



BYLAWS
OF
STUDENT TELEVISION NETWORK, INC.
Incorporated under the laws of the State of Delaware

ARTICLE I
NAME, LOCATION AND OFFICES

Section 1.1 Name.

The name of the Corporation shall be: STUDENT TELEVISION NETWORK, INC.

Section 1.2 Registered Office and Agent.

The address of the registered office of the Corporation is 2768 Loker Avenue West, Carlsbad, CA 92010. The name of the registered agent of the Corporation is Corporate Creations Network, Inc.

ARTICLE II
PURPOSES AND PRINCIPLES

Section 2.1 Purpose.

The Corporation shall be a non-stock, non-profit Corporation, which shall engage in any lawful act, or activity for which non-profit organizations may be organized under the State of Delaware Non-Profit Corporation Act. It shall be organized and operated exclusively for such purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

The purpose or purposes of the Corporation shall be to operate as a charitable and educational organization to support, to promote, and to recognize excellence in scholastic broadcasting, in creative video (film) making, and in interactive mediums in a global world. The Corporation may also engage in other charitable and educational activities consistent with an organization exempt from Federal Income Taxation under 501(c)(3) of the Internal Revenue Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE III
LOCATION AND CORPORATE SEAL

Section 3.1. Principal Office of the Corporation.

The Company may maintain offices and places of business at such other place or places within or outside the State of Delaware as the Members determine. Offices may also be maintained at such other places where the business of the Corporation may be transacted and meetings of Directors held. The Board of Directors may designate places as needed from time to time.

Section 3.2 Seal. The Corporation may adopt a seal.

ARTICLE IV
PURPOSES OF GOVERNING INSTRUMENTS

Section 4.1 Non-profit Corporation.

The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Delaware

Non-Profit Corporation Act.

Section 4.2 Section 501(c)(3) Only.

The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the Articles of Incorporation, are exclusively within the meaning of 501(c)(3) of the Internal Revenue Code, as specified in the Articles of Incorporation.

Section 4.3 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE V
MEMBERSHIP

Section 5.1 Members.

The Corporation will have members comprised of those individuals and/or entities who subscribe to the purposes, principles and ideals of the Corporation and who the Board of Directors agrees to so recognize as members of the Corporation. These members shall be known as affiliates and will be non-voting members. The Board of Directors shall determine yearly dues that may be required of affiliates. Affiliates shall have the privilege to nominate individuals to serve on the Board of Directors. Others who subscribe to the purposes, principles and ideals of the Corporation may join as non-nominating members. The Board of Directors may designate additional membership categories and shall determine the yearly dues required of these non-nominating members.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the Corporation and the government and management of the Corporation shall be vested in the Board of Directors. All of the powers, duties, and functions of the Corporation as conferred by the Articles of Incorporation, these Bylaws, state statutes, or otherwise, shall be exercised, performed, or controlled by the Board of Directors.

(b) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction over the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee and/or chief executive officer, executive director or program director. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws. The fundamental purposes of the Corporation, as expressed in the Articles of Incorporation and these Bylaws, shall not be amended or changed except by a majority vote.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any Director, member, director, officer, or other private person or individual. Provided, however, in accordance with Section 6.9 herein, any Director, member, director, officer or other private person shall be entitled to reasonable compensation for services rendered to the Corporation.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board of Directors is authorized to employ such person or persons, including an executive director/chief executive officer, program director, creative director, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

Section 6.2 Initial and Regular Board of Directors.

The regular Board of Directors shall consist of a minimum of fifteen (15) Directors and a maximum of thirty (30) Directors. Fifty-one percent (51%) or more of the Directors shall be educators from affiliate schools. The initial Directors of the Corporation shall be those individuals elected or appointed as the previously known entity, the STN Executive Council.

Section 6.3 Election and Tenure.

The Board of Directors shall hold office for the fiscal year (July 1 – June 30) for a term of up to 6 years. A one-year span is required before serving on the Board for any additional terms. Directors shall be elected at the annual meeting by the then present Board of Directors. With the reorganization of STN in 2009, all Board members' terms began as of 2009.

Each of the organization's designated regions (currently U.S. West, U.S. Southwest, U.S. Mideast, U.S. Midwest, U.S. South, U.S. East, and one region including areas outside the U.S. known as the Global Region) is entitled to representation on the Board of Directors, and affiliates may make nominations for themselves or others to fill vacancies from its region. U.S. regions may each have two Directors. The Global Region may have one Director until its membership is equal to the smallest U.S. region, at which time its allotted number of Directors will increase to two. Upon receipt of nominations, the President shall determine the eligibility and qualification of each nominee. The President shall submit the potential nominees to the Board for a vote of approval for a position on the Board. This vote may occur during a meeting or by email.

Section 6.4 Resignation.

Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the acceptance thereof as determined by the Board of Directors.

Section 6.5 Removal.

Any Director may be removed with or without cause at any time during their term at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of all the members of the Board of Directors, if notice of intention to act on such matter shall have been given in the notice calling such meetings. A removed Director's successor may be elected at the same meeting to serve the unexpired term. A Director may be removed from office for missing any three (3) meetings in a given fiscal year. These meetings include, but are not limited to telephone conference call meetings, convention meeting and summer meeting.

Section 6.6 Vacancies.

Any vacancy on the Board of Directors arising at any time and for any cause, including the authorization of an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote of the Board of Directors. Each Director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his/her successor.

Section 6.7 Committees of the Board of Directors.

By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate committees made up of directors and affiliates. Each committee shall include at least one Director. These committees may include advisors from outside sources to help the committees complete their work.

Section 6.8 Compensation.

No Director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument in his/her capacity as a Director, unless authorized by the affirmative vote of all of the Board of Directors. This shall not preclude the payment of a reasonable salary or compensation to a Director for services rendered to the Corporation.

ARTICLE VII
MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 Place of Meeting.

Meetings of the Board of Directors may be held at any place as determined by the Board of Directors from time to time. No call shall be required for regular meetings for which a time and place have been fixed and all members of the Board have been notified of same. Meetings may be held by telephone or by email, in the case of specific issues.

Section 7.2 Annual Meeting; Notice.

The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 7.5 of these Bylaws, notice of the time and place of such annual meeting shall be given by the Secretary either personally, or by telephone, by mail, by facsimile or by e-mail, return receipt requested, at least 10 days in advance of the meeting.

Section 7.3 Regular Meeting; Notice.

Regular meetings of the Board of Directors may be held from time to time between annual meetings at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally or by telephone, by mail, by facsimile, or by e-mail, return receipt requested, at least 10 days in advance of the meeting.

Section 7.4 Special Meetings; Notice.

Special meetings of the Board of Directors may be called by or at the request of the President or by any two (2) of the Directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary either personally, or by telephone, by mail, by facsimile, or by e-mail, return receipt requested, in sufficient time for the convenient assembly of the Directors.

Section 7.5 Waiver.

Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 7.6 Quorum.

At meetings of the Board of Directors, a majority of Directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 7.7 Vote Required for Action.

Except as otherwise provided in these Bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a Bylaw is provided for in Article XIV of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 6.6 of these Bylaws.

Section 7.8 Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or email, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy or email, shall be placed in the minute book.

Section 7.9 Telephone, Email, and Similar Meetings.

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 7.10 Adjournments.

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting, which was adjourned.

ARTICLE VIII
NOTICE AND WAIVER

Section 8.1 Procedure.

Whenever these Bylaws require a notice to be given to any Director, the notice shall be given as prescribed in Article VII. Whenever notice is given to a Director by mail, the notice shall be sent first class mail by depositing the same in a post office or letter box, in a postage prepaid sealed envelope addressed to the Director at his or her address as it appears on the books of the Corporation; and such notices shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by mail or e-mail at the time notice is filed with the transmitting agency or otherwise transmitted by the sender.

Section 8.2 Waiver.

Whenever any notice is required to be given to any Director by law, the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE IX
EXECUTIVE COMMITTEE

Section 9.1 Number and Election.

The Board of Directors may, in its discretion, appoint an Executive Committee of up to five (5) individuals, each to serve at the pleasure of the Board of Directors for a one-year term. One of those members may be the Past-President.

Section 9.2 Authority. [Oversight day to day]

The Executive Committee shall report to the Board of Directors and shall assume such oversight and day-to-day duties as are assigned by the Board of Directors. Any authorized action taken by the Executive Committee shall be as effective as if it had been taken by the full Board of Directors. Any advisory board or STN committee, however, must have written authorization from the Board of Directors in order to take action on behalf of the Corporation. The President shall be an ex-officio member of any and all advisory boards and committees.

Section 9.3 Regular Meetings.

Regular meetings of the Executive Committee may be held at such time and place as the Executive Committee may provide from time to time including via telephone or internet.

Section 9.4 Special Meetings.

Special meetings of the Executive Committee may be called by the President or at the request of any member of the Executive Committee.

Section 9.5 Notice.

Notice of any special meeting of the Executive Committee shall be given at least twenty-four (24) hours previous thereto by written notice, facsimile machine or tele/photocopier, telephone, e-mail, return receipt requested, or in person. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A member of the Executive Committee may waive notice of any meeting of the Executive Committee. The attendance of a member at any meeting of the Executive Committee shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee attends a meeting of the Executive Committee for the express purpose of objection to the transaction of any business because such meeting is not lawfully called or convened.

Section 9.6 Quorum.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee; provided, however, that if fewer than a majority of the members of the Executive Committee are present at such meeting, a majority of the members of the Executive Committee present may adjourn such meeting from time to time without further notice.

Section 9.7 Manner of Acting.

The Executive Committee will follow parliamentary rules contained in Robert's Rules of Order, Newly Revised.

The act of the majority of the members of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee, and the Executive Committee shall keep regular minutes of its proceeding, which shall at all times be open for inspection by the Board of Directors.

Section 9.8 Presumption of Assent.

A member of the Executive Committee who is present at a meeting of the Executive Committee at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of such member of the Executive Committee shall be entered in the minutes of such meeting, or unless such member of the Executive Committee shall file a written dissent to such action with the person acting as secretary of such meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the secretary of the Corporation immediately after the adjournment of such meeting. Such right to dissent shall not apply to a member of the Executive Committee who voted in favor of such action.

ARTICLE X
EXECUTIVE COMMITTEE DUTIES AND RESPONSIBILITIES

Section 10.1 Number and Qualifications.

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all elected by the Board of Directors. The President shall act in the traditional capacity and consistent with a corporate President. The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President, Vice President, Secretary and Treasurer. One person may hold more than one office, other than the offices of President and Secretary which may not simultaneously be held by the same person.

Section 10.2 Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof.

Section 10.3 Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the Corporation will be served thereby upon the vote of a majority of the Board of Directors.

Section 10.4 Vacancies.

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

Section 10.5 President.

The President shall be a member of the Board and shall preside over all meetings of the Board of Directors. He/she may sign, deeds, mortgages, contracts, letters of agreement, checks, drafts, notes or other orders for the payment of money or other evidences of indebtedness and any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall also be authorized to sign any statements and reports required to be filed with state or federal officials or agencies. In general, he/she shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

The President shall provide leadership to the Board of Directors. The President shall appoint the chairpersons of committees in consultation with the Board of Directors. The President shall play a leading role in fundraising activities and monitor financial planning and financial reports. The President shall annually evaluate the performance of the Corporation in furthering its purposes and perform other responsibilities as the Board of Directors assigns.

Section 10.8 Vice President.

In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President of the Board or by the Board of Directors. The Vice President shall further be a member of the Board of Directors.

Section 10.9 Secretary.

The Secretary shall be a member of the Board of Directors and shall:

- (a) keep the minutes of the meetings of the Directors in one or more books provided for that purpose;

(b) ensure the minutes are distributed shortly after each meeting;

(c) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;

(d) be custodian of the corporate records of Incorporation;

(e) may sign or countersign all checks, drafts and orders for the payment of money; and

(f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, or by the Board of Directors.

Section 10.10 Treasurer.

The Treasurer shall be a member of the Board of Directors and shall be the chief financial officer of the Corporation. The Treasurer shall have supervision of the corporate funds and securities, and shall work with the corporate staff to ensure a full and accurate accounting of receipts and disbursements of the Corporation, and shall deposit or supervise the deposit of all monies and all valuables in the name of and to the credit of the Corporation into depositories designated by the Board of Directors. The Treasurer may sign or countersign all checks, drafts, and orders for the payment of money and may pay over or dispose of the same under the direction of the Board of Directors and may sign or countersign all notes for other obligations of indebtedness of the Corporation.

The Treasurer shall provide an annual budget to the Board of Directors for its approval and ensure development and board review of financial policies and procedures.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 11.2 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by these bylaws or by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 11.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Investments.

The Board of Directors may prudently choose to invest corporate funds in short or long-term depositories or other investments for the purpose of obtaining a more desirable rate of return on corporate funds that are determined to exist above the normal operating budget demands.

Section 11.5 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII

INDEMNIFICATION AND INSURANCE

Section 12.1 Indemnification.

In the event that any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees, and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, Director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, Director, employee, or agent of another Corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined, in the manner provided under Delaware law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under Delaware law; and, to the extent it is so determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Delaware law.

Section 12.2 Indemnification Not Exclusive of Other Rights.

The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Certificate of Incorporation or Bylaws, or any agreement, vote of members or disinterested Directors, or otherwise as to action in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, Director, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 12.3 Insurance.

To the extent permitted by Delaware law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, Director or agent of another joint venture, trust or other enterprise.

ARTICLE XIII

MISCELLANEOUS

Section 13.1 Books and Records.

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 13.2 Fiscal Year.

The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. The initial fiscal year end of the corporation and all years thereafter until and unless changed by vote of the Board of Directors shall be June 30.

Section 13.3 Internal Revenue Code.

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, or the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

Section 13.4 Construction.

Whenever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 13.5 Headings.

The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written materials.

Section 13.6 Relation to Articles of Incorporation.

These Bylaws are subject to, and governed by, the Articles of Incorporation.

Section 13.7 Parliamentary Authority.

The rules contained in Robert's Rules of Order, Newly Revised shall govern meetings of the Corporation in all cases where they are applicable and in which they do not conflict with these bylaws.

ARTICLE XIV

AMENDMENTS

Section 14.1 Power to Amend Bylaws.

The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

Section 14.2 Conditions.

Action by the Board of Directors with respect to Bylaws shall be taken by a majority of all the Directors then in office.

ARTICLE XV

TAX EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such manner as to assure its status as an organization exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI

DISSOLUTION

Upon dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all assets of the Corporation to one or more regularly-organized and qualified charitable, educational, or scientific organizations as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors, as more fully specified in the Articles of Incorporation of the Corporation.

These are the current rules of operation as adopted by the Board of Directors of Student Television Network, Inc.

Officer

Date