

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.

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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.

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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.~~

Deleted: The initial "appointed" and "elected" Directors shall have terms which are staggered so no more than one third of the elected and appointed directors have terms expiring in any given year. The nominating committee, either through the drawing of lots or through mutual agreement, shall recommend the initial configuration of terms for the Board's approval.(b) Elected and appointed Directors shall serve three (3) year terms, provided that an elected or appointed Director shall serve no more than two (2) consecutive full three (3) year terms. A term of less than three (3) years shall not be considered a full term.¶

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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.

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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.

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