

BY-LAWS OF THE STUDENT TELEVISION NETWORK, INC.

ARTICLE I

NAME

The name of this organization shall be Student Television Network, Inc.

ARTICLE II

OBJECTIVES

Section I. To encourage and maintain an enthusiastic interest in the Student Television Network, Inc.

Section II. To lend all possible support, moral and financial, to the Student Television Network, Inc.

Section III. To confer and cooperate with those in charge of the Student Television Network, Inc.

Section IV. To build and maintain an organization which will promote the progress, development and activities of the Student Television Network, Inc.

Section V. To unite in a common bond without regard to race, sex, religion, creed, national origin or disability of students and adults in activities of the Student Television Network, Inc.

ARTICLE III

MEMBERSHIP

Section I. The membership of this organization shall be any school with a video production class, club or organization, or with plans to form such a class, club or organization: or community programs, groups providing video instruction or support to secondary students, or corporate video, broadcast or film organizations interested in the progress and development of the Student Television Network, Inc.

Section II. Membership dues shall be determined each year at an annual meeting of the Executive Council of the Student Television Network, Inc., and should be paid by October 1 for full membership benefits. Membership runs from September 1 to August 31 of the following year.

Section III. The member school or organization must designate an adult

representative who shall act as the contact person for the member school or organization regarding all activities, and opportunities of the Student Television Network, Inc.

Section IV. Each member school shall have one vote on matters presented by the Student Television Network, Inc. That vote may only be cast by the designated adult representative of the member school. Non-school member organizations will not be considered voting members of the Student Television Network, Inc.

ARTICLE IV

Officers

Section I. Officers of this organization shall be President, Vice-President, Secretary, and Treasurer. The officers shall perform the duties outlined in these by-laws, and by Roberts Rules of Order Newly Revised. The officers may appoint a parliamentarian familiar with these rules to assist at formal meetings of the Student Television Network, Inc. Executive Council.

Section II. The officers shall be elected annually from and by the Executive Council membership.

Section III. No member may hold more than one office at a time. No officer may serve more than two consecutive terms in the same office.

Section IV. In an event an officer is unable to serve his term of office, that office is declared vacant. An election by the Executive Council shall be held at the next meeting to fill the vacancy for the remainder of the term.

Section V. The officers shall be voting members of the Executive Council, and shall be elected from that council. Each officer shall have one vote on matters before the Executive Council. The current President only votes to break a tie.

ARTICLE V

Duties of Officers

Section I. The President shall preside at all meetings of the organization and of the Executive Council, shall appoint committee chairpersons, and shall perform such duties as the organization may direct.

Section II. The Vice-President shall perform the duties of the President in his/her absence, and shall assist the President as the organization may direct.

Section III. The Secretary shall record the proceedings of all meetings of the

organization and the Executive Council, shall conduct correspondence as necessary, and shall perform duties the organization may direct.

Section IV. The Treasurer shall keep an accurate record of all receipts and disbursements, showing each activity separately, as well as a complete record of all funds, shall render reports at each regular meeting and as requested by the President, shall render a year-end report at the end of the fiscal year, August 31.

Section V. The Treasurer's term will end with a final financial report supplied to the Executive Council, to be published in the regular minutes, to be made available to the membership.

ARTICLE VI

Meetings

Section I. The regular meetings of the Executive Council shall be held via conference call or in person every quarter.

Section II. Special meetings may be held (with a ten-day notice) at the request of the President or the majority of the Executive Council. This request may be sent via e-mail or phone call, and an attempt to contact all Executive Council members and officers must be made. The purpose of the meeting must be stated in the original notification.

Section III. The majority of the Executive Council shall constitute a quorum.

ARTICLE VII

The Executive Council

Section I. The Executive Council shall consist of 16 members.

Section II. An election committee shall be appointed by the President to run the yearly elections. A member of the Executive Council will chair this committee. No one running for election shall serve on this committee. Elections shall be held on or about May 1 each year. Regional Executive Council members will be elected by members of the Student Television Network, Inc., who will vote only on their region's representative.

Section III. Twelve members shall be elected to the Executive Council for two-year alternating terms by the members of the Student Television Network, Inc. One regional representative will be elected from each of the six previously

designated regions. These representatives may be re-elected by their regions.

Section IV. There shall be three at-large members who will be elected by the general membership to serve two-year alternating terms. These "at-large" members shall be elected by the members of the Student Television Network, Inc.

Section V. The immediate past President shall also serve as a member of the Executive Council for two years after his or her term ends and will be a voting member.

Section VI. Elections will be conducted via e-mailed ballots sent at a time to be designated by the election committee. The membership will receive notice two months before all general and regional elections.

Section VII. The election of the Executive Council shall be by plurality on any ballot. In the case of a tie, only those with the highest equal number of votes will be placed on a repeated ballot.

Section VIII. Members of the Executive Council who miss more than two conference call meetings in a calendar year may be removed from the Executive Council by a majority vote of that body. Three absences in a calendar year shall constitute vacating of the seat.

Section IX. In case an Executive Council member vacates before his/her term expires, the president shall appoint a replacement to fill the duration of the term.

ARTICLE VIII

Committees

Section I. There shall be the following standing committees, which shall be appointed by the President: Membership, Communications, Contests, Special Projects, Online, Diversity, and Elections.

Section II. Committee members shall be composed of a minimum of two current members in good standing, and may or may not include members of the Executive Council.

Section III. Committee chairpersons shall be appointed by the President and shall serve one full year.

Section IV. The Membership committee shall work to increase membership and also try to increase diversity of membership.

Section V. The Communications committee shall publish the e-newsletter every month, and other print and electronic notices to keep the membership informed about activities and special opportunities.

Section VI. Contest committee members shall arrange for all Student Television Network, Inc. sponsored contests and will oversee the expense and coordination and deadlines of those events. This committee will work closely with the online staff or webmaster to coordinate these events, as well as with the Communications committee.

Section VII. The Online Committee will work closely with the Student Television Network, Inc. webmaster to assure the web content is consistent with the Student Television Network, Inc. by-laws and objectives, and represents the organization in a professional manner. This committee may assist the webmaster by providing special content for the website and soliciting special services to enhance the web content.

Section VII. The Diversity Committee will help Student Television Network, Inc. seek new members and supporters from diverse backgrounds and help ensure the organization is consistently making efforts to broaden its efforts to reach diverse communities with an interest in scholastic video.

Section IX. The Special Projects committee shall perform duties and make reports about projects that fall outside the parameters of the other standing committees, as assigned by the President.

Section X. The Election Committee shall run the annual elections and search for interested members to serve on the Executive Council. This committee shall communicate to the membership what positions are open and that a search for interested members to serve is under way. Members can communicate with the committee if interested in serving. This committee will notify membership by email with information on elections.

ARTICLE IX

Staff

Section I. Student Television Network, Inc. is an equal Opportunity Employer/ Organization. Applicants are considered for all positions without regard to race, color, religion, sex, national origin, age, marital or veteran status, or the presence of a non-job related medical condition or disability.

Section II. The Executive Council may hire staff for the organization, paid and otherwise, to assist with the day-to-day operations of Student Television Network, Inc., or for special projects that need staffing for a period of time during the year.

Section III. All staff positions will be advertised on the Student Television Network, Inc. website for at least two weeks before candidates begin the interview process.

Section IV. The officers will conduct the interviews via telephone or in person, and recommend the hiring of personnel based on those interviews and submitted applications and resumes.

Section V. Staff positions will be offered only at the behest of the Executive Council and no member of the Executive Council may also hold a staff position.

Section VI. The officers shall evaluate all staff personnel and determine the status of those individuals on a regular basis.

ARTICLE X

Accounting:

Section I: All accounting, incoming and outgoing funds must be handled by the Treasurer. The treasurer shall have the authority to maintain a 501-C3 organizational-type checking account at a local bank, using his/her own signature as the sole signature on the account.

Section II: Receivables:

Any monies collected under the STN name, for any purpose, should be immediately sent to the Treasurer. All receivables will then be immediately deposited into the STN bank account, and reflected on the next treasurer's report.

Section III: Payables:

Part 1. The treasurer shall have the authority to dispense up to \$299 without other approvals. The treasurer should use this/her own judgment on these expenditures and be prepared to explain to the Executive Council through the Treasurer Reports.

Part 2. For all expenditures \$300 or more, an established Fund Request Form will be made available to the Executive Council. This Form shall be required before any money transactions are to take place. The Form should be mailed/e-mailed to the treasurer. The treasurer will then copy the request via e-mail to the other three officers: President, Vice-President and Secretary. Three officers must sign off on the request via e-mail or in writing before payment is made. The treasurer would count as one, needing only two other officer approvals. If the treasurer declines payment, the other three officers approval would be required.

Part 3. For all expenditures \$5,000 and over, the same Fund Request Form will be used, except approval must be made by the Executive Council — 2/3 of all existing council members. If there are 12 Executive Council members, eight must vote to approve the expenditure.

Part 4. The treasurer will be responsible for maintaining and updating a complete report on all transactions. A treasurer's report should always be on file and readily available to the Executive Council. This report must always be presented in any official STN Executive Council meeting.

Part 5. Accounting for CampSTN and STN Convention, Inc, are separate and have their own treasurers.

Article XI

Convention

Section I. The Student Television Network, Inc. will host an annual national convention for its affiliates. This convention will seek to provide unique learning opportunities for the affiliate schools and offer activities related to journalism, video production and film.

Section II. It will be the common practice for the Executive Council to partner with other organizations compatible with Student Television Network, Inc. objectives in hosting these conventions, but any contracts with outside organizations must be approved by the Executive Council after seeking legal counsel to protect the interests of Student Television Network, Inc.

ARTICLE XII

Goals and Philosophy

Section I. Student Television Network, Inc. is a non-profit organization. The goal of the Student Television Network, Inc. is to support and promote scholastic broadcasting. To that end, Student Television Network, Inc. will seek to put money earned from contests and conventions back into the organization by upgrading activities, improving communication with affiliates, enhancing online efforts, reaching out to diverse communities and individuals, and sponsoring special projects which will benefit students and teachers. The Executive Council shall seek to protect the organization's long-term interests while adhering to the philosophy stated above.

ARTICLE XIII

Amendments

Section I. All proposed amendments to the By-Laws shall be submitted in writing to the Executive Council.

Section II. Upon a two-thirds majority affirmative vote of the Executive Council, a proposed amendment or an amended form of the proposed amendment to the By-laws shall be submitted to the Student Television Network, Inc. membership.

Section III. Upon a majority affirmative vote of the ballots cast by the Student Television Network, Inc. membership, the proposed amendment to the By-laws is adopted.