

BYLAWS OF PUBLIC ACCESS NORTHERN DUTCHESS AREA, INC. (PANDA)

Preamble

Public Access Northern Dutchess Area, Inc. (PANDA) is a New York not-for-profit corporation incorporated in 1999 and recognized as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

These Bylaws govern the affairs of the Corporation and supersede all prior bylaws, governing documents, and amendments previously adopted.

Article I. Name and Purpose

The name of the Corporation shall be Public Access Northern Dutchess Area, Inc. (PANDA).

PANDA is organized exclusively for charitable and educational purposes. The Corporation shall provide public, educational, and governmental access media services in accordance with applicable regulations of the Federal Communications Commission, the Internal Revenue Service, the New York State Public Service Commission, and all other applicable laws.

Article II. Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise established by resolution of the Board of Directors.

Article III. Board of Directors

Section 1. Authority

The affairs of the Corporation shall be governed by a Board of Directors consisting of not fewer than five (5) nor more than nine (9) Directors. Directors shall serve three-year terms or until their successors are appointed or elected.

A majority of the voting Directors shall constitute a quorum.

Each Director shall be entitled to one (1) vote and must be present at a meeting for that vote to be counted.

The Board shall act only as a body. No individual Director may act on behalf of the Corporation unless specifically authorized by the Board.

Directors shall not exercise administrative authority over the Corporation nor direct the work of employees except through action of the Board.

Section 2. Primary Directors

Up to seven (7) Directors shall serve as Primary Directors.

Each Primary Director shall be appointed by a municipality or school district that is a party to an intermunicipal agreement with the Corporation.

Section 3. Community Directors

The Board may appoint up to two (2) Community Directors who reside within PANDA's service area.

Community Directors shall be nominated by any Director and elected by a majority vote of the Primary Directors then serving.

Community Directors shall possess the same rights, responsibilities, and voting privileges as all other Directors.

At no time shall the Board include more than two (2) Community Directors.

Section 4. Vacancies

A vacancy among the Primary Directors shall be filled by the appointing municipality or school district for the remainder of the unexpired term.

A vacancy among the Community Directors shall be filled by the Board using the appointment process described in these Bylaws.

Any Director may resign by submitting written notice to the Chair.

The Board may remove a Director for cause by majority vote.

Article IV. Officers

Section 1. Officers

The officers of the Corporation shall consist of:

- Chair
- Vice Chair
- Secretary
- Treasurer
- President

The Chair, Vice Chair, Secretary, and Treasurer shall be elected annually by the Board from among its Directors.

The President shall be appointed by resolution of the Board and shall serve at the pleasure of the Board.

Section 2. Duties

Chair

The Chair shall:

- Preside at all Board meetings.
- Call special meetings.
- Appoint committee members.
- Execute documents authorized by the Board.
- Serve as an ex officio member of all committees.

Vice Chair

The Vice Chair shall perform the duties of the Chair in the Chair's absence or incapacity.

Secretary

The Secretary shall:

- Maintain the official records and minutes of the Board.
- Issue notices of meetings.
- Perform such other duties as assigned by the Board.

Treasurer

The Treasurer shall:

- Oversee the financial affairs of the Corporation.

- Present financial reports to the Board.
- Perform such other duties as assigned by the Board.

President

The President shall serve as the chief executive officer of the Corporation and shall:

- Manage the day-to-day operations of PANDA.
- Implement policies adopted by the Board.
- Supervise employees and contractors.
- Ensure compliance with applicable laws, regulations, and contractual obligations.
- Attend Board meetings and report on organizational activities.

If the President is not a Director, the President shall participate in Board meetings without voting privileges.

Article V. Committees

The Chair may establish standing or special committees and appoint committee members.

Standing committees shall be appointed annually.

Special committees shall continue until the completion of the purpose for which they were established.

Individuals who are not Directors may serve on committees but shall not vote on matters before the Board.

Each committee shall report regularly to the Board.

The Chair shall serve as an ex officio member of all committees.

Article VI. Meetings

The Board shall meet at least eight (8) times each calendar year.

Special meetings may be called by the Chair or any two Directors.

Written notice of special meetings shall be provided to all Directors at least seven (7) days before the meeting unless waived by unanimous consent.

Article VII. Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Board except where inconsistent with these Bylaws or applicable law.

Article VIII. Amendments

These Bylaws may be amended only at a regular meeting of the Board of Directors. Written notice of any proposed amendment, together with the full text of the proposed change, shall be provided to all Directors at least five (5) days prior to the meeting at which the amendment will be considered.

Adoption of an amendment shall require the affirmative vote of two-thirds (2/3) of the Directors then serving.

No amendment shall conflict with the Corporation's Certificate of Incorporation, applicable federal or New York State law, or any intermunicipal agreement governing the appointment of Primary Directors.