

***By-Laws  
Of  
Sacramento Community  
Cable Foundation***

June 28, 2011

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# BYLAWS OF SACRAMENTO COMMUNITY CABLE FOUNDATION

June 28, 2011

## I. NAME (Revised 7.1.1994)

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 5.50.846, 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, 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 first-come, first serve 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.

## **Section 4.02 – Restrictions**

No Action taken by the Corporation may be in violation of applicable laws or government regulations, including (but not limited to) the Franchise Documents.

## **V. MEMBERSHIP**

### **Section 5.01 Membership Qualifications**

Membership in the Corporation is open on a nondiscriminatory basis to any individual and any organization whose principal address is within the County, other than those specifically prohibited by Section 5.5o.334 or the Cable Television Ordinance.

### **Section 5.02--Classes of Members**

- (a.) There shall be three (3) classes of 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 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--Voting Members**

Subscriber members, individual members and organizational members shall have the right to vote as set forth in these Bylaws; on the election of Directors; on the disposition of all or substantially all, of the Corporation's assets; on any merger and its principal terms and the amendment of those terms; and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under *California* Non-profit Public Benefit Corporation Law.

### **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. MEETINGS OF MEMBERS**

### **Section 6.01--Place of Meeting**

Meetings of the members shall be held at any place within or outside Sacramento County, California designated by the Board or by the written consent of all members entitled to vote at the meeting before or after the meeting. In the absence of any such designation, meetings shall be held at the Corporation's Principal Office.

### **Section 6.02--Annual Meeting of Members**

*The Corporation* shall hold an Annual Meeting during the second quarter of each year, beginning in 1986, at a time and place to be determined by resolution of the Board. Notice of the Annual Meeting shall be given in accordance with Section 6.04 of these Bylaws, except that notice must be given at least thirty (30) days prior to the meeting and be announced on at least one (1) Community Use Channel (when made available by the Cable System Operator), and published in a newspaper of general circulation.

### **Section 5.03--Special Meetings**

- (a) A special meeting for any lawful purpose may be called at any time by the Board, by the Chairperson or the Board or by 5% or more of the members.
- (b) A Special Meetings by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the Secretary of the Corporation. The Secretary shall cause notice to be given promptly to the members entitled to vote in accordance with the Section 6.04 of these Bylaws, stating that a meeting will be held at a specified date and time fixed by the Board, provided, however that the meeting date shall be at least thirty-five (35) and no more than ninety (90) days after receipt of the request. If the notice is given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be considered as limiting, fixing or setting the time at which a meeting of members may be held when the meeting is called by the Board.
- (c) Only business the general nature of which was set forth in the notice of the meeting may be transacted at the Special Meeting.

### **Section 6.04--Notice Requirement for Members' Meetings**

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 6.05 and 6.06 of these Bylaws, to each member entitled to vote at that meeting. That notice shall specify the place, date, and hour of the meeting, and:

- (1) For a Special Meeting, the general nature of the business to be transacted and no other business may be transacted.
- (2) For the Annual Meeting, those matters that the Board at the time notice is given intends to present for action by the members, but, except provided by Section 6.05 of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which

directors are to be elected shall include the names of all persons who are nominees when notice is given.

### **Section 6.05--Notice of Certain Agenda Items**

Approval by the members of any of the following proposals other than by unanimous approval by those entitled to vote is valid only if the notice or written waiver of notice states such actions are to be considered:

- (a) Removing a Director without cause.
- (b) Filling vacancies on the Board.
- (c) Amending the Articles of Incorporation.
- (d) Electing to wind-up and dissolve the Corporation.

### **Section 6.06--Manner of Giving Notice**

(a) Notice of any meeting of members shall be in writing and shall be given at least ten (10), but not more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class mail or by either means of written communications, the charges prepaid, and shall be addressed to each member entitled to vote at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears in the Corporations books and no address has been so given, notice shall be deemed to have been given if notice is published at least once in a newspaper of general circulation in the County.

(b) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, shall be executed by the Secretary or any transfer agent of the Corporation and shall be filed and maintained in Corporation's minute book.

### **Section 6.07 – Written Waiver of Notice**

The transactions of any meeting of members, however, called or notice and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if

- (1.) A quorum was present.
- (2.) Either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice, consent or approval, need not specify with the business to be transacted or the purpose of any meeting or members, except that if action is taken or proposed to be taken for approval of any other these matters specified in Sections 6.05, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

### **Section 6.08--Waiver of Notice or Consent by Attendance**

The members' attendance at a meeting shall constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

## **VII. VOTING BY MEMBERS**

### **Section 7.01--Quorum**

A quorum for the transaction of business at any meeting of the membership, or any action by written ballot, shall consist of one-twentieth (1/20 of (1%) of the membership of the Corporation, except for those matters which require voting for Directors, in which case the quorum for voting by class shall be one-twentieth (1/20 of (1%) of the membership of each class. However, if any special or annual meeting is actually attended, in person, by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 6.04 of these Bylaws.

### **Section 7.02--Loss of Quorum**

Subject to Section 7.01 above of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if enough members have withdrawn to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum and was included in the notice of the meeting.

### **Section 7.03--Adjournment and Notice of Adjourned Meetings**

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date of the notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

### **Section 7.04--Eligibility to Vote**

Subject to the provisions of *California* Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be subscriber members, individual members and organizational members in good standing as of the record date determined under Section 7.08 of the Bylaws.

### **Section 7.05--Voting**

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Voting may be by voice or ballot, except voted for Directors may only be cast by mailed ballot.

### **Section 7.06--Approval by Majority Vote**

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting entitled to vote and voting on any matter shall be the act of the members unless the vote of a greater number or voting by classes is required by the California Nonprofit Public Benefit Corporation Law, by the Articles of Incorporation or these Bylaws.

### **Section 7.07--Action by Written Ballot Without a Meeting**

- (a) Any action election of Directors that may be taken at any meeting of members may be taken without a meeting by complying with Sections (1) and (2) below.
- (1) Solicitation of Written Ballots. The Corporation shall determine one (1) written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 6.06 of the Bylaws. All solicitation of votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements, (b) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure or measures, and (c) specify the time by which the ballots must be received in order to be counted. Each ballot so distributed shall: (a) set forth the proposed action, (b) provide a reasonable time within which to return ballot to the Corporation. In any election of Directors, a written ballot that the member marks "withhold" or otherwise marks in a manner indicating that authority to vote is withheld shall not be voted either for or against the election of a Director.
- (2) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld, within the time specified equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot without a meeting.
- (b) Written ballots may not be revoked.

- (c) All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three (3) years.

### **Section 7.08--Record Date for Notice, Voting, Written Ballots and Other Actions**

- (a) For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the Board may in advance fix a record date. The record date so fixed shall not be more than sixty (60) or less than ten (10) days before the date of the meeting.
- (b) For voting by written ballot, the record date shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited.
- (c) For purposes of Sections (a) and (b) above a person holding a membership at the close of business on the record date shall be a member of record.
- (d) If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day preceding the day on which notice is given, or if notice is waived, the business day preceding the day on which the meeting is held, and (2) to vote at a meeting shall be the day on which the meeting is held.
- (e) If not otherwise fixed by the Board, the record date for determining those entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

### **Section 7.09--Proxy**

There shall be no voting or other action by proxy, except that any organizational member may, by notice filed with the Secretary, designate a person to exercise a vote of the organization.

## **VIII. THE BOARD OF DIRECTORS**

### **Section 8.01--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 require approval of the members, Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the director of the Board.

### **Section 8.02--Qualifications** (revised May 17, 2001)

- (a) All members of the Board must be individual or subscriber 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 other than the Secretary and the Chief Financial Officer shall serve as a member of the Board.

### **Section 8.03 – 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 8.04--Composition of the Board** (Revised 7.1.94)

(a) The Corporation will have a Board of Directors shall comprised of fifteen (15) members.

(b) “Elected Directors” shall consist of twelve (12) Directors elected by the membership in the following fashion:

(1) Four (4) of the Directors shall be elected by individual members as defined in Section 5.02.

(2) Four (4) of the Directors shall be elected by the Organizational members as defined in Section 5.02, but no more than one (1) Director who is a member or managing employee of any organizational member shall serve on the Board at any one time.

(3) Four (4) of the Directors shall be elected by the cable system subscriber member as defined in Section 5.02.

(c) “Appointed Directors” shall be three (3) Directors appointed by a majority vote of the Board. Appointments shall be made by the newly elected Directors at the organizational meeting of the Board required by Section 8.10 of these Bylaws.

### **Section 8.05--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 two (2) Directors shall be elected from each class of membership each year.

(c) Appointed Directors shall serve one (1) year terms, providing that no Appointed Director shall serve more than six (6) consecutive full one (1) year terms. A term less than one (1) year shall not be considered a full term. The Board shall have the power to appoint a new appointed Director to fill any vacancy on the Board which was created by the removal of an Appointed Director pursuant to Sections 5221, 5222 and 5223 of the California Corporations Code.

- (d) 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 and qualified.
- (e) Three (3) year terms for directors elected in 1993 and 1994 and which are scheduled to expire in 1996 and 1997 will become two (2) year terms expiring in 1995 and 1996 respectively. Three (3) year terms for Directors which were elected in 1992 and which are scheduled to expire in 1995 will remain (3) year terms expiring in 1995.

### **Section 8.06 - 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 8.07--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 the members or, if the Corporation has fewer than 50 members, the vote of the majority of all members to remove any Director(s) provided, however, that the removal of an Appointed Director by the members must be approved by the Board. Any Director elected by the vote of members of a class, voting as such, rather than by the members of the Corporation, may be removed only by the vote of that class.
- (b) 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 8.08--Filling Vacancies**

Except for the vacancy created by the removal of a Director by the members, 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 members may fill any vacancy or vacancies not filled by the Directors. The Director so appointed shall serve the remainder of the term.

### **Section 8.09--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 8.10--Organizational Meeting**

Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, appointment of Appointed Directors and transaction of other business. Notice of this meeting is not required.

#### **Section 8.11--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 8.12--Quorum** (Revised 6.19.1992)

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

#### **Section 8.13--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 8.14--Compensation**

Directors shall receive no compensation for services as Directed, but may be reimbursed for any reasonable expenses, approved by the Board, of attendance of meetings or the Board or of committees. This Section shall not be construed to preclude any Director from serving the Corporation in the capacity of Secretary or Chief Financial Officer and receiving compensation for those services.

## **IX. THE ELECTION OF DIRECTORS**

### **Section 9.01--Nomination of Board Members** (Revised May 17, 2001)

Not less than ninety (90) days prior to the record date of the Annual Meeting, the Corporation shall communicate to the membership, in a manner determined by the Board, the procedure for nominating by application, as set forth in Section 9.02 of these Bylaws, and the date for close of nominations shall be set by the Board, which date shall be not less than seventy (70) days prior to the record date of the Annual Meeting.

The Nominating Committee shall propose a candidate for each opening on the Board, according to membership class. The Nominating Committee is encouraged to ensure that nominees for the Board represent as closely as possible the racial, ethnic, geographic, socioeconomic diversity of Sacramento City and County and the incorporated cities in Sacramento County. The proposed slate of candidates shall be communicated to the membership, in a manner determined by the Board, not less than thirty (30) days prior to the record date of the Annual Meeting. All nominees shall be members in good standing. Subject to Section 9.03, nominees and their qualification shall be placed on a ballot by membership category.

### **Section 9.02—Membership by Application** (Revised May 1988)

Any member in good standing may be an application signed by the nominees within eleven (11) months preceding the record date for the Annual Meeting and submitted to the Secretary by the date for close nominations, as provided in Section 9.01 of these Bylaws.

If a nominee by application is not included in the proposed slate of candidate selected by the Nominating Committee, the Corporation shall notify the nominee by application of his/her exclusion. If the nominee by application does not within five (5) days thereafter written notice to the Secretary of the applying nominee's continuing interest in serving as a nominee, the Corporation may consider his/her nomination to be withdrawn. In addition to the proposed slate of candidates as described in Section 9.01, names and qualification of all nominees by application who indicate their continuing interest in serving as a nominee, in the manner described in the preceding sentence, shall be placed on the ballot by membership category.

### **Section 9.03—No Election Required**

If the Corporation has a membership of 5,000 or more members on the record date established pursuant to Section 7.08 of these Bylaws, and if after the close of nominations, the number of people nominated for each class of membership on the Board is not more than the number of Directors to be elected by that class, the Corporation may without further action declare that those nominated and qualified to be elected have been elected.

### **Section 9.04--Inspectors of Election**

Thirty (30) days prior to the close of nominations, the Board may appoint Inspectors of Election

to monitor the election proceedings. The number of inspectors shall be either one or three. The Inspector(s) of Election shall determine the number of memberships outstanding and voting power of each; receive votes, ballots, or consents; establish the existence of a quorum; determine when the ballots shall be received; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine the result and do such acts as may be proper to conduct the election or votes with fairness to all members. The Inspector(s) of Election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three Inspector(s) of Election, the decision, act or certificate of a majority is effective in all aspects as the decision, act or certificate of all.

### **Section 9.05--Election by Mailed Ballot**

- (a) Subject to Section 9.03, election of all of the Directors shall be accomplished by mailed ballot which shall be mailed to all classes of members of the Corporation and return by them in accordance with Section 7.07 of these Bylaws. No Director elected at a public meeting except as outline In Section 9.07 in these Bylaws for appointment of the Initial Board.
- (b) Each member, shall, in writing, cast votes for not more than the number of position that are available for that class of number. Each vote shall be for a different person.
- (c) Violation of any provision of this Section shall invalidate the member's entire ballot.
- (d) In the event that two (2) or more persons each receive the same number of votes, the Chairperson shall determine, by lot, which person(s) shall be seated as a Board member.

### **Section 9.06--Certification of Election**

At the annual meeting of the Corporation required as per Section 6.02, the results of the election of Directors shall be announced and certified and the Directors shall take their seats upon the Board.

### **Section 9.07 -- Election of Initial Board of Directors**

The Incorporators shall appoint twenty-one (21) members of the Initial Board of Directors. The Initial Directors shall draw lots so that nine (9) of the Directors shall have terms of one (1) year, six (6) Directors shall have terms of two (2) years and Six (6) Directors shall have terms of three (3) years.

## **X. OFFICERS**

### **Section 10.01--Qualifications of Elected and Appointed Officers**

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

#### **Section 10.02--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 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 10.03--Election of Officers**

The officer of the Corporation shall be 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 10.04--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 10.05--Vacancies**

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

#### **Section 10.06--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 9.07--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 10.08--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 10.09--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 10.10--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 keep the corporate seal in safe custody and shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.

### **Section 10.11—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.

## **XI. INDEMNIFICATION AND INSURANCE**

### **Section 11.01—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 11.02—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. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of the quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall 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) has been met and, if so, the members present at the meeting in person shall authorize indemnification.

### **Section 11.03—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 11.04--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.

## **XII. COMMITTEES OF THE BOARD (Revised 6.17.1993)**

### **Section 12.01--Standing Committees**

The Board shall appoint four Standing Committees: an Executive Committee, a Finance Committee, a Nominating Committee and a Programming Committee. Each Standing Committee shall consist of at least five (5) 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 12.02--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 compensation 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 12.03--Duties of the Finance Committee**

The Finance Committee shall review the Annual Financial Statement, approve annual audit

reports, 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 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 audit and related fees, to continually monitor and report to the Board 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 audits, have been properly dealt with. The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.

#### **Section 12.04--Duties of the Nominating Committee**

The Nominating Committee shall 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 12.05--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 12.06--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 12.07--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. Minutes and actions of all such Committees shall be submitted to the Board.

### **XIII. PERFORMANCE OF *The CORPORATION***

#### **Section 13.01--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.

### **Section 13.02--Auditing and Inspection Requirements**

*The Corporation will contract for an audit of its records with a Certified Public Accountant on an annual basis and its records shall be open to the membership for inspection in accordance with Sections 6330-6334 of the California Corporations Code.*

## **XIV. GRANT PROCEDURES**

### **Section 14.01—Annual Plan**

- (a) At the Annual Meeting of the Members, 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 shall be held at least thirty (30) days prior to the meeting by announcement on at least one (1) Community Use Channel (when made available by the Cable System Operator) and public in a newspaper or general circulation.
- (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 14.02—Monitoring of the Corporate Sub grantees**

- (a) All grant agreements between the Corporation and its Sub grantees shall contain qualified performance criteria and monthly expenditure plans 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 Report, the Corporation shall prepare an evaluation of the performance of each contract.

## **XV. COMMITTEES OF THE MEMBERSHIP**

### **Section 15.01—Establishment and Powers of Committee**

Members of the Corporation may, by application to the Secretary of the Corporation, establish such other committees as are deemed necessary and proper for the execution of the business of the Corporation. Such committees must be approved by the Board or by a majority vote of

the Corporation. The members of the committees shall be members in good standing of the Corporation as defined in Article V hereof. The committee members may designate the chairpersons of their committee and establish appropriate procedural rules for meeting and activities. No committee shall have greater powers than have been delegated to it. Committee shall keep records and minutes of their actions.

### **Section 15.02—Voting in Committees**

Each member of a committee shall be entitled to cast one (1) vote on each matter presented to a committee of which he or she is a member.

## **XVI. MISCELLANEOUS**

### **Section 16.01-- 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 16.02 -- 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.

## **XVII. AMENDMENT OF BYLAWS**

### **Section 17.01--Membership Rights Limitation**

Subject to the right of the members under Section 17.02, the Bylaws of the Corporation may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors.

### **Section 15.02--Members Approval Required**

Once members have been admitted to *the Corporation*, the Board may not, without the approval of each existing class or members, specify or change any Bylaw provision that would:

- (a) Fix or change the authorized number of Directors.
- (b) Fix or change the minimum or maximum number of Directors.
- (c) Change from a fixed number of Directors to a variable number of Directors, or vice versa.
- (d) Increase or extend the terms of Directors.
- (e) Increase the quorum for members' meeting.
- (f) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (g) Authorize cumulative voting.

### **Section 17.03--Amendments by Members**

New Bylaws may be adopted or these Bylaws may be awards or repealed by approval of a majority of all members provided, however, that any amendment that would materially and adversely affect the rights of a membership class as to voting or to transfer in a manner different than the action affects another class must be beyond that for which the Director of Directors may be adopted, amended or repealed only by approval of the members subject to the consent of the person or persons entitled to designated or select any such directors.

### **Section 17.04--Manner of Giving Notice**

The membership of the Corporation shall be notified of any proposal to amend these Bylaws under this Article. Such notice shall be given in the same manner as Section 6.06 of these Bylaws.