

***Amended and Restated  
By-Laws  
of the  
Sacramento Community  
Cable Foundation***

May 25, 2017

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# **BYLAWS OF SACRAMENTO COMMUNITY CABLE FOUNDATION**

## **I. NAME**

The name of the organization shall be Sacramento Community Cable Foundation, doing business as Access Sacramento hereinafter referred to as the “Corporation.”

## **II. OFFICES OF THE CORPORATION**

### **Section 2.01 — Principal Office**

The principal office for the transaction of the activities and affairs of Corporation (Principal Office) shall be located within the City or County of Sacramento, California. The Board of Directors may change the Principal Office from one location to another.

### **Section 2.02 — Other Offices**

The Board may at any time establish grant or subordinate offices at any place or places where the Corporation qualifies to conduct business.

## **III. DEFINITIONS**

As used in these Bylaws, the following words shall have the following meanings:

(1) “Cable System Operator” – shall mean the party to whom a franchise to operate a Cable Television System is issued pursuant to the provision of the Franchise Documents.

(2) “Cable Television System” – shall mean a system of antennae, cables, wires, lines, towers, waveguides, or other conductors, converters, amplifiers, headend equipment, master controls, earth stations, equipment and facilities designed and constructed for the purpose of producing, receiving, transmitting, amplifying and distributing audio, video and other forms of electronic or electrical signals with the Sacramento Community, including both Subscriber Networks and Institutional Networks.

(3) “Cable TV Ordinance” – shall mean Title 5, Chapter 5.50, Section 8, 5.50.010 through Section 5.50.979, of the Sacramento County Code, as adopted and amended, by the County and the Cities

(4) “Cities” – shall mean the Municipality of Sacramento, and each of the Municipalities of Folsom, Isleton, Galt, Citrus Heights, Rancho Cordova and Elk Grove which enacts the provisions of Chapter 5.50 of the Sacramento County Code in identical form and does not adopt a resolution disapproving selection of the Cable System Operator pursuant to Section 5.50.212, in Sub Chapter 3 of the Cable TV Ordinance.

(5) “Community Use,” “Community Use Programming” and “Community Use Channels” –shall mean use, programming or channels for purposes of noncommercial cablecasts presents by or on behalf of a Cable System Operator, the County or Cities, individuals and local community nonprofit organizations, which consist of topics of special interest to the Sacramento Community or elements thereof, including matters of a political, governmental, sociological, religious,, educational, cultural, artistic, health oriented, ethnic, economic, recreational, charitable and philanthropic nature; a significant part of such programming having been locally produced.

(6) “County” – shall mean the County of Sacramento

(7) “Franchise Document” – shall with respect to a franchise for a Cable Television System issued pursuant to the provisions of the Cable TV Ordinance, mean the provisions of that Ordinance, the map defining any Imposed Service Area for the franchise as adopted by resolution, the provisions of any Request for Proposals issued pursuant to the provisions of the Cable TV Ordinance in connection with that franchise, the provisions of the application for the franchise submitted by the Cable system Operator, the provisions of the resolution offering the franchise and the provisions of the certificate of acceptance by the Cable System Operator of the franchise.

(8) “Public Access” – shall mean Community Use Programming which constitutes a form of access opportunity to members of the general public to produce programming in separate studio facilities on a scheduled reservation basis, with minimal instructional assistance, direction and control by the Cable System Operator.

(9) “Sacramento Metropolitan Cable Television Commission” or “Commission” – shall mean the Sacramento Metropolitan Cable Television Commission created pursuant to the provisions of Chapter 5.50, Sub-Chapter 2, of the Sacramento County Code, or any successor in interest thereof established by the County and Cities.

(10) “Subscriber” – shall mean a lawful recipient of service from a Cable Television System.

#### **IV. PURPOSES AND LIMITATION**

##### **Section 4.01 — General Purposes**

The General purposes of this Corporation include but not limited to:

(1) Support, manage, produce and distribute noncommercial, community-based media programs.

(2) Administer grants for the production of noncommercial, community-based media programs to nonprofit community groups and organizations.

(3) Ensure effective promotion of noncommercial, community-based media programs and design training programs in the use of community-based production facilities.

(4) Encourage, promote, facilitate and further noncommercial, community-based media programming and conduct business in all aspects related to noncommercial, community-based media programming.

## **V. MEMBERSHIP**

### **Section 5.01 — Membership Qualifications**

Membership in the Corporation is open on a nondiscriminatory basis to any individual whose principal address is within the County, other than those specifically prohibited by Section 5.50.334 or the Cable Television Ordinance.

### **Section 5.02 — Classes of Members**

(a) There shall be three (3) classes of non voting members in the Corporation.

(1) Subscriber members shall be comprised of all cable subscribers who request membership by submitting a completed membership form. There shall be no more than one (1) subscriber member per household served by the Cable System Operator. "Household" shall mean a service address used by the Cable System Operator to determine subscriber status.

(2) Individual members shall be those persons who are residents of Sacramento County and who pay annual dues as established by the Board.

(3) Organizational members shall be those persons connected with nonprofit organizations whose principal address is in Sacramento County and who pay dues as established by the Board.

(b) Membership forms shall be made available at least annually to all cable subscribers at least sixty (60) days prior to the annual nomination of Board Members. The Availability of membership forms shall be public announced. The Board may elect to solicit new members throughout the year at its discretion.

(c) No person or organization may hold membership in more than one (1) membership category at a time.

### **Section 5.03 — Members Voting Rights**

Members shall have no voting rights.

### **Section 5.04 — Dues and Terms of Membership**

No dues for subscriber members may be levied. The Board shall establish annual dues for individual and organizational members and specify terms of membership, if any. This Section does not permit the levying of charges for services provided by the cable operator under the Community Use provisions of the Franchise Documents.

### **Section 5.05 — Termination and Suspension of Membership**

A membership shall terminate on an occurrence of any of the following events:

- (1) Resignation of the member with reasonable notice to the Corporation.
- (2) Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the Board.
- (3) Failure of the member to pay dues, fees or assessments as set by the Board within sixty (60) days after they become due and payable.
- (4) The occurrence of any event that renders the member ineligible for membership or failure to satisfy membership qualifications.
- (5) Termination of a subscriber member's cable television service.

### **Section 5.06 — Suspension of Membership**

A member may be suspended, under Section 5.07 or these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such determination, that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

A person whose membership is suspended shall not exercise any right of a member during the period suspension.

### **Section 5.07 — Procedure for Expulsion or Suspension**

If grounds appear to exist for expulsion or suspension of a member under Sections 5.05 and 5.06 of these Bylaws, the procedures set forth below shall be followed:

- (1) The member shall be given fifteen days (15) days prior notice of the proposed expulsion or suspension and the reason for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class mail to the member's last address as shown in the Corporation's records.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension shall take place. The hearing shall be held, or the written statement



considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension shall take place.

(3) The Board, committee or person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person shall be final.

(4) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension or termination.

### **Section 5.08 — Transfer of Membership**

No membership or right arising from membership shall be transferred.

## **VI. THE BOARD OF DIRECTORS**

### **Section 6.01 — General Powers of the Board of Directors**

Subject to the provisions and limitations of *California* Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding action that may require approval of the members, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the Board of directors.

### **Section 6.02 — Qualifications**

(a) All members of the Board must be subscriber, individual or organizational members in good standing of the Corporation.

(b) The Board of Directors shall not include any officer or employee of the County of Sacramento, any incorporated Cities located within Sacramento County, the Cable Television Commission or any of their Boards or Committees. No Board member shall be an officer, employee, appointee or representative of the Cable System Operator(s).

(c) No employee of the Corporation shall serve as a member of the Board.

### **Section 6.03 — Conflict of Interest**

Any director who is an officer, managing employee or Director of a Corporation or Organization; or any individual which is seeking a contract including grant funding from the Corporation, shall not vote or participate in discussion upon that matter and shall declare a conflict of interest when that matter is before the Board.

### **Section 6.04 — Composition of the Board**

(a) The Corporation will have a Board of Directors shall comprised of between five and fifteen (15) members. The number of Directors shall be determined by the Board of Directors.

(b) **Election of Directors.** At the regular business meeting of the directors scheduled nearest to the annual meeting, the directors shall be presented with a ballot for election of directors in accordance with this Article. Directors may cast a total number of votes equal to the number of vacant seats being elected. Only one vote may be cast for any individual candidate. Cumulative voting by directors shall not be permitted. The candidates receiving the highest number of votes shall be elected.

### **Section 6.05 — Terms of Board Members (Revised 7.1.94)**

(a) Elected Directors shall serve two (2) year terms, providing that an Elected Director shall serve no more than three (3) consecutive full two (2) year terms. A term less than two (2) years shall not be considered a full term.

(b) Terms of Elected Directors shall be staggered in such a way that Directors shall be elected from each class of membership each year.

(c) A term of each Director shall end on the date of the Annual Meeting nearest the end of his or her term, but not before a successor is duly elected;

### **Section 6.06 — Resignation**

(a) Any Director may resign effective upon giving written notice to the Chairperson or the Secretary, unless the notice specifies a later time for the resignation to become effective. Except on notice to the Attorney General, no Director may resign when the Corporation would then be left without a duly elected Director in charge of its affairs.

(b) Failure of a Director to participate in three (3) consecutive unexcused Board meetings shall be deemed a voluntary resignation from office, effective seven (7) days following the third meeting. Exceptions may be granted by resolution of the Board.

### **Section 6.07 — Events Causing Vacancies**

(a) A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) the death or resignation of any Director; (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court, convicted of a felony or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (3) the vote of a majority of the Directors. The Secretary of the Corporation shall notify the affected Director of any action taken under this Section and Section 8.06(b) by certified mail (return receipt) within seven (7) days.

### **Section 6.08 — Filling Vacancies**

Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The Director so appointed shall serve the remainder of the current term.

### **Section 6.09 — Regular Meetings**

The Board of Directors shall schedule regular meetings for the transaction of Corporation business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Board without other notice than such resolution. Schedules of Board meetings will be made available to members and to the public and minutes of the previous meetings shall be prominently posted in the office of Corporation, except at the discretion of the Secretary, those matters deemed confidential may be deleted from the posted copy.

### **Section 6.10 — Organizational Meeting**

The Board of Directors shall schedule an annual meeting of the members and shall present an Annual Report including information on the previous year's plan, the next year's anticipated budget and to gather information from those present. Members shall have the right to petition to have an item for the annual meeting of members by delivering to the Board of Directors a petition which describes the item which is signed by at least 10 members no later than 14 days prior to the scheduled date of the annual meeting. The board shall hold a regular board meeting for purposes of organization, election of officers, appointment of Appointed Directors and for the transaction of other business just before or after the annual membership meeting.

### **Section 6.11 — Special Meetings**

Special meetings of the Board may be called at any time by the Chairperson, Vice-Chairperson, or any two (2) Directors of the Board. Written notice of the time and place of special meetings shall be mailed via first-class mail to each Director at least four (4) calendar days before such a meeting is held or two (2) days before the meeting if notice is given via telephone or in person. Special meetings of the Board may be held at a place designated by the Board or at the Principal Office. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 6.12 — Quorum**

A quorum shall be one-third or more of the current members of the Board of Directors.

### **Section 6.13 — Majority Vote**

No action of the Board shall be valid unless approved by a majority of those Board Members attending the meeting. There shall be no proxy.

## **Section 6.14 — Compensation**

Directors shall receive no compensation for services as Directors, but may be reimbursed for any reasonable expenses, approved by the Board, of attendance of meetings or the Board or of committees.

## **VII. OFFICERS**

### **Section 7.01 — Qualifications of Elected and Appointed Officers**

All elected and appointed officers of the Corporation shall be members in good standing.

### **Section 7.02 — Designation of Officers**

(a) The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Chief Financial Officer. The Chairperson and Vice-Chairperson shall be chosen by the Board from among the members of the Board. The Secretary and the Chief Financial Officer need not be members of the Board of Directors.

(b) The Chairperson of the Board may appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold the office for the period, have the authority and perform the duties specified in these Bylaws or determined by the Board. All officers so appointed shall be chosen from among the Board of Directors.

### **Section 7.03 — Election of Officers**

The officers of the Corporation shall be selected by a majority vote of the Board and shall serve at the pleasure of the Board subject to the rights, if any, of any officer under any contract of employment.

### **Section 7.04 — Resignation of Officers**

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights of any officer of the Corporation under any contract of which the officer is a party.

Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the best interests of the Corporation shall be served thereby. Removal of an officer shall be without any prejudice to any contractual right which he or she may have with respect to the Corporation.

### **Section 7.05 — Vacancies**

Any vacancy among the officers shall be filled for the unexpired term by ordinary resolution of the Board.

### **Section 7.06 — Terms of Office**

The terms of office for the officers of the Corporation shall commence with the organizational meeting of the Board following the Annual Meeting of the members and shall conclude at the organization meeting of the Board following the next Annual Meeting.

### **Section 7.07 — Chairperson**

The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board may assign from time to time. If there is no Executive Director, the Chairperson of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the Corporation prescribed by these Bylaws.

### **Section 7.08 — Executive Director**

Subject to such supervisory powers as the Board may give to the Chairperson of the Board, if any, and subject to the control of the Board, the Executive Director shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe and shall not be a member of the Board.

### **Section 7.09 — Vice-Chairperson**

If the Chairperson is absent or disabled, the Vice-chairperson shall perform all duties of the Chairperson. When so acting, the Vice-chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice-chairperson shall have such other powers and perform such other duties as the Board or their Bylaws may prescribe.

### **Section 7.10 — Secretary**

(a) The Secretary shall keep or cause to be kept, at the Corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of Committees, and of members' meetings. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the Board and committee meetings, and the number of members present or represented at the members' meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) The Secretary shall keep, or cause to be kept, at the *Corporation's Principal Office* or at a place determined by resolution of the Board, a record of the members of the Corporation's members, showing each member's name, address, class, and status of membership.

(c) The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.

### **Section 7.11 — Chief Financial Officer**

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

## **VIII. INDEMNIFICATION AND INSURANCE**

### **Section 8.01 — Rights of Indemnity**

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238(A) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of Corporation by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

### **Section 8.02 — Approval of Indemnity**

On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238(b) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) have been met, and, if so, the Board shall authorize indemnification.

### **Section 8.03 — Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 11.01 and 11.02 of these Bylaws in defending any proceeding covered by those Sections may be advanced by the Corporation upon a reasonable showing of

ability to repay before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for these expenses.

#### **Section 8.04 — Insurance**

*The Corporation* shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against liability asserted or incurred by any officer, Director, employees, or agent in such capacity or arising out of the officer's, Director's employee's, or agent's status as such.

### **IX. COMMITTEES OF THE BOARD**

#### **Section 9.01 — Standing Committees**

The Board shall appoint four Standing Committees: an Executive Committee, an Operations and Finance Committee, a Membership and Outreach Committee and a Programming Committee. Each Standing Committee shall consist of at least two (2) Board members and shall be appointed by the Chairperson from among the members of the Board. The Chairperson of the Board shall be a member of each committee.

#### **Section 9.02 — Duties of the Executive Committee**

The Executive Committee shall have the power to act as the Board of Directors in between Board meetings except that the Executive Committee shall not, regardless of Board Resolution:

- (1) Take any final action on any matter that, under *California* Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (3) Fix reimbursement policies of the Directors for serving on the Board or on any committee;
- (4) Amend or repeal Bylaws or adopt new Bylaws;
- (5) Amend or repeal any resolution of the Board that, by its express terms, is not so amendable or repeal able;
- (6) Create any other committees of the Board or appoint the members of committees of the Board;

(7) Expend corporate funds to support a nominee for Director after more people have been nominated for Director that can be elected; or

(8) Approve any contract or transaction to which *the Corporation* is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(b) of the California Corporations Code.

### **Section 9.03 — Duties of the Operations and Finance Committee**

The Operations and Finance Committee shall implement governing board fiscal and operational policies and ensure adherence thereto. The committee shall recommend policies and strategies to the Board of directors, relating to the prudent management of the assets of the Corporation, fund development and the efficiency of its operations. The committee shall develop and oversee current and future budgets and the development and implementation of operational procedures. The Operations and Finance Committee review the Annual Financial Statement, approve the annual financial review, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for *the Corporation*. It shall be the responsibility of the Operations and Finance Committee to report to the Board of Directors whether the Corporation is meeting its projected budget, to report on the scope and adequacy of the annual financial review and related fees, to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls and to include in that report its finding as to the independent Certified Public Accountant, if one accompanies the annual financial review, have been properly dealt with. The Operations and Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.

### **Section 9.04 — Duties of the Membership and Outreach Committee**

The Membership and Outreach Committee shall oversee the membership development of the organization including recruitment, retention and engagement of members. The committee shall oversee regular assessments of membership needs and member satisfaction. The committee carry out its duties in accordance with the procedures specified in Sections 9.01 and 9.02 of these Bylaws, and shall carry out such other duties as may be required by the Board from time to time.

### **Section 9.05 — Duties of the Programming Committee** (Revised 6.17.93)

The Programming Committee will ensure that non-commercial programs dealing with topics of special interest to the residents of Sacramento County are presented on channels managed by Access Sacramento. The committee will ascertain community radio and television needs in the county, review the programs proposed by producers and staff, and recommend topics to be covered, attempting to maximize the use of production resources provided by the Sacramento Metropolitan Cable Television Commission. The committee, subject to full Board approval, will monitor all applicable local, state, and federal laws, and will apply them to the programming activities of the Corporation.



### **Section 9.06 — Minutes of Standing Committees**

The minutes or report of each Standing Committee shall be submitted to the Board no later than the Board's next regular meeting.

### **Section 9.07 — Other Committees**

The Board may establish other committees from time to time and these committees shall have such duties as may be conferred on them by the Board. Appointees must be members in good standing of the Corporation. A report of minutes and actions of all such Committees shall be submitted to the Board.

## **X. PERFORMANCE OF THE CORPORATION**

### **Section 10.01 — Reporting Requirements**

An annual report regarding its fiscal and operational activities shall be prepared and distributed in accordance with Section 6321 of the California Corporation Code.

## **XI. GRANT PROCEDURES**

### **Section 11.01 — Annual Plan**

(a) The Board shall prepare and make public an Annual Plan. This Annual Plan shall at a minimum set forth the different funding categories, money to be awarded within each category, the application process, the procedure to award grants and selection criteria to be used within each category for the coming year. A public meeting for presentation of the draft plan shall be held at least thirty (30) days prior to the annual membership meeting by announcement on at least one (1) Community Use Channel (when made available by the Cable System Operator) and in the Corporation's newsletter.

(b) Said Annual Plan will also contain evaluations and analysis of past year activities including grants disbursed and such other items as may be required by a contract with the Cable System Operator.

### **Section 11.02 — Monitoring of the Corporate Sub grantees**

(a) All grant agreements or Memorandum of Understanding between the Corporation and its Sub grantees shall contain qualified performance criteria and regular expenditure reports including itemization of program production and administrative cost.

(b) Monitoring by the Corporation of the Sub grantees shall occur on not less than a quarterly basis to ensure adherence to each contract. Not less than annually and as part of its Annual Plan and meeting, the Corporation shall prepare an evaluation of the performance of each contract.

## **XII. MISCELLANEOUS**

### **Section 12.01 — Non-Discrimination**

The Corporation shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of the Corporation because of race, national origin, sex, age, sexual preference, religion, physical disability, political affiliation or economic status; and shall promote access to the Cable Television System for those who historically have been denied media access. This Section does not guarantee a right to any person or organization to have any program distributed over the channels governed by the Corporation or to receive funding.

### **Section 12.02 — Meetings of the Corporation**

All meetings of the Corporation and the Board are open to the public except for those items that are determined by the majority of the Board to be confidential. All meetings of the Corporation and the Board shall be held following Robert's Rules of Order, provided that the failure to observe Robert's Rules of order shall not invalidate any action taken.

## **XIII. AMENDMENT OF BYLAWS**

The Bylaws may be amended by a majority vote of the Board of Directors.

## **XIV. AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

## **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the corporation and that such Bylaws were duly approved by the appropriate process with the announcement of changes at the meeting of members of the corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary