

**AMENDED BYLAWS OF
OAKLAND COUNTY CABLE COMMUNICATIONS CORPORATION
d/b/a COMMUNITY MEDIA NETWORK (“Community Media Network”)
REVISED AND ADOPTED December 21, 2005**

ARTICLE I
NAME

The name of the Corporation shall be the **OAKLAND COUNTY CABLE COMMUNICATIONS CORPORATION d/b/a COMMUNITY MEDIA NETWORK**, and it is sometimes referred to in these By-laws as the Corporation.

ARTICLE II
PURPOSES

The purpose of the Corporation is set forth in the Articles of Incorporation as follows:

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 purposes include, but are not limited to:

- A. To advance the use, growth and development of community communications and community based media in the corporation’s service area (including, but not limited to the Oakland County area of the State of Michigan), and to establish, maintain and operate one or more Community Media Centers;

- B. To empower individuals, organizations and institutions, on a non-discriminatory basis the means to disseminate information through the use of community-based media and to develop a Community Media Center to further that goal;
- C. To apply for and to receive, and to actively pursue contributions, grants, donations and loans of all types from individuals, organizations, profit and non-profit, public and private corporations, government agencies and others to support the purposes set forth in these by-laws;
- D. To ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of the corporation because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status;
- E. To provide, to the best of the corporation's ability, the means for any and all individuals, organizations, agencies and institutions, a public meeting or gathering place to hold events of a non-commercial nature, in the Community Media Center operated by the corporation;
- F. To develop, formulate and administer policy and rules for the use of all media, equipment and services that come under control of the corporation;
- G. Business shall be carried on by the corporation only in order to accomplish the purposes and objectives for which the corporation was established.

ARTICLE III
BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be non-commercial, non-sectarian, and non-partisan.

2. The name of the Corporation and/or the names of any directors of the Corporation in their official capacities shall not be used in any connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

ARTICLE IV
OFFICE

The principal office of the Corporation is, as of the date of the approval of these Bylaws, in one of the eleven (11) ICCA communities in the State of Michigan, and shall remain in one of the eleven (11) ICCA communities, State of Michigan unless another office or offices are approved by a majority vote of the Board of Directors and ICCA

ARTICLE V
MEMBERS OF CORPORATION

This Corporation has been organized on a directorship basis, as permitted under the Michigan Nonprofit Corporation Act.

ARTICLE VI
THE BOARD OF DIRECTORS

1. *Members of the Board of Directors.* The Board of Directors shall be composed of eleven Directors. Each Director shall represent one member of the Intergovernmental Cable Communications Authority communities, which include the City of Auburn Hills, the *City of Berkley*, *City of Clawson*, *City of Ferndale*, *City of Huntington Woods*, *City of Pleasant Ridge*, *City of Rochester*, *City of*

Rochester Hills, City of Royal Oak, City of Troy, and the Township of Oakland, hereinafter referred to as “ICCA communities”. Each of the ICCA communities may appoint one Director (“Director”), in accordance with the procedures, policies or ordinances in effect in that municipality. Each of the eleven ICCA community Directors, as set forth above, shall be able to vote, in accordance with the terms as set forth herein. Each Director shall hold office until his/her resignation, which shall require written notice to the Corporation. Such resignation will be effective upon its receipt by the Corporation, or at a subsequent time, if set forth in the written notice of resignation. Each Director is also subject to removal at any time by the appointing member community, in accordance with the member community’s rules and procedures. Each Director may also be removed by an appointing member community, or with a majority vote of the remaining Board of Directors, when the Director is no longer qualified to be a Director, as set forth in section 3.

2. *Vacancies of New Directors.* Any vacancies on the Board of Directors shall be filled in the same manner as the original appointment.

3. *Qualifications for the ICCA members of the CMN Board of Directors.* All Directors appointed by the ICCA member communities shall satisfy the following criteria:

a) The Director must be a resident of the ICCA member community that makes the appointment; or

b) The Director may be a non-resident, as long as the Director is an employee of the ICCA member community that makes the appointment. However, in no event shall the Director be: (i) the City Manager or Township Supervisor of the ICCA member community that makes the appointment; (ii) a community representative to the ICCA, or alternate representative to the ICCA from a community; or (iii) an employee of a school board located in an ICCA community which employee has within the scope of his/her employment the operation of the educational channels in that ICCA community;

c) The Director may not be a county, state, or federal elected official.

d) The Director may not be an agent or employee of Comcast or WideOpen West (or their successors) or an agent of any future franchisee.

4. Power to Make By-laws. The Board of Directors may amend the By-laws upon a vote of a 67-2/3% majority of the Board of Directors. The Board of Directors shall not be empowered to amend the By-laws or adopt new By-laws that permit the Corporation from engaging in any activity that would cause the Corporation to fail, qualify or continue to qualify as an exempt organization under 501(c)(3) of the Internal Revenue Code 1986 (or any

corresponding provisions of any future United States Internal Revenue Code) or as a nonprofit Corporation of the laws of the State of Michigan.

5. Quorum and Vote of Board of Directors. Any vote of the Board of Directors shall be on the basis of one vote per “Eligible Director” as herein defined,, in accordance with the provisions of the Intergovernmental Agreement between the ICCA member communities. However, Directors that are appointed by ICCA member communities that have failed to contribute the “minimal funding” requirement as set forth in the contract between the ICCA and CMN, as the same may be amended from time to time (“ICCA/CMN Contract”) shall lose its vote(s) on the Board of Directors, and the number of votes on the Board of Directors shall be adjusted so that the total number of votes and the calculation of a majority vote or super majority vote shall be based upon the total number of votes that would be available on the Board of Directors if all Directors were permitted to vote, less the amount of votes allocated to those communities that do not provide “minimal funding” under the ICCA/CMN Contract. Those Directors from communities that have fulfilled their funding requirements under the ICCA/CMN Contract shall be deemed “Eligible Directors”.

A majority of the Eligible Directors then in office constitutes a quorum for the transaction of business. The vote of the majority of the ”Eligible

Directors” present at the meeting in which a quorum is present (“Majority Vote”) constitutes the action of the Board of Directors.

6. Power to Elect Officers. The Board of Directors shall select a President, Secretary and a Treasurer.

7. Power to Appoint Other Offices and Agents. The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary for carrying out the purposes of the Corporation. All officers and agents of the Corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be delegated to them from time to time by the Board of Directors, in accordance with the terms and provisions of these By-laws.

8. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may, to the extent not inconsistent with any federal, state or local law governing not for profit corporations, the Articles of Incorporation of the Corporation, or these By-laws, delegate such powers and duties of any officer to any other officer or director.

10. Organizational Meeting of the Board. An annual meeting of the Board of Directors shall be held on such date as the Board of Directors shall determine, for the purpose of electing offices and transacting any other business properly brought before it.

11. Place and Notice of Meetings of the Board of Directors.

a) Regular or special meetings of the Board of Directors shall be held in the State of Michigan.

b) Regular or special meetings of the Board of Directors shall be conducted in accordance with the most recent edition of Roberts Rules of Procedure.

c) Members of the Board must be present in order to participate and/or vote in a meeting. This precludes the use of telephone conferencing or other similar communications..

12. Notices Regarding Board Meetings. During the term of the ICCA/CMN Contract, all notices regarding special meetings of the Board shall be provided to the ICCA.

13. Authority to Establish Financial Reserves and Refunds of Excessive Funds. The Corporation has the authority, upon a majority vote of the Board of Directors, to establish financial reserves that are reasonable and

necessary, as well as to authorize refunds of excessive funds to the municipal members.

14. Absentee Policy. In the event a Director has three or more unexcused absences in any twelve month consecutive period, then the Board of Directors may, at its option, report such absences to the ICCA and the community from which the Director was appointed. Further, the Board of Directors may request that the community appoint a replacement Director who is able to comply with the attendance policies of the CMN Board of Directors as set forth in these Bylaws.

ARTICLE VII **COMMITTEES**

1. The Board of Directors may appoint one (1) or more committees, upon approval of a majority vote of the Board. Any committee or sub-committee shall serve in an advisory capacity only, and the Board cannot delegate its authority to a committee, but may delegate ministerial duties regarding the day-to-day operations of CMN to a committee or staff for the efficient operation of the Corporation in its normal course of business.

2. Committees are limited to exercising only such powers and authority that is expressly granted by the Corporation By-laws, or state, local, or federal law, or by a resolution adopted by the majority vote of the Board of

Directors. However, committees and/or sub-committees are prohibited from exercising any of the following powers:

- a) Amending the Articles of Incorporation.
- b) Adopting an agreement of merger or consolidation.
- c) Selling, leasing or exchanging all or substantially all of the

Corporation's property and assets.

- d) Dissolving of the Corporation or a revocation of dissolution.
- e) Amending the By-laws of the Corporation.
- f) Filling vacancies in the Board of Directors.
- g) Fixing the compensation of the Directors for serving on the

Board or a committee.

- h) Canceling or terminating a member community's membership.

ARTICLE VIII **OFFICERS**

The officers of the Company shall consist of the following:

1. The President, who shall preside at all meetings of the Corporation and of the Board of Directors at which he/she may be present; and shall perform such other duties as may be prescribed in these By-laws or assigned by the Corporation or by the Board of Directors; and shall coordinate the work of the offices of the Corporation in order that the purposes may be promoted.

2. A Vice President or Vice Presidents, as the Board may designate by resolution from time to time; who shall perform the duties and exercise the powers of the President during the absence or disability of the President, and perform such other duties as shall be assigned from time to time by the President or by the Board of Directors.

3. The Secretary, who shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him/her.

4. The Treasurer shall cause the executive director of the Corporation, or such other employee of the Corporation authorized by the Board of Directors, to keep a full and accurate account of receipts and expenditures authorized by the Board of Directors. The Treasurer shall present a financial statement at every meeting of the Corporation, and at other times when requested by the Board of Directors. The Treasurer shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records, which shall be in conformance with the By-laws. The Treasurer shall be responsible to make sure that all accounts of the Corporation require at least two (2) check signatories. The Treasurer's accounts may be examined annually by an auditor approved by the Board of Directors.

ARTICLE IX
CORPORATE BOOKS AND RECORDS

The Corporation shall keep books and records of accounts and minutes of its Boards and Committees in accordance with the advice of the Corporation's independent certified public accountant as to the keeping of books and records of a private nonprofit corporation in the State of Michigan. Investments, funds and assets of the Corporation shall be invested in accordance with the laws of the State of Michigan.

ARTICLE X
INVESTMENTS

The funds and assets of the Corporation shall be invested in such a manner as to enable the Corporation to carry out its exempt purposes, and in such a manner so as not to cause the Corporation, or any of its officers or directors, to be subject to any federal penalty excise taxes imposed on private foundations under the provisions of the Internal Revenue Code of 1986 (or similar penalty taxes under the laws of the State of Michigan).

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE XII
DUTY OF DIRECTORS AND OFFICERS

A Director or an Officer shall discharge the duties of his/her position in good faith and with that degree of diligence, care and skill, which an ordinary prudent person would exercise under similar circumstances in a like position. In discharging his/her duties, a Director or an Officer, when acting in good faith, may rely upon the opinion of counsel for the Corporation, or upon the report of an independent appraiser that is selected with reasonable care by the Board, or upon financial statements of the Corporation that are verified as correct by the President or the Officer of the Corporation that has charge of its books or account, or as stated in a written report by an independent public or certified public accountant (or firm of such accountants) which is drafted for the purpose of reflecting the financial condition of the Corporation.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS

[OPEN – CURRENTLY BEING REVIEWED BY COUNSEL]1.

Actions other than Actions be or in the Right of the Corporation.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, Agent, or a volunteer worker of the Corporation, or is or

was serving at the request of the Corporation, as Director, Officer, Volunteer worker or Agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification covers any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement that are actually and reasonably incurred in connection with such action, suit or proceeding, as long as the Director, Officer, Agent, or Volunteer Worker or Agent acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation (and not opposed to the best interest of the Corporation). This indemnification also covers any criminal action or proceeding, so long as the Director, Officer, Agent, or Volunteer Worker or Agent had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which is reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

2. *Actions by or in the Right of the Corporation.* The Corporation shall indemnify any person who is or was a party to, or is threatened to be made a party to any threatened, pending or completed action or suit filed by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he

is or was a Director, Officer, Volunteer Worker or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Volunteer Worker or Agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall cover any expenses (including attorneys' fees) that are actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, as long as the Director, Officer, Volunteer Worker, or Agent acted in good faith and in a manner reasonably believed to be in the best interest of the Corporation, or at a minimum not opposed to the best interests of the Corporation. However, indemnification shall not be provided for any claim, issue or matter, when the person requesting indemnification has been adjudged negligence or committed misconduct in the performance of duty to the Corporation.

3. *Indemnification Against Expenses.*

a) To the extent that a Director, Officer, Volunteer Worker or Agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding, as referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

b) Any indemnification under Sections 1 or 2 (unless ordered by a court) shall be made by the Corporation after a determination that indemnification is proper in the circumstances, because he has met the applicable standard of conduct set forth in Section 1 and 2. Such determination shall be made in either of the following ways:

(i) By a majority vote of the Board, excluding the Directors who were parties to such action, suit or proceeding.

(ii) If a quorum of Board Members are not eligible to vote, since they were parties to such action, suit or proceeding, then the determination can be made by independent legal counsel, retained by the Corporation. in a written opinion.

4. Resident Agent. The Board of Directors shall determine a resident agent from time to time.

5. Conflicts Of Interest And Nepotism. No member of the CMN Board or any officer of CMN or any members of their “families”, as herein defined, shall be interested, directly or indirectly, in any contract, franchise, job, work or service where there are revenues therefrom, nor shall he or she receive any compensation for any work or service rendered to CMN except compensation for services if the officer is an employee of CMN. ”Families”, as herein defined, of the Executive Director or any member of the CMN Board are hereby disqualified

from holding any appointed office of CMN or from being employed by CMN or serving on the CMN Board. “Families”, for purposes of this Agreement, shall be defined as spouse, parents, children, siblings or in-laws at the same degree of relationship, step-children, step-parents and step-siblings.

6. Noncompete. The Corporation agrees that it will not compete with the ICCA governmental or educational access programming within the ICCA member communities. The Corporation will be permitted, however, to bid on such governmental and educational services within the ICCA communities, as long as the ICCA has granted prior approval.

7. Competitive Bidding Requirements. All supplies and contractual services, when the estimated costs thereof shall equal or exceed Three Thousand Dollars (\$3,000), shall be purchased by a written contract or invoice from the lowest responsible bidder, it being specifically understood that CMN is not obligated to accept the lowest bid on any contract due to the many qualitative factors which must be considered by CMN and which may cause a more prudent decision to be made by the purchase of equipment or other services which are not determined to be the lowest price, but by the best value offered.

8. Funding From Other Sources. The Corporation shall be permitted to raise supplemental funds, with ICCA approval.