

Amended and Restated
Code of Regulations
of
Early Television Foundation
Hilliard, Ohio

ARTICLE 1: MEMBERSHIP

Membership is open to all persons interested in historical electronic artifacts and their preservation, with an emphasis on television. A member in good standing is a member whose dues are paid up.

ARTICLE 2: GENERAL POWERS AND DUTIES

Section 1: The Board of Directors is responsible for operations of the Museum, including, but not limited to fiscal and personnel, programs, and policy. Membership dues shall be set at the discretion of the Board of Directors.

Section 2: The Directors may delegate day-to-day operating responsibilities to persons, who may or may not be officers, who are authorized to pay bills and incur expenses without checking with the Chair or treasurer so long as such actions are consistent with policy guidelines and previously approved budgets provided by the officers.

ARTICLE 3: BOARD MEMBERSHIP

Section 1: The Board of Directors shall consist of an odd number of members and shall consist of at least seven (7) and no more than eleven (11) members.

Section 2: The President shall solicit volunteers from among members in good standing to serve on a nominating committee to recommend candidates for Early Television Foundation Board members at least sixty (60) days prior to the Annual Meeting. Recommendations made by two-thirds vote of Nomination Committee members will be included in a notice to members at least thirty (30) days prior to the Annual Meeting. Additional candidates may be nominated from the floor during elections by the Early Television Foundation members in good standing.

Section 3: Board of Directors members shall be elected by majority vote of the Early Television Foundation members at the Early Television Foundation Annual Meeting. Elected Directors shall serve one year terms with approximately one-third of the Directors up for election every year. In the case of a tie in the election of a Director, the tie will be broken by a coin toss.

Section 4: Ex-officio members. The Board may have ex-officio members, in addition to those specified in Section 1, who will have all privileges and responsibilities of membership except for voting privileges.

Section 5: Conflicts of Interest. Each Director is required to fully disclose any business or professional activity which could form or have the appearance of forming the basis for a conflict of interest with his or her position on the Board. The Board shall consider such disclosures and take appropriate actions, as required. Failure to fully disclose as required by this Article may be grounds for removal for cause.

ARTICLE 4: OFFICERS AND EXECUTIVE BOARD

Section 1: At the Annual Meeting, the membership shall elect four of its members in good standing to the offices of President, Vice-President, Secretary, and Treasurer. These officers will constitute an Executive Board that shall be responsible for the day-to-day activities of the Early Television Foundation. In the case of a tie in the election of an Executive Board member, the tie will be broken by a coin toss.

Section 2: The Executive Board shall establish and approve an annual organization budget by October of each year for the following fiscal year (January 1 to December 31). All budget modifications shall be the responsibility of the Executive Board.

Section 3: The President shall preside at all meetings of the members and Executive Board, and generally assume leadership and responsibility for the Early Television Foundation affairs.

Section 4: The Vice-President, in the absence of the President, or in case of the President's death, resignation, or inability to act, will assume the rights, powers, and duties of the President until a new President can be elected.

Section 5: The Secretary will maintain minutes of Executive Board and general meetings, and report on the minutes to the Early Television Foundation members at general meetings. In addition, the Secretary will maintain an up-to-date register of the names and addresses of all Early Television Foundation members in good standing, and issue all notices of meetings. The Secretary shall maintain all legal documents with those of great importance maintained in a fireproof location.

Section 6: Within the bounds of the approved budget, the Treasurer shall be responsible for all monies, debts, obligations, documents, contracts and other financially related papers belonging to the Early Television Foundation, in addition to paying the Early Television Foundation bills and maintaining a record of receipts and expenses. The

Treasurer shall receive all monies of the Early Television Foundation and deposit same in bank accounts approved by the Executive Board. The Treasurer shall make reports on the financial state of the Early Television Foundation at the Early Television Foundation Annual Meeting and when requested by the Early Television Foundation Executive Board. Authorized persons are to issue checks in the name of the Early Television Foundation. Any combination of two officers are required to execute a check or any other legal document encumbering the assets or funds of the Early Television Foundation. Financial transactions beyond the currently approved budget shall be carried out by the Treasurer with specific Executive Board approval.

Section 7: Each Director shall be subject to removal by the following procedure: Upon receipt of a recall petition signed by 15 percent of the Early Television Foundation members in good standing, a special meeting of the Early Television Foundation shall be held which, by a two-thirds vote of those present and voting, may remove that Director. At least 14 days will be allowed for notice of such a meeting.

Section 8: Vacancies on the Executive Board caused by death, resignation, or other reason, except as prescribed elsewhere, shall be filled by majority vote of remaining Early Television Foundation Executive Board members, and the new Board member shall serve until the upcoming Annual Meeting.

ARTICLE 5: MEETINGS

Section 1: The Early Television Foundation shall hold an Annual Membership Meeting in May, and additional meetings at any other time at the request of three or more members of the Executive Board.

Section 2: The Board will meet by telephone at least three (3) additional times a year by telephone, approximately every 3 (three) months.

Section 3: Notices of all meetings setting forth date, time, and place of the meeting shall be sent to the Early Television Foundation members at least seven (7) days prior to the meeting. The date, time, and place of the Annual Meeting shall be announced to the membership at least fourteen (14) days prior to the meeting.

Section 4: A quorum shall be required for transaction of all business before the general membership. A quorum shall consist of the members in good standing present at any properly announced meeting.

Section 5: Robert's Rules of Order shall govern the conduct of all meetings.

Section 6: Each Early Television Foundation member in good standing for at least thirty (30) days shall be entitled to one vote. Proxies authorized in writing may be given by any Early Television Foundation member to another Early Television Foundation member in good standing for presentation. The Early Television Foundation Secretary shall be the authority on members in good standing based on membership records, and will pass on the validity of any proxy accordingly.

Section 7: Vacancies. Vacancies will be filled by Board vote, following recommendations of the Board's Nominating Committee.

Section 8: Compensation. Members shall serve without compensation; except that reasonable expenses may be paid for approved travel or other activities that occur as a direct result of their duties as Board members.

ARTICLE 6: LIABILITY

All individuals or entities extending credit to, contracting with, or having any claim against the Museum or its Directors shall look only to the funds and property of the corporation for payment of any contract or claim, or for payment of any debt or any money that might otherwise become due or payable to them, so that neither individual Museum nor Directors or members, past, present, or future, shall be personally liable thereof.

ARTICLE 7: AMENDMENTS

The Directors may amend the By-Laws by a majority vote at a regular or special meeting, provided prior written notice of such an amendment is given at least ten (10) days in advance.