

**ARTICLES  
OF  
ORGANIZATION  
AND  
BYLAWS  
OF THE  
CABLE TV PIONEERS**

# **THE CABLE TV PIONEERS**

## **PREAMBLE**

**WHEREAS**, in 1966 the National Community Television Association (now The National Cable Television Association) and TV & Communications Magazine jointly inaugurated an informal association called the CATV PIONEERS (known in more recent years as the CABLE TV PIONEERS) to recognize the contributions of, and honor by membership in the group and a suitably inscribed plaque or certificate, those persons who participated in the establishment of the cable television industry; and

**WHEREAS**, in order to avoid any implication of preferential relationships, the association of CATV/CABLE TV Pioneers withdrew from any sponsorships and functioned as an independent and informal, unincorporated non-profit association whose membership affairs have been managed by a volunteer ad hoc Executive Committee chaired by Benjamin J. Conroy, Jr. and consisting of a few members of the early Pioneers, which assumed responsibility to arrange an Annual Meeting in the nature of a social reunion at the time and place of the annual convention of the National Cable Television Association, to establish continuing membership eligibility criteria and to perform the administrative function of inducting new members at the annual meetings; and

**WHEREAS**, this arrangement has prevailed with the concordance of the membership; and

**WHEREAS**, as early as 1971, and from time to time thereafter, proposals have been advanced by various members to extend the Cable TV Pioneers' activities to organized support of worthwhile industry-related projects such as a cable TV library, a museum of industry memorabilia, scholarship funds and the like; and

**NOW, THEREFORE**, upon adoption as herein provided, the following shall constitute the Articles of Organization and Bylaws of the organization of Cable Television Pioneers:

# ARTICLES OF ORGANIZATION AND BYLAWS OF THE CABLE TV PIONEERS

## ARTICLES OF ORGANIZATION

### ARTICLE I The Organization

Section 1. *Purpose.* By adoption of these Articles of Organization, the Organization of Cable TV Pioneers seeks to preserve the spirit and continuity of the common business interests and other associations among cable television pioneers, and with others who become associated with, and contribute to, the development of cable television as the years pass and to provide a more formal, but flexible, organizational structure to facilitate Pioneer participation in, and support of, activities intended to further the growth and availability of cable television as a service to the public and such other activities as may be appropriate.

Section 2. *Name of Organization.* The name of the Organization shall be **THE CABLE TV PIONEERS**, hereinafter sometimes called the Pioneers.

Section 3. *Membership.* The membership of the Organization shall include all members in good standing on the rolls of the CATV Pioneers/Cable TV Pioneers, as kept by its Secretary, admitted to membership between June 3, 1966 and June 13, 1999 and all members thereafter admitted as provided in the Bylaws, as from time to time amended.

### ARTICLE II Managing Board of Directors

Section 1. *Managing Directors.* The business of the Organization of Cable TV Pioneers shall be conducted by a Managing Board of Directors (hereinafter sometimes called the Managing Board or Board) which shall be selected as provided in the Bylaws of the Organization.

Section 2. *Unincorporated.* The Organization shall be incorporated as a not-for-profit corporation pursuant to Section 510 (c) (6) of the United States Internal Revenue Code.

## BYLAWS

### ARTICLE I Membership

Section 1. *Eligibility.* In addition to membership as provided in Article I, Section 3 of the Articles of Organization, any person of good standing who, at the time of making application for membership, has had twenty years of association with the cable television industry shall be eligible for election to membership in the Organization of Cable TV Pioneers subject to the requirements of Sections 3 and 4 of this Article.

Section 2. *Classes of Members.* There shall be the following classes of membership: Active, Special, Honorary, Memorial, and Inactive.

- (a) Active. A member who is not a Special, Honorary, Memorial, or Inactive member shall be classed as an Active Member.
- (b) Special. The Managing Board may, by unanimous vote, grant Special membership to a person who has had an association with the cable television industry for less than the number of years specified in Section 1 hereof for eligibility for Active membership in cases where such Special membership would further the purposes of the Organization. A Special member shall have all of the privileges of an Active member and shall be reclassified as an Active member at such time as the criteria for Active membership are met.
- (c) Honorary. The Managing Board, may, by unanimous vote, grant anyone an Honorary membership. An Honorary member shall have all of the privileges of an Active Member except the right to vote.
- (d) Inactive. The Managing Board, may, by unanimous vote, may reclassify an Active or Special member to Inactive status.
- (e) The Managing Board may, by unanimous vote, grant a deceased person Memorial Membership. The person shall have been eligible for Active or Special Membership at the time of death.

Section 3. *Applications for Membership.* All applications for membership in the Organization shall be submitted on an official application form prescribed by the Managing Board and shall be submitted to the Secretary of the Board together with a statement of eligibility of the applicant for membership which shall include a concise resume of the applicant's leadership activities in the cable television industry. All applicants must be sponsored by at least two members of the Organization who shall vouch in a written endorsement that the applicant meets the eligibility requirements for membership and is of good character. The Secretary shall submit all membership applications to the Managing Board for appropriate action.

Section 4. *Sponsor Restrictions.* Applicants may not be sponsored by an employee or official of the company by which they are employed; provided, however, that in the case of multiple system operators where several or many companies may be under common ownership and/or control, the Managing Board, in its sole discretion, may waive this requirement in individual cases for good cause shown. Sponsors must have been acquainted with their nominees for not less than five years. No member of the Managing Board may be a sponsor.

Section 5. *Membership Criteria.* The Managing Board may, from time to time, establish and/or revise membership eligibility criteria, and rules and procedures pertaining to induction of new members, including, but not limited to, prescribing the number of new members to be inducted each year, such as will conduce to maintaining the character of the Organization as a select association of industry pioneers and leaders who have made significant contributions to the development of the cable television industry.

Section 6. *Induction.* Applicants approved for membership shall be inducted at the first Annual Meeting following approval.

## **ARTICLE II Initiation Fees and Dues**

Section 1. *Initiation Fee.* The Managing Board, in its sole discretion, may impose an initiation fee to be determined by the Board for new members of the Organization, except Honorary members who shall pay no initiation fee.

Section 2. *Membership Dues.* The Managing Board, in its sole discretion, may establish annual membership dues for Active and Special members, the amount to be determined by the Board. Honorary and Memorial members shall pay no dues.

Section 3. *Nonpayment of Dues.* The Managing Board may, in its sole discretion, terminate or suspend the membership of any member of the Organization who has become delinquent in the payment of dues for a period of two or more years. The Managing Board, by unanimous vote, may waive the payment of dues of any member based on good cause.

## **ARTICLE III Membership Meetings**

Section 1. *Annual Meeting.* A meeting of the membership of the Organization shall be held annually on such date as may be fixed by the Managing Board.

Section 2. *Special Meetings.* Special Meetings of the membership will not be called.

Section 3. *Notice of Meetings.* Written notice of each Annual Meeting of the members of the Organization shall be mailed by the Secretary of the Managing Board to each member at least thirty (30) days prior to the date for such meeting together with a concise summary of business which requires action of the membership, if any.

Section 4. *Quorum.* At any meeting of the Organization the members present and entitled to vote shall constitute a quorum for the transaction of any business which may require action by the membership.

Section 5. *Voting.* Each member of the Organization in good standing shall be entitled to one vote. Unless otherwise specifically provided herein all matters requiring action by the membership of the Organization shall be decided by a majority vote of the members present and entitled to vote.

Section 6. *Rules of Order.* Except as otherwise provided herein, *Robert's Rules of Order* shall govern the conduct of the meetings of the Organization.

**ARTICLE IV**  
**Managing Board of Directors**

Section 1. *Number and Term.* The Managing Board shall consist of not more than fourteen and not less than seven persons who are Active or Special members of the Organization. Directors shall hold office for three years with approximately one-third being elected at each annual meeting.

Section 2. *Meetings.* The Managing Board shall meet annually for the transaction of business immediately prior to the Annual Meeting of the Organization. Upon reasonable notice, Special Meetings of the Board may be called by the Chairperson at any time and shall be called upon request of five directors. Special Meetings of the Board may be conducted by telephone conference call.

Section 3. *Quorum.* A quorum shall be those in attendance at any meeting duly called in accordance with the requirements of this Article.

Section 4. *Voting.* Each director shall have one vote.

Section 5. *Powers of the Managing Board.* Except as hereinafter provided, the Managing Board shall have full powers of management and control of the affairs of the Organization including the sole authority to pass on all applications for membership. The Board may, from time to time, designate such directors and/or members of the Organization as may be appropriate to represent the Organization in any activities in which it may participate. The Board may incur no financial obligations in excess of funds on hand. Major new initiatives in the name of The Cable TV Pioneers will not be undertaken without prior approval of the membership at an Annual Meeting.

Section 6. *Delegation of Powers.* The Managing Board may at any time or from time to time delegate all or any part of its powers and duties to the Executive Committee.

Section 7. *Report to Membership.* At each Annual Meeting of the Organization, the Managing Board by its Chairperson or other designee, shall present a summary report of any significant activities of the Organization during the past year, which shall include, among other things, a report of funds received from all sources, disbursements made and funds on hand, and the roster of the officers and members of the Managing Board for the ensuing year with the expiration date of their respective terms. At the option of the Chairperson, the report may be printed and distributed at the Annual Meeting, presented orally, or both.

**ARTICLE V**  
**Selection and Election of the Managing Board of Directors**

Section 1. *Successors.* Upon expiration of the terms of directors as provided in Section 1 of Article IV and not inconsistent with any provisions of these Bylaws as amended from time to time, the Managing Board shall elect their successors by majority vote of the members of the Board; provided, however, that in the sole discretion of the Board no vacancy need be filled if not required to achieve the minimum complement of seven managing directors. Members unable to be present at any meeting in which directors are to be elected for a prescribed term shall be

polled by the Chairperson and their votes recorded. Directors in the exercise of their voting discretion should be guided by the objective of securing a broad and diverse representation of cable TV pioneers.

Section 2. *Notice of Election.* Not less than forty-five days in advance of the next Annual Meeting of the Managing Board, the Secretary of the Board shall send to each member of the Organization in good standing written Notice of the Board's selections to fill those vacancies on the Managing Board required to be filled pursuant to this Article at the ensuing Annual Meeting of the Board. Such Notice shall direct attention to the provisions of Section 5 of this Article pertaining to volunteer candidates for membership of the Board.

Section 3. *Volunteer Candidates.* Any member of the Organization in good standing desiring to serve on the Managing Board may have his name placed in nomination for an expiring term by filing a request in writing with the Secretary of the Board accompanied by an endorsement by at least twenty members of the Organization in good standing, at least fifteen days prior to the scheduled election date. Applicant's request should include a concise but comprehensive statement of the background of the applicant in cable television and any other special qualifications the applicant may possess. The name of any volunteer candidate complying with the requirements of this section shall automatically be in nomination for the vacancy or vacancies being filled at any regular election of managing directors.

Section 4. *Votes Required.* That number of candidates equal to the number of vacancies to be filled at the election who receive the highest number of votes shall be declared elected.

Section 5. *Vacancies.* Any vacancy occurring in the Managing Board other than those occurring due to the expiration of a fixed term as provided herein, shall be filled until the next regular election of a director by majority vote of the remaining members of the Board; provided, however, that in the sole discretion of the Board no vacancy need be filled if not required to achieve the minimum complement of seven managing directors.

## **ARTICLE VI**

### **Officers of the Managing Board of Directors**

Section 1. *Officers.* The officers of the Managing Board shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The officers above designated are officers of the Managing Board and the holders thereof shall not represent themselves to the membership or the public as titled officers of the Organization of Cable TV Pioneers.

Section 2. *Election of Officers.* Officers of the Managing Board shall be elected by the Board from its members for a term of one year at a special meeting to be held immediately after the election of any new members of the Board at the Annual Meeting of the Organization. Officers are eligible for reelection without limitation. Vacancies shall be filled by the Board promptly which may be accomplished at the Chairperson's discretion, by mail ballot or conference telephone call.

Section 3. *Duties.* Duties of the officers shall be those usual to such offices and such others as may be assigned by the Managing Board; provided, however, that the Secretary of the Board

shall record all business transacted by the Organization, the Managing Board and the Executive Committee.

Section 4. *Rules of Order.* Except as otherwise provided herein, Robert's Rules of Order shall govern the conduct of meetings of the Managing Board and the Executive Committee.

## **ARTICLE VII Executive Committee**

Section 1. *Members.* The Executive Committee shall consist of the duly elected officers of the Managing Board plus one additional Director selected by the Chairperson of the Board.

Section 2. *Officers.* The Officers of the Executive Committee shall be the elected officers of the Managing Board.

Section 3. *Powers and Duties.* The Executive Committee shall have the authority to conduct the affairs of the Managing Board between meetings of the Board and such business as may be delegated by the Board.

Section 4. *Meetings.* Meetings of the Executive Committee shall be at the call of the Chairperson or upon request of three members of the Committee.

Section 5. *Quorum.* A four-fifths majority of the Executive Committee shall constitute a quorum.

Section 6. *Polling the Managing Board.* The Executive Committee may obtain by mail ballot, telephone or otherwise a decision by the Managing Board on any matter before the Executive Committee which it believes warrants action by the full Board.

## **ARTICLE VIII Other Committees, Agents, Assistants and Employees**

Section 1. *Committees.* The Chairperson may, from time to time, appoint such committees and designate their chairpersons, members, and assistants as the Chair shall deem necessary or advisable, and fill any vacancies which occur in such committees.

Section 2. *Executive Director.* The Managing Board may appoint and employ an Executive Director to perform such functions and to be employed under such terms and conditions, including compensation, as shall be determined by the Board.

## **ARTICLE IX Amendments**

Section 1. *Amendments.* These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the members of the Organization by a majority vote of the



members of the Organization entitled to vote present in person or at any meeting of the Managing Board by two-thirds vote of the directors of the Board then in office. In those instances where two-thirds of the number of directors on the Managing Board is not an even integer any fraction shall be deemed to require an additional vote.

## **ARTICLE X**

### **General**

Section 1. *Disputes or Questions.* Any dispute or question as to the interpretation of these Bylaws shall be resolved by the Board of Directors except that the Board may delegate such responsibility to a Bylaws, elections or other committee as it deems appropriate.

Section 2. *Severance.* If any provision of these Bylaws is invalid or unenforceable under present or future laws, then and in such event, such invalid or unenforceable provision shall be deemed to be severed, and the remainder of these Bylaws shall not be affected thereby.

Amended June 13, 1999  
Amended October 30, 2014  
Amended October 2, 2019