

BY-LAWS
OF
PASADENA COMMUNITY ACCESS CORPORATION

AS REVISED AND ADOPTED BY
THE BOARD OF DIRECTORS
ON 10-05-2010

ARTICLE I: NAME

The name of this corporation shall be Pasadena Community Access Corporation (hereinafter referred to as the "Corporation").

ARTICLE II: PURPOSE

1. This Corporation is organized to perform the community access function of the Pasadena telecommunications system established pursuant to the Cable Communications Ordinance of the City of Pasadena and shall be operated exclusively for charitable, scientific, literary and educational purposes. In fulfilling these purposes, the Corporation shall strive to achieve the following goals:

Communication - to provide a means for individuals and groups to use communications media, currently existing or technology to be created in the future, to communicate and share information.

Facilitation - to serve as a production company and to provide equipment, instruction, hand-on training, resources, and facilities to individuals and groups in order that they may produce and distribute programs and productions; to provide community access programming for public, health, municipal, educational and public affairs purposes.

Development - to provide a structure in which the public can learn and develop media skills toward the ends of self-expression and community cohesion and improvement.

2. In accordance with the purposes of this Corporation as stated above and in the Articles of Incorporation, this Corporation adopts and incorporates as though fully set forth herein, the Memorandum of Understanding entered into between the City of Pasadena, the Pasadena Unified School District, hereinafter referred to as PUSD, and the Pasadena Area Community College District, hereinafter referred to as PCC, dated January 25, 1983.

3. This Corporation reserves all default rights as set forth in those provisions of the California Corporations Code applicable to non-profit public benefit corporations.

ARTICLE III: BOARD OF DIRECTORS

1. Powers

The property, affairs and business of this Corporation shall be managed and conducted by the Board of Directors, subject to limitations of the Articles of Incorporation and by these By-Laws. The Corporation's Board of Directors shall serve without pay. The Board shall exercise the responsibilities and powers of a nonprofit, tax-exempt public benefit corporation and take necessary action to protect that status, set policy and provide recommendations on operations and activities to the Executive Director of the Corporation, and assist the Executive Director and any other staff in gaining access to human, material, information and financial resources necessary to this Corporation's activities.

2. Number of Board Members

The Board of Directors shall have eleven members. With the exception of those Directors appointed pursuant to Section 4(a) and Section 4(b) of Article III herein, who need not be residents of the City of Pasadena, all other Directors shall be residents of the City of Pasadena.

3. Term

Directors shall hold office for a term of three years or until

their respective successors are appointed, except in the case of death, resignation, loss of Pasadena residency, if applicable, or removal as provided herein. Such Directors may be appointed for a second term of three years. No person shall serve more than six consecutive years as a Director, nor be eligible for further appointment until a period of one year has elapsed.

4. Appointment

All members of the Corporation's Board of Directors shall be appointed by the City Council, the legislative body of the City of Pasadena.

- a. One of the Directors appointed shall be selected from the person or persons nominated to serve on the Board of Directors by PCC, and one shall be selected from the person or persons nominated to serve on the Board of Directors by PUSD.
- b. One of the Directors shall be appointed by the Pasadena City Manager.
- c. Each City Council member and the Mayor shall be entitled to one appointment to the Board of Directors.

5. Resignation

Any member may resign at any time by giving written notice of their resignation to the Corporation's Board of Directors and the Mayor. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors and the Mayor: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. Vacancy

A vacancy because of death, resignation, removal, loss of Pasadena residency, if applicable, or any other cause shall be filled for the unexpired portion of the term by appointment as provided in Paragraph 4 of Article III.

7. Removal

Any Director may be removed by a vote of the majority of all Directors for failure to attend three successive meetings without authorization of the President or for other cause as set forth in those provisions of the California Corporations Code applicable to non-profit public benefit corporations.

8. Qualifications

In making appointments to the Corporation's Board of Directors, and in nominating candidates for appointment, the following shall be considered:

- a. An interest in community programming;
- b. Experience in business management, operation of a telecommunications service, in fund raising, or in non-profit organization management;
- c. Willingness to serve and commit the time required;
- d. Dedication to serving the best interests and needs of the entire community and its many public and private institutions;
- e. Representation by persons reflecting the diverse character of the Pasadena community.

No person having an ownership interest in any company owning or operating a telecommunications system within the Pasadena City limits shall be eligible to serve on the Corporation's Board of Directors. The acquisition of such an interest by any Director shall require the immediate resignation of such Director from the Board of Directors.

9. Meetings

- a. The Corporation's Board of Directors shall meet at least once a month on such dates and at such times and places to be set by it. Special meetings may be called by the President, Secretary, or by any two Board members upon at least four days mailed notice or 48 hours telephonic or other method of notice reasonably calculated to inform Directors of the meeting. Notice of the meeting need not be given to any Director who signs a waiver of notice or a

written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

- b. A majority of the members of the Corporation's Board of Directors shall constitute a quorum for conducting business.
- c. Robert's Rules of Order, as from time to time revised, shall served as parliamentary authority at all meetings.
- d. The Board of Directors may organize itself into such committees as it deems appropriate for the conduct of its business. Committees exercising the authority of the Board shall consist of members of the Board of Directors. Board Committees may allow non-members to be present as guests at meetings and may create advisory committees, which do not have authority to act for the Board.
- e. All meetings of the Board of Directors shall be open to the public in compliance with the procedures as set forth in the Ralph M. Brown Act, and shall be noticed in accordance with said Act, notwithstanding any other provision of these By-Laws.

ARTICLE IV: OFFICERS/EMPLOYEES

1. Officers

The officers of this Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. No two offices may be held by the same person. The President and Vice President shall be members appointed pursuant to Article III (4)c.

2. Election, Term of Office and Qualifications

All officers shall be elected annually by the Board of Directors and each shall hold office until the next annual election of officers and until their successor shall have been duly elected

and qualified, or until their death, or until they shall resign. All officers shall be members of the Corporation's Board of Directors.

3. Resignations

Any officer may resign at any time by giving written notice of their resignation to the Corporation's Board of Directors. Any such resignation shall take effect at the time, if any, specified therein or, of no time is specified therein, upon receipt thereof by the Board of Directors.

4. Vacancies

A vacancy in any office because of death, resignation, removal or any other cause shall be filled in accordance with Paragraph 4 of Article III, and Paragraphs 1 and 2 of Article IV.

5. President

The President shall preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these By-Laws to some other officer or agent of this Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation; shall perform such other duties as may, from time to time, be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

6. Vice President

The Vice President shall function as may be assigned by the President or the Board of Directors. In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors and, during the absence or disability of the President, shall have all powers and perform all duties of the President. In the absence of the President and the Vice

President, another Board member may be appointed by the Board of Directors to discharge the President's functions, or any of them specified by the Board.

7. Secretary

The Secretary shall have responsibility for recording proceedings of all meetings of the Board of Directors and of all of the meetings of the Executive Committee, if any; shall have responsibility to keep on file at all times a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these By-Laws and all amendments and restatements hereof; shall have responsibility for, when directed to do so, giving proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall have responsibility to accomplish performance of such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall have responsibility for all duties usually incident to the office of the Secretary. Any of the above duties may be delegated to some other individual upon approval of the terms of such delegation by the Board of Directors.

8. Treasurer

The Treasurer shall be responsible for assuring the Board of Directors receives accurate and timely financial information and uses it in making decisions; shall be the Chair of the Finance Committee; shall develop key guidelines and assumptions for the budget process; shall analyze trends in income sources, including discussions of changes in types and reliability of income; shall review financial statements in detail, including comparisons of budget to actual results on a monthly basis and forecast cash flow; shall review and discuss the Corporation's financial policies for adequacy, including but not limited to cash disbursements, adequacy of insurance coverage, and tax complications and/or information reporting process; shall be involved in banking transactions as an authorized signer for deposit accounts and initiates and manages any loans; shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer.

9. Executive Director

- a. The Executive Director shall be the chief operations manager of the Corporation. The terms of employment and compensation of the Executive Director shall be set by the Corporation's Board of Directors.
- b. The responsibilities of the Executive Director shall be to:
 - 1) Manage the day-to-day affairs of this Corporation in accordance with the policies established by the Board of Directors and the Executive Committee, if any;
 - 2) Supervise the staff;
 - 3) Prepare monthly financial and activity reports;
 - 4) Develop basic operating rules and procedures for the Corporation's facilities and operations, as approved by the Board of Directors;
 - 5) Coordinate, promote, and assist in the development of local programming;
 - 6) Coordinate volunteers for all aspects of the Corporation's operations by contacting and scheduling them to assist in operating the Corporation's facilities and resources;
 - 7) Schedule equipment use, schedule programming, and advise producers in preparation of their productions;
 - 8) Develop new programs and program series;
 - 9) Prepare a budget annually for submission to the Board of Directors, administer all funds allocated by the Board of Directors, and contract with individuals and organizations for services, as approved by the Board of Directors;
 - 10) Attend all meetings of the Board of Directors and recommend adoption of measures deemed necessary or expedient, but shall have no power to vote;
 - 11) Oversee the use and maintenance of all equipment owned by this Corporation;

- 12) Encourage local organizations to use the Corporation's facilities through an outreach program designed to engage the public; and
- 13) Perform such other duties as the Corporation's Board of Directors may direct from time to time.

10. Other Officers, Agents and Employees

This Corporation may have such other officers, agents, legal counsel and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, legal counsel and employees shall be appointed in such manner, have such duties and hold their positions for such term as may be determined by resolution of the Board of Directors.

11. Bond

The Board of Directors shall, from time to time, determine which, if any, officers or employees of this Corporation shall be bonded and the amount of each bond. The Corporation shall bear the cost of any required bonds.

ARTICLE V: CONFLICT OF INTEREST

1. No Director, officer or employee of this Corporation may participate in the evaluation, review, or approval of any application for a grant or loan or in any other matter in which there is a direct personal interest. No Director, officer or employee may participate in a matter in which an organization by which they are employed, or of which they are an officer or Director, has an interest. The decision of the Board of Directors shall be final in determining whether said person shall be disqualified from participation in any way in the matter.
2. All grants, loans and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Incorporation, these By-Laws, or any other applicable prohibition against the Corporation's use or

application of its funds for private benefit. No such grant, loan or transaction shall be entered into if it would result in denial of or loss of tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter be amended.

3. The provisions of Article V are supplemental and in addition to the provisions of Division 2, Part 2, Chapter 2, Article 3 of the Corporations Code.

ARTICLE VI: FINANCIAL MATTERS

1. Balanced Budget

The Corporation shall have an annual balanced budget as adopted by the Corporation's Board of Directors in which expenditures shall not exceed anticipated revenues.

2. Accounting System

The Corporation's Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this Corporation to include published annual financial statements. All financial and operating records of the Corporation shall be subject to audit at any time by the City of Pasadena.

3. Compensation

- a. Employees - The Corporation's Board of Directors may at any time and from time to time, by resolution, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by any agent or employee of this Corporation for personal services rendered to this Corporation, or for any expenses necessarily paid or incurred by any such agent or employee, but only if and to the extent that the performance of such services or the incurrence of such expenses is directly in furtherance of the charitable, scientific, literary or educational purposes of this Corporation and the compensation or the

amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

- b. Directors - The Corporation's Board of Directors may at any time and from time to time, by resolution, provide for the reimbursement of expenses incurred by any Director or officer in pursuit of their duties as Director or officer of this Corporation, but only if and to the extent that the incurrence of such expenses is directly in furtherance of the charitable, scientific, literary or educational purposes of this Corporation and the amount of expenses paid or reimbursed, as the case may be, are reasonable and not excessive.

4. Fiscal Year

The fiscal year of the Corporation shall be the fiscal year of the City of Pasadena.

5. Checks, Drafts and Other Matters

All checks, drafts or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, employee or employees of this Corporation and in such manner as may, from time to time, be determined by resolution of the Board of Directors.

6. Annual Report

The Corporation shall prepare an annual written report and shall submit the report to the City Council of the City of Pasadena by September 30 of the year following the end of the fiscal year of the report. The report shall include a report of the financial status of the Corporation, a summary of corporate activities of the preceding year, a report of the attendance of each Director, a summary of the goals of the Corporation, and such other information that the Corporation or the City of Pasadena determines.

7. Programming Support Funds

The Corporation may disburse funds to individuals,

organizations, and citizen groups for the production, distribution, acquisition and/or promotion of programming. Said programming shall be consistent with the purposes of the Corporation. Funds so disbursed shall be allocated pursuant to rules and procedures adopted by the Corporation's Board of Directors.

8. Statement of Goals and Criteria

The Corporation's Board of Directors shall prepare a written set of policy, operational and fiscal goals for the Corporation, and a set of criteria for evaluating the Corporation's effectiveness in achieving these goals. The written goals and criteria shall be submitted to the City Council of the City of Pasadena not later than the date the Corporation submits its annual report pursuant to Section 7 of Article VI. The Corporation's goals and criteria may be revised from time to time as the Corporation or the City Council deems necessary.

ARTICLE VII: USES OF CHANNELS

1. Equity and Non-Discrimination Rules

The Corporation shall development rules ensuring that channel time is available to residents and groups on an equitable and non-discriminatory basis. These rules shall preserve the principle that a reasonable amount of channel time and facility use is available to Pasadena residents, at no cost, for community access communications purposes.

2. Recording and Reporting of Regional or Interconnected Programs

The Board of Directors shall cause to be established and maintained a system of recording all productions of cultural, educational, health or other programs made available to persons other than residents of the City of Pasadena but which use the resources of the Corporation or the City of Pasadena. The Board of Directors shall include a report of these programs to the City Council in its annual report as required in Article VI (6) of these By-Laws.

ARTICLE VIII: AMENDMENTS

The By-Laws may be amended in the following manner: An Amendment may be introduced at any meeting of the Board of Directors; it may be then voted upon at a following meeting and must be approved by two-thirds of the members present. Articles II, III, VI, VII and VIII can be amended upon ratification by the City Council of the City of Pasadena.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify each of its Directors and officers to the extent permitted by law.

ARTICLE X: TERMINATION

The Corporation's Board of Directors shall have the authority to elect to wind up and dissolve the Corporation, but any such election must be ratified by a majority vote of the members of the City Council of the City of Pasadena.