

GUIDELINES FOR GOVERNANCE OF THE WEST TENNESSEE PUBLIC TELEVISION COUNCIL BY ITS BOARD OF DIRECTORS

The purpose of these guidelines is to provide the members of the Board of Directors of The West Tennessee Public Television Council (“WLJT”) with information, which will enable them to identify and carry out their responsibilities as Directors. These guidelines do not replace or modify the Articles of Incorporation or Bylaws of The West Tennessee Public Television Council, which each Director should carefully read. To be a productive member of the Board, a Director should take time to understand the mission of WLJT, develop a vision for WLJT’s future, and work with the other Directors and management to best accomplish that mission.

I. CORPORATE PURPOSE AND MISSION OF WLJT

WLJT has adopted the following statement of its corporate mission:

WLJT’s mission is to educate, enrich and enlighten by providing programs and services of quality and value to West Tennessee and the surrounding area.

II. MEMBERS OF THE BOARD

- A. WLJT’s Bylaws provide for 16 members consisting of 15 members who are elected by the Board, and the General Manager of WLJT. Elected Directors serve three-year terms. The terms of office of directors are staggered so that approximately one-third of the Directors are elected at the regular annual meeting with their terms of office to begin upon the termination of such annual meeting. Except for those Board members who are serving as the President or Vice-President (and such other persons as are excepted in unusual circumstances by the Board), any elected Director who has served for two consecutive full terms of office is ineligible to serve again until a period of one year has elapsed.
- B. The Board shall consist of those persons who have unique and valuable capabilities so that the Board as a whole will possess collective expertise, experience, fund raising potential and wisdom, which will enable WLJT to accomplish its mission. The Board should reflect a cross-section of the communities and demographic groups served by WLJT.
- C. Persons should only be nominated and elected to membership on the Board who have evidenced a desire and capability to regularly attend meetings of the Board and those committees to which they are assigned, and to assist WLJT in other matters as they may be called upon to do from time to time.

III. RESPONSIBILITIES OF BOARD MEMBERS

- A. Directors of WLJT must perform his or her duties “in good faith, in a manner such Director believes to be in the best interest of the organization, and with such care, including reasonable inquiry, as an ordinary and prudent person in a like position would use under similar circumstances.” In performing their duties, Directors are entitled to rely, in good faith, on information (including opinions, reports, statements and financial data) prepared or presented by WLJT’s officers and employees, legal counsel, accountants, and other professionals or experts as well as a committee of the Board as to matters within that committee’s delegated authority.
- B. More specifically, it is expected that Directors will accept and fulfill the following responsibilities:
1. To inform themselves about WLJT.
 2. To regularly attend Board meetings.
 3. To participate, if requested, in committee work or to perform a specific Board or Board committee function if the request for such work or function can be reasonably accommodated by the Director.
 4. To select a General Manager who shall be Chief Executive Officer of WLJT and to monitor the General Manager’s performance.
 5. To review and evaluate the various functions of WLJT to determine that they are consistent with its stated mission.
 6. To review WLJT’s current and prospective financial position by reference to financial statements, cash flow charts, budgets and other relevant information and take whatever steps as may be necessary or appropriate to insure WLJT’s financial integrity and to select and appoint independent auditors.
 7. To assist in fund-raising programs, as those programs may be defined by the Board from time to time, and to support WLJT financially to the extent commensurate with a Director’s own circumstances.
 8. To be a spokesperson for WLJT informing others, both casually and formally, when needed, of its role and accomplishments.
 9. To elect officers in accordance with WLJT’s Bylaws.

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10. To elect Board members and to assess the performance of the Board and its members as is necessary or appropriate from time to time to determine that each member and the members collectively are meeting their responsibilities.

In fulfilling these particular responsibilities and any others which a person may have as a Director, each Director should be mindful that it is his or her overall responsibility to plan, authorize and review overall policies and procedures, but not to administer the day-to-day operations of WLJT, which is the responsibility of its officers and employees.

IV. BOARD PROCEDURES

- A. The officers are elected to office by the Board from among its members. The President, together with the General Manager, prepares the agenda for each Board Meeting. The President presides over each meeting of the Board.
- B. Subject to the Bylaws, the terms of office of the President and Vice-President of the Board will be two years, and the Vice-President may be asked to succeed to the office of President upon the expiration or other termination of the term of office of the outgoing President, and subject to election by the Board of Directors.

V. COMMITTEES

The roles of the standing committees of the Board of WLJT are most important. These committees report to the Board and request of it such action or actions as are necessary or appropriate. The members of all standing committees of the Board are selected from among the members of the Board by the President. The chair or co-chair of each committee is appointed by the President if the Board, except that the President of the Board is also the President of the Executive Committee. A committee acts by majority vote with a quorum being a majority of the members of the committee. A committee may appoint subcommittees.

The standing committees are:

- A. ***Finance Committee.*** The finance committee is responsible for overseeing the financial affairs of WLJT. It meets periodically (but not less often than every three months) with the General Manager and the Deputy Treasurer to review WLJT's financial statements, cash flow, budget and/or other financial details as necessary. It is responsible for formulating the financial procedures to be followed by WLJT, reviewing proposed budgets, and overseeing the investment of WLJT funds.
- B. ***Programming Committee.*** The Programming Committee meets quarterly for discussion and analysis of subjects including, but not limited to: a post-audit review of programming, programming trends, new technology, ratings, and

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marketing. The committee reports on its meetings to the full board with the objective of stimulating board discussion on these and other topics.

C. Development committee. The Development committee supports and assists the diverse annual fundraising activities of WLJT through the expertise and influence of its members with individuals, corporations and foundations. Working with the Development and Marketing staffs, the Committee supports ongoing annual fundraising efforts and provides counsel concerning current and new fundraising initiatives.

D. Executive committee. The Executive Committee consists of the officers of the Board, including the Chair, Vice-Chair, the General Manager, the Treasurer, and the Secretary. When the Board of Directors is not in session, the Executive Committee has the authority of the full Board except with respect to (1) filling vacancies on the Board or on any committee of the Board, (2) amendment or repeal of the Bylaws, (3) amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable, (4) appointment of committees of the Board or the members thereof, and (5) approval of certain transactions between WLJT and a Director or an organization in which a Director has an interest.

VI. HOW TO BE AN EFFECTIVE AND VALUABLE BOARD MEMBER OF WLJT

- A. Be informed. Be familiar with the Articles and Bylaws of WLJT and these Guidelines. View station programs. Be aware of WLJT's various fundraising efforts. Know the various departments of WLJT and their functions and the officers and other key employees and their responsibilities.
- B. Be prepared. Prior to Board and committee meetings, review the minutes of prior meetings to be approved. Read any financial or other reports distributed in advance of meetings and, if appropriate, notify the chair of the meeting of matters that you believe should be considered at a meeting.
- C. Participate. Take part in discussion by asking questions, stating opinions and listening to others.

**BYLAWS OF THE WEST TENNESSEE
PUBLIC TELEVISION COUNCIL**

**ARTICLE I
NAME**

Section 1. *Name of Corporation.* The name of the Corporation as granted by the State of Tennessee in its Charter is the West Tennessee Public Television Council.

**ARTICLE II
PURPOSE**

Section 1. *Purposes.* The purposes of the Corporation are:

- (a) To bring about the orderly transfer of the licenses and operational responsibilities of Station WLJT, Channel 11, to the Corporation from the State Board of Education of the State of Tennessee.
- (b) To own or lease the facilities, establish the policies, promote funding and facilitate the operation of Station WLJT.
- (c) To solicit funds, gifts and endowments from individuals, corporations, trusts, foundations and other donors and to seek funding from the State of Tennessee to be used solely for the operation and improvements of the said public television station, WLJT.
- (d) The entire income, assets, and endowment shall be held and distributed solely for the purposes set out above and no part of the income, funds, property or assets of the Corporation shall inure to benefit any individual. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and it shall not participate nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate of public office or any referendum.
- (e) In the event of dissolution of this organization, the residual assets thereof will be conveyed or transferred to one or more organizations which are exempt from Federal Income Taxation under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended or any successor section thereof; or to the Federal Government, or to a state or local government, for public purposes exclusively.

ARTICLE III MEMBERS

Section 1. *Members.* The membership shall be composed of two classes:

- (a) Supporting Members, consisting of all citizens of the viewing area who make a minimum annual contribution to the Station in an amount to be fixed by the Board of Directors and
- (b) Board Members, who will compose the Board of Directors and who will be selected initially by the Incorporators and thereafter by the Board of Directors.

ARTICLE IV DIRECTORS

Section 1. *Powers.* All corporate powers shall be exercised by or under the authority of, and the activities and affairs of the Corporation shall be controlled by, the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without limiting the generality of the foregoing, it is hereby expressly declared that the Directors shall have the following powers in addition to the other powers enumerated in the these bylaws:

- (a) To select and remove all officers, agents, and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, with the articles of incorporation of these bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the activities and affairs of the Corporation, and to make such rules and regulations therfor not inconsistent with law, with the articles of incorporation or with these bylaws, as they may deem best.
- (c) To borrow money and incur indebtedness on behalf of the Corporation and cause to be executed therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefore.

Section 2. *Number and Qualification of Directors.* All Directors shall have equal right to vote on any matter coming before the Board for consideration and action and shall be equal in all other respects. The number of Directors shall be 16 (sixteen) consisting of 15

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(fifteen) persons (voting members) who shall be elected and serve as provided in Section 3 of this Article IV, and the General Manager (non-voting member). All Directors shall be supporting members of WLJT, as defined in Section 1, sub-section (a), of Article III.

Section 3. Term. The term of office of each of the 15 elected Directors referred to in Section 2 of this Article IV shall be 3 (three) years and until the commencement of the term of his or her successor. The terms of the Board shall be staggered by dividing the 15 elected members into three groups of 5 each, initially for terms of one, two and three years respectively, and thereafter terms shall be for three years. As such, approximately 1/3 (one third) of the Directors shall be elected or reelected each fiscal year at the regular annual meeting. The term of office for each Director so elected shall begin at the conclusion of the annual meeting. Membership on the Board shall be limited to two consecutive terms. A Director who has served for two consecutive terms of office shall be ineligible to serve again until a period of 1 (one) year has elapsed. A Director who is serving as President or Vice-President of the Board shall not be subject to the foregoing limitation while serving in such position. Notwithstanding the foregoing, in unusual circumstances, subject to good cause and the recommendation of the Nominating Committee of the board, the second three-year term of a Director may be extended at such no more than one year to allow the board member to complete a critical task.

Section 4. Election and Voting. A Nominating Committee of three members and one alternate shall be appointed by the President at the April meeting each year and instructed to place one or more names in nomination for each vacancy to be filled as set forth in the by-laws and shall contact every nominee for his consent to be nominated. If a member of the Nominating Committee agrees to place his name on the ballot, then that committee member shall excuse himself from the committee and allow the alternate to become a voting member. The slate of nominations shall be complete by June 1st and ballots mailed by June 15th.

Section 5. Vacancies. A vacancy in the Board of Directors shall be deemed to exist on occurrence of the following:

- (a) the death, resignation or removal of any Director,
- (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty under article of state law governing non-profit corporations,
- (c) an increase of the authorized number of Directors, or
- (d) the failure of the Directors, at any meeting of Directors at which any Director or Directors are to be elected, to elect the number of Directors to be elected at that meeting.

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If vacancies in the Board of Directors cause less than a quorum, these vacancies may be filled by a majority vote of the remaining Directors, or by a sole Director who might be the only remaining Director.

Any Director may resign effective upon giving written notice to any officer of the Board, or the General Manager, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A Director who has missed three consecutive meetings shall be contacted by the Secretary to determine if they shall be considered for continuing on the Board or be replaced. If it is determined that the Director being contacted can no longer participate on the Board of Directors, they could be asked to participate on the Community Advisory Board. If a vacancy occurs due to the above, the Executive Committee will nominate a replacement to be voted on by the Board via a mailed ballot before the next scheduled board meeting.

Election for replacement of Board Directors whose terms are expiring will be held as described in Article IV, Section Four, and approved at the annual meeting of the Board.

No reduction in the authorized number of Directors shall have the effect of removing any Directors prior to the expiration of such Director's term of office.

Section 6. *Duties and Responsibilities.* The Board of Directors shall perform generally the ordinary and usual functions of a Board of Directors. Specifically, but not exclusively, the Board shall establish policies, promote funding, designate depositories, require audits, approve budgets, appoint the General Manager and officers, fill vacancies on the Board itself, establish and fill committees and define their duties, designate a fiscal year, provide necessary bonding for financial officers and employees, and generally promote the management and development of the station.

Section 7. *University Liaison.* At least one member of the Board of Directors shall be a faculty or staff member of the University of Tennessee at Martin, and shall act as liaison with the administration of the campus.

**ARTICLE V
MEETINGS**

Section 1. *Annual Meetings.* The annual meeting of the Board of Directors for the election of Board members, approval of the budget for the new fiscal year, and to conduct any other business of the Corporation shall be concurrent with the first regular meeting in the fiscal year. The Secretary shall cause to be mailed to every member in good standing at the address as it appears in the membership roll book a notice telling time and place of such annual meeting. This same procedure will apply to regular meetings as well.

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Section 2. *Regular Meetings.* The Board of Directors shall meet quarterly in the months of July, October, January, and April at a time and place to be decided by the Board for conducting the business of the Corporation.

Section 3. *Quorum.* The presence of not less than majority of the Executive Committee shall constitute a quorum and shall be necessary to conduct the business of this organization, but, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled, and the Secretary shall cause a notice of this newly scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Section 4. *Special Meetings.* Special meetings of the Board may be called by the Chair, any officer, or by any 5 (five) members of the Board with five days notice. The Secretary shall cause notices of such meeting to be mailed out to all members, stating the reasons that such meeting is being called, and the business to be transacted at such meeting, and by whom called.

Section 5. *Voting.* At all meetings, except for the election of officers, all votes shall be viva voce. Election of Directors shall be done by mail and the ballot shall not indicate the person who cast such ballot. Election of officers shall be done at the annual meeting.

At any meeting, if a majority so requires, any question may be voted upon in the manner of secret ballot. At all votes by ballot the President of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of 3 (three) who shall act as "Inspectors of Election", and who shall at the conclusion of such balloting certify in writing to the President the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Section 6. *Action Without Meeting.* Any action by the Board may be taken without a meeting of all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such Directors.

Section 7. *Validation of Defectively Called or Noticed Meeting.* The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement the lack of notice to that Director.

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Section 7. *Adjournment.* A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and/or place.

Section 8. *Open Meetings.* All Board Meetings shall be open meetings in compliance with State and Federal Law.

**ARTICLE VI
OFFICERS**

Section 1. *Officers.* The officers of the Board shall be a President, a Vice-President, the General Manager, a Secretary, and a Treasurer.

Section 2. *Election.* The officers of the Board shall be chosen by the Board of Directors at the annual meeting in July, with the exception of the General Manager. Each officer of the Corporation shall serve at the pleasure of the Board without salary or compensation, except for the General Manager, as defined in Section 7 of this Article VI.

Section 3. *Subordinate Officers, Etc.* The Board of Directors may appoint, and may empower the President to appoint, such other officers as the affairs of the Corporation may require, each of who shall hold office, for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 4. *Removal and Resignation.* Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to any office of the Board of Directors, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any other time specified therein, and, unless other specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointment to such office.

Section 6. *President.* The President shall be the presiding officer of all meetings of the Board. The President shall also act as chairman of the Executive Committee. The President shall present at each annual meeting of the Corporation an annual report of the work of the Corporation. The President shall appoint all committees, temporary and

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permanent. The President shall see that all books, reports, and certificates as required by law are properly kept and filed. The President shall be one of the officers who may sign checks. The President shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization. The President's tenure shall be 2 (two) years.

Section 7. Vice-President. The Vice-President shall perform the duties of the President in the absence of the President. In the event that the President is determined by the Board to be incapable of performing the duties of President, the Vice-President will become acting President with all rights, privileges, and powers as if he had been duly elected President. The Vice-President's tenure shall be 2 (two) years. The Vice-President may be asked by the Nominating Committee to move up to the presidency upon the expiration or other termination of the term of office of the outgoing President, pending election by the Board of Directors.

Section 8. Secretary. The Secretary shall perform the usual secretarial duties including the custody of records, preparing the minutes of meetings, issuing notices and necessary correspondence.

Section 9. Treasurer. The Treasurer shall have custody of funds and conduct the financial affairs of the Corporation, but ministerial and clerical duties shall be delegated to a Deputy Treasurer who shall be selected by the General Manager, with approval of the Board and compensated by the Corporation.

Section 10. General Manager. The General Manager will be appointed by the Board, for a term and compensation to be negotiated in a contract of employment, and shall be a member of the Board but without vote. The General Manager shall be an ex officio member of the West Tennessee Public Television Council. The General Manager shall be responsible to the Board and subject to dismissal for cause at any time. The General Manager shall be in charge of the operation and management of the facilities of the station; the supervision, employment and discharge of employees; and the programming and public relations of Station WLJT. The General Manager shall comply with all State and Federal Laws and Regulations and make regular reports to the Board and recommendations for future projects and policies of the Station and the Corporation.

ARTICLE VII
EXECUTIVE AND OTHER COMMITTEES

Section 1. Composition. The Executive Committee shall be made up of the officers of the Corporation, consisting of the President, Vice-President, General Manager, Secretary, and Treasurer, and shall manage the business of the Corporation.

Section 2. Powers. When the Board of Directors is not in session the Executive Committee, subject to the limitation as may be required by law, shall have and exercise all of the authority of the Board of Directors in the management of the business and

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affairs of the Corporation. The officers shall perform such duties as usually pertain to the offices which they hold or as may be assigned to them by the Board. Officers shall serve for the terms elected but may be removed by the Board. Officers shall serve without compensation, with the exception of the General Manager, as defined in Section 7 of Article VI.

Section 3. *Meetings.* Meetings of the Executive Committee may be called by or at the direction of the President or Vice-President of the Board of Directors, the General Manager, or a majority of the members of the Executive Committee, to be held at such time and place as shall be designated in the notice of the meeting. The President of the Board of Directors shall be the President of the Executive Committee and preside over its meetings.

Section 4. *Procedures.* Except as otherwise provided in this Article VII, meetings of the Executive Committee shall be noticed and conducted in the same manner as meetings of the Board of Directors. The Executive Committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 5. *Vacancies.* Vacancies in the Executive Committee shall be filled by a vote of the majority of the remaining members of the Executive Committee for the remaining balance of term for that vacated position. A member may be removed when sufficient cause exists for such removal. The Executive Committee may entertain charges against any member. The Executive Committee shall adopt such rules, as it may in its discretion consider necessary for the best interest of the Council for any removal hearing that might occur.

Section 5. *Quorum.* A majority shall constitute a quorum of the Executive Committee for the transaction of business at any meeting of the Executive Committee.

Section 6. *Action by Majority of Quorum.* The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 7. *Standing Committees.* There shall be the following Standing Committees:

- (a) Finance Committee: The Treasurer shall serve as Chairperson of the Finance Committee whose responsibilities shall be to assist in the preparation of the Budget, to review the expenditure of the funds, to recommend an auditor and a minimum annual membership contribution.
- (b) Development Committee: The Development Committee shall review, develop, recommend policies, and be consulted on important matters relating to fundraising activities.

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- (c) Programming Committee: The Programming Committee shall review, develop and recommend programming policies of the station.

Section 8. *Other Committees.* The Board may from time to time create additional Committees and define their duties.

**ARTICLE VIII
FUNDS**

Section 1. *Funds.* Funds of the Corporation shall be used exclusively for the necessary expenses of the Corporation and the operation of Station WLJT as authorized by the Board of Directors of the West Tennessee Public Television Council.

**ARTICLE IX
MISCELLANEOUS**

Section 1. *Indemnification of Directors, Officers, Employees, and Other Agents.* The Corporation shall have the power to indemnify its directors, officers, employees and other agents as provided by Tennessee Law.

Section 2. *Inspection of Corporate Records.* Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and to inspect the physical properties of the Corporation.

Section 3. *Annual Report.* The Board of Directors shall cause an annual report to be furnished to all Directors not later than 120 days after the close of the Corporations' fiscal year. Such report shall contain in appropriate detail the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Section 4. *Checks, Drafts, Etc.* All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the

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Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. *Contracts, Etc., How Executed.* The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render It liable for any purpose or to any amount.

**ARTICLE X
AMENDMENTS**

Section 1. *Amendments.* These by-laws may be amended by a majority vote of the Board of Directors at a duly noticed meeting at which a quorum is present, provided a 20-day notice of the meeting with a copy of the proposed amendment or amendments has been given all Board members.

Section 2. *Rules.* The rules contained in Robert's Rules of Order, revised, shall govern in all cases to which they are applicable and in which they are not inconsistent with these by-laws or other rules adopted by the Corporation.