



CHARTER
As Amended February 5, 2013

I. Membership

- A. The Founding Members are:
- BETA Group (BETA)
 - Major Market Group (MMG)
 - National Educational Telecommunications Association (NETA)
 - Organization of State Broadcasting Executives (OSBE)
 - Small Station Association (SSA)
 - University Licensee Association (ULA)
- B. All Founding Members are considered as permanent.
- C. As deemed appropriate to the mission of the organization, AGC Founding Members may consider other organizations for membership.

II. Voting and Quorum

- A. Each representative has one vote.
- B. For the purpose of fulfilling a quorum one representative of a member will be sufficient.
- C. In the absence of a quorum, the chair may hold open a question pending a canvass of the missing members.
- D. When requested by two members the chair will request licensee polls on questions before the full AGC, to be conducted by or under the auspices of the AGC and reported in such a way as to reflect minority opinions.

III. Representation

- A. Each member organization elects or appoints two licensee representatives to the AGC.
- B. Members agree their representatives may speak for the organization and on behalf of the organization's membership.
- C. Representatives serve terms of at least one year, to begin effective on the beginning of the AGC fiscal year, with the actual term length to be designated by the representative's organization. Identification of new representatives should be provided to AGC leadership at least one month prior to the annual meeting.
- D. It is recommended that representatives for each organization serve overlapping terms to assure continuity of representation.

IV. Participation

- A. In the event a representative is unable, or unwilling, to participate for an extended period the AGC may request that the member affinity group elect a new representative.
- B. With permission from the AGC, members may elect alternate representatives to serve for the purpose of replacing an absent representative or, in special circumstances, to provide skills or knowledge required by the AGC.
- C. To promote continuity, members may identify incoming representatives and request permission from the AGC for those individuals to participate in discussions prior to actual service.
- D. Members may request permission for a senior organization staff member to attend meetings, to participate in discussions, and to provide support for the AGC. Such participation does not include voting privileges.
- E. When deemed appropriate the AGC may invite additional participation, including representatives of CPB, APTS, PBS, the major producing stations, and others.

V. Officers

- A. Leadership of the AGC resides in the chair, the vice chair, and the immediate past chair.
- B. In the event the immediate past chair is no longer one of the voting representatives of his or her affinity group, s/he will serve *ex officio* and without vote.
- C. The chair shall be elected if any candidate receives in excess of 50% of votes cast. If no candidate receives more than 50% the two candidates receiving the most votes will be included in a run-off ballot. Once the chair is determined the second place candidate will be designated as the vice chair. In the event a chair is elected on the first ballot and other candidates are tied for second place, a run-off is required to select the vice chair. Similarly, should no candidate be elected on the first ballot and the second and third place candidates are tied, a preliminary run-off between these candidates will be required.
- D. The election process should be completed no later than during the April meeting of each year. The incoming chair and vice chair will be seated following the annual, in place, meeting of the AGC, presumed to be during the months of July, August or September.
- E. The chair serves as the spokesperson for, and has authority to speak on behalf of, the AGC.
- F. The duties of the chair include (1) calling, determining the agendas of, and presiding over meetings, (2) overseeing AGC logistics, (3) appointing committees of the membership, (4) assigning duties to other officers, and (5) such other duties as requested by the members.
- G. The chair and the vice chair may not represent the same member.
- H. In the absence of the chair, the vice chair presides over AGC meetings and acts with the authority of the chair.

- I. In the event the chair cannot complete his/her term, the vice chair will assume the chair for the balance of the term. In the event the vice chair cannot complete his/her term, or if the vice chair ascends to the chair in mid-term, the ballot candidate receiving the next highest number of votes will be invited to fill the vice chair's term for the balance of the year. If there was not a third candidate, or in the event the candidate declines, the AGC shall hold a special election to fill the vice chair's seat for the balance of the year.
- J. The chair may, with approval of the AGC, appoint committees from within the membership to accomplish the objectives of the AGC.

VI. Nominating Committee

- A. The Nominating Committee shall be comprised of no less than three people; the current chair, the immediate past chair and at least one additional sitting member of the AGC chosen by the chair and immediate past chair.
- B. The Nominating Committee will solicit names from among all current sitting AGC representatives willing to run for election as chair of the AGC. The Nominating Committee shall put forth a ballot consisting of up to three names chosen from among the sitting AGC representatives, representing three affinity groups. Only AGC members with voting privileges shall vote upon the slate of three candidates.

VII. Meetings

- A. Meetings, in person and by conference call, will be held regularly as agreed upon among members.
- B. The chair will be responsible for scheduling and for establishment of the agenda.
- C. There will be an annual meeting in August or September of each year to install the new chair and adopt the budget for the next fiscal year.
- D. Special meetings may be called by the chair or a majority of the members.

VIII. Other

- A. The AGC fiscal year will be October 1 through September 30.

IX. Amendments

- A. Amendments to this Charter may be adopted by a two-thirds vote of the membership.

Agreed upon by unanimous vote of the Founding Members and certified by the chair.

Approved August 13, 2005.

Amended September 28, 2006.

Amended August 7, 2008

Amended February 5, 2013