

# CHAPTER/MEETING GROUP BYLAWS SOCIETY OF CABLE TELECOMMUNICATIONS ENGINEERS

## ARTICLE I: NAME

Section I: **Name:** The name of this organization shall be the \_\_New England\_\_\_\_\_ (Chapter/Meeting Group) of the Society of Cable Telecommunications Engineers, Inc. (SCTE•ISBE) located in \_\_Foxboro, MA\_\_\_\_\_ (city, state).

## 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 and broadband communication industries 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•ISBE 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•ISBE Certification Programs.
- (f) Promote and encourage membership and active participation in 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 Society of Cable Telecommunications Engineers AND any 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 television 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•ISBE headquarters in maintaining an updated mailing list of local participants and chapter membership 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 chapter membership 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 Membership Meeting.** The first general meeting of each calendar year shall be deemed the annual meeting for the purpose of the chapter membership 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 membership meeting shall be held in the first quarter of each year and after the annual meeting of the board of directors.

Section 2: **General Meetings.**

- (a) A minimum of four general meetings will be held annually. The period between meetings shall be no more than four 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 SCTE•ISBE, to the headquarters of SCTE•ISBE 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. If there is a meeting fee then at least a 25% increase in fees between the SCTE•ISBE member and SCTE•ISBE nonmember fee must be established.
- (e) 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 of   5-12   (5-12) members 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 three (3) or more chapter membership 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) A chapter/meeting group may add up to   30   (30) Associate Board members as defined as follows. This position was created to engage those who show an interest in SCTE•ISBE 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.
- (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 beginning 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 Board 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 • ISBE.

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

- (a) The chapter will conduct elections for Board Members in the fourth quarter of each calendar year.
- (b) The board of directors shall be elected by the chapter membership affiliated with said chapter / meeting group for a term of two years. The election results shall be reported at the annual membership meeting of the Chapter/Meeting Group.
- (c) The board should form a nominations committee as noted in Article VII, Section 2 to properly administer the elections.
- (d) The election shall be for effectively 50 percent of the board seats as described in Article 5, Section 1(a). To encourage chapter participation, the nominations committee shall make every effort to identify at least one candidate more than the number of seats up for election.
- (e) 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 may entertain a motion to accept the candidates as duly elected.
- (f) Elections may be accomplished by allowing each chapter membership affiliate to vote in one of the following ways: i.) Mail ballot; or ii.) Electronic Ballot; or iii.) Casting a ballot in person at a designated meeting. During an election a majority of the board of directors not eligible for re-election will be responsible for ensuring the integrity of the vote.
- (g) 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. A quorum of the board of directors shall witness this action.
- (h) This Region's Representative will automatically be instated as an additional board member ex officio (and is afforded the same rights as an elected board member, without impact to quorum) upon commencement of his term as Regional Representative.
- (i) Any elected Board member, who runs for and is elected to a Regional Representative 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 Representative will immediately assume ex-officio status per Article V, Section 2 (h).

**Section 3: Commencement of Term.** The term of office for a director shall commence in January or within 30 days of when the chapter elections were held.

**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 four 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 • ISBE 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•ISBE Headquarters 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) Comply with other guidelines that may be set forth by the Chapter Support Committee of the SCTE•ISBE.

**Section 5: Meetings of the Board.** The board of directors shall meet a minimum of four times each calendar year. Notice of meetings shall be made, written or verbally, by the secretary, or other designated officer, at least 5 (5 to 30) 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 3 (2-5) day notice shall be required for such meeting. Refer to the Chapter Handbook for further definition of special meetings. Attendance by any individual at any meeting shall constitute a waiver of notice thereof for that meeting.

**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 unreasonably from 2 consecutive meetings of the board 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 president 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 decide without undue delay to either fill the seat for the remainder of the term, and conduct a vote to replace the board member, or leave it unoccupied until the next election.

**Section 9: Removal of Directors.**

- (a) All chapter leaders, including officers, board and associate members, must sign the conflict of interest/non-disclosure agreement form by the established deadline after commencing his/her term as a recognized chapter leader. If a chapter leader declines to sign off within 30 days of a request from Headquarters, such leader will no longer be recognized as a board member and will be vacated from his board position and title. Should a director be recalled, his position shall be filled in accordance with Article V, Section 8.
- (b) Any one or more of the directors may be removed by the board, 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.
- (c) Should a director be recalled, his position shall be filled in accordance with Article V, Section 8.

**Section 10: Action Outside Regularly Scheduled Board Meeting.** Any action which may be taken at a meeting of the Directors may be taken without a meeting if (i) a consent or consents in writing setting forth the action so taken is signed by all of the Directors then in office and filed with the Secretary of the Corporation or (ii) the Directors eligible to vote at any meeting of the Board approve such action unanimously via mail-in or email-ballot or via online survey or polling services. Any actions that do not receive the unanimous approval of the Directors eligible to vote shall be tabled and added to the agenda of the next Board meeting. If voting via e-mail ballot, any action which could be taken by the Board at a meeting may be taken by written consent of the Board in accordance with these bylaws. For purposes of this Section 10 of this Article V only, where these bylaws require the vote of a majority or higher percentage of the Board present and voting at a meeting where a quorum is present, such vote shall be of the entire Board. The board may also conduct E-voting provided that a written motion is made and a second is recorded. For the motion to pass, the results of the E-voting must be unanimous. In the event that the results of the vote are not unanimous, the motion shall be tabled and added to the next Board meeting. The Secretary of the Board will tally the votes and report the results to the Board. Members of the Board of Directors shall "Reply to All" when E-voting.

**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, Vice-President, Secretary, Treasurer, Chairman.

Section 2: **Election.**

Election of officers must be held at the annual meeting of the board of directors. Officers shall be elected by the newly elected board of directors.

- (a) The term of office for officers shall be one year (except for the secretary and treasurer who shall serve a minimum of two years) and they shall serve in their position until their successors are elected and qualified.
- (b) Only board members shall be eligible for officer positions.
- (c) 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.
- (d) In the case of multiple candidates for an elected position for one of the officers of the board, ballots will be prepared listing the names of all candidates for that position. Each eligible voter should cast a vote for their first choice. In the event of a tie for first place, a second round of voting will be used to select a winner. In the second round of vote counting, only the tied candidates will be placed on the ballot. Each eligible voter should cast a vote for their first choice. In the unlikely event that after all votes are counted and no candidate has been declared a winner, the remaining tie will be resolved via a coin toss in accordance to Article V Section 2(g).

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: **Term Limits.**

- (a) Each officer position is allowed one re-election for a maximum term limit for President and Vice President of two years and secretary and treasurer a maximum term limit of four years. Once an officer reaches their maximum elected to that position, they would need to sit out from that position for at least one year before being eligible to be re-elected to the same officer position, and their term limit resets.
- (b) Officers who are on the executive committee and reach their maximum term limits would be eligible for other executive committee officer positions for up to five consecutive years. At that point, they would need to sit out from the executive committee for at least one year before being eligible to be re-elected to an officer position and their term limit resets.

- (c) Chapters who are unable to replace their officers after they hit their maximum term limits must send a written request to the NCLB subcommittee and their regional representative asking for an exemption. The NCLB Subcommittee and their regional representative shall notify headquarters of the request and could call for a 100% election of all board members if the exemption is not granted.

**Section 5: 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 will be installed as an additional Board member 'ex officio', excluding any impact on quorum. The chairman will have the right to vote, only in the case of a tie, unless he also holds a voting board seat. The chairman's position is limited to 2 terms, and follows the term of the current president. The chairman will serve as a mentor to the current president and Board of Directors, acting in a position to provide continuity in process and operations.
- (b) **President:** The president shall arrange and 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 monitor progress of chapter's goals and objectives; enforce bylaws and send updated bylaws to SCTE•ISBE Headquarters. The president will appoint committees, identify and implement services/programs for chapter members and recognize the achievements of members as appropriate. 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.
- (c) **Vice President:** The vice president shall assist the president as required, identify and implement services for Chapter members and keep current and promote the mission of the SCTE•ISBE locally. The vice president should be preparing himself for succession to the president's position, upon the completion of the term of the current president.

The vice president's duties shall include:

- Monitor the Chapter Compliance and Awards Matrix
  - Act as the parliamentarian with respect to the Chapter bylaws
  - Support and monitor the Associate Board Member program
  - Advise and assist the president as requested
  - Assume president's role in president's absence
- (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 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•ISBE headquarters within fifteen (15) days following any changes in the organization's address or 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. Maintain financial records and reconcile discrepancies, prepare annual budget with help from other officers, update the SCTE • ISBE headquarters approved accounting software on a quarterly basis and send the bank statements to SCTE • ISBE and copy all chapter board members (for internal use only), maintain banking relationship with local bank, ensure that 501c6 disclaimer is on chapter receipts and advertisements and the chapter abides by all SCTE • ISBE/IRS financial requirements.
- C. The funds, accounting software passwords, 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 update and reconcile the SCTE • ISBE headquarters approved accounting software accounts and report all bank statements as well as any applicable receipts within 30 days of the close of each quarter to SCTE • ISBE headquarters.
- D. The treasurer shall advise SCTE • ISBE headquarters of any changes to the bank name, bank location, bank account number(s), and signatures on bank accounts or certificates of deposit, and ensure that an authorized SCTE • ISBE representative is a signatory on all accounts, within fifteen (15) days of any such change.

Section 6: **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 7: **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 8: **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 one, two and three below. Additional committees can include Communication, Audit, 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, treasurer, 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 51% 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   3   (2-5) days' notice to all other members.

Section 2: **Nominations Committee.** Each year, the board of directors shall appoint a nominating committee of   5   (2-5) members, one of whom shall be a member of the board, whose duty it 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   17   (14-45) days prior to the elections so that the secretary can include this information with the notice of the annual meeting or election to all members. The board member shall serve as the committee chairman.

Section 3: **Financial Review Committee.** Each year, the board of directors shall appoint a financial review

committee of 3 members, two of whom shall be a member of the elected board but not an officer of the board, whose duty it shall be to review the financial information of the chapter. The third committee member can be an associate member or an SCTE•ISBE member affiliated with the chapter. They shall review the budget, all bank statements and financial reports for the previous fiscal year and prepare a final report for the chapter documenting any issues they may find during the process. An elected board member shall serve as the committee chairman. The deadline for submission is September 30 or as defined in the compliance matrix.

Section 4: **Committee Quorum.** A minimum of fifty (50) percent of the committee shall constitute a quorum for the transaction of business.

Section 5: **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 SCTE•ISBE treasurer or his designee 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•ISBE to maintain its tax-exempt status.

## **ARTICLE X: DEFINITIONS**

Definitions of terms include:

- a) SCTE•ISBE shall refer to the Society of Cable Telecommunications Engineers.
- b) Board of Directors: Shall refer to the board of directors of the \_\_\_\_\_New England\_\_\_\_\_ 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•ISBE certification program and administered in accordance with the policy and procedures defined by SCTE•ISBE.
- f) Chapter Membership Affiliate: Shall refer to any person who selects a chapter(s) designation in their official SCTE•ISBE membership record and holds current SCTE•ISBE charter, fellow, senior, or active membership.

## **ARTICLE XI: PARLIAMENTARY 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 XII: AMENDMENTS**



- (a) These bylaws may be amended by a majority vote of the total voting board 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 Chapter Support Committee.

### **ARTICLE XIII: 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.
- (b) Upon 30 days written notice the SCTE•ISBE Board of Directors can declare these bylaws null and void and assets will be managed as set forth in Article VIII.