

## **BYLAWS OF KIXE-TV CHANNEL 9**

### **ARTICLE I NAME, PURPOSE AND LOCATION**

**1.1 NAME** - The name of this non-profit corporation is Northern California Educational Television Association, Inc., known more familiarly as KIXE-TV, Channel 9, hereinafter referred to as the "Corporation."

**1.2 PURPOSE** — The purpose and object of this Corporation shall be as stated in the Articles of Incorporation and pursuant thereto it shall endeavor to furnish nonprofit and noncommercial educational television broadcast service to Northern California. To that end the Corporation shall be empowered to obtain and to construct, operate and maintain a noncommercial television station and other television distribution systems to be used primarily for transmitting educational, cultural and entertaining programs and for serving the educational needs of KIXE-TV's signal area, pursuant to the rules and regulations of the Federal Communication Commission governing noncommercial educational television stations; and to solicit and accept, in trust or otherwise, money and property to be used for these purposes.

**1.3 LOCATION** - The Corporation shall maintain its principal executive offices in Redding, the County of Shasta, State of California, but may have offices and transact business in other such places within its signal area as the Board of Directors may from time to time determine.

**1.4 SIGNAL AREA**- The signal area is the area comprised of the counties of Butte, Colusa, Glenn, Lassen, Modoc, Plumas, Shasta, Siskiyou, Tehama, Trinity, in the state of California.

### **ARTICLE 2 MEMBERSHIP**

**2.1 CLASSIFICATION** — There shall be one class of membership in the Corporation.

**2.2 QUALIFICATION**- Any person, firm, corporation, or association interested in advancing the purpose of this Corporation may become a member by payment of the annual dues set by the Corporation's Board of Directors.

**2.3 TERM** — Membership shall be on an annual basis commencing on the first day of the month following payment of membership dues, and unless

renewed, ending on the last day of the twelfth calendar month following dues payment unless such payment is a regular renewal payment.

**2.4 DUES** — Annual dues for the Corporation and the categories of membership dues in the Corporation shall be fixed from time to time by the Board of Directors.

**2.5 TRANSFER OF MEMBERSHIP** — No member may transfer for value a membership or any right arising from it.

### **ARTICLE 3 MEETINGS OF MEMBERS**

**3.1 MEETING LOCATION-** Meetings of the membership shall be held at any place within the signal area as directed by the Board of Directors. In the absence of such designation, meetings of the members shall be held at the principal executive office of the Corporation.

**3.2 ANNUAL MEETING-** The annual meeting of the members and election of board members shall be held during the month of June each year. By resolution, the Board of Directors can provide another date and time, for the purposes of the election for the Board of Directors. During this meeting, the members shall be encouraged to make known to the directors their advice and recommendations on matters of policy and other business as may come before the meeting.

**3.3 NOTICE OF MEETINGS-** Notice of all membership meetings, stating the time and place for such meetings, shall be given by the Board of Directors or their designee by announcements on the television facilities operated by the Corporation or listed in the program guide, not less than ten (10) days prior to the date of the meeting, to each member.

**A. NOTICE OF AGENDA ITEMS-** The notice of the annual meeting shall include (a) the date, time and location of the annual meeting; (b) those matters which the Board of Directors intends to present for action by the members; (c) names of all Board of Directors nominees, along with suitable information about each nominee. The notice of any special meetings shall include the general nature of business to be transacted, including the names and qualifications of nominees if directors are to be elected.

**B. NOTICE OF CERTAIN AGENDA ITEMS-** If action is proposed to be taken at any meeting for approval of any of the following proposals; the notice shall also state the general nature of the proposal. If

member action is requested or proposed on any of the following subjects, such action is invalid unless the notice or written waiver of notice describes the nature of the proposal(s):

1. Removing a director without cause;
2. Filling vacancies on the Board of Directors by the members except interim vacancies
3. Amending the Articles of Incorporation; and
4. Voluntarily dissolving the Corporation.

**3.4 SPECIAL MEETINGS-** Except as otherwise provided by law, special meetings of the membership of the Corporation shall be held whenever called by the Chair of the Board of Directors, or by a majority of the Board of Directors. The notice of any special meetings shall include the general nature of business to be transacted, including the names and qualifications of nominees if directors are to be elected.

**3.5 QUORUM OF MEMBERSHIP-** Those members present thirty (30) minutes after the designated time and date of the meeting shall constitute a quorum, unless that number does not consist of the Chair or Vice Chair of the Board of Directors and ten (10) members in good standing, for the transaction of business at a meeting of the members. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members 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.

**3.6 ADJOURNED MEETING-** Any members' meeting, annual or special, 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; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this article.

**3.7 ACTIONS SUBJECT TO VOTE-** Once a quorum has been constituted pursuant to section 3.5, at a special meeting, or at any meeting, the members may vote on matters, the general nature of which was given in the notice of the meeting.

**3.8 WAIVER OF NOTICE-** Whenever any notice whatever is required to be given by these Bylaws, the Articles of Incorporation of this Corporation, or any of the Corporation laws of the State of California, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent thereto.

**3.9 VOTING-** Bona fide members may vote at any membership meeting in person. Each member is entitled to one vote.

## **ARTICLE 4 ELECTION OF DIRECTORS**

**4.1 BOARD OF DIRECTORS-** There shall be 11 members elected to the Board of Directors who shall be elected by mail ballot pursuant to section 4.7 in the manner prescribed therein, except to fill vacancies on an interim basis as set forth in paragraphs 4.4 and 4.8.

**4.2 NOMINATING COMMITTEE-** No later than the first day of March of each year, a nominating committee shall be appointed by the Chair of the Board of Directors in accordance with paragraph 8.9. No later than the fourth Wednesday of April following such appointment, the nominating committee shall submit to the Board of Directors a list of nominees to be elected.

**4.3 NOMINATION BY MEMBERS-** Any member of the Corporation may submit the name and qualifications of a candidate for a Board of Directors position to the nominating committee by supplying the Chair of the nominating committee with the necessary biographical information. Candidates must submit a letter of intent with a resume to be considered. Additional nominations may be made by members upon a written nominating petition signed by not less than twenty-five (25) members. No member may accumulate his or her votes for directors. All nominations, including nominations by members, must be received by the fourth Wednesday of April.

**4.4 CLOSE OF NOMINATIONS/INTERIM BOARD MEMBERS-** No nominations for the Board of Directors may be made after the close of the April Board of Directors meeting for each year; BUT IF there are vacancies on the Board of Directors after the close of nominations, other candidates may be presented, qualified by the Nominating Committee, and voted on by the members of the Board of Directors for service on the Board as Interim Board Members until the next annual general membership election

**4.5 USE OF CORPORATION FUNDS TO SUPPORT NOMINEE—** No Corporation funds may be expended in any way to support a nominee for director.

### **4.6 VOTING – GENERAL MEMBERSHIP ELECTION**

**A.** Election of directors must be by ballot.

**B.** Written ballots for director are mailed to each member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice.

**C.** Each ballot indicates the date by which the ballot must be returned in order to be counted.

**D.** A CPA firm may be contracted to receive and count all ballots. Candidates receiving the highest number of votes shall be elected as directors. The results of the election will be declared at the annual meeting of the Corporation.

#### **4.7 WHEN A GENERAL MEMBERSHIP ELECTION IS NOT NECESSARY-**

If after the close of nominations the number of people nominated for the Board of Directors is not more than the number to be elected, the Corporation may without further action, declare that those nominated and qualified to be elected are elected. FURTHER, if there is a vacancy or vacancies on the Board after the June General Membership Election, a qualified candidate for interim directorship may be elected by the Board of Directors at any duly noticed meeting of the Board of Directors.

### **ARTICLE 5 DIRECTORS**

**5.1 POWERS AND DUTIES OF DIRECTORS-** The activities and affairs of the Corporation shall be managed by its Board of Directors. In the course of the management of the Corporation's affairs and activities, the powers and duties of the Board of Directors include but are not limited to:

**A.** Management of the business property;

**B.** Operation of the television station;

**C.** Appointment of officers, executives, agents and representatives; and removal of officers, executives, agents and representatives whenever, in the judgment of the Board of Directors, the interests of the Corporation will be served thereby.

**5.2 QUALIFICATIONS-** Each director shall be a member of the Corporation in good standing. To maintain qualifications and eligibility to serve on the Board of Directors, such members must meet the annual Board of Directors giving requirement for each year they serve as a member of the Board of Directors. Such members are permitted to contribute toward their annual financial obligation by making auction donations, if recommended previously, by the Treasurer and approved by the Executive Committee of the Board of Directors on a case by case basis. Requirements must be met each year and obligations cannot accumulate for more than one year for a member to continue to be eligible to serve and vote as a member of the

Board of Directors. Members of the Board shall have a commitment to public broadcasting and a willingness to participate fully in furtherance of that commitment. Each director must be a resident of one of the ten counties served by KIXE-TV. Directors shall be persons of good standing in the community exhibiting active leadership and interest in supporting public broadcasting. No person shall serve as a director who is involved in a business or occupation which would place such person in a position of conflict of interest with respect to the aims, policies and objectives of the Corporation nor benefit financially from decisions made by the Board of the Corporation, as a contractor, employee, or otherwise be placed in a position of questionable conflict, or as set forth more particularly in the Conflict of Interest Policy adopted by the Corporation, on June 28, 2012, as amended and updated from time to time. Interim directors shall be considered to be members of the Board in good standing, with the same authority and subject to all of the restrictions and requirements of duly nominated, qualified and member-elected members of the Board.

**5.3 TERM OF SERVICE** – The term of office shall be as follows:

**A.** New board members shall be elected for an initial term of one year, and interim board members shall hold their position on the board for the duration of the year in which they were elected. Upon completion of that initial year, the Board member shall be eligible to be nominated for a second term of two years. Upon completion of the second term, the Board member shall be eligible to be nominated and elected for a third term of three years, and shall then be considered to be a regular member of the Board, eligible to be nominated and elected for additional terms of three years at a time.

**B.** Newly elected members of the Board of Directors will assume office at the annual meeting following the regular business agenda and preceding election of officers. Interim Board members shall assume office at the next meeting following their election by the Board of Directors.

**5.4 EXCLUSION OF INTERESTED DIRECTORS**- No person may be a member of the Board of Directors if the person is an “interested person,” that is, any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person, or as otherwise defined in the Conflict of Interest policy adopted by the Corporation. In order to preserve the integrity and lawfulness of the Corporation, if a transaction were entered into by the Corporation and it is determined that a director who participated in the transaction was an “interested person,” the Corporation may elect to void the transaction or avoid its obligations that

arise from such transaction to the limited extent that such transaction may benefit or otherwise materially affect such director. Except as to such limited instances affecting an "interested person," the validity or enforceability of any of the Corporation's transactions entered into in violation of this section shall not be affected.

**5.5. VACANCIES ON THE BOARD OF DIRECTORS OCCUR DUE TO:**

1. Upon the death, resignation, or removal of a director.
2. Whenever the number of Directors is increased.
3. Upon the failure of the members in any election to elect the full number of authorized Directors.
4. Non-compliance with attendance requirements.
5. Board members not current with required financial obligation.

Except as otherwise provide in these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 9.2 of these Bylaws, vacancies on the Board of Directors may be filled by approval of an Interim Director by the Board of Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Article 6 of these Bylaws, or (3) a sole remaining Director.

Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code section 5034 or its successor, at the June annual meeting election or at such other general membership meeting as may be duly noticed by the Board of Directors.

**5.6 COMPENSATION**-The Board of Directors serve without monetary compensation.

**5.7 VOTING** - Members of the Board of Directors who are in good standing, having met their annual Board of Directors giving requirements per year, within the year of membership, may cast their vote and be counted, as set forth in the Board of Directors handbook. Each member is entitled to one vote.

**5.8 HONORARY BOARD MEMBER** - The Board of Directors may consider a candidate for the position of Honorary Board Member when the member has served at least (1) one (3) three year term as enumerated in section 5.3 of the By-Laws. An exception will be when a member in good standing is elected to a public office and no longer can perform the requirements of a

Board Member, unable to participate on the Board due to health issues; and lastly is transferred or relocates from the KIXE service area. Honorary Board members may attend regular Board Meetings and social events. Honorary Board Members will not have voting privileges.

## **ARTICLE 6 MEETINGS OF THE DIRECTORS**

**6.1 REGULAR MEETINGS-** Regular meetings of the Board of Directors shall be held at such places and at such times as the Board of Directors may designate. The meetings shall be governed by Robert's Rules of Order, Newly Revised edition.

**6.2 SPECIAL MEETINGS-** Special meetings of the Board of Directors may be held at any time or place as the Board of Directors may designate in the ten-county signal area, whenever called by the Chair of the Board, or two or more directors. Notice of special meetings, stating the time and place shall be given by email to each director at least seven (7) days before the meeting.

**6.3 ACTION WITHOUT A MEETING -** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, when called by the Chair of the Board, after notice and written approval by the majority of the Board of Directors. Written consents must be filed with the minutes of the proceedings of the Board of Directors. Action by written approval has the same force and effect as the majority vote of the Board of Directors.

## **ARTICLE 7 QUORUM AND ATTENDANCE OF DIRECTORS**

**7.1 QUORUM-** A majority of the Board of Directors as constituted for the time being shall constitute a quorum for transaction of business, but any lesser number may adjourn any meeting. The meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the directors present there shall decide any question brought before such meeting except as otherwise provided by law or by these Bylaws

**7.2 ATTENDANCE AT MEETINGS -** Board members must attend meetings in person, exception being that the Chair may excuse a Director due to an emergency preventing the Director from attending. Excused meetings may be attended telephonically, if the meeting is at the station. No more than two (2) consecutive meetings may be missed during the

twelve (12) month membership period without approval of the Executive Committee.

## **ARTICLE 8 OFFICERS**

**8.1 OFFICERS-** The officers of this Corporation shall be a Chair of the Board, Vice Chair, Treasurer, Secretary, General Manager and Chief Financial Officer.

**8.2 ELECTION, TERM AND ELIGIBILITY-** The officers shall be elected by the Directors at the annual meeting of the Board of Directors or at an interim election to fill a vacancy until the annual meeting, at which time the elected officers shall serve for the coming full year. Officers may be elected for more than one successive or additional term. No member of the Board of Directors shall hold more than one office concurrently unless otherwise provided for by these Bylaws. All officers shall serve a term of one year. Unless sooner terminated by the Board of Directors, the term of office of an officer shall be one year or until his or her successor is elected. The Chair, Vice Chair, Treasurer and Secretary shall be elected from among the Directors and may be elected for successive or additional terms. The General Manager and the Chief Financial Officer shall serve at the pleasure of the Board of Directors.

**8.3 OTHER OFFICERS AND AGENTS-** The Board of Directors, at its discretion, may appoint such other officers or agents as it may deem advisable and prescribe the term and duties thereof.

### **8.4 CHAIR OF THE BOARD-**

**A.** The Chair of the Board of Directors shall preside at all meetings of the members and of the Board of Directors and shall exercise and perform such other powers and duties as the Board of Directors may prescribe from time to time.

**B.** The Chair of the Board shall serve as ex officio member of all Board committees.

**C.** In the absence of the General Manager, the Chair of the Board shall also serve as the Chief Executive Officer and shall have the powers and duties prescribed by these Bylaws of the Corporation and shall serve as the Interim General Manager.

**8.5 GENERAL MANAGER-** Subject to such supervisory powers as the Board of Directors may give to the Chair of the Board, if any, and subject to the control of the Board of Directors, the General Manager shall be the Chief Executive Officer of the Corporation and shall supervise, direct and control the Corporation's activities, affairs and Chief Financial Officer. General Manager shall have such other powers and duties as the Board of Directors or Bylaws may prescribe.

**8.6 VICE CHAIR-** Except as specifically limited by the Board of Directors and subject to the control and the powers and duties of the Chair of the Board, the Vice Chair shall perform the duties of the Chair during the absence or disability of the Chair. When so acting, the Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and perform such other duties as the Board of Directors or Bylaws may prescribe.

**8.7 TREASURER-** Except as specifically limited by the Board of Directors and subject to the control and the powers and duties of the Chair of the Board, the Treasurer shall cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall act as the Treasurer of the Corporation and chair the Finance Committee. The Treasurer shall cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate. The Treasurer shall have such other powers and perform such other duties as the Board of Directors or Bylaws may prescribe. The Treasurer of the Corporation shall recommend the proposed annual budget to the Board of Directors and regularly present the financial statements, cash position, and financial analysis to the Board of Directors.

**8.8 SECRETARY-** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the members, of the Board of Directors and of committees of the Board of Directors. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular or special and, if special, how authorized, the notice given, and the names of those present at the meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation any Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the members, of the Board of Directors and of committees of the Board of Directors required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

**8.9 CHIEF FINANCIAL OFFICER-** The Chief Financial Officer shall keep and maintain 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 Treasurer such financial statements, accounts and reports as are required by law, by these Bylaws, or by the Board of Directors. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate and shall disburse the Corporation's funds as the Board of Directors may order. The Chief Financial Officer shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

**8.10 COMMITTEES OF DIRECTORS-** There shall exist the following standing and special committees, each of which shall have the duties and authority specified in these Bylaws:

**A. EXECUTIVE COMMITTEE-** The Executive Committee shall consist of the Chair of the Board, Vice Chair, Treasurer, Secretary, and one (1) Director at Large elected by the Board of Directors. The Chair of the Board shall act as Chair of the Executive Committee. A majority shall constitute a quorum at all meetings of the Executive Committee. The committee may act upon the majority of its total membership. The Executive Committee shall, during the intervals of the meetings of the Board of Directors, possess and may exercise all of the powers of the Board of Directors in the management of the affairs and activities of the Corporation, except as to such matters which the Board of Directors has by resolution expressly reserved to itself. The records and accounts of the Executive Committee and its activities shall be reported to the Board of Directors at the meeting next succeeding such actions, and shall be subject to ratification, revision or alteration by the Board of Directors.

**B. FINANCE and AUDIT COMMITTEE-** The Finance and AUDIT Committee shall be composed of three (3) or more members of the Board of Directors appointed by the Chair of the Board and ratified by the Board, and shall be Chaired by the Treasurer of the Board of Directors. It shall be staffed by the General Manager and the Chief Financial Officer. The Finance Committee shall;

1. Review proposed annual budget submitted by station management
2. Recommend the proposed annual budget to the Board of Directors, and

**3.** Responsible to select a final audit firm for the yearly audit and make any financial recommendations regarding the audit to the Board of Directors, and

**4.** Review the monthly financial statements/cash position, income and expenses, as well as budget forecasting to be presented to the Board of Directors at their monthly meeting. The General Manager or his/her designee shall make the presentation to the Board and may be assisted by the Finance and Audit Committee members, who may review documents for adherence to policies, goals and objectives of the Corporation and the Board of Directors of said corporation. This committee shall oversee all financial commitments and responsibilities of the corporation.

**C. DEVELOPMENT COMMITTEE-** The Development Committee shall be composed of three (3) or more members of the Board of Directors appointed by the Chair of the Board and ratified by the Board of Directors. The Station Development Director shall serve as staff to the Development Committee and has no voting rights. Said committee may also include individuals who are not Board directors. Said committee shall enlist the full Board of Directors' support in the commitment to fund-raising, both as a corporate policy matter and as a personal practice.

**D. NOMINATING COMMITTEE-** The Nominating Committee shall recommend to the Board of Directors, candidates for all vacancies to be filled by the Board of Directors and candidates for all offices to be filled by the Board of Directors. The committee shall be composed of at least three (3) members, whose seat is not up for reelection, chosen by the Chair of the Board and ratified by the vote of the Board of Directors.

**E. AUDIT COMMITTEE-** The Audit Committee shall recommend to the Board of Directors such policies as necessary for the audit and for investment of monies by the Board of Directors. The Audit Committee shall be composed of at least three (3) members chosen by the Chair of the Board of Directors and ratified by the vote of the Board of Directors. The Audit Committee shall have the responsibility to select a financial audit firm for KIXE-TV for the yearly audit and be the Board of Directors liaison to meet with outside auditors and make any financial recommendations regarding the audit to the Board of Directors. The Audit Committee shall be responsible for post financial statement discussion with the auditor following the completion of any audit.

**F. COMMUNITY ADVISORY BOARD (CAB)** - The CAB shall review the programming goals of the station and advise the Board of Directors as to whether the programming and related services of the station are meeting the educational and cultural needs of the communities served. The CAB shall consist of at least one member of the Board of Directors and no fewer than four (4) individuals who may be members, who reasonably represent the diverse needs of the community served. The Board of Directors member shall serve as chair to the CAB. The public meetings shall be confirmed by the Board of Directors and announced in the program guide and/or the KIXE newsletter. The public meetings shall be confirmed by the Board of Directors. The Director of Content of the station shall serve as staff to the CAB and has no voting rights. The members of the CAB shall be appointed by the Chair of the Board and ratified by the Board of Directors.

**G. PERSONNEL POLICY COMMITTEE-** The Personnel Policy Committee shall be comprised of at least (3) members of the Board of Directors chosen by the Chair of the Board of Directors and ratified by the vote of the Board of Directors. Committee responsibility shall include general policy recommendations on terminations, hiring practices, disciplinary actions, compensation and organization.

The Committee shall meet in response to an employee complaint in accordance with the procedures outlined in the employee handbook. After review and consideration by the Committee, the Board of Directors will be advised of the situation. This committee serves in an advisory capacity to the Board of Directors.

**H. OTHER STANDING AND SPECIAL COMMITTEES-** Additional committees of one or more directors, which exercise the authority of the Board of Directors, may be appointed by a resolution adopted by a majority of directors then in office. Additional committees, however composed, which do not exercise the authority of the Board, may be appointed by the Chair of the Board of Directors.

**8.11 COMMITTEES WHICH EXERCISE THE AUTHORITY OF THE BOARD OF DIRECTORS** - The Executive Committee and any other committee of the Board of Directors, to the extent provided by resolution of the Board of Directors, shall have the authority of the Board of Directors, except that no committee, regardless of Board of Directors resolution, may:

**A.** Take any action on final matters which, under the California

- Nonprofit Corporation Law, also require member approval;
- B.** Fill vacancies on the Board of Directors or in any committee;
  - C.** Fix any form of compensation of the directors for serving on the Board of Directors or any committee; and
  - D.** Amend or repeal Bylaws or adopt new Bylaws.

## **ARTICLE 9 RESIGNATIONS AND DISMISSALS**

**9.1 RESIGNATIONS-** Any director or officer of the Corporation may resign at any time by giving written notice to the Chair of the Board of Directors, of the corporation.

**9.2 DISMISSALS-** A member of the Board of Directors may be dismissed by a majority vote of all remaining Board of Directors upon failure to attend three (3) consecutive meetings or any four (4) meetings within a one (1) year period. A member of the Board of Directors may be removed for cause by a vote of two-thirds (2/3) of all remaining members of the Board of Directors.

## **ARTICLE 10 AMENDMENTS AND CHANGES IN THE BYLAWS**

**10.1 AMENDMENTS BY MEMBERS-** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members. Notice shall be given pursuant to Article 3.3 of the Bylaws of the Corporation.

**10.2 AMENDMENTS BY BOARD OF DIRECTORS-** Subject to the rights of the members under section 10.1 and 10.3, amendments to the Bylaws may be proposed by the Board of Directors and with notice to the membership, as follows:

**A.** These Bylaws may be amended or repealed by vote of two-thirds (2/3) of the directors present at any regular or special meeting of the Board of Directors.

**B.** Ten (10) days written notice must be given of the intention to so adopt, amend or repeal the Bylaws at such meeting.

**10.3 PROHIBITED ACTIONS-** The Board of Directors may not adopt new Bylaws or amend or repeal these Bylaws without member approval if such action:

- A.** Changes the number of directors.
- B.** Provides that the Board of Directors may fill vacancies occurring by reason of the removal of directors.
- C.** Increases the quorum at a meeting of members.

- D. Creates proxy rights.
- E. Increases the terms of directors.
- F. Authorizes, amends, or repeals cumulative voting.

**ARTICLE 11  
CORPORATE RECORDS AND REPORTS**

**11.1 RECORDS**-The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board of Directors, and committees of the Board of Directors. The Corporation must also keep a record of its members giving their names and addresses and the annual donation given by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

**11.2 ANNUAL REPORT**- The Board of Directors will cause an annual report to be prepared not later than 120 days after the close of the Corporation’s fiscal year. The report shall be made available to any person requesting a copy. The report must contain all the information required by Corporations Code section 6321(a) and be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation must accompany the report. The annual report must be furnished to all Directors.

**11.3 ANNUAL STATEMENT**-The Corporation shall make available to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 11.2 of these Bylaws.

**CERTIFICATION**

The above Bylaws are the Bylaws of the Northern California Educational Television Association Inc., Channel 9 adopted by the Board of Directors at the Board of Directors meeting held on \_\_\_\_\_ to take effect on \_\_\_\_\_.

\_\_\_\_\_  
Chair of the Board of Directors

\_\_\_\_\_  
Secretary of the Board of Directors

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date