

ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

AD HOC BY-LAWS COMMITTEE

November 2, 2012

Present: Jon Burklund, Chairman, Allen Mayer, Andrew Rand, Chet Tomczyk
Absent: None

Chairman Burklund convened the meeting at 11:55 a.m. A wide ranging discussion of the current IVPTC Constitution and By-Laws commenced resulting in the following recommendations.

1. Ask John Sahn if he has a template for NFP by-laws that meet IL requirements. Committee wants to start from scratch.
2. Incorporate all changes required by NFPA:
 - a. Incorporate constitution into by-laws
 - b. Change “Board of Trustees” and “Trustees” to “Board of Directors” and “Directors”
 - c. CEO will always function as the Registered Agent
 - d. Unanimous consent of Board for non-meeting issues
3. Directors
 - a. Range - 19 to 24
 - b. Term of Office – 4 consecutive three year terms
 - c. There will be one class of Director with voting privileges
 - d. The Board may choose to elect an Honorary or Emeritus Director but without voting privileges.
 - e. The WTVP CEO will maintain a voting seat on the Board
4. Institutional Members
 - a. Remove requirement for 6 permanent seats (Bradley, ICC, District 150, District 108, Peoria Public Library, Lakeview Museum)
 - b. The Nominating Committee will seek Directors representative of primary, secondary and post-secondary education, culture, and civic organizations, expertise in finance, business, technology, and other professions, and the public at large from throughout the WTVP coverage area. Diversity will be addressed in our diversity policy.
5. Committees
 - a. Executive
 - b. Nominating
 - c. Audit (the majority should be non-Executive Committee members)
 - d. Ad hoc committees may be created by the Chairman
6. Executive Committee
 - a. The Executive Committee may act in the absence of the Board

7. Meetings

- a. There will be a minimum of four regular Board meetings each year, including the Annual meeting

8. Removal of a Director

- a. A Director may be removed with or without cause
- b. Unexcused absence from three consecutive Board meetings may be grounds for removal

The meeting ended at 1:15 pm.

Respectfully submitted,

Chet Tomczyk
President & CEO