By-Laws of the University of North Carolina Center for Public Television

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By-Laws
Board of Trustees
The University of North Carolina Center for Public Television

I. Membership

A. Appointed and *Ex Officio*

The Board of Trustees shall be composed of twenty-two persons chosen as follows:

Eleven appointed by the Board of Governors

Four appointed by the Governor

Two by the General Assembly, one upon the recommendation of the Speaker of the House of Representatives, and one upon the recommendation of the President of the Senate in accordance with N.C.G.S. § 120-121. [Amended by Board of Trustees on August 5, 1983, to conform to statutory changes.]

The secretary of the Department of Cultural Resources, *ex officio*

The secretary of the Department of Human Resources, *ex officio*

The superintendent of Public Instruction, *ex officio*

The State President of the Community College System, *ex officio*

The President of the University of North Carolina, *ex officio* [N.C.G.S. § 116-37.1(b)(1)]

B. Diversity

In making appointments to the Board of Trustees, the appointing authorities shall give consideration to promoting diversity among the membership, to the end that, in meeting the responsibilities delegated to it, the Board of Trustees will reflect and be responsive to the diverse needs, interests, and concerns of the citizens of North Carolina. [N.C.G.S. § 116-37.1(G)(1)]

C. Exclusions

No person shall be appointed to the Board of Trustees who is an employee of the State or of any constituent institution; a public officer of the State as defined in N.C.G.S. §§ 147-1, 147-2, and 147-3(c); a member of the Board of Governors; a trustee of a constituent institution; a member of the General Assembly [amended by Board of Trustees on August 5, 1983 to conform to statutory changes]; or the spouse of any of the foregoing. Any appointed member of the Board of Trustees who after appointment becomes any of the foregoing shall be deemed to have resigned from the Board of Trustees. [N.C.G.S. § 116-37.1(b)(1) and (2)]

II. Terms

A. Initial Appointees

1. Six of the eleven persons initially appointed by the Board of Governors shall serve for two-year terms, and five shall serve for four-year terms.

2. Two of the four persons initially appointed by the Governor shall serve for two-year terms and two for four-year terms.

3. The initial person appointed by the General Assembly shall serve for terms expiring June 30, 1983, and their successors shall be appointed in 1983 and biennially thereafter for two-year terms. [Amended by Board of Trustees on August 5, 1983 to conform to statutory changes.] [N.C.G.S. § 116-37.1(b)(1)]

B. Subsequent Appointees

After the initial appointments, all persons appointed by the Board of Governors and the Governor shall be appointed for four-year terms, and persons appointed by the General Assembly shall be appointed for two-year terms, provided that, if a vacancy occurs during a term, the vacancy shall be filled for the remainder of the unexpired term by appointment of the original appointing authority for the vacant seat. [Amended by Board of Trustees on August 5, 1983, to conform to statutory changes.] [N.C.G.S. § 116-37.1(b)(1) and (5)]

Any person appointed by the Board of Governors who has served for two full four-year terms in succession shall, for a period of one year, be ineligible for reappointment.

C. Resignations

Each appointive member of the Board of Trustees who fails, for any reason other than ill health or service in the interest of the State or the nation, to attend three consecutive regular meeting of the Board of Trustees, shall be deemed to have resigned from the Board of Trustees. See also II.A.3 and 4. [N.C.G.S. § 116-37.1(b)(5)]

D. Vacancies

Whenever a vacancy occurs during the term of an appointive member the chairman of the Board of Trustees shall promptly notify the secretary of the University of North Carolina of the vacancy, and the secretary shall give written notice of the vacancy to the appropriate appointing author. [N.C.G.S. § 116-37.1(b)(5)]

III. Officers

Elections and Terms

At the first meeting after May 1 of each even-numbered year, the Board of Trustees shall elect from its appointive membership a chairman and a vice chairman to serve for terms of two years. No *ex officio* member shall be eligible to serve as chairman or vice chairman.
The director of the Center shall serve as secretary of the board. No person shall serve as chairman for more than two full terms in succession.

IV. Committees

The board shall have the right to create such committees as it deems appropriate, and the chairman shall have the authority to appoint the members thereof. All actions of the committees shall be subject to approval by the board.

V. Meetings

A. Regular Meetings

Regular meetings of the Board of Trustees shall be held on the first Friday in the months of February, May, August, and November [amended by Board of Trustees on October 1, 1982]. Each

regular meeting shall be held at such time and place as the chairman may designate, with notice concerning the time and place to be mailed to each member of the board by the director at least twenty days in advance of the meeting date. Either by action of the board or upon fifteen days written notice by the chairman, the date herein specified for a regular meeting may be changed to another date within the designated month.

B. Special Meetings

Special meetings of the Board of Trustees shall be called (1) at the discretion of the chairman or (2) by a majority vote of the quorum present at a regular meeting or (3) by the director upon the written request of not fewer than seven members of the board. A special meeting thus called by the director shall be held within fifteen days of receipt by the director of the seventh written request for such a special meeting.

A notice specifying the time and place of a special meeting shall be mailed by the director to each member of the board at least ten days in advance of the meeting date; but notice of three days may be given by telephone or telegraph when, in the judgment of the chairman, an emergency exists.

C. Agenda

The agenda for a regular or special meeting of the board shall be prepared by the director upon consultation with the chairman. All requests for inclusion of a given item on the agenda of any meeting shall be filed with the director twenty days in advance of the scheduled meeting. A copy of the agenda and supporting documents shall be mailed not less than five days in advance of each regular or special meeting of the board. Any member of the board may request consideration by the board at any regular or special meeting of an item not on the agenda. However, such an item shall not be acted upon without the approval of a majority of the members present at such a meeting.

VI. Conduct of Business

A. Quorum

A quorum for the conduct of business shall consist of a majority of the authorized membership of the board.

B. Presiding Officer

The chairman shall preside at all regular and special meetings of the board. In the absence of the chairman, the vice chairman shall preside. In the absence of both, a presiding officer shall be elected from the appointed membership by those present at the meeting.

C. Power to Vote

All members of the board may vote on all matters coming before the board for consideration. Appointive members may not vote by proxy, but each *ex officio* member may designate in writing a proxy for specified meetings which the *ex officio* member is unable reasonably to attend. No votes may be cast in absentia.

D. Rules of Order

Except as modified by specific rules and regulations enacted by the Board of Trustees, the latest edition of *Robert's Rules of Order* shall constitute the rules of parliamentary procedure applicable to all meetings of the board and its committees.

VII. Minutes

The director shall keep minutes of all meetings and shall file, index, and preserve all such minutes and other documents pertaining to the business and proceedings of the board.

Within 20 days after each meeting of the board, the director shall mail a copy of the minutes of the meeting to each member of the board.

Copies of all minutes and other documents of the board may be certified by the director.

VIII. Open Meetings

All meetings of the board shall be open to the public unless, consistent with the requirements of state law, a meeting is closed to the public by majority vote of a quorum of the board membership.

IX. Powers and Duties

A. Board of Trustees

1. The Board of Trustees shall promote the sound development of the University of North Carolina Center for Public Television, helping it to serve the people of the State and aiding it to perform at a high level of excellence in every area of endeavor. More specifically, the Board of Trustees is charged, working with the director of the University of North Carolina Center for Public Television, to do the following:

a. To review, on a continuing basis, the status of public television in North Carolina;

b. To advise the President and Board of Governors with respect to whether the programming and other activities of the Center are meeting the special educational and cultural needs of the State;

c. To recommend to the President and Board of Governors ways through which public television can improve and expand its service to potential viewers;

d. To assist, as needed, in the raising of non-State funds for the support of the activities of the Center;

e. To give advice to the President on the structure and organization of the Center;

f. To help define, on a continuing basis, the program goals of the Center;

g. To advise on program standards for the Center;

h. To help coordinate the efforts of volunteers and community interest groups who are concerned with public television;

i. To advise on and assist with the public relations of the Center;

j. To assist, on request of the President and with his leadership, in the development and maintenance of good relations between the Center and appropriate State and Federal agencies; and

k. To advise and assist in the development and maintenance of long-range plans for the Center.

2. The Board of Trustees shall serve as the "community advisory board" to the licensee as required by the Federal Public Telecommunications Financing Act of 1978.

3. The Board of Governors shall not be deemed by any of the provisions of these by-laws, or otherwise, to have delegated any responsibility it may have as licensee of the broadcast facilities of the University of North Carolina. [N.C.G.S. § 116-37.1(b)]

B. Chief Administrative Officer

1. The chief administrative officer of the Center shall be the director, who shall be elected by the Board of Governors upon recommendation of the President and who shall be responsible to the President. [N.C.G.S. § 116-37.1(c)]

2. As of June 30 of each year the director shall prepare for the Board of Trustees and the President, and through him for the Board of Governors, a report on the operation of the Center for the preceding year. He shall make such additional reports to the Board of Trustees, the President and the Board of Governors as they may from time to rime request.

X. Amendment of By-Law Provisions

Subject to the approval of the Board of Governors, any provisions of these By-Laws (except those required or governed by statute) may be amended by a vote of two-thirds of the authorized membership of the board; provided that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the board.