

**Bylaws of
Public Access Northern Dutchess Area, Inc.**

Section I - Name

The bylaws described in this document together with the articles of incorporation filed with the New York State Department of State for Public Access Northern Dutchess Area, Inc. (PANDA) in 1999 fully describe PANDA governance.

This document fully replaces any and all other previous organization documents, any and all other previous bylaw documents and any and all amendments to said documents.

Section II - Statement of Purpose

PANDA is a not-for-profit 501(c)3 corporation, incorporated in 1999.

PANDA is committed to providing public access television services, education access television services and government access television services in full accordance with Federal Communications Commission, Internal Revenue Service and New York State Public Service Commission rules, regulations and guidelines.

Section III - Directors

PANDA shall be governed by the Board of Directors, which shall consist of up to twelve (12) Board Members.

Up to five (5) Board Members shall each be designated as a Primary Director by the respective municipality that appointed them to PANDA's Board of Directors as follows:

The Town of Red Hook may appoint one Primary Director;
The Village of Red Hook may appoint one Primary Director;
The Village of Tivoli may appoint one Primary Director;
The Town of Rhinebeck may appoint one Primary Director: and
The Village of Rhinebeck may appoint one Primary Director.

Each Primary Director shall have one vote on all PANDA business before the Board of Directors provided that said Primary Director is physically present at the Board Meeting where said voting occurs (the term Board Meeting is defined later by this document).

Up to five (5) Board Members shall each be designated as an Alternate Director by the respective municipality that appoints them:

The Town of Red Hook may appoint one Alternate Director;
The Village of Red Hook may appoint one Alternate Director;
The Village of Tivoli may appoint one Alternate Director;
The Town of Rhinebeck may appoint one Alternate Director; and
The Village of Rhinebeck may appoint one Alternate Director.

Each Alternate Director shall have one vote on all PANDA business before the Board of Directors provided that both the Primary Director appointed by the same entity is absent from a board meeting where said voting occurs and said Alternate Director is physically present at the same board meeting.

Up to two (2) Board Members shall each be designated as an Ex-Officio Directors by the respective school district that appoints them:

The Red Hook Central School District may appoint one Ex-Officio Director; and
The Rhinebeck Central School District may appoint one Ex-Officio Director.

Each Ex-Officio Director shall have one vote on all PANDA business before the Board of Directors provided that said Ex-Officio Director is physically present at the Board Meeting where said voting occurs.

All Primary Directors, all Alternate Directors and all Ex-Officio Directors shall have the right to attend all board meetings, including all executive sessions.

Section IV – Officers

The Officers of PANDA shall be:

Chair

Vice Chair

Secretary

Treasurer

President

The Board of Directors shall select the Chair, the Vice Chair, the Secretary and the Treasurer from the Primary Directors and Alternate Directors and Ex-Officio Directors by resolution at the first meeting of each year and as vacancies occur.

The Board of Directors shall, from time to time, select the President by resolution.

The responsibilities of each Officer are as follows:

CHAIR - shall preside at all regular and special meetings of the Board of Directors. The Chair shall appoint all standing committees and special committees and the nominating committee. The Chair shall appoint an independent auditor to audit the Treasurer's books as called for in the Inter-Municipal Agreement.

VICE CHAIR - shall preside at all regular and special meetings of the Board of Directors in the absence of the Chair. In the event of the resignation of the Chair, the Vice Chair will become the Acting Chair and exercise all functions and duties of the Chair until the election of all officers at the first meeting of the year.

SECRETARY - shall send notices of all meetings to Primary Directors, Alternate Directors at least one week before the meeting date and keep and distribute the meeting minutes.

TREASURER - shall receive and be the custodian of all funds of PANDA, pay all bills authorized by PANDA's Board of Directors, give a financial report at all regular meetings of PANDA's Board of Directors and a yearly financial report, and make PANDA's ledger and the most recent months bank statement available for review at all regular meetings of PANDA's Board of Directors.

PRESIDENT - shall manage and oversee all operations of PANDA in full accordance with PANDA's policies and all applicable legal regulations.

SECTION V - Terms

The entity appointing a Primary Director, an Alternate Director or an Ex-Officio Director shall determine the term of their respective service.

SECTION VI - Board Meetings

PANDA's Board of Directors shall meet for Board Meetings at least eight (8) times per year on a date and time to be determined by the Board of Directors.

Special Board Meetings may be called by the Chair. Special Board meetings may also be called by any two Board Members. Written notice of all special Board Meetings must be sent in writing to each Primary Director and each Alternate Director and each Ex-Officio Director at least one (1) week prior to said special Board Meeting.

Notice of the next Board Meeting or special Board Meeting must additionally be posted on PANDA's community calendar listing as soon as practical.

SECTION VII - Vacancies

The respective municipality or school district shall appoint replacements to fill all Board Member vacancies.

SECTION VIII - Order Of Business

Robert's Rules of Order shall be followed in conducting all business.

SECTION IX – Quorum

A quorum shall be necessary to conduct all business and a quorum shall exist whenever three (3) votes are present at a Board Meeting.

A vote shall be affirmative only when three votes are cast in favor of a resolution at any Board Meeting where there are three (3), four (4) or five (5) voting Board Members present.

A vote shall be affirmative only when four votes are cast in favor of a resolution at any Board Meeting where there are six (6) or seven (7) voting Board Members present.

SECTION X - Amendments

Amendments to these bylaws shall require four (4) affirmative votes. A written notice to all Primary Directors and all Alternate Directors and all Ex-Officio Directors detailing said amendments shall precede said vote by at least one (1) month. A written notice to the public of a meeting to effect bylaw amendments shall precede said vote and shall be published in the Poughkeepsie Journal and the Gazette Advertiser at least two (2) weeks prior to said vote . Detail of said amendments shall be published on PANDA's website and otherwise made available to the public at least two (2) weeks prior to said vote.