

Re f	Pg	Sect	Is	Proposed	Notes
1	2	TOC	Aricle XIII	Article XIII	typo
2	2	TOC	Appendix A	Omit	See below
3	2	TOC	Appendix B: Conflict...	Appendix A: Conflict	renumber
4	3	Article II	The Corporation shall have no members within....	The Corporation shall have no “members” within....	Clarify what term in NY Law is being referred to
5	4	Article IV, Section 3	The CPB’s document, “Certification Requirements for Station Grant Recipients” (“CPB Certification Requirements”) is attached to these Bylaws for reference as Appendix A. In the event that the CPB issues revisions, additions, replacements or any other changes to this document (or other document created to serve this purpose), the most recently issued version will become Appendix A. Full details of the Federal Communication Act’s requirements may be obtained from the CPB or viewed at its website.	The CPB’s document, “Certification Requirements for Station Grant Recipients” (“CPB Certification Requirements”) can be found at the CPB’s website: http://www.cpb.org/stations/certification	Use reference to CPB site
6	5	Article V, Section 1,b,ii	Appoint all Officers for the Corporation and approve the members of any Committee of the Board appointed by the President.	At the Annual Meeting of the Board of Trustees, appoint all Officers for the Corporation. Appointments to committees shall be made for one year at the Board of Trustees meeting following the election officers.	Clarify and codify our practice
7	5	Article V, Section	Additional paragraph	If a volunteer elected trustee seat becomes vacant with more than a year remaining in the	Insure volunteer elected trustee

		2,b ii		term, a special volunteer election will take place to fill the vacant seat.	representation
	6	Article V Section 5, a	New	The distribution and counting of ballots shall be performed at the Annual Meeting by the Chair of the Nominating and Governance Committee prior to the consideration of new business. Members of the Board whose terms are expiring at the Annual Meeting shall vote in the election by the Board. Upon election, new Trustees' terms are effective immediately.	Codify current practice
	6	Article V, Section 5 a	New	Incumbent trustees who are willing to serve a second term shall be voted upon in a round of balloting prior to the consideration of non-incumbent candidates	Committee recommendation
	6	Article V, Section 5, b, i	A Voting Volunteer is a volunteer in good standing who has become eligible to vote and to seek office in the Election of Voting Volunteers by contributing at least 36 hours of volunteer service to the Corporation between June 1 st and May 31 st of the year immediately preceding the election, such eligibility to be confirmed by the staff member responsible for coordinating Volunteers and the staff member responsible for overseeing programming.	A Voting Volunteer is a volunteer in good standing who has become eligible to vote and to seek office in the Election of Voting Volunteers by contributing at least 36 hours of volunteer service to the Corporation during the 12 months prior to the publication of the list of voting volunteers, such eligibility to be confirmed by the staff member responsible for coordinating Volunteers and the staff member responsible for overseeing programming.	Change of dates allows office staff to publish list as required by May 1 st .
9	7	Article V, Section 5, b, iv	<u>Extenuating Circumstances and Dispute Resolution.</u> Any volunteer wishing to dispute his or her exclusion from the list of Voting Volunteers, or to explain extenuating circumstances that might have prevented them...	<u>Extenuating Circumstances and Dispute Resolution.</u> Any volunteer wishing to dispute his or her exclusion from the list of Voting Volunteers, or to explain extenuating circumstances that might have prevented him or her...	Grammatical correction
10	7S	Article V, Section 5, b, vi	<u>Election.</u> The Election by the Voting Volunteers shall be conducted by written ballot. The ballots listing the candidates for election and their accompanying statements	<u>Election.</u> The Election by the Voting Volunteers shall be conducted by written ballot. The ballots listing the candidates for election and their accompanying statements	Staffing flexibility. Informing volunteer candidates of outcome prior to

			shall be sent to the mailing addresses of record of the Voting Volunteers 21 days prior to the Annual Meeting in June. Ballots may be returned by mail or in person and may be delivered to the staff person responsible for coordinating volunteers or the staff person responsible for coordinating programming up until the commencement of the Annual Meeting. The votes shall be counted and the results announced at the Annual Meeting in June.	shall be sent to the mailing addresses of record of the Voting Volunteers 21 days prior to the Annual Meeting in June. Ballots may be returned by mail or in person and may be delivered to the designated staff person up until the 3pm 2 business days before the commencement of the Annual Meeting. The votes shall be counted the day before the annual meeting. All candidates will be informed of the outcome of the vote upon completion of the count and the results announced at the Annual Meeting.	meeting (courtesy).
11	9	Article V, Section 10, a, i	<p><u>Definition of Meeting.</u> The following elements must be present in order to meet the statutory definition of meeting: (1) a quorum, for the purpose of taking action, must be in attendance; (2) deliberations must take place; (3) the deliberations must determine or result in disposition of the business at hand.</p> <p>Certain gatherings of governing and advisory bodies are not “meetings” because...</p>	<p><u>Definition of Meeting.</u> The following elements must be present in order to meet the statutory definition of meeting: (1) a quorum, for the purpose of taking action, must be in attendance; (2) deliberations that determine or result in the joint conduct or disposition of business relating to public broadcasting. Note that deliberations do not require any formal action or vote. Any discussion of public broadcasting issues that may influence the opinions of members makes it a meeting.</p> <p>Certain gatherings of governing and advisory bodies are not “meetings” when...</p>	Conform to CPB wording
12	9	Article V, Section	Regardless of whether or not the Corporation is subject to the Open	Delete	If it becomes relevant, decide

		10, a, i	Meetings requirements of the Federal Communications Act, it will continue to follow the practice of holding open meetings.		then.
13	10	Article V, Section 10, c	Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice thereof. Minutes from these meetings will be forwarded to station management by the Secretary and posted at the Corporation's Jeffersonville studios and on the website following their approval and acceptance by the Board.	Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice thereof. Minutes from these meetings will be forwarded to station management by the Secretary and posted at the Corporation's offices and on the website following their approval and acceptance by the Board.	Specify office as source of files.
14	10	Article V, Section 11, a	The Federal Communications Act notwithstanding, the date and time of meetings will be announced in the Upcoming Events section on the Corporation's website at least one week in advance of the scheduled meeting date and will also be announced on-air in the days leading up to the meeting.	Delete	Not required.
15	11	Article V, Section 12	In accordance with the requirements of the Federal Communications Act (a detailed description of which is attached as Appendix A), the Corporation will provide reasonable notice to the public of an alternative meeting format and provide a means for the public to "attend" by listening, observing or participating in such meetings.	Delete	Not required to provide electronic means of attendance.

16	12	Article V, Section 14, a	A purchase, sale, mortgage or lease of real property of the Corporation, however, beginning July 1, 2014 a two-thirds vote is no longer required for these acts unless such acts concern all or substantially all of the assets of the Corporation	Delete Renumber remaining items in section	Document clean up 7/1/14 has passed.
17	13	Article VI, Section 7	The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose.	The Secretary shall keep the minutes of the annual meeting and all meetings of the Board.	Archaic
18	14	Article VII	The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Trustees	The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Trustees.	Typo – add period
19	14	Article VII, Section 3	The Executive Committee shall be comprised of the Officers of the Board. The President of the Board shall also serve as the Chair of the Executive Committee. The Committee shall have only such authority as is designated to it by the Board, and that is not otherwise prohibited by applicable law.	The Executive Committee shall be comprised of the Officers of the Board. The President of the Board shall also serve as the Chair of the Executive Committee. The Executive Committee may act on behalf of the full board in emergency matters subject to the confirmation of the Executive Committee's actions at the next Regular meeting or Special meeting of the Board of Trustees. In addition the Executive Committee shall perform such other duties that may be assigned by the Board from time to time.	Allow Exec Comm to act on emergencies.
20	15	Article VII, Section 4	Nominating and Governance Committee. The Nominating and Governance Committee shall be comprised of a minimum of 3 Trustees appointed by the Board and has ongoing responsibilities to:	Nominating and Governance Committee. The Nominating and Governance Committee shall be comprised of a minimum of 3 Trustees appointed by the Board. Trustees whose terms are expiring within the year and who are eligible for a second term shall not be appointed to the Nominating and	Bar trustees up for re-election from serving on N&G

				Governance Committee. The Committees responsibilities include to:	
21	15	Article VII, Section 5, b	Prepare the annual budget for review by the Board	Prepare the annual budget for review and approval by the Board.	Codify practice – Board approves the budget.
22	16	Article VII Section 6	The Treasurer may serve on the Committee but shall not serve as its Chair.	The Treasurer may not serve on the Audit Committee	Best practices -Separation of responsibilities
23	17	Article VII Section 6 a-f		Correct numbering of a-f	Typo
24	17	Article VII Section 7 , b	Conduct employee performance reviews and evaluations	Conduct the General Manager’s performance review;	GM reviews staff
25	17	Article VII Section 7 , c	Keep and maintain a list of applicants for employee positions at the Corporation.	Delete	Unnecessary
26	17	Article VIII	The Board may establish one or more Committees of the Corporation to function as advisors to the Board (“Advisory Committees”).	The Board may establish one or more Committees of the Corporation to function as advisors to the Board and to the General Manager (“Advisory Committees”).	Advises GM as well
27	18	Article VIII Section 3	Development and Community Outreach Advisory Committee. The purpose of the Committee is to advise the Board and the General Manager regarding the planning of events, membership drives, the identification of grants for which the Corporation may be eligible, and other development campaigns all subject to approval of the board.	Development and Community Outreach Advisory Committee. The purpose of the Committee is to advise the Board and the General Manager regarding the planning of events, membership drives, the identification of grants for which the Corporation may be eligible, and other development campaigns.	Unnecessary
28	19	Article VIII Section 6	Section 6. Ongoing Compliance. If there comes a time that the Corporation no longer receives funding from the CPB, it shall nonetheless continue to maintain a CAB that shall function according to the procedures	delete	If it becomes relevant, decide then.

			and for the purposes as described in the Federal Communications Act.		
29	19	Article X, Section 2	Any employee or paid agent of the Corporation is entitled receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board. Compensation shall include all economic benefits provided to the employee or agent in return for his or her services to the Corporation including, but not limited to: salary, 401(k) pension contributions, benefits, severance pay, insurance, and the like. In order for a compensation arrangement to be determined to be reasonable the following conditions must be met:	Any employee or paid agent of the Corporation is entitled receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board. Compensation shall include all economic benefits provided to the employee or agent in return for his or her services to the Corporation including salary and any benefits approved by the Board of Trustees.	Language clean-up.
30	19	Article X, Section 2, a	<u>Advance Approval by Disinterested Members of the Board.</u> The compensation must be approved in advance by the Board, following discussion of and deliberation about the specific terms thereof.	<u>Advanced Approval.</u> The compensation must be approved in advance by the Board, following discussion of and deliberation about the specific terms thereof.	Interested Trustees must recuse themselves from any matter.
31	19	Article X, Section 2, b	<u>Reliance on Appropriate Comparability Data.</u> In order to determine the reasonableness of compensation, the Board must gather comparable compensation data from at least three similar organizations for similar positions with similar functions. Additionally, the Board may seek information on whether similar services are available in the geographic area; current compensation surveys compiled by independent firms; or competing offers for the prospective employee	<u>Reliance on Appropriate Data Regarding Compensation for Comparable Positions.</u> In determining reasonable compensation and benefits, the Board must gather data from at least two organization for similar positions. Additionally, the Board may consider current compensation surveys compiled by independent firms or competing offers for the prospective employee.	Language cleanup and practicality. Specifics not required by NYS law.
32	20	Article X,	<u>Adequate and Contemporaneous</u>	Delete	See Article V Section

		Section 2, c	<p><u>Documentation of the Board's Decision.</u> The board must contemporaneously document its decision and the reason for the decision. Such documentation should include: i) a description of the terms of the transaction that was approved and the date approved; ii) a list of Trustees present during the discussion and those who voted in the decision; iii) a description of the compatibility data relied upon and how it was obtained; iv) a record of the actions of any Trustees having a conflict of interest. These written records must be approved by the Board as being accurate, complete and reasonable, within a reasonable period of time following the decision and corresponding documentation.</p>		14: Voting. All motions documented.
33	24	Appendix A	<p style="text-align: center;">APPENDIX A:</p> <p style="text-align: center;">CORPORATION FOR PUBLIC BROADCASTING</p> <p style="text-align: center;">CERTIFICATION REQUIREMENTS FOR STATION GRANTS RECIPIENTS</p>	Delete	Reference by url within bylaws
34	32	Appendix B Definition of Independent Trustee	<p>does not have a substantial financial interest in and has not been an employee of, and does not have a Family Member who has a substantial financial interest in or was an Officer of, any entity that has made payments to or received payments from, the Corporation or an Affiliate of the Corporation in excess of the lesser of: (a) \$25,000 or (b)</p>	<p>is not, and has not been within the last three years, an employee of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key employee of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last</p>	Use language from NYS law.

