

**AMENDED BYLAWS
OF
OAKLAND COUNTY CABLE COMMUNICATIONS CORPORATION
d/b/a Community Media Network (“Community Media Network”)**

I. OFFICES OF THE CORPORATION.

1.01 Principal Office. The principal office of the Corporation shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

1.02 Other Offices. The Board of Directors may establish other offices in or outside the State of Michigan.

II. REGISTERED AGENT.

The registered agent shall be as determined by the Board of Directors from time to time.

III. BOARD.

3.01 General Powers. The business, property, and affairs of the Corporation shall be managed by the Board of Directors. The Board may, by action of the full Board, employ such persons or entities as it determines are necessary to assist it in the performance of its duties under these Bylaws or law. The Board may, at any time, again assume any duty delegated to any person hereunder.

The general management and administration of Community Media Network may be delegated to an Executive Director who shall: (a) serve as Assistant Secretary and Assistant Treasurer of the Board and perform such duties in these capacities as the Secretary and Treasurer may direct; (b) employ, within the constraints of the budget approved by the Board, clerical staff and other employees as may be determined necessary to assist the Executive Director and Community Media Network; (c) attend all meetings of the Board of Directors; (d) make reports to the Board on the affairs and business of Community Media Network at meetings of the Board of Directors, as requested by the Board; (e) subject to the procedural requirements established by the Board, be a signatory to Grant Agreements approved by the Board of Directors; and (f) perform other duties as necessary to the daily operation of Community Media Network.

3.02 Number. The number of directors shall be as follows: one (1) from each constituent city serviced by Community Media Network; plus elected directors at large; plus five (5) appointed directors at large.

3.03 Tenure. Each director of the Corporation shall hold office until the director's term has expired, resignation, removal or death.

3.04 Appointed Directors. Each municipality which is serviced by Community Media Network (the "Constituent Municipality") shall appoint one (1) Appointed Director. Appointed Directors shall comprise and function as the entire Board for periods prior to the election of the Director's-at-Large. Appointed Directors shall satisfy the following criteria: (a) must be a resident of the municipality appointing them; (b) may not be a delegate or alternate to a franchise authority, if any, or an agent of a franchisor; (c) may not be an elected official of local, county, state or federal government; (d) may be an employee of a municipality or school district of a constituent municipality provided his/her employment in the constituent municipality is primarily ministerial in nature; and (e) may not be an employee of the Franchisee or an agent of the Franchisee.

An Appointed Director shall serve at the pleasure of the constituent municipality that appointed him/her. If, for any reason, the office of any Appointed Director becomes vacant, it shall be filled by the applicable municipality's appointment of a successor Appointed Director.

3.05 Board-Appointed Directors. Five (5) directors, 2 of whom should be active producers, may be appointed by the collective Board of Directors. Board-Appointed Directors may not be an employee of Community Media Network or the franchisee.

Board-Appointed Directors shall be recruited by members of the Board of Directors. Prospective appointees will be invited to attend two Board meetings and apply for Board membership upon the affirmative vote by the seated Board of Directors. Applications for Board-Appointed Directors shall be furnished by the Board and returned to the Community Media Network office within two weeks. The application will be received and discussed at the next regular meeting of the Board of Directors. An applicant will be selected for a Board-Appointed position by a simple majority vote and will be notified of acceptance by the President. Board-Appointed Directors will serve according to the following schedule.

Board-Appointed Directors shall be appointed each April and serve for one year. Vacancies and removal shall conform to Article IV of these bylaws.

3.06 Ex-Officio Members. Ex-Officio members shall serve only in an advisory capacity and shall have no voting privileges.

3.07 Conflict of Interest. Any member of the Board who has a personal or financial interest in any matter presented to Community Media Network shall disclose such interest to the Board and thereafter shall not participate in any deliberations regarding that matter and shall abstain from voting thereon. Board members abstaining from voting shall state the reason and the Board of Directors shall vote to approve that abstention by a simple majority vote.

Employees of Community Media Network may not apply for a grant. No grants may be made to the Franchisee, its full-time employees or representatives. No public access grant may be made to any employee of a franchise authority, if any, or any professional advisor or consultant of said franchise authority or Community Media Network (such as their attorneys and accountants). No public access grant may be made to any K-12 and higher education school employee where funding for the project is available or should be provided from

resources for such employee's school system employer. Members of the Board of Directors shall accept no gratuities in connection with their responsibilities as members of the Board. In the event of a violation of any of the provisions above in this section, the responsible person can be removed from his/her position(s) by a 2/3 vote of the Board.

3.08 Annual Meeting. A quorum shall exist for purposes of transacting business at meetings of the Community Media Network Board of Directors when there is at least a majority of the members of the Board present at such meetings. Actions of the Board will be by majority vote of those present in person, by phone, or by proxy, unless otherwise indicated. The Board shall meet a minimum of once a month unless there is no business to be transacted. The following shall apply to all meetings.

- (a) All meetings shall be governed by Roberts Rules of Order, revised except where in conflict with these By-Laws.
- (b) All regular meetings to conduct official business of Community Media Network shall be open to the general public, Notification of a regular meeting shall be made by the Secretary of the Board to the Membership, the general public, ICCA, the Franchisee and others who may request notification of such meetings in any manner which is reasonably calculated to provide such notice.
- (c) The Board may hold closed meetings for legal, organizational, preliminary financial or personnel management matters which deal with internal Community Media Network business and which do not impact the general public's interest in public access programming.
- (d) Special meetings may be called by the Chairperson of the Board provided all Board members are notified by Mail or telephone twenty-four hours prior to the meeting. The notification shall include the purpose, time and place of the meeting.
- (e) Any special meeting may consider only the matter(s) for which the meeting was called unless there is unanimous agreement of the members present to add additional items to the agenda.

During a roll call vote, voting will be done by "yes", "no", and "abstain" and shall be recorded in the minutes. Board members abstaining from voting shall state the reason and the Board of Directors shall vote to approve that abstention by a simple majority vote. The Board shall determine a meeting schedule for the year at the first meeting held after the beginning of the fiscal year and the President shall prepare an agenda for each regular meeting and mail the agenda to each Board member five business days prior to the meeting date. Additional items may be added to the official agenda by majority vote of the members in attendance.

There shall be at least one annual meeting each year for the general membership at such time and place as shall be determined by the Board of Directors. The Board may also call such additional meetings of the members as it deems to be appropriate, which shall be

held as determined by the Board. Notice of any such meeting shall be provided to the members not later than two (2) weeks prior to the scheduled date of any such meeting.

3.09 Regular and Special Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution. All directors shall be provided with notice of any such resolution. Special meetings of the Board may be called by a majority of the directors then in office. Notice of the time and place of a special meeting shall be given to each director in writing, delivered or received by each Board member at least three days before the meeting (supported by an Affidavit of Service or waiver of notice).

3.10 Waiver of Notice. The attendance of a director at a Board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.11 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.12 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.13 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

3.14 Resignation. Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor may be appointed as provided in section 3.06 of the Bylaws.

3.15 Removal. Any director may be removed with cause by the remaining directors on the Board. Cause shall mean: (1) fraud committed in connection with services ad director, dishonesty, theft, misappropriation or embezzlement of Community Media Network's funds or assets; (2) conviction of any felony or crime involving fraud or misrepresentation; or (3) gross incompetence or misconduct in the performance of or neglect of the duties of a Director, whose conduct is not corrected after written notice and a period of 30 days to cure.

3.16 Board Vacancies. A vacancy on the Board may be filled with a person selected by the remaining directors of the Board.

IV. COMMITTEES.

4.01 General Powers. The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors; persons not a member of the Board of Directors may be a member of a committee. The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the Bylaws of the Corporation;
- (d) fill vacancies on the Board; or
- (e) fix compensation of the directors for serving on the Board or on a committee.

4.02 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

4.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

V. OFFICERS.

5.01 Number. The officers of the Corporation shall be elected by the Board. An officer must be a voting member of the Board of Directors. The officers shall be a President, a Secretary and a Treasurer. There may also be a Chairperson, Vice President, and such other officers as the Board deems appropriate. The President shall be a voting member of the Board.

5.02 Term of Office. The officers of the Board shall be chosen by the Board from among its members in April of each year. Officers shall be chosen by a simple majority vote. The same person shall not hold more than one office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any

time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Removal. An officer and Board-Appointed Director may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 Vacancies. A vacancy in any office for any reason may be filled by the Board.

5.05 President. The President shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business affairs of Corporation. The President, upon majority vote of the Board of Directors, shall have the power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the Corporation.

5.06 Vice President. The Vice President, if any, shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.

5.07 Chairperson. The Chairperson, if elected, shall preside at all Board meetings. The Chairperson shall have the power to perform duties as may be assigned by the Board. If the President is absent or unable to perform his or her duties, the Chairperson shall perform the President's duties until the Board directs otherwise. The Chairperson shall perform all duties incident to the office.

5.08 Secretary. The Secretary shall: (a) keep minutes of Board meetings; (b) be responsible for providing notice to each director as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and director, and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

5.09 Treasurer. The Treasurer shall: (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

5.10 Contracts Signed By Officers. Unless otherwise provided in these By-Laws, any two of the following officers, President, Vice-President, Secretary or Treasurer may sign any contracts of the Corporation unless otherwise provided by the Board of Directors.

VI. CORPORATE DOCUMENT PROCEDURE.

6.01 Required Authorization. All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

6.02 Maintenance of Records. Community Media Network shall also keep minutes of the proceedings of the membership, the Board and of the committees having or exercising the authority of the Board in the management of Community Media Network. All records required under this Article shall be located at the principal office of Community Media Network.

VII. INDEMNIFICATION.

7.01 Nonderivative Actions. Subject to all of the other provisions of this Article, 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a director or officer of the Corporation or who was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the Corporation, or (b) the person was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably

believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this Article, or in defense of any claim, issue, or matter in the action, suit, proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

7.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately

determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

7.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

7.10 Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the state of Michigan.

7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

VIII. COMPENSATION.

Members of the Board of Directors shall serve without compensation. They may be reimbursed for actual, verifiable, reasonable and necessary expenses incurred in their capacity as a Director. When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these Bylaws.

IX. FISCAL MANAGEMENT.

9.1 Fiscal Year. The fiscal year of the Corporation shall begin on April 1 and end March 31.

9.2 Checks. All checks in excess of \$500 must be signed by two authorized persons. All checks under \$500 and all normal payroll checks require a single authorized signature only. An authorized person shall include any officer or Executive Director of the Corporation.

9.3 Insurance. The Board shall take the necessary steps to provide such insurance coverage deemed necessary and desirable to protect the Board, staff and membership of Community Media Network during the conduct of Community Media Network business.

X. AMENDMENTS.

The Board of Directors at any regular or special meeting may amend or repeal these Bylaws, or adopt new Bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

Prepared for Board of Directors Meeting:

AMENDMENTS TO PROPOSED BYLAWS

11/18/98

The following are proposed amendments to the bylaws being considered by the Board at the regular monthly Board of Directors meeting of 11/18/98.

3.10* Regular and Special Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution. All directors shall be provided with notice of any such resolution. Special meetings of the Board may be called by a majority of the directors then in office. Notice of the time and place of a special meeting shall be given to each director in writing, delivered or received by each Board member at least three days before the meeting (supported by an Affidavit of Service or waiver of notice).

3.16* Removal. Any director may be removed with cause by the remaining directors on the Board. Cause shall mean: (1) fraud committed in connection with services ad director, dishonesty, theft, misappropriation or embezzlement of Community Media Network's funds or assets; (2) conviction of any felony or crime involving fraud or misrepresentation; (3) gross incompetence or misconduct in the performance of or neglect of the duties of a Director, whose conduct is not corrected after written notice and a period of 30 days to cure; or (4) the existence of a physical or mental condition which results in the director being unable to carry out the duties of a director or a period of 90 days or greater.

5.05 President. The President shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business affairs of the Corporation. The President, upon majority vote of the Board of Directors, shall have the power to appoint or discharge employees, agents, or independent contractors, to determine

their duties, and to fix their compensation. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the Corporation.

Comment:

**With proposed changes, 3.10 will become 3.09; 3.16 will become 3.15*