



# ASBURY PARK TV

## BY-LAWS

### **ARTICLE I: NAME AND OFFICES**

A. The Asbury Park Cable Television Advisory Committee (here and after referred to as APTV) was created by a resolution adopted by the Asbury Park City Council on December 5, 2012. The purpose of the Asbury Park Cable Television Advisory Committee is to act as the city's advocate and to make recommendations to the Mayor and City Council regarding all matters related to operation of the city's P-E-G (Public, Educational and Government) Channels and to respond to any and all related matters as requested by the Mayor and Council. The name by which this organization is to be known as: "Asbury Park TV".

B. The principal office of this organization shall be located at Asbury Park City Hall, One Municipal Plaza Asbury Park, NJ 07712, or at such other place as the Board of Trustees may determine.

### **ARTICLE II: PURPOSE**

A. This organization shall be operated for Public, Educational, and Governmental purposes. More specifically, the purpose of the organization is to further the Mission, as formulated in the organization's Mission Statement below.

"The Mission of the Asbury Park Cable Television Advisory Committee (APTV) is to assist with the development and oversee the operation of Asbury Park's Public Access channels. APTV will also provide an outlet to broadcast programs created and presented by Asbury Park's Public, Governmental, Business, Cultural, Educational and non-profit organizations.

APTV will provide broadcast that respond to the interests and concerns of the community and present programming that highlights issues and showcases matters relating to Asbury Park. Such programming will be designed to Inform, Educate and Entertain."



## **ARTICLE III: BOARD OF TRUSTEES**

1. There shall be a Board of Trustees consisting of seven to thirteen elected members made up of officers and non-officers.
2. The Board of Trustees shall nominate new and/or continuing Trustees (if space exists) with a formal nomination proposed by a Trustee with discussion and review at a Board meeting and then by majority vote at the subsequent regularly scheduled Board Meeting.
3. These nominations will be sent to the City Council for approval.
- D. A Trustee, appointed by the city council in January shall serve a three-year term effective immediately upon the date of their appointment by the City Council of Asbury Park.
- E. A new Trustee, appointed by the city council in any other month than January shall serve the remainder of the calendar year and the two years following until the election cycle in January. This term will be effective immediately upon the date of their appointment by the City Council of Asbury Park.
- F. The Chairperson and Vice Chairperson shall not exceed 3 consecutive terms (six consecutive years).
- G. At least 2/3 (66%) of the Trustees must be either a resident, business owner, property owner or employed in Asbury Park
- H. A Trustee may resign at any time by submitting written notice to the Board of Trustees.
- I. Trustees shall receive no compensation for performance of their duties as trustees. Exception- Trustees may be paid for taping a government meeting if there is no qualified volunteer that wants the job.

## **ARTICLE IV: OFFICERS**

1. Among these Board of Trustees will be the following officers:
  1. Chairperson
  2. Vice Chairperson
  3. Secretary
  4. Treasurer
2. Voting for Officers will happen at the January Annual meeting with the Chairperson, and Executive Director on the odd number years and with the Secretary and Treasurer on the even number years.
3. All newly elected Officers will take office immediately.
4. The Chairperson and Vice Chairperson are elected for a two year term and bound by a three consecutive term limit (six consecutive years)
5. The Secretary and Treasurer elected for a two year term and are not bound to term limits.
6. If in the event that no Officer receives a majority vote, then a run off election will take place eliminating the lowest vote getter in the next vote. The process will continue until a candidate gets a majority vote.



7. All Members of the Board of Trustees are allowed to vote, including people that are running for office.
8. No person elected as Officer shall hold any elected office of any governmental entity.
9. If a vacancy occurs in the office of the Vice Chairperson, Secretary, Treasurer; the Chairperson shall appoint a temporary replacement, with the approval of the Board of Trustees. The new Officer will serve out the term. If the Chairperson leaves office early the Vice Chairperson will take over the office.

## **ARTICLE V: DUTES**

1. The board of Trustees is expected to attend at least 80% of all Board meetings. Missing three consecutive meetings may be subject to termination by a 2/3 vote of the Board.
2. A trustee may request a leave of absence if they determine they may not be able to meet the duties expected of a trustee. This leave must be for a specified time and must be approved in advance by the board.
3. Any possible conflict of interest on the part of a trustee shall be disclosed to the Board.
4. The Board of Trustees shall see that the duties and responsibilities of all the Trustees are observed. They have the power to request the resignation and/or termination of any officer, providing such action is approved by a 2/3 vote of the Board.
5. The Board of Trustees shall also be responsible for all property of the Association and submit a yearly report to the membership at the end of the fiscal year.
6. If a Trustee can not make a Board or Special Meeting he/she should alert the Chairperson as soon as possible.
7. The Chairperson using Roberts Rules of Order as a guide will preside over both the Board and Special Meetings. The Chairperson in consultation with his/her Officers shall set the agenda for Board Meetings ten days in advance and send this agenda to the Secretary.
8. The Chairperson has the right to cancel a meeting due to lack of quorum, weather or other special circumstances in which case the Chairperson will alert the Trustees as soon as possible.
9. The Vice Chairperson shall assume the duties of Chairperson in his or her absence and shall assist in every way including coordinating committees, developing community relationships and projects etc.
10. The Chairperson and Vice Chairperson will be the only persons that automatically have the right to speak as the representative of APTV at public forums and publications. The Chairperson can grant this right to other Trustees and Committee Chairpersons on limited topics and limited engagements.
11. The Secretary will take the minutes during each Board Meeting. The Secretary will send the past Board Meeting minutes and agenda of upcoming meeting via email to all Board Members at least one week in advance of the next Board Meeting. At each Board Meeting, the Secretary during his/her Secretary Report will submit the minutes of the previous meeting for approval. The Secretary shall also keep a separate record of all



the Policies and Procedures as they develop and change over time. The Secretary will then make any changes and then send the approved minutes to the Webmaster for inclusion in the Website. The Secretary shall keep the names, addresses, emails and telephone numbers of all Trustees, and Committee Members. The Secretary shall also have the power to appoint an assistant with Board approval.

12. The Treasurer under the direction of the Chairperson and Board of Trustees, shall have, unless otherwise provided for, general custody of the funds, securities, and other valuable assets of the APTV. All of the Treasurer's books, accounts, and records shall be the property of the APTV. The Treasurer is authorized to open such accounts in a bank or depository as the Board of Trustees may direct. The Treasurer shall keep permanent records of monies received and disbursed in a Board approved accounting system. At each board meeting the Treasurer will present a detailed written report.

## **ARTICLE VI: COMMITTEES**

1. The Board can create committees when deemed necessary.
2. The Chairperson shall appoint a temporary committee-chairperson to organize the committee.
3. Once the committee has been organized the committee shall choose their own committee-chairperson by majority vote.
4. The committee-chairperson shall call regular meetings of his/her committee and should alert each committee member by email. If a committee member can not make a Meeting he/she should alert the Committee-Chairperson via email as soon as possible.
5. The committee-chairperson shall provide regular progress reports to the Board at regularly scheduled meetings.
6. The committee-chairperson can prepare and submit for approval by the Board of Trustees, a budget or a detailed expense if such become necessary.

## **ARTICLE VII: MEETINGS – Board and Special Meetings**

1. Notice of all meetings will be posted on the APTV's website and be sent out via email by the Secretary.
2. The Board of Trustees shall meet at least once a month or as determined by the board.
3. Committee members, the general public and invited guests of the Board may attend these meetings, but they will not be allowed to vote and may be subject to limited participation.
1. Special meetings of the general membership may be called by the Chairperson or the Board of Trustees with a seven (7) day notice to the membership.
2. A quorum for the Board Meetings shall be ½ of the Board of Trustees.
3. Robert Rules of Order shall be the authority for parliamentary procedure in all matters.
4. The Chairperson may appoint a Parliamentarian for Board and Special Meetings
5. Committee-chairspersons may appoint a Parliamentarian if deemed necessary.



## **ARTICLE VIII: VOTING**

- A. The Chairperson and Vice Chairperson will preside over voting during Board and Special meetings. Only Trustees in good standing and without a “Conflict of Interest” on the motion are allowed to vote at these meetings.
- B. The Committee-chair will preside over voting during Committee meetings. Only Committee members in good standing and without a “Conflict of Interest” on the motion are allowed to vote.
- C. All results are determined by majority vote with the exception of amending the Bylaws, Mission Statement, and termination of a Trustee which require a 2/3 vote (as in Article 9A & 5D)
- D. Action by Consent: Any action permitted to be taken at any meeting of the Board of Trustees or any committee thereof, may be taken without a meeting, if prior consent is passed at a previous meeting.

## **ARTICLE IX: AMENDMENTS**

- 1. Any changes to the By-Laws or Mission Statement shall be made with a first read and discussion at a Board meeting and then a vote at the subsequent Board Meeting. The vote must be passed by 2/3 majority. There can be no new amendments or deletions to this proposal. Amendments or deletions which have been read and discussed can be voted on at the next Board Meeting and be to be put into the Bylaws.
- 2. Any changes to the Policies and Procedures can be made by majority vote at any meeting.

## **ARTICLE X: NON-DISCRIMINATION POLICY**

APT TV will not discriminate on the basis of gender, sexual orientation, race, color, national or ethnic origin.

## **ARTICLE XI: DISSOLUTIONMENT**

If APTV, for any reason whatsoever, ceases to exist, any and all assets, after payments of all debts and obligations of the APTV, shall be donated to the city of Asbury Park, in the state of New Jersey with recommendations for the use of such assets presented to the city by the Board of Trustees.