

BYLAWS
of

The Santa Rosa Community Media Access
Center Inc.
DBA Community Media Center
Of the North Bay

Revised and Approved
January 27, 2011

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**BYLAWS OF SANTA ROSA COMMUNITY MEDIA ACCESS CENTER,
INCORPORATED**

**ARTICLE I.
NAME**

Section 1.01--Name

The name of the organization shall be Santa Rosa Community Media Access Center, Inc. doing business as (DBA) Community Media Center of the North Bay hereinafter referred to in these bylaws as "CMCNB".

**ARTICLE II.
OFFICES OF THE CORPORATION**

Section 2.01--Principal Office

The principal office for the transaction of the activities and affairs of CMCNB shall be located within the City of Santa Rosa, California.

Section 2.02--Registered Office and Registered Agent

CMCNB shall have and continuously maintain in the State of California a registered office, and a registered agent whose office is identical with such registered office, as required by California non-profit corporation law. The registered office may be, but need not be, the same as its principal office in the State of California. The registered office or the registered agent at such office, or both, may be changed from time-to-time by the Board of Directors by compliance with applicable provisions of California non-profit corporation law.

**ARTICLE III.
PURPOSES**

Section 3.01--Purposes

This Corporation is formed for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986

(or the corresponding provision of any future United States Internal Revenue Law). Its specific purposes are:

(a.) To develop and promote the concept of community (public, educational, and governmental) access to existing and future communications media.

(b.) To establish, maintain and operate one (1) or more media access center(s):

(1.) To educate individuals and nonprofit organizations in the use of various media tools and techniques.

(2.) To provide individuals and nonprofit organizations with access to various media tools and assistance in their use.

(3.) To promote programs and support the use of various media as vehicles of artistic expression.

(4.) To establish, maintain and operate a system or systems for the distribution of various non-commercial media programs and materials, in the public interest.

(c.) To facilitate the use of access channels as a public forum which promotes a free exchange of ideas and information;

(d.) To promote and develop activities and programs for the optimal utilization of the cable communications system(s) for community purposes;

(e.) To serve access viewers with programs reflecting the activities, concerns, and interests of the residents of the Region in a manner that promotes a free exchange of ideas and information. The Region encompasses Sonoma County and neighboring counties.

(f.) To create an environment which seeks out diversity of peoples and viewpoints;

(g.) To seek out diversity and ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of CMCNB because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status.

(h.) To make recommendations to users and to cable communication franchisee(s) in regard to access services and institutional network services;

- (i.) To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies and others to support these purposes;
- (j.) To determine and conduct or support any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either manifest or latent.

ARTICLE IV. MEMBERSHIP

Section 4.01--Initial Members

The initial members of CMCNB shall be limited to the Board of Directors. No later than September 30, 1998, the membership of CMCNB shall be expanded and function as described in the following subsections of Article IV. - Membership, and in Article V. - Meetings of Members, and in Article VI. - Voting by Members.

Section 4.02--Membership Qualifications

Membership in CMCNB is open to: (1) any person who is a resident of the Region (2) any non-profit organization or institution with an office located in the Region who are in substantial agreement with the objectives of the organization as set forth in the Articles of Incorporation shall be eligible for membership upon completion of a membership application and upon compliance with conditions as may be prescribed by the Board of Directors.

Nonprofit organizations which are not located within the local area, but primarily serve the residents of the Region, may be considered by the Board for a residency exemption if such exemption, in the judgment of the Directors, enhances service to the community.

CMCNB members under the age of 18 must obtain written parental consent and that parent must assume all legal and financial responsibility for the actions of the minor.

Section 4.03-- Membership Structure

Basic membership in the organization shall entitle the member (or organizational representative) to vote in elections and to submit programming for playback. Other benefits may apply as determined by the Board or management from time to time.

Participation in training classes and/or use of production facilities and equipment are subject to any production fees or other requirements as outlined in current operational policies.

Section 4.04--Voting Rights

Members have the right to vote as set forth in these Bylaws; on the election of Directors; on change to these Bylaws as designated in Section 15.02 on any merger and its principal terms and the amendment of those terms; and on any election to dissolve CMCNB. Member organizations must designate one person to cast votes on behalf of the organization. In addition, those members shall have all rights afforded members under California non-profit corporation law. No proxy voting is permitted.

Section 4.05--Dues and Terms of Membership

The Board may establish annual dues for members and specify requirements of membership, if any.

Section 4.06--Transfer of Membership

No membership or right arising from membership shall be transferable.

ARTICLE V. MEETINGS OF MEMBERS

Section 5.01--Place of Meeting

Meetings of the members shall be held at any place within the Region designated by the Board. In the absence of any such designation, meetings shall be held at CMCNB's principal office.

Section 5.02--Annual Meeting of Members

CMCNB shall hold an Annual Meeting during the fourth quarter of each fiscal year, at a time and place to be determined by resolution of the Board. During the period when the Board of Directors are the only members and during the time at which membership has been expanded, notice of the Annual Meeting shall be given in accordance with Section 5.04 of these Bylaws, except that notice must be given at least thirty (30) days prior to the meeting and be announced on at least the public/community access channel, and published in a newspaper of general circulation.

Section 5.03--Special Meetings

- (a) A special meeting of the members may be called at any time by the Chairperson of the Board, the Board of Directors, or by a written request submitted to the Secretary of CMCNB by five percent (5%) or more of the members of CMCNB. Said request should specify the nature of the business to be transacted at the special meeting.
- (b) Special meetings shall be held at least thirty (30) days and no more than ninety (90) days after being called.

Section 5.04--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 5.05 and 5.06 of these Bylaws to each member entitled to vote at the meeting. That notice shall specify the place, date, and hour of the meeting and:

- (a) For a Special Meeting, the general nature of the business to be transacted (no other business may be transacted);
- (b) For the Annual Meeting, those matters that the Board at the time notice is given intend to present for action by the members. Except as provided by Section 5.05 of these Bylaws, any proper matter may be presented at the Annual Meeting.

Section 5.05--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 an elected Director without cause.
- (b) Filling elected director vacancies on the Board.
- (c) Amending the Articles of Incorporation.
- (d) Electing to wind-up and dissolve CMCNB.
- (e) Amending Section 10.02 of these bylaws.

Section 5.06--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 other means of written and electronic communications, the charges prepaid, and shall be addressed to each member entitled to vote under Section 6.08 of these bylaws, at the address of that member appearing on the books of CMCNB or at the address given to CMCNB by the member for purposes of notice. If no address appears in CMCNB's 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.
- (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 CMCNB and shall be filed and maintained in CMCNB's minute book.

Section 5.07--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 legally called or convened. However, 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.

Section 5.08--Presiding Officers

The Chairperson of the Board of Directors shall preside at all regular or special meetings of the members, and in that person's absence the Vice Chairperson shall serve in this capacity. The Secretary of the Board shall keep or cause to be kept minutes of all meetings.

ARTICLE VI. VOTING BY MEMBERS

Section 6.01--Quorum

A quorum for the transaction of business at any meeting of the membership, or any action by written ballot, shall consist of ten percent (10%) of the membership of CMCNB. However, if any special or annual meeting is actually attended 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

5.04 of these Bylaws.

Section 6.02--Loss of Quorum

Subject to Section 6.01 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 6.03--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 each meeting. At the adjourned meeting, CMCNB may transact any business that might have been transacted at the original meeting.

Section 6.04--Eligibility to Vote

Subject to the provisions of California nonprofit corporation law, members entitled to vote at any meeting of members shall be members in good standing as of the record date under Section 6.08 of the Bylaws. Each membership, regardless if it is held by an organization or an individual, shall entitle the holder to one vote.

Section 6.05--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 votes for Directors may only be cast by mailed ballot.

Section 6.06--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 is required by the

Articles of Incorporation, or these Bylaws.

Section 6.07--Action by Written Ballot Without a Meeting

(a) Any action that may be taken at any meeting of members may also be taken without a meeting by complying with Sections (1) and (2) below.

(1) Solicitation of Written Ballots. CMCNB shall distribute 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 5.06 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 the members with an opportunity to specify approval or disapproval of each proposal, and (c) provide a reasonable time within which to return the ballot to CMCNB. In any election of Directors, a written ballot that the member marks "withhold" or otherwise marks in a manner indicated 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. A minimum of 10% of the members in good standing must respond to a vote by written ballot in order for the vote to be valid. A valid response may include either a vote cast or indication, in writing, that authority of vote is withheld. The number of approvals required for passage of any resolution or issue presented on a written ballot must be equal to or greater than the number of approvals that would be required if the vote were taken at a meeting of the membership.

(b) Written ballots may not be revoked.

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

Section 6.08--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 of members 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 6.09--Proxy

There shall be no voting or other action by proxy, except that memberships held by organizations require the organization to, by notice filed with the Secretary, designate a person to exercise a vote of the organization.

ARTICLE VII. THE BOARD OF DIRECTORS

Section 7.01--General Powers of the Board of Directors

Subject to the provisions and limitations of California non-profit 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, CMCNB's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 7.02—Qualifications of Board Members

- (a) All elected and appointed members of the Board must be individual members in good standing of CMCNB..
- (b) The Board of Directors shall not include as voting members any elected official of any government entity within the Region.

Section 7.03 Composition of the Ongoing Board

- (a) The ongoing Board of CMCNB shall consist of not less than thirteen (13) voting members.
- (b) "Elected Directors" shall consist of five (5) Directors elected by the membership.
- (c) "Appointed Directors", shall consist of five (5) Directors appointed by the majority of the Board. Appointments shall be made following the annual election of "elected directors" in a time frame which will allow seating of the new Directors at the Organizational Meeting as outlined in section 7.09 of these By-laws.
- (d) "Designated Directors" shall consist of one (1) Director appointed by the City of Santa Rosa High School District and one (1) Director appointed by Santa Rosa Junior College representing post secondary educational institutions, and one (1) Director appointed by the City of Santa Rosa representing local government departments with interest in the use of the cable system for local government purposes..
- (e) Additional directors shall consist of one (1) Director appointed by each organization which has an agreement with CMCNB to provide Public, Educational or Government services, provided that the revenues provided equal or exceed 20% of CMCNB's annual operating budget for PEG services. Should an eligible entity not appoint a representative, the Board position shall be considered vacant and shall not count against meeting quorums.
- (f) Each Director on the initial Board of CMCNB, whether seated by appointment by the conveners or by a vote of the initial members, shall be assigned a status (designated, appointed or elected) that shall determine the length of term and means of filling that seat at the end of that Director's term.

Section 7.04--Terms of Board Members

- (a) Elected Directors shall serve three (3) year terms.
- (b) Terms of Elected Directors shall be staggered in such a way that at least one and no more than two (2) Directors shall be elected from the membership each year.
- (c) Elected Directors may serve three (3) full three (3) year terms. A term of less than three (3) years shall not be considered a full term.
- (d) Appointed Directors shall serve one (1) year terms, renewable by a majority of the Board.
- (e) Designated Directors shall serve at the pleasure of the organization designating the individual.
- (f) A term of each Director shall end on the date of the first meeting of the new fiscal year but not before a successor is duly elected and qualified.

Section 7.05--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 CMCNB 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 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 7.06--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 vote of the members to remove an elected Director (3) a vote of the Board to remove any appointed or designated Director.
- (b) The Secretary of CMCNB shall notify the affected Director of any action taken under this Section and Section 7.06 (b) by certified mail (return receipt) within seven (7) days.

Section 7.07--Filling Vacancies

Except for the vacancy created by the removal of a Director by the members, vacancies on the Board of elected or appointed Directors 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. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director. The members may fill any vacancy or vacancies not filled by the Directors after six months of the vacancy. The Directors so appointed shall serve the remaining term of the vacant seat.

Section 7.08--Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of CMCNB 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 and notices of Board meetings will be made available to members and the public and prominently posted in the office of CMCNB. The minutes of the previous meetings shall be prominently posted in the office of CMCNB and on the CMCNB website..

Section 7.09--Organizational Meetings

The first regular Board meeting of each fiscal year shall be designated as an organizational meeting for purposes of organization, election of officers, appointment, and transaction of other business.

Section 7.10--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. Schedules and notices of special meetings shall be posted two (2) days in advance of any special meetings in the manner delineated in Section 7.09. 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. Reasonable effort must be made to provide notice of special meetings to the membership. Closed and executive session meetings are exempt from this requirement.

Section 7.11--Quorum

A quorum shall be a majority of the current members of the Board of Directors.

Section 7.12--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 vote by proxy.

Section 7.13--Compensation

Directors shall receive no compensation for services as Directors or compensation for any other services rendered. Directors may be reimbursed for any reasonable expenses approved by the Board.

ARTICLE VIII. THE ELECTION AND APPOINTMENT OF DIRECTORS

Section 8.01 – Annual Process of Election & Appointment

A two-part election process, overseen by the Nominating Committee, will occur each year to fill vacancies in elected and appointed seats.

Section 8.02--Nomination of Elected Board Members

The Nominating Committee shall propose a candidate for each opening for an Elected member on the Board. The Nominating Committee is encouraged to ensure that nominees for these seats represent as closely as possible the racial, ethnic, geographic, social, and economic diversity of the regional community. The proposed slate of candidates shall be communicated to the membership, in a manner determined by the Board, no less than twenty (20) days prior to the record date of the Annual Meeting.

Section 8.03--Nomination for Elected seat by Petition

Any individual member in good standing may be nominated by the membership using the following procedure:

- (a) The Board shall send notice to all members of CMCNB notifying them of the procedures, time frame, and deadline for filing a petition for nomination to the Board of Directors. Such notice shall indicate the

- numbers of Directors to be elected in each year.
- (b) Any petition for nomination must be signed no more than four (4) months preceding the record date for the Annual Meeting and must be submitted to the Executive Director or designee, at or before the annual meeting.
 - (c) Irrespective of the number of members of CMCNB, petitions for nomination must contain a total of at least five (5) signatures of individual members or representatives of organizational members. Only one signature per organization is permitted.

Section 8.04--Inspectors of Election

No later than thirty (30) days prior to the annual meeting, the Board may appoint Inspectors of Election to monitor the election proceedings. The appointees may not be individuals currently serving as Board Members. The number of inspectors shall be either one or three. The Inspector(s) of Election shall determine the 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 8.05--Election by Mailed Ballot

- (a) Subject to Section 8.03, election of all of the elected Directors shall be accomplished by mailed ballot which shall be mailed to all classes of members of CMCNB and returned by them in accordance with Section 6.07 of these Bylaws.
- (b) Each member, shall, in writing, cast votes for not more than the number of positions that are available. 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 8.06--Certification of Election

Upon completion of the election process, the results of the election of Directors shall be announced and certified by the Executive Director or Inspectors, if appointed. New Directors shall take their seats upon the Board at the first regular meeting of the fiscal year

Section 8.07 – Nomination and selection of Appointed Directors

Upon completion of the election process for elected members, the nominating committee shall prepare and recommend to the Board, a slate of candidates to fill any vacancies for Appointed Directors. The nominating committee shall use this process to assist the Board in achieving broader and more diverse representation. Upon approval by the Board, the Appointed Directors shall be seated on the Board.

ARTICLE IX. OFFICERS

Section 9.01--Qualifications of Elected and Appointed Officers

All elected, designated and appointed officers of CMCNB shall be individual members of CMCNB in good standing and shall be 18 years of age or older.

Section 9.02--Designation of Officers

The officers of CMCNB shall be a Chairperson, a Vice-chairperson, Secretary, and a Treasurer. The officers shall be chosen by the Board from the members of the Board.

Section 9.03--Election of Officers

The nominating committee shall solicit nominees from the Board and will present a slate for consideration. Officers of CMCNB shall be approved by a majority vote and shall serve at the pleasure of the Board.

Section 9.04--Resignation of Officers

Any officer may resign at any time by giving written notice to CMCNB. 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, if any, of CMCNB under any contract which the

officer has signed as an agent of CMCNB.

Section 9.05--Removal of Officers

Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the purposes and/or best interests of CMCNB shall be served thereby. Removal of an officer shall be without any prejudice to the rights, if any, of CMCNB under any contract which the officer has signed as an agent of CMCNB.

Section 9.06--Vacancies

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

Section 9.07--Terms of Office

The terms of office for the officers of CMCNB shall commence with election of officers at the organizational meeting of the Board (first meeting of the fiscal year) and shall conclude at the organization meeting of the Board the following year.

Section 9.08--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 CMCNB prescribed by these Bylaws.

Section 9.09--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 CMCNB and shall supervise, direct, and control CMCNB's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 9.10--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 9.11--Secretary

- (a) The Secretary shall keep or cause to be kept, at CMCNB'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 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 CMCNB's principal office or at a place determined by resolution of the Board, a record of the members of CMCNB, showing each member's name, address, type, 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 9.12--Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of CMCNB's properties and transactions. The Treasurer shall give 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.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 10.01--Indemnification of Officers

Any member of the Board of Directors and any officer of CMCNB, as a condition of accepting said office, shall be indemnified by CMCNB 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 CMCNB, 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 10.02--Exemption of Property

The private property of the members and Board of Directors of CMCNB 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 10.03--Insurance

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

ARTICLE XI. COMMITTEES OF THE BOARD

Section 11.01--Standing Committees

The Board shall appoint four standing committees: an Executive Committee, a Finance Committee, an Operations Committee and a Nominating Committee. Each Standing Committee shall consist of at least three (3) Board members and shall be appointed from among the members of the Board. No Board member shall serve on more than two (2) Standing Committees. The Executive Director shall be a non-voting member of each committee. The Board Chair shall chair the Executive Committee. Additionally, the Chair shall serve as an ex-officio member of all other committees.

Section 11.02--Duties of the Executive Committee

The Executive Committee shall have the power to act as the Board of Directors in between Board meetings. Regardless of Board resolution, the Executive Committee shall not:

- (a) Take any final action on any matter that, under California non-profit corporation law, also requires approval of the members or approval of a

- majority of all members;
- (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
 - (c) Amend or repeal Bylaws or adopt new Bylaws;
 - (d) Amend or repeal any resolution of the Board that by, its express terms, is not amenable or repealable;
 - (e) Create any other committee of the Board or appoint the members of committees of the Board;
 - (f) Expend corporate funds to support a nominee for Director; or
 - (g) Approve any contract or transaction to which CMCNB is a party and in which one or more of its Directors has a material financial interest.

Section 11.03--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 CMCNB. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the CMCNB is meeting its projected budget, on the scope and adequacy of the annual audits and related fees, to continually monitor and report to the Board of Directors on the effectiveness and adequacy of CMCNB's internal accounting controls, and include in that report its findings as to whether or not any errors, omissions, criticisms, or recommendations contained in the management letter of the independent Certified Public Accountant, if one accompanies the annual audits, has 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 11.04--Duties of the Nominating Committee

The Nominating Committee shall carry out its duties in accordance with the procedures specified in Section 8 of these Bylaws, and shall carry out such other duties as may be required by the Board from time to time.

Section 11.05—Duties of the Operations Committee

The Operations Committee shall review and recommend changes to Operations Policy, act as a grievance committee related to operational disputes and shall

carry out such other duties as may be required by the Board from time to time.

Section 11.06--Minutes of Standing Committees

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

Section 11.07--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. Minutes and reports of all actions of such Committees shall be submitted to the Board.

**ARTICLE XII.
PERFORMANCE OF CMCNB**

Section 12.01--Reporting Requirements

An annual report regarding fiscal and operational activities shall be prepared and distributed as required. The reports shall also be available upon request

Section 12.02--Auditing and Inspection Requirements

CMCNB shall contract for an audit of its records with a Certified Public Accountant on an annual basis and audit reports shall be open to the membership for inspection.

**ARTICLE XIII.
MISCELLANEOUS**

Section 13.01--Non-Discrimination

CMCNB shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of CMCNB because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status; including those who historically have been denied media access. (This Section does not guarantee a right in any person or organization to have any program distributed over the channels governed by CMCNB.)

Section 13.02--Meetings of CMCNB

CMCNB Board and Annual meetings are open to the public except for personnel

and legal issues placed on the agenda for the closed session portion of the meeting. All meetings of CMCNB 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.

ARTICLE XIV. DISSOLUTION

Section 14.01--Corporate Dissolution

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV. AMENDMENT OF BYLAWS

Section 15.01--Membership Rights Limitation

Subject to the right of the members under Section 15.02, the Bylaws of CMCNB 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 CMCNB, the Board may not, without the approval of the 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 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) Wind-up and dissolve CMCNB.
- (h) Amend Section 10.02 of these By-Laws.

Section 15.03--Amendments by Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of all members provided, however, that any amendment that would affect the rights of a membership class as to voting or transfer in a manner different than the action affects another class must be approved by the majority of members of that adversely affected class. No amendment may extend the term of Director beyond that for which the new Director was elected.

Section 15.04--Manner of Giving Notice

The membership of CMCNB shall be notified of any proposal to amend these Bylaws under this Article. Such notice shall be given in the same manner as Section 5.06 of these Bylaws.