

Community Access Television, Inc.
(aka CATV, dba JAM –Junction Arts & Media)
Bylaws
ADOPTED BY THE BOARD OF DIRECTORS
August 14, 2024

Section 1: Organization Overview

Community Access Television, Inc. (also known as CATV) is incorporated as a nonprofit corporation under the laws of the State of New Hampshire. “JAM – Junction Arts & Media” (aka JAM) is a registered trade name (DBA) and the public-facing identity of Community Access Television, Inc.

1-A) Mission

JAM’s mission is to build community in the Upper Valley of NH/VT through the media arts.

Activities to advance this mission shall include:

1. Procuring and producing local media and public information of value to the community for distribution on JAM’s cable access channels, internet streaming, podcasting, social media and other evolving media platforms.
2. Acquiring and managing the necessary facilities and equipment to support local media production and distribution via cable and other platforms in a fiscally responsible manner.
3. Coordinating access services between the cable television company/ies serving the community and local municipalities.
4. Providing training in multimedia production to community members with a commitment to freedom of speech.
5. Supporting an accessible, inclusive media arts community center hosting public media-centered events and exhibits that foster local cultural and civic engagement, including the WRIF (White River Indie Films) annual film festival.

1-B) Service Area and Membership

The service area of JAM is defined as: Hartford, Norwich, and Hartland, VT and Hanover, NH. Cable customers within these municipalities pay an access fee that supports

JAM's core operations and entitles each municipality's residents to JAM membership benefits. These four towns shall hereafter be referred to as the "JAM service area" and the residents of these municipalities as "JAM members." Fee-based individual, organizational, and municipal memberships available to entities outside the JAM service area confer benefits equal to those enjoyed by service area members.

Section II: Board of Directors

II-A) Board Composition and Terms

The JAM Board of Directors shall be composed of a minimum of seven members representing the residents and institutions of municipalities within the service area. Board members shall be elected for three-year terms and may serve up to three consecutive terms. Should a vacancy occur on the Board between annual meetings, the Board is empowered to elect a new Director from the membership to complete the unexpired term of such Director. A board member must attend 50% of the meetings and not miss more than three meetings in a row. An elected director may only be removed for cause from the board by two-thirds majority of the Board of Directors.

II-B) Board Responsibility

The members of the Board of Directors volunteer their time and talents in order to advance the mission and related activities of JAM. The members of the Board of Directors have a fiduciary responsibility for the organization. They are charged with ensuring that resources are available to carry out the organization's mission and that those resources are carefully managed. Specifically, fiscal responsibilities of board members include, but are not limited to, financial development, contract negotiations, hiring and supervision of executive director, development with staff of human resources policies, approval of an annual operating budget, and mandatory state and federal reporting.

II-C) Board Meetings

The Board of Directors shall hold meetings at such times and locations as it shall determine with a minimum of four meetings each calendar year. Written notice of board meetings shall be given to board members at least five days prior to the meeting and shall be included in the station announcements (website and/or community calendar) of JAM. Board meetings are open to the public. Executive sessions, involving board members only, may be required for discussion of personnel or legal matters.

Quorum and Voting

A majority of elected board members shall constitute a quorum for board meetings. All discussions made by the Board shall be made by majority of those present at the meeting.

Conflict of Interest

No employee of any local cable television company may serve as a director. The Board shall adopt rules regarding conflicts of interest and may adopt other rules governing order at meeting and other manners as it deems appropriate.

Section III: Board Officers and Duties

The officers of JAM shall be a Chair, Vice-Chair, Treasurer and Secretary. The officers shall be elected from the Board of Directors by the board at its first meeting following the annual meeting of JAM. The officer shall serve for a term of one year, or until such time as their successors are duly qualified and elected. Should a vacancy occur, the Board may elect another eligible person to serve as an officer for the unexpired portion of the term. The officers shall comprise the Executive Committee for the portion of the term. The officers and Executive Director are designated signers for JAM financial and legal transactions as approved by the Board of Directors.

III-A) Chair

The Chair shall preside at all meetings of the members and the Board of Directors. The Chair shall have the usual powers of supervision and management as may pertain to the office of the Chair and perform other such duties as may be designated by the Board. This includes, but is not limited to, direct supervision of the Executive Director of JAM.

III-B) Vice-Chair

The Vice Chair shall perform the duties of the Chair in the event of the absence or disability of the chair.

III-C) Treasurer

The treasurer shall be the chief financial officer of JAM and shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of JAM and the care and custody of its funds, securities, and the financial documentation for the organization. The Treasurer, working in cooperation with JAM staff, shall prepare regular financial statements for

review for the Board of Directors.

III-D) Secretary

The secretary will keep the minutes of the meetings of the Board of Directors and shall ensure that organizational documents including Articles of Incorporation, Bylaws and current board membership terms and contact information be maintained and available at all reasonable times for inspection by any member.

Section IV: Committees

The committees of JAM are created to provide a focus for development of particular policies and practices that may be recommended to the Board of Directors for approval. Each committee (with the exception of the Executive Committee) shall have at least one board member with other members of the broader community encouraged to participate on specific committees based upon their areas of expertise and interest.

Standing Committees

IV-A) Executive Committee

The Executive Committee is composed of the Officers of the Board of Directors. The Board of Directors may designate the Executive Committee to take certain actions on behalf of the Board as may be required between regular meetings of the Board.

IV-B) Governance and Recruitment

This committee is responsible for developing and maintaining policies and procedures related to JAM's governance structure for Board action. These responsibilities include: nominating members to serve as elected members of the Board of Directors, overseeing orientation of new Board members, and ensuring that organizational policies and related documents meet regulatory requirements and live up to JAM's mission and organizational values.

IV-C) Finance

This committee shall work with staff to create and maintain sound procedures and practices related to financial management, including responsible stewardship of JAM investments, assets and liabilities. This committee shall develop documents for approval of the board that include and bimonthly financial statements and the annual operating budget.

IV-D) Fundraising

This committee shall work with staff to ensure the financial viability and stability of the organization through strategic and diversified fundraising strategies, meeting. This committee shall advise the Board on Board actions to be undertaken in coordination with the staff to support ongoing fundraising and special campaigns. The committee shall meet at least bi-monthly with the Executive Director and the Development & Communication Director to review the organization's fundraising initiatives and provide summary progress reports to the periodic meetings of the full Board.

IV-E) Programming

This committee shall work with JAM staff to evaluate and prioritize programming that optimally fulfills JAM's mission to build community in the Upper Valley of NH and VT through media arts guided by JAM's commitment to the values of creativity, diversity, democracy, community, and empowerment. This committee shall advise the Board on new programming directions and partnerships that are responsive to changing needs and opportunities in the JAM community.

Special (ad hoc) Committees

Special (ad hoc) committees of JAM may be established by the Board of Directors to carry out specific activities to advance JAM objectives. An outline of assigned tasks and timeline for completion shall be provided by the Board of Directors to Special Committee members.