether civil, criminal, administrative, or investigative by reason of the fact that such person having been a Director, officer, or employee of the Corporation, whether or not the person continues to be a Director, officer or employee at the time of incurring such expenses. But such indemnification will be granted only to the extent that such a person is not insured or otherwise indemnified. However, the Corporation shall not indemnify such Director, officer, or employee with respect to matters as to which he will be adjudged in any such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty as Director, officer, or employee of the Corporation.

Section 2: Non-Exclusivity. This provision of indemnification shall be in addition to any other right or remedy which such person may have and shall insure to the benefit of the heirs, executors and administrators of any such person. The Corporation shall have the right to intervene in and defend all such actions, suits, or proceedings brought against any such person.

Section 3: Insurance. The Board is authorized to purchase insurance and indemnity bonds in furtherance of this Article.

ARTICLE X: AMENDMENT OF BY-LAWS

These By-Laws may be amended in whole or in part only by an affirmative vote by ballot of two-thirds (2/3) of all general members of the Corporation present and voting at a duly-called membership meeting, provided the proposed amendment has been presented to the Board and has been approved by the Board at a regularly scheduled meeting of the Board prior to any membership meeting at which the amendment is presented for adoption.

ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATIONS

The Articles of Incorporation may be amended only by the affirmative votes of two-thirds (2/3) of the general membership. Voting on the proposed amendment shall be by ballot, following their formal presentation by the Board and discussed by the members present at a membership meeting. Only ballots cast at the meeting or delivered to the Corporation within ten (10) days of the meeting shall be counted.