

# CHAPTER/MEETING GROUP BYLAWS SOCIETY OF CABLE TELECOMMUNICATIONS ENGINEERS

## ARTICLE I: NAME

Section I: **Name:** The name of this organization shall be the Gateway Chapter of the Society of Cable Telecommunications Engineers, Inc. (SCTE) located in St Louis MO.

## ARTICLE II: PURPOSE

The Society is organized to develop, increase and spread both theoretical and practical technical knowledge of cable telecommunications and broadband communications systems thereby providing opportunities for the professional and technical growth of its membership and the industry. The Society and its divisions may engage in any of the following activities or in any other activities that will fulfill its purposes:

Section I: **Purpose:** The purposes for which the Chapter/Meeting Group is organized are to:

- (a) Promote professional and technical accomplishments of individuals working in cable telecommunications and related industries, and provide opportunities to recognize their accomplishments.
- (b) Promote the communication on issues of technical and/or mutual concern between cable telecommunications personnel and: (1) the state cable television associations within the local chapter or meeting group's geographical area; (2) radio, television, and similar broadcast industries; (3) the TV viewing public; (4) the users of cable telecommunications and broadband communications systems; and (5) various related agencies - both public and private.
- (c) Hold meetings devoted to the discussion of technology-related matters, the reading of papers, the interchange of ideas and other such activities that will advance the local chapter or meeting group and the Society's objectives; and promote the cable television and broadband industry.
- (d) Promote, encourage and support SCTE meetings, seminars, and trade shows with the express purpose of training individuals working in the cable telecommunications and broadband communications industries.
- (e) Actively participate in the promotion of and training and testing for SCTE Certification Programs.
- (f) Promote and encourage membership and active participation the Society of Cable Telecommunications Engineers Inc.

## ARTICLE III: MEMBERSHIP

Section I: **Eligibility.** Any person shall be eligible for affiliation with the Chapter/Meeting Group who is A current dues paying member of the national Society of Cable Telecommunications Engineers AND any of one of the following:

- (a) Employed full, part time, or retired from the cable telecommunications or broadband communications industries.
- (b) Employed full, part time, or retired from radio or telecommunications broadcasting.
- (c) Employed full, part time, or retired from a field closely allied to one of the above.
- (d) A member of a regulatory agency or legislative branch of federal, state, regional or local government concerned with the technical operation of cable telecommunications or broadband communications systems.
- (e) Sincerely interested in the development and furtherance of cable telecommunications or broadband technologies.

Section 2: **Membership Fees.** Chapter/Meeting Groups shall have no individual membership fees or dues structure.

Section 3: **Mailing List.** The board of directors shall assist SCTE headquarters in maintaining an updated mailing list of local participants and affiliates. In addition, Chapters/Meeting Groups may choose to maintain a list of:

- (a) All attendees of past meetings and functions, AND
- (b) All individuals listed as local participants and affiliates, if any, AND
- (c) All interested parties who have requested to receive information about any future meetings or functions.

## **ARTICLE IV: MEETINGS**

Section 1: **Annual Meeting.** One of the year's general meetings shall be deemed the annual meeting for the purpose of receiving the annual reports of officers, directors, and committees, and the transaction of other business as designated by the board of directors. Notice of the annual meeting shall be included in the standard general meeting notice, setting the date, time, place, and purpose. The annual meeting shall be held in the **2<sup>nd</sup>** quarter of each year and after the annual meeting of the board of directors.

Section 2: **General Meetings.:**

- (a) A minimum of **4** general meetings will be held annually. The period between meetings shall be no more than **4** months.
- (b) A minimum of 30 hours of technical education sessions must be presented within each calendar year.
- (c) The headquarters of the Society of Cable Telecommunications Engineers shall be notified no later than 30 days prior to all general meetings of the meeting's date, time, location and scheduled agenda. Attendance shall be recorded at all general meetings, and submitted with the required meeting report process as determined by national SCTE, to the headquarters of the SCTE within thirty (30) days following each meeting.
- (d) A meeting fee may be charged to cover direct meeting expenses such as room rental, audio-visual equipment rentals, refreshments, and lunches, if offered. Such fees, as established by the board of directors, are to be kept to a minimum to cover meeting-related and operational costs.
- (e) If a meeting fee is charged, a delineated fee structure must be established whereby non-members are charged a higher fee for meeting attendance than SCTE members.
- (f) Account for all monies and fees collected, and report all financial transactions on the Quarterly Financial Report form to headquarters of the Society of Cable Telecommunications Engineers within 30 days of the close of each quarter.

Section 3: **Certification Programs.** This organization shall make certification examinations available to local participants at least once per year.

## **ARTICLE V: BOARD OF DIRECTORS**

Section 1: **Number.**

- (a) The supervisory and policy responsibilities of this organization are hereby vested in a board of directors, consisting 18 members, but no less than five, who must be charter, fellow, senior, or active

members in good standing of the Society of Cable Telecommunications Engineers. Directors elected as officers shall continue also to serve as directors for the full terms for which they were elected. Directors who are on active military duty are exempt from the membership requirement stated above and Article V; section 7

- (b) The present board members shall continue to serve until their successors shall be duly elected and qualified.
- (c) If a chapter has affiliates from more than 10 different companies then the number of voting board of directors from any given company shall be less than 50% of the board. If this requirement cannot be met then a chapter must submit documentation to Headquarters detailing the reasons why this cannot be met and a waiver may be obtained.
- (d) The position of Associate Board member as defined by the Gateway Chapter is as follows. This position was created to engage those who show an interest in the SCTE and give them an opportunity to participate in the day to day operation of the Chapter Board as well as to develop the future leaders of the Chapter and the Society.
  - (1) Associate Board members are appointed at the discretion of the Chapter President, with the consent of the elected board.
  - (2) Associate Board members can participate fully in all actions of the Board, with one exception - the position does not carry the right to vote.
  - (3) The position is an annual position, and is reviewed at the end of each calendar year. Associate Board members can be recommended to the President at any time during the year, and be appointed at any time during the year.
  - (4) Associate members must be active members, as defined in the Policies and Procedures of the Society of Cable Telecommunications Engineers, in good standing of the SCTE.

#### Section 2: **Election of directors and Term.**

- (a) The board of directors shall be elected by the voting membership affiliated with said chapter / meeting group for a term of 2 year(s). The vote shall be reported at the annual meeting of the Chapter/Meeting Group.
- (b) The election shall be for 50 percent of the board seats as described in Article 5 Section 1(a)
- (c) Election may be accomplished by allowing each individual affiliate to vote in one of the following ways: i.) Mail ballot; or ii.) Electronic Ballot; or iii.) casting a ballot in person at the annual meeting. In the event that more than one method of voting is employed, members of the board of directors not eligible for re-election will be responsible for ensuring the integrity of the vote.
- (d) The person holding office as this Region's Director on the SCTE board of directors will automatically be instated as an additional board member ex officio upon commencement of his term as Regional Director.
- (e) In the event of a tie between two candidates, a recount of the ballots shall be conducted and confirmed that the membership is equally split. The sitting president will then cast the deciding vote by the flipping of a coin. "Heads" will be assigned to the candidate whose last name appears first in alphabetical order. The present sitting board of directors shall witness this action.
- (f) Any elected Board member, who runs for and is elected to a Regional Director position, will, upon and by his accession to that position, effectively resign his elected seat on the board of directors, Article V, Section 8 will apply in filling that vacancy. The Regional Director will immediately assume ex-officio status per Article V, Section 2 (d).
- (g) In the event that the number of candidates for an annual election is less than or equal to the number of open Board of Director positions, then the standing Board of Directors may vote to forego the annual election. In doing this, the Board of Directors can entertain a motion to accept the candidates as duly elected.

Section 3: **Commencement of Term.** The term of office for a director shall commence at the first board meeting following the elections.

Section 4: **Duties of Directors.** The board of directors shall:

- (a) Hold meetings at such times and places as it deems proper.
- (b) Meet a minimum of 4 times per year.
- (c) Appoint committees on particular subjects from members of the board or from other members of this organization.
- (d) Approve and monitor the annual budget.
- (e) Print and circulate documents and publish articles.
- (f) Communicate with the SCTE headquarters, the state cable television association, and other associations interested in matters of concern to this organization.
- (g) Safeguard and deal properly with the funds and assets of the organization ensuring that an authorized SCTE National representative is a signatory on all financial accounts.
- (h) Devise and execute other measures as it deems proper and expedient to promote the purposes and to best protect the interests and welfare of this organization.
- (i) And other guidelines that may be set forth by the Operations Committee of the SCTE

Section 5: **Meetings of the Board.** The board of directors shall meet a minimum of 4 times each calendar year. Notice of meetings shall be made, written or verbally, by the secretary, or other designated officer, at least 7 days before the time appointed for the meeting. The president may, when he deems necessary, or the secretary shall, at the request of a majority of the board, issue a call for a special meeting of the board, and a 7 day notice shall be required for such meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

Section 6: **Quorum and Voting.** A minimum of fifty (50) percent of the elected board shall constitute a quorum for the transaction of business. A majority of members present may determine an issue. No proxy votes shall be permitted.

Section 7: **Absence.** Should any member of the board absent himself/herself unreasonably from 2 meetings of the board in a calendar year without sending a communication to the president or secretary stating his reason for absence, his seat on the board may be declared vacant by the board and the board may proceed forthwith to fill the vacancy.

Section 8: **Vacancies.** Whenever any vacancy occurs on the board of directors, a quorum of the remaining members of the board shall vote without undue delay to fill the seat for the remainder of the term or leave it unoccupied until the next election.

Section 9: **Removal of directors.**

- (a) Any one or more of the directors may be removed, with cause, at any time, by a majority vote of the members present at any board meeting where proper notification has been given, and the individual(s) has been afforded the opportunity to present a defense to the board prior to the vote.
- (b) Should a director be recalled, his position shall be filled in accordance with Article V, Section 8.

Section 10: **Action Without meeting.** Any action that could be taken by the board of directors at a meeting may be taken upon unanimous consent of the directors.

Section 11: **Liabilities.** Except in cases of fraud or acts of bad faith, the directors and officers of this organization shall not be held personally responsible for debts, obligations, or liabilities of the organization, or for their actions on behalf of the organization.

Section 12: **Indemnification.** The Chapter/Meeting Group shall indemnify and hold harmless any officer, director, or other representative of the Chapter/Meeting Group who was or is a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a representative of the Chapter/Meeting Group, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity, provided, however, that no persons shall be entitled to indemnification in any

instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

## ARTICLE VI: OFFICERS

Section 1: **Number.** The officer positions of this organization shall be:

President, President elect/Vice President, Secretary, Treasurer, Immediate Past President

Section 2: **Election.**

(a) Election of officers must be held annually. Officers shall be elected by (indicate one):

\_\_\_\_\_ A vote of the membership

The board of directors.

- (b) The term of office for officers shall be two years (except for the treasurer who shall serve a minimum of two years) and they shall serve in their position until their successors are elected and qualified.
- (c) Only board members shall be eligible for officer positions.
- (d) The chapter board officer structure shall not mimic a member's company management structure. If this requirement cannot be met, then a chapter must submit documentation to Headquarters detailing the reasons why this cannot be met and a waiver may be obtained.

Section 3: **Commencement of Term.**

- (a) The term of office for the officers shall commence immediately following election to the office.
- (b) The headquarters of the Society of Cable Telecommunications Engineers shall be notified of the results and/or any changes of officers within fifteen (15) days following the election or change. Notification shall be made on the chapter/meeting group Leadership Contact Form.

Section 4: **Duties and Powers.**

The duties and powers of the officers shall be:

- (a) **Chairman:** The immediate past president may assume the office of chairman with the majority approval of the board of directors. The chairman shall preside at meetings of the Executive Committee and the board of directors in the absence of the president
- (b) **President -** The president shall preside at all meetings of the Executive Committee, board of directors, and at this organization's annual meeting. He shall be a member ex officio, with right to vote, of all committees except the Nominating Committee. He shall also, at the annual meeting and at other times as he deems proper, communicate to the organization and/or the board of directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare, and increase the usefulness of the organization, and shall perform such duties as are necessary incident to the office of President. In the event that a decision regarding chapter funds and expenditures needs to be made without delay, the Chapter President is authorized to approve expenditures up to \$250.00 without prior board approval. The President, as soon as is practicable will notify the full Board of the expense amount and purpose.
- (c) **Vice President(s):** The vice president(s) shall assist the president as he requires. Immediate Past President: The Immediate Past President shall serve as an honorary non-voting (unless the Immediate Past President is still an elected Board member) member of the Board of Directors until the next Election. In the instance that the sitting President is re-elected, the Immediate Past President role is no longer valid until the sitting President leaves office.
- (d) **Secretary: It shall** be the duty of the Secretary or his delegate to give notice of and attend all meetings of the organization, and to keep a record of their business; to conduct all correspondence and carry out all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the

organization; to notify the officers and directors of their election; to notify members of their appointment to committees; to prepare, under the direction of the board of directors, an annual report of the organization; to submit in a timely manner all of the reports and forms to the headquarters of the Society of Cable Telecommunications Engineers, and generally devote his best efforts to forwarding the business and advancing the interests of the organization. An assistant secretary may be elected to assist the secretary, and may act in his absence. The secretary shall notify SCTE headquarters within fifteen (15) days following any changes in the organization's post office box.

(e) Treasurer:

- a. The treasurer, or his delegate, shall keep an account of all monies received and expended for the use of the organization. He shall make necessary disbursements with the approval of the board of directors. He shall deposit all sums received in a bank or trust company approved by the board of directors, and make a report at the annual meeting or when called upon to do so by the president. An assistant treasurer may be elected to assist the treasurer, and may act in his absence.
- b. The funds, books, and vouchers in the treasurer's hands shall be at all times under the supervision of the board of directors and subject to its inspection and control. At the expiration of his term of office, he shall deliver all books, monies, accounts, and other properties to his successor, or in the absence of a treasurer-elect, to the president. The treasurer shall report all financial transactions on the Quarterly Financial Report Form within 30 days of the close of each quarter to SCTE headquarters
- c. The treasurer shall advise SCTE headquarters of any changes to the bank name, bank location, bank account number(s), signatures on bank accounts or certificates of deposit, and ensure that one or more authorized SCTE representative(s) is a signatory on all accounts, within fifteen (15) days of any such change.

Section 5: **Vacancies.** All vacancies in any office shall be filled without undue delay by the board of directors at its regular meeting, or at a meeting specifically called for that purpose.

Section 6: **Compensation of Officers.** Officers shall not be compensated for their time, but may be reimbursed for reasonable expenses incurred upon the approval of the majority of the board of directors.

Section 7: **Removal.** Any officer may be removed from office, with cause, by a majority vote of the directors present at a meeting called for that purpose, after the officer in question has been afforded the opportunity to provide his defense to the board.

## ARTICLE VII: COMMITTEES

Committees may be set up by the Board of Directors to handle programs and issues as the need arise. Committees will include those listed in sections 1 and 2. Additional committees can include, Communication, Education, Vendor Day, and those needed on an ad-hoc or permanent basis.

Section 1: **Executive Committee.** The Executive Committee shall consist of the president, vice president(s), secretary and one additional member of the board of directors appointed by the president.. The Executive Committee may act on the behalf of the chapter in any matter when the board of directors is not in session. The Executive Committee shall report all its actions in writing within thirty (30) days of all meetings, or at the next full board of directors meeting, whichever comes first. The entire board of directors shall ratify or rescind all executive committee actions. At least **3** members of the Executive Committee must be present to constitute a quorum. Meetings may be called by any member of the Executive Committee with a minimum of **7** days notice to all other members. The Executive Committee shall have the treasurer's accounts reviewed at least once each calendar year, and report thereon to the board of directors.

Section 2: **Nominations Committee.** Each year, the board of directors shall appoint a nominating committee of **4** members. **It is preferred that at least 2 members be elected Board members. The duties of the Nominating Committee** shall be to seek out and nominate the best possible candidates to run for the office of director to be elected at the annual election. They shall notify the secretary in writing of the names of all such candidates at least **30** days prior to the elections so that the secretary can include this information with the notice of the annual **election** to all members. **A** board member shall serve as the committee chairman.

Section 3: **Committee Quorum.** A majority of any committee shall constitute a quorum for the transaction of business, unless any committee by a majority vote of its entire membership decides otherwise.

Section 4: **Committee Vacancies.** The committee chair shall have the power to fill any vacancies in the membership of any committee.

## **ARTICLE VIII: ASSETS**

No officer, director or member of the organization shall have any right, title, or interest in any of the assets or funds of the organization. All assets and funds of the organization shall be held exclusively for the benefit of the organization as a whole. Upon dissolution of the organization, all funds and assets must be remitted to the national treasurer to be held in escrow, and will only be used to pay any outstanding debts incurred by the organization, or to act as "seed money" for efforts to start a new organization in the same geographical area. (After three years, undistributed chapter escrow funds will revert to general funds.)

## **ARTICLE IX: LEGAL OBLIGATIONS**

The chapter shall comply with all federal, state and local laws, rules and regulations governing chapter operations. Also, the chapter shall comply with all applicable policies and reporting requirements to Headquarters in order for SCTE to maintain its tax exempt status.

## **ARTICLE X: DEFINITIONS**

Definitions of terms include:

- a) SCTE shall refer to the Society of Cable Telecommunications Engineers
- b) Board of Directors: Shall refer to the board of directors of the Gateway Chapter/Meeting Group of the Society of Cable Telecommunications Engineers, unless otherwise stated.
- c) His/He: Shall refer to both masculine and feminine gender.
- d) Participant: Shall refer to any attendee of Chapter/Meeting Group meetings or functions held by the Chapter/Meeting Group.

- e) Certification Examination: Testing session associated with an SCTE certification program and administered in accordance with the policy and procedures defined by SCTE
- f) Voting Affiliate: Shall refer to any person who selects a chapter (s) designation in their official SCTE membership record and holds current SCTE charter, fellow, senior, or active membership,

#### **ARTICLE X: PARLIAMETARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the organization in all cases to which they are applicable and are not inconsistent with these bylaws.

#### **ARTICLE XI: AMENDMENTS**

- (a) These bylaws may be amended by a majority vote of the total voting participants responding. Such a vote shall be valid upon at least 30 days notice prior to the voting date.
- (b) Society of Cable Telecommunications Engineers headquarters must be notified of any changes made to these bylaws within 15 days following the adoption of the changes. All bylaws and amendments must be approved by the Society of Cable Telecommunications Engineers Operations Committee.

#### **ARTICLE XII: SEVERABILITY**

- (a) Should any part of these bylaws be found to be invalid for any reason, all other parts shall remain in full force and effect.

Upon 30 day written notice the SCTE National Board of Directors can declare these bylaws null and void and assets will be managed as set forth in Article VIII