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

August 24, 2026

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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 the 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 of Directors 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) "Cities" – shall mean the Municipality of Sacramento, and each of the Municipalities of Folsom, Isleton, Galt, Citrus Heights, Rancho Cordova and Elk Grove.

(2) "County" – shall mean the County of Sacramento.

(3) "Director" – shall mean those individuals who have been appointed to serve as a member of the Board of Directors as defined in these Bylaws.

(4) "Members" – shall mean those individuals who have a current paid membership in the Corporation for the purpose of benefiting from available services including providing programming content, using equipment or facilities, or participating in education opportunities under the Operating Rules and Regulations.

(5) "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.

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

(3) Establish, maintain and operate one (1) or more media access center(s):

a. To educate individuals and organizations in the use of various media tools and techniques.
b. To provide individuals and organizations with access to various media tools and assistance in their use.
c. To promote programs and support the use of various media as vehicles of artistic expression.
d. To produce programs and other media materials in the public interest.

e. To establish, maintain and operate a system or systems for the distribution of various media programs, content, and materials, in the public interest.

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

(5) To serve the community with programming reflecting the activities, concerns, diversity, and interests of the residents of Sacramento County and Cities in a manner that promotes a free exchange of ideas and information.

(6) To encourage the use of the media center and its resources among a wide range of individuals, organizations and institutions representing the diversity of Sacramento County and Cities.

V. MEMBERSHIP

Section 5.01 — Membership Qualifications

(1) Membership in the Corporation is open on a nondiscriminatory basis to any individual or organization whose principal address is within the County or Cities and is in agreement with these By-laws.

(2) Membership in the Corporation may be extended to non-residents of Sacramento County or Cities.

Section 5.02 — Members Voting Rights

Members shall have no voting rights.

Section 5.03--Classes of Members

There shall be two (2) classes of voting members in the Corporation:

(1) Individual members shall be those persons who meet the requirements delineated in 5.01.

(2) Organizational members shall be non-profit organizations or institutions which meet the membership requirements delineated in 5.01, and: (1) whose principal address is in the County or (2) have Cities or County residents as members; or (3) serve residents of the Cities or County.

Section 5.04 — Dues and Terms of Membership

The Board of Directors shall establish annual dues for individual and organizational members and specify terms of membership, if any.

Section 5.05 — Termination and Suspension of Membership

A membership shall terminate on the 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 of Directors.

(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) Failure to abide by the Corporation's Operating Rules and Regulations regarding behavior and conduct.

Section 5.06 — Suspension of Membership

A member may be suspended, under Section 5.05 or these Bylaws, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors 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 of 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 (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 of Directors or by a committee or person authorized by the Board of Directors to determine whether the expulsion or suspension shall take place.

(3) The Board of Directors, 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 of Directors, 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 year after the date of the expulsion, suspension or termination.

Section 5.07 — 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, 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

(1) All members of the Board of Directors must be individual members in good standing of the Corporation.

(2) The Board of Directors shall not include as a voting member any elected official of the Cities or County.

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

Section 6.03 — Conflict of Interest

Any Director who is an officer, managing employee or director of an entity 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 of Directors.

Section 6.04 — Composition of the Board of Directors

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

(1) "Appointed Directors" shall consist of at least three Directors appointed by the majority of the Board as described in Section 6.05.

(2) “Designated Directors: shall consist of one (1) Director appointed by the Sacramento Metropolitan Film Commission, one (1) Director representing the nonprofit organizations in the Cities and County, and one (1) Director representing the Sacramento Educational Cable Consortium.

Section 6.05 — Terms of Board Members

(1 A Director shall serve no more than three consecutive full two-year terms.

(2) A term of each Director shall begin at the Regular Business Meeting when the Board of Directors approves the applicant’s nomination. The month of appointment shall count as the first month of a two-year term.

(3) An eligible board member at the end of a term of office shall notify the Board of Directors’ chair if they desire to be extended for another two-year term.

(4) A Director who has completed a maximum number of consecutive full two-year terms may reapply to the Board of Directors after having been off the Board of Directors for 12 months.

(5) A term of each Director shall end at the conclusion of the regular Board meeting nearest the end of his or her term.

(6) The term of office dates shall be maintained by the Secretary of the Board of Directors or a designee.

(g) For current Board of Directors members whose membership would immediately expire as a result of the implementation of these by-laws, an exception would be allowed for a final two-year term starting from their last anniversary month.

Section 6.06 — Resignation

(1) 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 Director in charge of its affairs.

(2) 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 vote of the Board of Directors.

Section 6.07 — Events Causing Vacancies

A vacancy or vacancies on the Board of Directors 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

(1) Vacancies on the Board of Directors may be filled by a majority vote of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director.

(2) Nominations to the Board of Directors shall be made in accordance with procedures managed by the Membership and Outreach Committee as specified in Section 9.04

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 of Directors meetings will be made available to members and to the public and minutes of the previous meetings shall be available in the Corporation's principal office and posted to the Corporation's primary website within 90 days of the meeting, except at the discretion of the Secretary, those matters deemed confidential may be deleted from the posted copy.

Section 6.10 —Annual Membership Meeting
The Board of Directors shall schedule an annual meeting of the members and shall present information on the previous year's business, 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 5 members, no later than 14 days prior to the scheduled date of the annual meeting. The Board of Directors 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 of Directors may be called at any time by the Chairperson, Vice-Chairperson, or any two (2) Directors of the Board. Notice of the time and place of special meetings shall be provided at least two (2) days before the meeting if notice is given via telephone, e-mail or in person. Special meetings of the Board of Directors 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 of Directors 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 Directors.

VII. OFFICERS

Section 7.01 — Qualifications of Elected and Appointed Officers
All elected, designated, and appointed officers of the Corporation shall be members in good standing and shall be 18 years of age or older.

Section 7.02 — Designation of Officers
The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Chief Financial Officer/Treasurer. The officers shall be chosen by the Board from the members of the Board.

Section 7.03 — Election of Officers
The officers of the Corporation shall be selected by a majority vote of the Board of Directors and shall serve at the pleasure of the Board of Directors

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 vote 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 vote of the Board of Directors.

Section 7.06 — Terms of Office
(1) Officers shall serve one (1) year terms, provided that an Officer shall serve no more than three (3) consecutive full one (1) year terms for any specific office. A term less than one (1) year shall not be considered a full term.
(2) The terms of office for the officers of the Corporation shall commence and conclude with the ending of the Annual Meeting of the members.

Section 7.07 — Chairperson
The Chairperson of the Board of Directors shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board of Directors may assign from time to time. If there is no Executive Director, the Chairperson of the Board of Directors 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 supervisorial powers as the Board of Directors may give to the Chairperson of the Board, if any, and subject to the control of the Board of Directors, 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 of Directors.

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 its Bylaws may prescribe.

Section 7.10 — Secretary
(1) 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 Directors 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 of Directors meetings and the number of members

present 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.

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

(3) 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 of Directors or these Bylaws may prescribe.

Section 7.11 — Chief Financial Officer/Treasurer

The Chief Financial Officer/Treasurer 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/Treasurer 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 of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

VIII. INDEMNIFICATION AND INSURANCE

Section 8.01--Indemnification of Officers

Any member of the Board of Directors and any officer of CMAC as a condition of accepting said office, shall be indemnified by CMAC against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of CMAC*,* except for breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of California, these Bylaws, agreements, vote of members, or otherwise.

Section 8.02--Exemption of Property

The private property of the members and Board of Directors of CMAC shall not be liable for corporate debts to any extent whatsoever. This section of these Bylaws shall not be amended except by the unanimous vote of the members and the Board of Directors.

Section 8.03 — 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 OF DIRECTORS

Section 9.01 — Standing Committees

The Board of Directors shall appoint three Standing Committees: an Executive Committee, a Finance Committee, and a Board and Membership Development 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 of Directors. The Executive Director shall be an ex-officio 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 a majority of all Directors;

(2) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board;

(3) Fix reimbursement policies of the Directors for serving on the Board of Directors or on any committee;

(4) Amend or repeal Bylaws or adopt new Bylaws;

(5) Amend or repeal any resolution of the Board of Directors that, by its express terms, is not so amendable or repealable;

(6) Create any other committees of the Board of Directors or appoint the members of committees of the Board;

(7) 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 Finance Committee

The Finance Committee shall implement governing fiscal policies and ensure adherence thereto. The committee shall recommend policies and strategies to the Board of Directors, relating to prudent management of the assets of the Corporation and fund development. The committee shall develop and oversee current and future budgets. The Finance Committee shall review the Annual Financial Statement, approve the annual financial review, and recommend to the Board of Directors 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 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 Finance Committee shall have such other duties as may be delegated to it by the Board of Directors from time to time.

Section 9.04 — Duties of the Board and Membership Development Committee

The Membership and Board Development 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 shall recommend policies for managing the acceptance and approval of applications to the Board of Directors and shall nominate applicants under those rules for vote of the full Board of Directors. The 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 of Directors from time to time.

Section 9.05 — Standing Committee Reports

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

Section 9.07 — Other Committees
The Board of Directors may establish other committees from time to time and these committees shall have such duties as may be conferred on them by the Board of Directors. 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 of Directors at a time specified during the formation of the committee. Committees created under this Section shall expire at the conclusion of the next Annual Meeting of members unless reformed by the Board of Directors.

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. MISCELLANEOUS

Section 11.01 — 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 age, gender, genetic information, genetic characteristics, gender identity, gender expression, color, race, national origin, religious creed, marital status, military status, sexual orientation, political belief, disability, or any other protected basis; and shall promote access to the Cable Television System for those who historically have been denied media access. This Section does not guarantee the right to any person or organization to have any program distributed over the channels governed by the Corporation or to receive funding.

Section 11.02 — Meetings of the Corporation
All meetings of the Corporation and the Board of Directors 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 By-laws may be amended by a majority vote of the Board of Directors.

XIII. 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 of the corporation on the date set forth below.

_____ _____
Secretary Date